

**The Friends of Presqu'ile Park**

**Bylaw No. 1**

**November 2023**

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## **BYLAW NUMBER ONE**

A bylaw relating generally to the conduct of the affairs of The Friends of Presqu'ile Park hereinafter referred to as the "Corporation"

### **SECTION 1.0 – GENERAL**

#### **1.1 Definitions**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- 1) "Act" means the Ontario Not-for-profit Corporations Act 2010, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 2) "Articles" means the original or restated articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 3) "Board" means the Board of Directors of the Corporation;
- 4) "bylaw" means this bylaw or any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- 5) "Chair" means the Director elected by the Board to be the chief spokesperson of the Corporation who presides at the annual general meeting of members and at meetings of the Board;
- 6) "days" means calendar days;
- 7) "Chief Executive Officer" means the senior staff person appointed by the Board to manage the Corporation;
- 8) "Corporation" means the Corporation;
- 9) "Director" means a Director of the Board of the Corporation;
- 10) "Majority" means fifty percent plus one;
- 11) "Meeting of members" means the annual general meeting of members or a special meeting of members;
- 12) "Officer" means a Director elected, or in the case of the Chief Executive Officer, a staff person appointed by the Board, to perform specific duties;
- 13) "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- 14) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 15) "Special meeting of members" means a meeting of any class or classes of members or a special meeting of all members entitled to vote at an annual general meeting of members;
- 16) "Special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 17) "Secretary" means the Officer elected by the Board to, among other things, have the custody of the corporate seal and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation
- 18) "Treasurer" means the Officer elected by the Board to, among other things keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and deposit all moneys or other valuable effects in the name and to the credit of the Corporation ;
- 19) "Vice-Chair" means the Officer elected by the Board to, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and perform such other duties as shall from time to time be requested by the Board.

## **1.2 Interpretation**

- 1) In the interpretation of this bylaw, 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.
- 2) Other than as specified in 1. 1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

## **1.3 Invalidity of any provisions of this bylaw**

- 1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

## **1.4 Corporate Seal**

- 1) 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 shall be the custodian of the corporate seal.

## **1.5 Head Office**

- 1) The head office of the Corporation shall be in the Municipality of Brighton, Northumberland County, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

## **1.6 Execution of Documents**

- 1) Contracts, documents, or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers or by the Chief Executive Officer, if one is appointed, and any one Officer. Documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Officers shall have power from time to time, contingent upon Board approval, to appoint a member or members on behalf of the organization to sign specific contracts, documents and instruments in writing.

## **SECTION 2.0: MEMBERSHIP**

### **2.1 Membership Classes**

- 1) Subject to the articles, there shall be one class of members in the Corporation.
- 2) The Board may from time to time establish distinct categories within the membership.

### **2.2 Eligibility of Members**

- 1) Individuals who are interested in furthering the Corporation’s mission and goals are eligible to become members.
- 2) Those eligible, may become members further to registering, and being accepted as members by the Board of Directors.
- 3) The Board of Directors of the Corporation shall, by resolution, approve the admission of the members of the Corporation.

## **2.3 Rights of Members**

- 1) Each member shall be entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one vote at such meetings.
- 2) Members, may stand for office.
- 3) No member shall be entitled to vote at meetings of the Corporation or stand for office unless he/she has paid all fees, if any, then payable by him/her.
- 4) The interest of a member in the Corporation is not transferable and lapses and ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

## **2.4 Membership Fees**

- 1) There shall be fees payable by members as shall from time to time be fixed and categorized by majority vote of the Board of Directors present, which vote will become effective only when confirmed by a two-thirds vote of the members present at an annual or other general meeting.
- (2) The Secretary shall notify the members of the fees at any time payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated.

## **2.5 Term of Membership**

- 1) With the exception of life members, membership subscriptions shall be valid from January 1st to December 31st in the year in which the subscription was received.

## **2.6 Notice of Meeting of Members**

- 1) Notice of the time and place of a meeting of members shall be given to each Member by telephonic, electronic or other communication facility at no less than 30 and not more than 50 days before the day on which the meeting is to be held.

## **SECTION 3.0 - MEMBERSHIP TERMINATION**

### **3.1 Termination of Membership**

- 1) A membership in the Corporation is terminated when:
  - a) the member dies;
  - b) the member fails to maintain qualifications for membership described in Section 2 of these bylaws;
  - c) the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation;
  - d) the member's term of membership expires; or
  - e) the Corporation is liquidated or dissolved under the Act.
- 2) 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.

### **3.2 Discipline, Suspension, Expulsion**

- 1) The Board, may expel, suspend, or reprimand a member for:

- a) engaging in activities that violate any provision of the articles, bylaws, or written policies of the Corporation; or
  - b) any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.
- 2) 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 notify the member and provide an opportunity for the member to make a written submission to the Board in accordance with the Corporation's discipline policies and procedures before the Board makes a final decision.
  - 3) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his/her resignation.

## **SECTION 4.0 MEETINGS OF THE MEMBERS**

### **4.1 Calling of Meetings**

- 1) The Board of Directors or the Chairperson or the Vice Chairperson shall have the power to call at any time a general meeting of the members of the Corporation.

### **4.2 Place of Member Meetings**

- 1) Member Meetings may be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the directors shall appoint.

### **4.3 Persons Entitled to be Present**

- 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 entitled or required under any provision of the Act, articles or bylaws 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 ordinary resolution of the members.

### **4.4 Quorum**

- 1) The quorum for the transaction of business at any meeting of members, annual or special, shall consist of not less than 15 voting members, inclusive of directors, present in person or represented by proxy.

### **4.5 Votes to Govern**

- 1) Except as otherwise provided for by the Act, questions shall be decided by a simple majority of those voting.
- 2) Votes shall be determined by a show of hands unless a recorded ballot is requested by a majority of those voting.
- 3) Any vote at a meeting of members may be held, in accordance with the policies of the Corporation entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.
- 4) In case of an equality of votes at any meeting of members, the Chairperson shall be entitled to a second or casting vote.

#### **4.6 Chair of the Meeting**

- 1) In the event that the Chair and the Vice-Chair are absent, the Directors shall choose a Director to Chair the meeting.

#### **4.7 Meetings held by Electronic Means**

In accordance with the Act and at the discretion of the Board, meetings of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.8 Participation in Meetings by Electronic Means**

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 telephonic, an electronic 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. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

#### **4.9 Mail-in or Electronic Ballots**

- 1) Whenever required by these bylaws, or at option of the Board, pursuant to subsection 171(1) (Absentee ) of the Act, Members may vote by electronic 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.

#### **4.10 Adjourned Meeting**

- 1) If a meeting of the members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, unless the by-laws provide otherwise, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
  1. The time of the continued meeting.
  2. If applicable, the place of the continued meeting.
  3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 22, s. 5 (2).
- 2) If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, the corporation shall give notice of the meeting that continues the adjourned meeting in accordance with subsection (1). 2010, c. 15, s. 55 (6).



## **SECTION 5.0: BOARD OF DIRECTORS**

### **5.1 Composition**

- 1) The board shall consist of a minimum of three (3) and maximum of nine (9) directors.
- 2) The Ministry of the Environment, Conservation, and Parks shall be represented at all Board Meetings by a nominee or nominees of the Park Superintendent.

### **5.2 Election and Term**

- 1) Subject to these bylaws and the articles, any individual may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by a majority of the Members. Directors shall be Members, or in the case of corporations, their Representative who shall be elected for a term expiring not later than three years following their election unless otherwise specified through a Special Resolution.
- 2) At the end of their term, Directors may stand for, and be re-elected by the Members to one additional three-year term, as the case may be, to a maximum of six consecutive years, accordingly.
- 3) Former Directors may stand for election by the Members provided that they have not exercised the office of Director for a minimum of one year following the end of their most recent term.

### **5.3 Vacancy in Office**

- 1) Vacancies on the Board of Directors, however caused may so long as a quorum of directors remain in office be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

### **5.4 Directors – Ceasing To Hold Office**

- 1) The office of a Director shall be automatically vacated:
  - a) if a Director resigns the office by delivering a written resignation to the Chair of the Corporation;
  - b) if a Director is found by a court to be of unsound mind;
  - c) if a Director becomes bankrupt;
  - d) if, at a special meeting of members, an ordinary resolution is passed in accordance with Section 130 (1) of the Act that a director be removed from office; or
  - e) on death.

### **5.5 Removal of Directors**

- 1) The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting, remove any director except persons who are directors by virtue of their office before the expiration of his/her term of office and may by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term.

## **SECTION 6: MEETINGS OF THE BOARD**

### **6.1 Time and Place**

- 1) The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meetings no notice need be sent.
- 2) Except as otherwise required by law, the board of directors, may hold its meetings at such place or places in the Province of Ontario as it may from time to time determine.

### **6.2 Quorum**

- 1) A simple majority of Directors shall constitute a quorum.

### **6.3 Notice of Meeting**

- 1) Directors meetings will be formally called by the Chairperson or Vice Chairperson or by the Secretary on direction in writing of two directors.
- 2) Notice of Directors' meetings shall be delivered, telephoned or sent by electronic or other communication facility to each director not less than two days before the meeting or shall be mailed to each director not less than fourteen days before the meeting is to take place.
- 3) For the first meeting of the Board of Directors held immediately following the election of directors at a general meeting of the members, no notice shall be necessary in order to legally constitute the meeting, provided that a quorum of the directors be present.
- 4) For a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

### **6.4 Votes to Govern**

- 1) At all meetings of the Board, every question shall be decided by ordinary resolution, unless otherwise required by the Corporation's bylaws.
- 2) In case of an equality of votes, the Chairperson, in addition to his/her original vote shall have a second or casting vote.
- 3) All votes at any such meeting shall be taken by a show of hands unless a ballot is demanded by any director present.

### **6.5 Adjournment**

Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 22, s. 3 (2).

## **6.6 Remuneration**

- 1) The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

## **6.7 Committees**

- 1) 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.
- 2) Any committee member may be removed by ordinary resolution of the Board of Directors.

## **SECTION 7.0 OFFICERS**

### **7.1 Description of Officers**

- 1) There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of directors may determine by bylaw from time to time. The Executive Director shall be appointed by the Board, if one is to be appointed.

### **7.2 Election and Term**

- 1) The Chairperson and Vice Chairperson shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.
- 2) Other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board of Directors.
- 3) Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve from the date of their election, and until their successors are elected as follows: the Chair, Vice-Chair, the Secretary, and the Treasurer may serve up to three consecutive two-year renewable terms.
- 4) An Officer shall cease to be an Officer if removed by special resolution of the Board.

### **7.3 Duties of Officers**

- 1) The Chairperson shall, when present:
  - (a) preside at all meetings of the members of the corporation and of the Board of Directors;
  - (b) be charged with the general management and supervision of the affairs and operations of the Corporation.
- 2) The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.

- 3) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be requested by the Board.
- 4) The Secretary shall normally be the secretary of the Board of Directors. He/She shall:
  - (a) attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose.
  - (b) Give all notices required to be given to members and to directors;
  - (c) Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in resolution;
  - (d) Shall perform such other duties as may from time to time be determined by the Board of Directors.
- 5) The Treasurer, or person performing the usual duties of a Treasurer,
  - (a) shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
  - (b) Shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all his/her transactions
  - (c) Shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 6) The Board of Directors may from time to time appoint an Executive Director and may delegate him/her full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors or by members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him/her any lesser power. The Executive Director shall attend meetings of the Board in a non-voting capacity.
- 7) 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 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.

## **SECTION 8: FINANCES**

### **8.1 Financial Year End**

- 1) Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

### **8.2 Banking Arrangements**

- 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 ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

### **8.3 Annual Financial Statements**

- 1) The Corporation shall publish the annual financial statements on the members' section of the Corporation website. Any member may, on request, obtain a paper copy free of charge at the registered office or by prepaid mail.

### **8.4 Indemnification of Directors and Officers**

- 1) Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation 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 funds of the Corporation, from and against:
  - (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
  - (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs; charges or expenses as are occasioned by his/her own willful neglect or default.
- (2) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity of for:
  - (a) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation;
  - (b) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested;

- (c) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;
- (d) any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful default.

## **8.5 Execution of Documents**

- 1) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chairperson or the Vice Chairperson and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- 2) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chairperson, Vice- Chairperson, Treasurer or by any person authorized by the Board.
- 3) The Chairperson, Vice-Chairperson, the directors, Secretary or Treasurer or any two of them, or any two persons from time to time designated by the Board of directors may:
  - (a) transfer any and all shares, bonds or other securities from time to time standing in the name, of the Corporation in its individual or any other capacity or as trustee or otherwise;
  - (b) accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation;
  - (c) affix the corporate seal to any such transfers or acceptances of transfers;
  - (d) make, execute and deliver under the corporate seal and any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation
- (4) Notwithstanding any provisions to the contrary in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

## **SECTION 9 - METHOD OF GIVING NOTICE**

### **9.1 Method of Giving Notice**

- (1) Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by prepaid mail, telephonic, electronic or other communication facility to the director, officer or member at his/her address as shown on the books of the Corporation.
- (2) For the purpose of sending any notice the address of any member, director or officer shall be his/her last address as recorded on the books of the Corporation.

## 9.2 Omissions and Errors

- 1) 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 bylaws 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 10 – DISPUTE RESOLUTION

### 10.1 Dispute Resolution

- 1) In the event that a dispute or controversy among members, Directors, Officers, committee members, employees or volunteers of the Corporation arising out of or related to the articles or bylaws, 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, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution which may include alternative dispute resolution, mediation and arbitration as may be determined by the Board.

## SECTION 11 – AMENDMENTS

### 11.1 – Bylaws

- 1) Unless the Articles, the bylaws or a unanimous resolution by the voting members otherwise provides, the Board may, by ordinary resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation, as referred to in Part III, section 17 of the Act, except in respect of matters referred to in Part XI, section 103 (1) (g), (k) or (l).

## SECTION 12 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the Board.

CERTIFIED to be bylaw No. 1 of the Corporation, as enacted by the Directors of the Corporation by ordinary resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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[Indicate name of Director/Officer]