

## BY-LAWS (as amended June 19, 2024)

### HALIFAX & REGION MILITARY FAMILY RESOURCE CENTRE

#### ARTICLE 1 - Halifax & Region Military Family Resource Centre

**1.1 Name** – The name of the Society is the Halifax & Region Military Family Resource Centre.

#### ARTICLE 2 - Purpose of the Society

**2.1 Purpose** – The purpose of the Society is to strive to improve the quality of life of all military Members, medically released veterans, and their families living in the MARLANT and surrounding area through listening, developing and providing meaningful and relevant programs, in addition to such other purposes as are set out in the Memorandum.

#### ARTICLE 3 - Definitions

**3.1 Definitions** – In the Memorandum and these by-laws of the Society, the following definitions will apply:

- a. **“Act”** means the *Societies Act* (Nova Scotia);
- b. **“Annual General Meeting”** means the annual general meeting of the Members of the Society;
- c. **“Chair”** or **“Chairperson”** means the chair of the Board;
- d. **“Board”** or **“Board of Directors”** means the board of directors of the Society;
- e. **“Board Member(s)”** means a person or persons serving on the Board as a director;
- f. **“CAF”** means Canadian Armed Forces;
- g. **“CAF Community”** includes all CAF personnel, including medically released veterans, operationally attached or residing in Halifax and Region and their Family Members;
- h. **“DND civilian personnel”** means persons employed by the Department of National Defence in the H&R who are not Members of the CAF;
- i. **“Ex-Officio”** means by virtue of their position. Ex-Officio does not imply voting status;
- j. **“Executive Director”** means a person appointed by the Board with the central responsibility for the day to day administrative and operational functions of the

H&R MFRC;

- k. **“Family Member”** means, in respect of any individual, a parent, Partner, child, or step-child of such individual residing in H&R;
- l. **“H&R”** means Halifax and Region;
- m. **“MARLANT”** means Maritime Forces Atlantic Formation;
- n. **“Medically released veteran”** means any former member of the CAF who successfully underwent basic training and is honourably discharged for medical reasons;
- o. **“Members”** means the voting Members and non-voting Members of the Society;
- p. **“Memorandum”** means the Society’s Memorandum of Association;
- q. **“MFS MOU”** means the Memorandum of understanding or other agreement between the Society and the Department of National Defence under the Military Family Services Program (or any successor program);
- r. **“Non-voting member”** means a non-voting member of the Society admitted in accordance with these by-laws;
- s. **“Officers”** means the officers of the Society appointed by the Board in accordance with Article 8 of these by-laws;
- t. **“Partner”** means by marriage, registered domestic partnership, or common law by virtue of cohabitating for no less than one year;
- u. **“Person”** means an individual or another legal person, and includes incorporated or non-incorporated legal entities;
- v. **“Registrar”** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- w. **“Society”** or **“H&R MFRC”** means the Halifax & Region Military Family Resource Centre;
- x. **“Special Meeting”** means a meeting of the Members other than an Annual General Meeting;
- y. **“Special Resolution”** means a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the

intention to propose the resolution as a special resolution has been duly given, or such other meaning as is given by the Act;

- z. “**Veteran**” means any former member of the CAF who successfully underwent basic training and is honourably discharged;
- aa. “**Voting member**” means a voting member of the Society admitted in accordance with these by-laws.

**3.2 General Interpretation** – Expressions used in these by-laws will have the same meanings as given to them in the Act.

#### **ARTICLE 4 - Membership**

**4.1 Membership Classes** – There will be two classes of membership in the Society, specifically:

- a. voting members; and
- b. non-voting members.

**4.2 Voting Members** – To be eligible to be a voting member of the Society, an applicant must be an individual that is at least sixteen (16) years of age and is one of the following:

- a. a member of the CAF Community;
- b. DND civilian personnel on deployment or their Family member; or
- c. such other category of person as is (i) contemplated by the MFS MOU or (ii) otherwise approved by the Board.

**4.3 Non-Voting Members** – To be eligible to be a non-voting member of the Society, an applicant must be an individual that is one of the following:

- a. employees of the H&R MFRC; and
- b. such other category of person as is otherwise approved by the Board.

**4.4 Membership Fees** – There are no membership fees to be a member of the Society. There may be fees applicable to individual programs or services offered by the Society.

**4.5 Rights of Voting Members** – Each voting member is entitled to the following rights:

- (a) to receive notice of, attend and vote at any meeting of the Members as provided in these by-laws;

- (b) to receive an annual financial update of the Society; and
- (c) such other rights as are set forth in these by-laws.

**4.6 Rights of Non-Voting Members** – Each non-voting member is entitled to exercise the following rights:

- (a) to receive notice of and attend any annual, general or special meetings of Members;
- (b) to receive an annual financial update of the Society; and
- (c) such other rights as are set forth in these by-laws.

**4.7 Membership Term** – Each member’s Membership will commence, terminate, and renew in accordance with the Society’s policies and procedures adopted by the Board.

**4.8 Suspension of Members** – The Board will have authority to suspend any member from the Society in accordance with rules, regulations or policies adopted by the Board.

**4.9 Transferability** – Membership in the Society is not transferable.

**4.10 Termination** – Membership in the Society will cease:

- a. upon death of the member;
- b. the member resigns by delivering a written resignation to the Chair/Executive Director in which case such resignation will be effective on the date specified in the resignation;
- c. if the member ceases to qualify for membership in accordance with these by-laws;
- d. if the member’s term of membership expires, if applicable; or
- e. if by a vote of 75% of voting members in attendance at a meeting of the Society, or 75% vote of Directors of the Society at a Board meeting, duly called and for which notice of the proposed action has been given, the member’s membership in the Society has been terminated.

**4.11 Effect of Termination of Membership** – For greater certainty, upon any termination of membership, a member’s rights under the Memorandum and by-laws immediately cease. The services of the H&R MFRC will remain accessible.

## **ARTICLE 5 - Member Meetings**

**5.1 Annual General Meetings** - The Annual General Meeting will be called by the Board and be held on such date, and at such place and time as may be determined by the Board. The business of the Annual General Meeting will be, among other things, to:

- a. receive an annual financial update of the Society;
- b. elect member of the Board;
- c. appoint the auditor of the Society to hold office until the next Annual General Meeting; and
- d. transact such other business as is properly brought before the meeting.

**5.2 Special Meetings** – A special meeting of the Members may be called at any time by the Board for the transaction of such business as is determined by the Board. Concerns of the membership can be brought in writing to the Board Chair.

**5.3 Place of the Members Meetings** – Meetings of the Members may be held at any place within H&R determined by the Board.

**5.4 Meeting by Telephonic or Electronic Facility** - If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in and vote at the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting of Members by such means is deemed to be present at the meeting.

**5.5 Persons Entitled to be Present at Members' Meetings** – The only persons entitled to be present at a meeting of Members will be the Members, the directors, the officers, the auditor or accountant of the Society and such other persons who are entitled or required under any provision of the Act, Memorandum or by-laws of the Society 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 voting Members.

**5.6 Quorum** – No business will be transacted at any meeting of the Society unless a quorum of Members is present at the commencement of such business. A quorum for the transaction of business at meetings of Members will be at least one voting member of the Society and nine (9) voting Members of the Board; and if quorum is not present within one half hour of the time appointed for the meeting, the chair will adjourn the meeting to a date not less than seven (7) days and not more than sixty (60) days from the date of the adjourned meeting.

**5.7 Chair of Meetings** – The Chairperson will preside as the chair at any meeting of the Members. If the position of Chairperson is vacant or in the event that the Chair is absent or unwilling to act, the Vice-Chairperson will preside as chair. In the absence of the Chairperson and the Vice-Chairperson, another member of the Board will preside as chair by resolution of the voting Members.

## **5.8 Votes of Members**

- a. Only voting Members present at a meeting are entitled to vote and each voting member of the Society is entitled to one vote on a motion, resolution or question put to the meeting. Proxies are not permitted.
- b. All decisions and resolutions requiring approval of the voting Members at any meeting, other than resolutions requiring a special resolution or as otherwise provided in these by-laws, will be passed by the approval of fifty percent (50%) plus one (1) of the votes cast by the voting Members participating in and entitled to vote at the meeting.
- c. The chair will have no vote except in the case of an equality of votes. In the case of any equality of votes, the chair, if a voting member, will have the deciding vote.
- d. Unless a ballot vote is requested by a voting member or ordered by the chair, prior to the taking of a vote, or as otherwise determined by the Board, every vote will be by show of hands or in the case of Members attending by electronic means, by their vocal assent or electronic vote.
- e. At any meeting, unless a poll is demanded by at least one voting member, a declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of such meeting will be sufficient evidence of the fact, without proof of the number or proportion of the voting Members recorded in favour of or against such resolution.
- f. At any meeting, one or more voting Members may demand a poll and the chair may prescribe the manner in which the poll will be taken and the results of such a poll will be deemed to be the resolution of the Members.

**5.9 Notice of Annual General Meeting** – Notice of the time, place and date of the Annual General Meeting and the general nature of the business to be transacted will be given to the Members by mail, newsletter, newspaper, television, radio, e-mail, telephone, fax or other electronic means at least thirty (30) calendar days in advance.

**5.10 Notice of Special Meetings** – Notice of the time, place and date of any special meeting of the Members and the general nature of the business to be transacted will be given to the Members by mail, newsletter, newspaper, television, radio, e-mail, telephone, fax or other electronic means at least seven (7) calendar days in advance.

**5.11 Non-Receipt of Notice** – The non-receipt of notice by any member for any meeting will not invalidate the proceedings. Members may waive their right to notice of any meeting by providing such waiver to the chair or secretary of the Society in writing.

**5.12 Minutes** - An official copy of the minutes of each meeting of Members, signed by the chair or secretary of the Society, will be retained in the records of the Society.

## **ARTICLE 6 - Directors**

**6.1 Board Size** – The Board of Directors will be a volunteer board of no less than nine (9) voting directors and no more than nineteen (19) total directors responsible for the overall governance of the Society.

### **6.2 Board Composition –**

- a. Each director must be at least nineteen (19) years of age and may not be an employee of the Society.
- b. At least fifty-one percent (51%) of the voting Members of the Board will consist of Family Members of CAF personnel.
- c. The following individuals will be ex-officio voting directors, for so long as they are willing and able to act:
  - i. the Base Chief Petty Officer;
  - ii. the Wing Chief Warrant Officer for 12 Wing Shearwater;
  - iii. 5<sup>th</sup> Division Chief Warrant Officer or their liaison; and
  - iv. the Fleet Chief Petty Officer.
- d. The Executive Director of the H&R MFRC will be an ex-officio director, but will not have any voting rights in such capacity.
- e. MARLANT Formation Chief will, for so long as they are willing and able to act, be an ex-officio director, but will not have any voting rights in such capacity.
- f. The Board may appoint or invite such other individuals as non-voting directors or observers as they may determine or as may be required pursuant to the MFS MOU.
- g. When nominating individuals to the Board, the Board (or the designated committee) will strive to ensure that the Board is at all times representative of the diverse constituencies and interests of the CAF Community, including:
  - i. veterans (including medically-released veterans) of the CAF and their Family Members;
  - ii. Partners and parents of currently serving CAF Members;

- iii. users of programs and services offered by the Society;
- iv. Members of the community at large.

**6.3 Nomination and Election of Directors** - At each Annual General Meeting at which the election of directors is to take place, directors will be elected by the voting Members from the persons nominated by the Board or its designated committee. A nominee will not be eligible for election as a director unless such nomination is made in accordance with the procedures established from time to time by the Board or a committee designated by the Board. Newly elected directors take office immediately following the Annual General Meeting.

**6.4 Term** – Each director will be elected at an Annual General Meeting where their term will commence at the conclusion of such Annual General Meeting and will continue to hold office until the expiry of their term or until their office is vacated by resignation or in accordance with the policies and procedures adopted by the Board of Directors. A director will be elected for a minimum term of two years, expiring at the conclusion of the second Annual General Meeting following their election, and may re-offer for a further minimum term of two years, provided that the Board may restrict the number of consecutive terms which any director may serve in policy and procedures adopted by the Board of Directors. The Board may re-appoint any director whose term has expired, and may appoint one or more directors in between Annual General Meetings for a term expiring at the next Annual General Meeting, in accordance with any policies and procedures adopted by the Board of Directors.

**6.5 No Remuneration** - Directors will serve without remuneration, and no director will directly or indirectly receive any profit from their position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing their duties in accordance with the Society's policies.

**6.6 Vacation of Office** - A director ceases to hold office when that individual:

- a. dies or resigns; or
- b. is removed from office by a majority resolution of the board of directors in accordance with Section 6.14.

**6.7 Filling Vacancies** - If the office of a director becomes vacant, the Board may meet and elect a qualified individual to fill the vacancy to hold office until the conclusion of the next Annual General Meeting.

**6.8 Calling of Meetings** - Meetings of the directors will be held at such time and place as the Chair or any two directors may determine. At least nine (9) meetings of the Board will be held each year unless otherwise agreed to by the Board.

**6.9 Notice of Meetings** - Notice of the time and place of each meeting of directors will be given by email to each director not less than two (2) days before the date when the meeting is to be held. No notice of a meeting will be necessary if all the directors are present or if those



absent waive notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the board of directors need not specify the purpose of or the business to be transacted at the meeting.

**6.10 Meeting by Telephonic or Electronic Facility** - A director may participate in and vote at a Board meeting by means of a telephonic, electronic or other communications facility made available by the Society that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means will be deemed to have been present at that meeting.

**6.11 Quorum** - A majority of elected voting directors will constitute a quorum at any meeting of the Board.

**6.12 Voting at Meetings** - At meetings of the Board, each director will have one vote and questions will be decided by a majority of votes unless otherwise provided under these by-laws, the Memorandum or the Act. In case of an equality of votes, the chair of the meeting will have a second or casting vote.

**6.13 Written Resolution** - A resolution in writing and signed by every director who would be entitled to vote on the resolution at a meeting of the Board is as valid as if it was passed by such directors at a meeting. Any such resolution may be signed in counterpart and agreed by electronic means.

**6.14 Removal of Directors** - The Board may, by resolution approved by a vote of at least 75% of the votes cast in favour, remove any director before the expiration of their term of office for cause, or if such director ceases to be eligible for Directorship.

## **ARTICLE 7 - Responsibilities of the Board**

**7.1 Powers and Duties of the Board** - The business of the Society will be managed by the Board who may exercise all the powers of the Society that are not required to be exercised by Members in a meeting, subject to these by-laws. Responsibilities of the Board will include, but are not limited to, the following:

- a. Ensure the goals of the Society are attained as outlined in the H&R MFRC Strategic Plan;
- b. Hire, supervise, and evaluate annually the performance of the Executive Director;
- c. Ensure that the community needs of the CAF Community are identified, addressed and appropriately prioritized;
- d. Review and approve the annual operating and capital budget;

- e. Monitor the budget through review of the financial statements;
- f. Ensure responsible expenditures of all funds held by the Society;
- g. Ensure an annual financial update is available annually for the information of the Members and forwarded as information to the Base Commander;
- h. Initiate, as required, trust agreements with a trust company for the purpose of creating a trust fund in which capital and interest will be available for use in the Center's operation; and
- i. Ensure that liability insurance coverage has been obtained for all Board Members, staff Members and volunteers.

## **ARTICLE 8 - Officers**

**8.1 Appointment of Officers** - The board may designate the offices of the Society, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society. An officer may, but need not be, a director. Two or more offices may be held by the same person.

**8.2 Description of Offices** - Unless otherwise specified by the Board, the following offices, if designated and if officers are appointed, will have the following duties and powers associated with their positions, in addition to such other duties and powers as the Board may specify from time to time:

- a. The Chairperson will be a director and will:
  - i. when present, preside at all meetings of the Members, Board and Executive Committee;
  - ii. supervise the affairs and operations of the Board;
  - iii. confirm that all orders and resolutions of the Board are carried into effect;
  - iv. sign contracts and other documents which require a signature in conjunction with the Secretary, Treasurer, or Executive Director's signing of the document, as the situation warrants; and
  - v. have other duties and powers from time to time as assigned by the Board;
- b. The Vice-Chairperson will be a director and will:

- i. in the absence of the Chairperson, perform the duties of the Chairperson and other duties as assigned from time to time by the Board; and
  - ii. in the event that the Chairperson is required to resign from their duties, the Vice-Chairperson will assume this duty;
- c. The Advisor to the Chair will:
  - i. support the Chairperson in the performance of their duties;
  - ii. provide historical continuity about the Board's activities; and
  - iii. may have other duties and powers from time to time as assigned by the Board;
- d. The Treasurer will:
  - i. be responsible for the care and custody for all funds and securities of the Society;
  - ii. keep apprised of the full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Society in such chartered bank, as designated by the Board;
  - iii. ensure deposit of all monies, securities and other valuable effects in the name and credit of the Society in such chartered bank as designated by the Board;
  - iv. present financial statements to the Board and Executive Committee monthly and upon request at other times;
  - v. submit an annual financial update of the Society for review by the Members at the Annual General Meeting; and
  - vi. sign financial documents in conjunction with the Chairperson, Secretary, or Executive Director as the situation warrants;

and the Board should give preference to appointing a person that has a background in finance, either professional experience or equivalent education, to the position of Treasurer;

- e. The Secretary will:
  - i. when present, record all motions and proceedings of meetings of Members, the Board and committees, and distribute these to the appropriate individuals for approval at the subsequent meeting;

- ii. provide notice of all meetings to the appropriate individuals;
- iii. be responsible for all books, documents, records, and correspondence belonging to the Board;
- iv. file with the Registrar:
  - (A) within fourteen (14) days of their election or appointment, a list of directors and officers with their addresses, occupations, and dates of appointment or election; and
  - (B) a copy of every Special Resolution within fourteen (14) days after the resolution is passed.

**8.3 Vacancy in Office** - The Board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer will hold office until the earliest of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director, if such officer is required to be a director; or
- d. such officer's death.

If the office of any officer of the Society will be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

**8.4 No Remuneration** - Officers will serve without remuneration, and no officer will directly or indirectly receive any profit from their position as such, provided that an officer may be reimbursed for reasonable expenses incurred in performing their duties in accordance with the Society's policies.

## **ARTICLE 9 - Committees**

**9.1 Executive Committee** - The Executive Committee will consist of the officers of the Society and the Executive Director and will exercise such powers as are authorized by the Board.

**9.2 Other Committees** - The Board may, as the need arises, constitute such other standing and Ad Hoc committees to investigate, plan, or conduct activities on a particular matter. Each committee will be comprised of at least one (1) Board member who serves as committee chair and such other persons as are selected by the Board, which may include other Members of the Board and volunteers from the CAF Community, H&R MFRC staff and other Members of the military family community.

**9.3 Committee Chair and Terms of Reference** – The Board will elect the committee chairs and determine the terms of reference of each committee.

#### **ARTICLE 10 - Executive Director**

**10.1** The Board will hire an Executive Director to carry out the day-to-day management and administration of the Society, and other duties that will from time to time be prescribed by the Board in terms of reference approved by the Board.

**10.2** The Executive Director will attend meetings of Members, and will attend meetings of the Board and each committee of the Board, as required by the Board or committee.

**10.3** Except as otherwise set out in the terms of reference, the Board point of contact for the Executive Director will be the Chairperson.

#### **ARTICLE 11 - Financial Management**

**11.1 Fiscal Year** – The fiscal year for the Society will commence April 1 and end March 31 of the following year.

**11.2 Financial Report** - The Board will present to the Members an update on the financial position of the Society at the Annual General Meeting. A report will be submitted to the Registrar which will include: a balance sheet showing its assets, liabilities and equity; and a statement of its income and expenditure in the preceding fiscal year. This report will be submitted within fourteen (14) days following the Annual General Meeting, and will be signed by the auditor or, if there is no auditor, by two directors.

**11.3 Inspection of Books** – Any voting member may, at any reasonable time during normal business hours and upon at least ten (10) business days' advance notice, inspect the financial books and financial records of the Society, within two (2) business days prior to the Annual General Meeting and thereafter at the registered office of the Society.

**11.4 Borrowing** - The borrowing powers of the Society may be exercised by Special Resolution of the Members.

#### **ARTICLE 12 - Auditor**

**12.1 Auditor** - The voting Members at each Annual General Meeting will appoint an auditor to audit the accounts of the Society. This auditor will hold office until the next Annual General Meeting. If the office of auditor becomes vacant before the term is complete, the vacancy may be filled by an appointment made by the Board. The Board will fix the remuneration of the auditor.

#### **ARTICLE 13 - Director and Officer Duty of Care**

**13.1 Duties** - Every director and officer, in exercising the powers and discharging the duties of such office, will:

- a. act honestly and in good faith with a view to the best interests of the Society;  
and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**13.2 No Personal Interest** - No funds of the Society will be paid to or be available for the personal benefit of any member.

**13.3 Conflict of Interest** - Directors who have, or could reasonably be seen to have, a conflict of interest, have a duty to declare this interest. The declaration should be made:

- a. to the Chair upon nomination, and
- b. if serving as a director, to the Chair and the Board when the possibility of a conflict is realized.

A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

#### **ARTICLE 14 - Director and Officer Indemnification**

**14.1** The Society will indemnify a director or officer, or a person who acts or acted at the Society's request as a director or officer, or in a similar capacity, of another entity, and the heirs and legal representatives of such a person if such person:

- a. acted honestly and in good faith with a view to the best interests of the Society;  
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 their conduct was lawful.

Provided and to the extent that the above conditions have been satisfied, the director or officer seeking indemnification will be indemnified and saved harmless out of the funds of the H&R MFRC, from and against:

- a. all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, or proceedings which are brought, commenced, or prosecuted against the director or officer for or in respect any act, deed, matter or thing whatsoever made, done or permitted by the director or officer in or about the execution of the duties of such office; and

- b. all other costs, charges, and expenses which the director or officer sustains or incurs in or about or in relation to the affair thereof.

Every individual seeking indemnification must give the Society prompt written notice of any such claim, lawsuit, or action, and will cooperate in a reasonable manner with the Society and its agents in defence of the claim, lawsuit, or action.

The foregoing indemnity is in addition to and not in substitution for any rights, indemnities and protections to which any such person may otherwise be entitled.

**14.2 Insurance** – The Society may purchase and maintain insurance for the benefit of any person referred to in Section 14.1 to the extent permitted by the Act.

## **ARTICLE 15 - Instruments of Execution**

### **15.1 Authorized Signatories**

- a. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be executed on behalf of the Society by the Executive Director and any two directors or officers of the Society.
- b. 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 will be executed. Any officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

**15.2 Seal of the Society** - The seal of the Society (if any) will be in the custody of the Executive Director and may be affixed to any document as required upon approval of the Secretary and one other signing authority.

## **ARTICLE 16 - Notice**

**16.1 Notice** - Except as otherwise provided in these by-laws, notice may be given by the Society to any member, director or member of a committee either personally or by sending it by post, courier or electronic means to the last known address of such person, or any address supplied to the Secretary for the purpose of giving notice.

**16.2 Failure to Give Notice** - Accidental omission to give any notice to any member, director, or member of a committee or non-receipt of any notice or any error in a notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice.

**16.3 Computation of Notice** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting, the date of giving notice will be excluded and the date of the meeting or other event will be included.

**16.4 Waiver of Notice** - Any person entitled to receive notice under these by-laws may waive that notice or consent to a shorter notice period than may be stipulated therein. Waiver, either before or after the event referred to in the notice, will cure any default in that notice.

#### **ARTICLE 17 - Rules Of Order**

**17.1 Rules of Order** - Rules of order for all meetings of Members and Board meetings will be based upon Robert's Rules of Order and as otherwise determined by the chair of such meeting; except in instances where specific procedures for meetings are provided in these by-laws.

#### **ARTICLE 18 - Dispute Resolution**

**18.1 Mediation and Arbitration** – Disputes or controversies among Members, directors, officers, committee Members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this Article 18.

**18.2 Dispute Resolution Mechanism** – In the event that a dispute or controversy among Members, directors, officers, committee Members or volunteers of the Society arising out of or related to the Memorandum or by-laws, or out of any aspect of the operations of the Society 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 Society as set out in the Memorandum, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy will be settled by a process of dispute resolution as follows:

- a. The dispute or controversy will first be submitted to a mediator mutually agreed by the parties to the dispute, or, failing agreement, a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The mediator(s) will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. If the parties are not successful in resolving the dispute through mediation, then the dispute will be settled by arbitration before a single arbitrator, who will not be any one of the mediators referred to above, in accordance with the legislation governing domestic arbitrations in force in the province where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration will be kept confidential and there will be no disclosure of any kind. The decision of the arbitrator will be final and binding and will not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section will be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in



accordance with this section will be borne by such parties as may be determined by the arbitrators.

#### **ARTICLE 19 - Amendments**

**19.1 Amendments** – Subject to approval by the Registrar, amendments to the by-laws may be made in accordance with the following:

- a. notice of proposed amendments, additions, or deletions will be presented to the Secretary not less than thirty calendar days prior to the date of the Annual General Meeting or special meeting called for that purpose after a resolution was passed by the Board;
- b. copies of the changes will be made available to Members fourteen calendar (14) days before the meeting at which they will be voted upon; and
- c. a Special Resolution of the Members is required for the changes to be adopted.

#### **ARTICLE 20 - Effective Date**

**20.1 Effective Date** – These by-laws will come into force following the approval of the Members by special resolution and acceptance by the Registrar.