

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

**THE INTERNATIONAL ASSOCIATION OF
HYDROGEOLOGISTS - CANADIAN NATIONAL CHAPTER INC. /**

**L'ASSOCIATION INTERNATIONALE DES HYDROGÉOLOGUES – SECTION
NATIONALE CANADIENNE INC**

(the "Corporation")

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

SECTION 1 - GENERAL

1.1 Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

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

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

"**IAH**" means the International Association of Hydrogeologists; the World-wide Groundwater Organisation, which is the parent body of the Corporation;

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

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

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

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

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

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

Any conflict arising due to the interpretation of the by-laws of the Corporation shall be resolved by a two-thirds majority vote of the board.

1.3 Relation to the IAH

The Corporation operates within the framework provided by the rules of the IAH and shall, *inter alia*:

- a. File an annual report to the IAH containing such information as may be required by the IAH;
- b. Submit the name of a member of the board, normally the president, to the IAH to serve as the representative of the IAH on the board and to be the official correspondent with the IAH; and
- c. Collect fees on behalf of the IAH and register each member of the Corporation with the IAH. Fees collected on behalf of the IAH will be set by the IAH on an annual basis and will be submitted to the IAH annually by the date set by the IAH, or as otherwise instructed by IAH.

1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal, unless otherwise determined by the board

1.5 Execution of Documents

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 Financial Year

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

1.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, credit union, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.8 Borrowing Powers

The directors of the Corporation 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 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 debt obligation of the corporation.

1.9 Expenditures

Except for the expenditure of funds greater than \$5000.00, the president has the authority to approve expenditures incurred by the Corporation in carrying out its objectives. The board, by two-thirds majority vote, has the authority to approve the expenditure of funds greater than \$5000.00 incurred by the Corporation in carrying out its objectives, including, without limitation, expenditures to support activities in all parts of Canada and elsewhere, including but not limited to conferences, field trips and other activities which may promote the understanding of hydrogeology.

1.10 Annual Financial Statements

The Corporation shall complete annual financial statements, and shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the

procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the articles, there shall be six (6) classes of members in the Corporation, namely, Regular Members, Student Members, Associate Student Members, Retired Members, Life Members and Corporate Members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. Applications for memberships shall not be rejected for any unreasonable or arbitrary reasons. The following conditions of membership shall apply:

(a) Regular Members:

- (i) A "Regular Member" is an individual who has applied for membership in the Corporation and has been accepted by the board.
- (ii) Regular Members receive all journals, newsletters and other publications or information services that are normally offered at no charge by the Corporation and the IAH. They also receive reduced fees to attend conferences and other activities sponsored by the Corporation and the IAH, where such fee reduction or other benefits may be offered, as determined by the Corporation or the IAH from time to time.
- (iii) each Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings.

(b) Student Member:

- (i) A "Student Member" is an individual who is attending an educational institute on a full time basis and has applied for membership in the Corporation and been accepted by the board.
- (ii) Student Members receive all journals, newsletters and other publications or information services that are normally offered at no

charge by the Corporation and the IAH. They also receive reduced fees to attend conferences and other activities sponsored by the Corporation and the IAH, where such fee reduction or other benefits may be offered, as determined by the Corporation or the IAH from time to time.

- (iii) each Student Member is entitled to receive notice of, attend and vote at all meetings of members and each such Student Member shall be entitled to one (1) vote at such meetings.
- (iv) Student membership normally will not exceed two years.

(c) **Associate Student Member:**

- (i) An "Associate Student Member" is a full time student at an educational institution who has applied for membership in the Corporation and been accepted by the board.
- (ii) Associate Student Members receive selected electronic information from the Corporation and the IAH but are not members of the IAH.
- (iii) Associate Student Members are not entitled to receive notice of, attend or vote at meetings of the members of the Corporation, nor may they sit on the board.

(d) **Retired Member:**

- (i) A "Retired Member" is an individual who has retired from full time employment but retains an active interest in the affairs of the Corporation and the IAH and who has applied for membership in the Corporation and been accepted by the board.
- (ii) Retired Members receive only selected publications and not the Hydrogeology Journal.
- (iii) each Retired Member is entitled to receive notice of, attend and vote at all meetings of members and each such Retired Member shall be entitled to one (1) vote at such meetings.

(e) **Life Member**

- (i) A “Life Member” is an individual who has applied for membership in the Corporation and has been accepted by the board as a member for a lifetime term.
 - (ii) Life Members receive all journals, newsletters and other publications or information services that are normally offered at no charge by the Corporation and the IAH. They also receive reduced fees to attend conferences and other activities sponsored by the Corporation and the IAH, where such fee reduction or other benefits may be offered, as determined by the Corporation or the IAH from time to time.
 - (iii) each Life Member is entitled to receive notice of, attend and vote at all meetings of members and each such Life Member shall be entitled to one (1) vote at such meetings.
- (f) **Corporate Member:**
- (i) A “Corporate Member” is a registered corporation that has applied for membership in the Corporation and been accepted by the board.
 - (ii) Corporate Members are provided membership in both the Corporation and the IAH. Corporate Members receive or are offered selected benefits by the Corporation and the IAH, as decided from time to time by these organizations but are not provided with publications.
 - (iii) Corporate Members are not entitled to receive notice of, attend or vote at meetings of the members of the Corporation, nor may they sit on the board.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Notice of Members Meeting

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; or
- (b) by telephonic, 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.5 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) where voting is to remain anonymous, permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP - MATTERS REQUIRING ORDINARY RESOLUTION

3.1 Membership Dues

The annual membership fees payable by each class of Member shall be those fixed from time to time by a board resolution passed by a two-thirds affirmative vote. The board shall establish, on a calendar year basis, the membership fees and classes of membership fees that are required to be paid to join the Corporation. The Corporation shall include in their fees the collection of fees set from time to time by the IAH for membership in that Corporation and the needs of the Corporation (IAH-CNC) to fund local and national activities. The Corporation shall transfer membership fees and other information as required to the IAH to ensure that the members are registered as members of the IAH and receive the benefits of membership in that organization.

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

Annual fees shall not be prorated; however, all past journals for that year will be forwarded to the Member upon joining.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member fails to renew membership pursuant to section 3.1 hereof;
- (f) the member's term of membership expires; or

- (g) the Corporation is liquidated or dissolved under the Act.

3.3 Effect of Termination of Membership

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.

3.4 Discipline of Members

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

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be suspended or expelled 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, the terms of such suspension (as applicable) 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 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

3.6 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost, if any, of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.2 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.3 Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of those members present to chair the meeting.

4.4 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 7 members present and entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.5 Votes to Govern at Members' Meetings

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 questions. In case of an equality of votes either on a show of hands

or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.6 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.7 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 5 - DIRECTORS

5.1 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.2 Directors Requirements

The directors shall at all times be voting members and shall be in compliance with these by-laws. To the extent possible, at least one director shall be elected from each of the following regions: British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec and the Atlantic Provinces (the "Regional Directors").

Each Regional Director shall be required to represent and support the respective region to which he or she is from. Should a vacancy exist in the Regional Directors resulting in an unrepresented region, the board shall have discretion as to how and whether to fill such position.

5.3 Term of Office of Directors

The directors shall be elected, by ordinary resolution of the voting members, to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

5.4 Vacancy in Office

Notwithstanding the Act, and in the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any director of the Corporation.

5.5 Remuneration

A director shall serve as such without remuneration and the director shall not directly or indirectly receive any profit from his position as such; provided that the director may be reimbursed for any expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

SECTION 6 - DIRECTORS' MEETINGS

6.1 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than twenty (20) 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 Regular Meetings of the Board of Directors

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. Each year, there shall be at least one (1) regular meeting of the board. 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 Special Meetings of the Board of Directors

The president may call, and is required to call upon request by at least two (2) directors, a special meeting of the board at a place and hour chosen by the president. There shall be not less than five (5) business days' notice of such special meetings setting out the business to be transacted, and no other business shall be conducted at the meeting.

6.5 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.6 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board shall appoint the chair of any committee.

SECTION 7 - OFFICERS

7.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers for a 3-year term or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person. Officers shall be subject to removal by resolution of the board at any time with or without cause.

7.2 Remuneration of Officers

Remuneration of all officers, agents and employees and committee members shall be fixed by the board by resolution. Such resolution shall have force and effect only until the next meeting of the members when such resolutions shall be confirmed by resolution of voting members, or in the absence of such confirmation by the voting members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

7.3 Description of Offices

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 shall be elected as a director by the members and shall serve as the chief executive officer of the Corporation. The president 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 president shall serve as the chair of the board and shall, when present, preside at all meetings of the board of directors and of the members.
- (b) Vice-President – The vice-president shall be elected as a director by the members. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the board of directors 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. If the secretary is unable to attend a meeting the meeting chair shall appoint a person to record the minutes and provide them to the secretary. 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 have full custody of the funds and securities of the Corporation and shall keep full and accurate assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer and securities as may be designated by the board from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and other directors at the regular meeting of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall perform such duties as may from time to time be directed by the board.
- (e) Other Offices – the duties of all other officers of the Corporation, including, without limitation, the communications officer and the membership officer, shall be such as the terms of their engagement call for or the board requires of them.

7.4 Duties of Officers may be Delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

7.5 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,

- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (d) such officer's death.

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

SECTION 8 - NOTICE

8.1 Method of Giving Any Notice

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

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.

SECTION 9 - INVALIDITY, OMISSIONS AND ERRORS

9.1 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.2 Omissions and Errors

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

SECTION 10 - DISPUTE RESOLUTION

10.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

10.2 By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the ____ day of _____, 2016 and confirmed by the members of the Corporation by special resolution on the ____ day of _____, 2016.

DATED as of the ____ day of _____, 2016.

President

Secretary