

**BY-LAW NO. 1**

**A by-law relating generally to the conduct of the affairs of  
CANADIAN FEDERATION OF CATHOLIC PHYSICIANS AND SOCIETIES  
(the “Corporation”)**

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

## SECTION 1 – GENERAL

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

- a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) “annual meeting of members” means the annual meeting of the members of the Corporation designated as the annual meeting of members by the directors;
- c) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) “board” means the board of directors of the Corporation and “director” means a member of the board;
- e) “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;
- f) “Corporation” means **CANADIAN FEDERATION OF CATHOLIC PHYSICIANS AND SOCIETIES**, which will be incorporated under the Act;
- g) “Foundational Members” means the Original Foundational Members and those persons subsequently appointed as Foundational Members by a resolution passed by a majority of:
  - (i) the Original Foundational Members who are then still Foundational Members;  
and
  - (ii) any Foundational Members subsequently added to the Corporation,and “Foundational Member” means any one of the Foundational Members;
- h) “meeting of members” includes an annual meeting of members or a special meeting of members;
- i) “members” means those persons who have become members of the Corporation in accordance with these by-laws and have not ceased to be members, and a “member” means any one of them;

- j) “Nominating Committee” means the committee established pursuant to section 6.6 of this by-law;
  - k) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - l) “Original Foundational Members” means Dr. Catherine Ferrier, Dr. James Lane, Dr. Thomas Bouchard, and Dr. Timothy Lau;
  - m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
  - n) “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;
  - o) “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
- 1.2 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.3 Other than as specified in section 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.
- 1.4 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 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 1.6 The financial year end of the Corporation shall be December 31, unless determined otherwise by the board.
- 1.7 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

- 1.8 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.
- 1.9 The Corporation shall be a religious corporation for the purpose of subsection 224(2) of the Act.
- 1.10 The Corporation, including its directors, members, administrators, and employees, shall at all times carry out and support all the purposes and functions of the Corporation in accordance with the teachings and doctrines, and faith and morals of the Roman Catholic Church as directed by the Magisterium of the Roman Catholic Church and the Roman Catholic Code of Canon Law (as amended from time to time) (referred herein and in the by-laws of the Corporation as “Catholicity”).
- 1.11 The articles and by-laws of the Corporation may be amended by resolution of the board, subject to the confirmation by ordinary resolution of the members, provided that a special resolution of the members is required to make an amendment to the articles or the by-laws of the Corporation to:
- a) change the Corporation’s name;
  - b) change the province in which the Corporation’s registered office is situated;
  - c) add, change or remove any restriction on the activities that the Corporation may carry on;
  - d) create a new class or group of members;
  - e) change a condition required for being a member;
  - f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
  - g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
  - h) add, change or remove a provision respecting the transfer of a membership;
  - i) subject to section 133, increase or decrease the number of – or the minimum or maximum number of – directors fixed by the articles;
  - j) change the statement of the purpose of the Corporation;
  - k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
  - l) change the manner of giving notice to members entitled to vote at a meeting of members;
  - m) change the method of voting by members not in attendance at a meeting of members; or
  - n) add, change or remove any other provision that is permitted by this Act to be set out in the articles; or
  - o) amend, add to, or revoke sections 1.1(g), 1.1(l), 1.10, 1.11, 2.1, 2.2, 5.2 and 6.6 of this by-law, subject to the Act and the articles.

## SECTION 2 – MEMBERSHIP

### 2.1 Membership Classes

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

### 2.2 Membership Conditions

The persons who are the directors of the Corporation as at the date of the incorporation of the Corporation and the Foundational Members shall be the initial members of the Corporation. Thereafter, membership shall be available only to the directors of the Corporation and Foundational Members, and persons who are elected as directors pursuant to this by-law or appointed as Foundational Members by a resolution passed by a majority of the Foundational Members are deemed to have applied and have been accepted as members of the Corporation.

The following additional conditions of membership shall apply:

- a) A corporation shall not be entitled to become a member of the Corporation.
- b) Membership is not transferable;
- c) Eligibility for membership during a term of membership in the Corporation shall be limited to persons who:
  - i. commit to furthering the objects of the Corporation set out in its articles; and
  - ii. who commit to maintaining the commitment in section 1.10, including signing the following declaration which shall be deposited with the records of the Corporation:

“DECLARATION: I, the undersigned, in contemplation of becoming a member of the Canadian Federation of Catholic Physicians and Societies, hereby declare that I have read the articles and by-laws. I profess the faith of the Roman Catholic Church in full communion with the Bishop of Rome, and subscribe to the teachings and practice of the Roman Catholic Church in all matters. I will do my utmost to see that the Catholicity (as defined in the by-laws of the Corporation) of the Corporation is at all times maintained and implemented.”

Upon ceasing to be a director of the Corporation, that person shall thereupon cease to be a member unless such person remains a Foundational Member. For greater certainty, the Foundational Members may only cease to be a member upon resignation, incapacity, expulsion, death or otherwise pursuant to section 3.2.

As set out in the articles, each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.

## **2.3 Notice of Member Meetings**

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;
- b) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board where information respecting the Corporation's activities is regularly posted and that is located in a place frequented by members; or
- c) by 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.

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.1 Membership Dues**

Member dues may be prescribed by the board. Members shall be notified in writing of the membership dues at any time payable by them.

### **3.2 Membership Termination**

A person's membership is terminated when:

- i. the member dies or is incapacitated;
- ii. the member is expelled in accordance with by-law 3.4 below or is otherwise terminated in accordance with the articles or these by-laws;
- iii. the member ceases to be a director and Foundational Member and, for greater certainty, if a member is both a director and Foundational Member such member will not cease to be a member so long as such member retains its position as either a director or Foundational Member; or
- iv. the member resigns by delivering a written resignation to the chair of the board in which case such resignation shall be effective on the date specified in the resignation.

3.3 The board shall have authority to suspend or expel any member from the Corporation, for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;

- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) carrying out immoral or unethical conduct;
- d) failing to maintain the commitment described in by-law 2.2(c);
- e) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation and section 1.10 of these by-laws.

3.4 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3.5 All members of the Corporation agree that any of the following shall be full and sufficient reasons for expulsion from membership in the Corporation:

- a) immoral or unethical conduct;
- b) failure to maintain the commitment described in by-law 2.2(c) or acting contrary to section 1.10; or
- c) failure to attend meetings of the members for a period of at least three (3) consecutive meetings without the written consent of the board.

#### **SECTION 4 – MEETINGS OF MEMBERS**

4.1 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 required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

- 4.2 In the event that the chair of the board and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.3 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 50% plus one 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.
- 4.4 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 shall not have a second or casting vote in addition to an original vote.
- 4.5 The directors may, whenever they think fit, convene a special meeting of members.
- 4.6 Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Regulations, if any, by means of a videoconference, teleconference or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. The board may determine that a meeting shall be held, in accordance with the Regulations, if any, entirely by means of a videoconference, teleconference or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **SECTION 5 – DIRECTORS**

- 5.1 The members of the Corporation shall elect a maximum of seven (7) directors and a minimum of three (3) directors. Directors must be individuals of the full age of nineteen years with power under law to contract. A majority of the directors must be Canadian residents. A majority of the directors must be at arm's length from each other.
- 5.2 A person may stand for election or be appointed as a director or continue to serve as a director only if he or she:
- a) is a student in a Doctor of Medicine Undergraduate Program at a Canadian University or is a physician licensed to practice medicine in Canada;
  - b) meets the qualifications set out in the Act and the Income Tax Act; and
  - c) signs a declaration in the following form, which declaration shall be deposited with the records of the Corporation:

“DECLARATION: I, the undersigned, in contemplation of becoming a director of the Canadian Federation of Catholic Physicians and Societies, hereby declare that I have read the articles and bylaws. I profess the faith of the Roman Catholic Church in full communion

with the Bishop of Rome, and subscribe to the teachings and practice of the Roman Catholic Church in all matters. I will do my utmost to see that the Catholicity (as defined in the bylaws of the Corporation) of the Corporation is at all times maintained and implemented.”

- 5.3 Subject to the articles, the members will elect the directors at each annual meeting of members at which an election of directors is required, by ordinary resolution. The term of office of each director of the Corporation shall be two (2) years, expiring not later than the close of the second annual meeting of members following the election or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A director may be re-elected to a second and third consecutive two (2) year term or portion thereof. After serving three (3) consecutive terms, or portions thereof, a director shall retire for a minimum of one (1) year.
- 5.4 Notwithstanding the foregoing, the directors shall provide, as nearly as numerically as possible, for the election of one-third (1/3) of the board in each year.
- 5.5 The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.
- 5.6 The board may prescribe such rules and regulations not inconsistent with this by-law relating to the management and operation of the Corporation as they deem expedient.
- 5.7 Directors and committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer, business manager employee or in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.
- 5.8 The board may authorize the chair to appoint such agents and engage such employees as the chair shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the chair at the time of such appointment. The remuneration of all officers, agents and employees shall be fixed by the board by resolution.
- 5.9 The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 5.10 The board may, without authorization of the members, borrow money on the credit of the

Corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

5.11 Borrowing shall require approval of not less than two-thirds of the board.

5.12 The board may, by resolution, delegate the borrowing powers referred to in 5.10 to a director, a committee of directors or an officer.

## SECTION 6 – MEETINGS OF DIRECTORS

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

6.2 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 of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (*Limits on Authority*) of the Act that is to be dealt with at the meeting.

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

6.4 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question unless otherwise required by the Act or this by-law. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to an original vote.

6.5 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.

6.6 For the purpose of nominating new directors, the Foundational Members shall serve as a Nominating Committee and any nominations for election to the board must be approved in writing by a majority

of not less than 50% plus 1 of the Foundational Members.

- 6.7 The Nominating Committee shall present at meetings of the members, nominations for election to the board approved in accordance with section 6.6 of this by-law and may, with the approval of the members, establish such rules and procedures for the presentation and consideration of names as it from time to time considers are in the best interests of the Corporation, provided that advance consent or verbal assurance is given that persons nominated as directors are prepared to serve if elected.
- 6.8 Any person entitled to attend a meeting of directors may participate in the meeting, in accordance with the Regulations, if any, by means of videoconference, teleconference or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. The board may determine that a meeting shall be held, in accordance with the Regulations, if any, entirely by means of a videoconference, teleconference or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## SECTION 7 – OFFICERS

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

- d) **Treasurer** – If appointed, the treasurer shall prepare and administer an annual budget and the financial statement that are submitted for approval to the annual member meeting. The treasurer shall also maintain custody and make an accounting of all monies received and disbursed by the Corporation. The treasurer shall have such other duties and powers as the board may specify.
  - e) **Episcopal Advisor** – If appointed, the episcopal advisor shall act as liaison between the Corporation and the Canadian Conference of Catholic Bishops. The episcopal advisor may also hold the office of chaplain.
  - f) **Chaplain** – If appointed, the chaplain shall provide guidance and harmony with the teaching of the Magisterium of the Roman Catholic Church as applied to the practice of medicine and the provision of health care.
- 7.2 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 or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
- 7.3 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.
- 7.4 If the office of any officer of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy. An officer appointed by the board to fill a vacancy pursuant to this section 7.4 ceases to be an officer at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **SECTION 8 – NOTICES**

- 8.1 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 (Notice of directors) or 134 (Notice of change of directors) of the Act;

- 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.

8.2 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 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.

8.3 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.

8.4 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 9 – DISPUTE RESOLUTION**

9.1 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 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.

- 9.3 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.
- 9.4 The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- 9.5 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.
- 9.6 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

#### **SECTION 10 – INDEMNITIES**

- 10.1 Subject to the Act, every director and officer who has properly undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - a) all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, which such director or officer incurs in or about any action, suit or proceeding (including, but not limited to, any civil criminal, administrative, investigative proceeding) which is brought, commenced or prosecuted against him, including an amount paid to settle an action or satisfy a judgment, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
  - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by his own wilful neglect or default and provided that such director or officer:

- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

**SECTION 11 – EFFECTIVE DATE**

11.1 Subject to matters requiring a special resolution, this by-law shall be effective upon the incorporation of the Corporation.

CERTIFIED to be By-Law No.1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 25<sup>th</sup> day of January 2023 and confirmed by the members of the Corporation by special resolution on the 25<sup>th</sup> day of January 2023.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
*Signature*  
Print Name: \_\_\_\_\_  
Director

\_\_\_\_\_  
*Signature*  
Print Name: \_\_\_\_\_  
Director