



Automotive Industries Association of Canada by-laws

Automotive Industries Association of Canada

Association des industries de l'automobile du Canada

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Section 1 - General

Section 1.01 Definitions

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

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Association" means the Automotive Industries Association of Canada (AIA Canada);
- c) "Articles" means the original or restated Articles of continuance of the Association;
- d) "Board" means the Board of Directors of the Association and "Director" means a member of the Board of Directors;
- e) "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Association in accordance with the By-laws;
- f) "By-laws" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- g) "Meeting of Members" includes an annual Meeting of Members (an "Annual Meeting") or a special Meeting of Members (a "Special Meeting");
- h) "Member" means a group, corporation or organization that meets the requirements for membership set out in Section 2.01 of this By-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
- i) "Operating Rules and Procedures" means the rules and procedures approved in accordance with the Association's By-laws;
- j) "Ordinary Resolution" means a resolution passed by a majority of not less than 50 per cent plus 1 of the votes cast on that resolution;
- k) "President and CEO" is the senior employee of the Association;
- l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- m) "Special Meeting of Members" includes a special meeting of all members entitled to vote at an annual Meeting of Members; and
- n) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice - versa, words in one gender refer to all individuals, 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. The headings used in this By-law are for reference and convenience only and shall not affect the interpretation or construction of any provision of this By-law.

Section 1.03 Language

This By-law may be reproduced and translated in both the English and French languages. In that event and in the event of any conflict or inconsistency between the two, the English version shall prevail.

Section 1.04 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President and CEO or 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 signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

Section 1.05 Fiscal year end

The fiscal year end of the Association shall be December 31st each year or as determined by the Board.

Section 1.06 Banking arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Section 1.07 Borrowing powers

The Directors of the Association may, without authorization of the Members:

- a. borrow money on the credit of the Association;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- c. give a guarantee on behalf and;
- d. 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 Association.

Section 1.08 Annual financial statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available upon request and free of charge.

Section 2 - Membership

Section 2.01 Membership conditions

Subject to the Articles, there shall be one class of Members in the Association. Membership in the Association shall be available only to persons interested in furthering the Association's purposes, who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board, and who are:

- a) active in the automotive aftermarket industry in Canada or who maintain significant business relationships within the Canadian automotive aftermarket industry; and
- b) carrying on business in Canada, as a sole proprietorship, partnership or corporation.

For further certainty, whether a potential Member is active in the aftermarket industry in Canada or has significant business relationships within the Canadian automotive aftermarket industry shall be determined by the Board, or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

Pursuant to subsection 197(1) 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) of the Act.

Section 2.02 Dues and special assessments

Special assessments may be levied by the Board in accordance with these By-laws.

Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the Board, the Members in default shall automatically cease to be Members of the Association.

Section 2.03 Member Primary Contact

Each Member shall designate one individual (a "Primary Contact") to represent the Member's interests with the Association including, where applicable, receiving notice of meetings on behalf of the Member, representing the Member at meetings, and voting on behalf of the Member.

The names of each Member's Primary Contact must be filed annually with the Association.

Section 2.04 Term of membership

Membership in the Association shall be annual and subject to renewal in accordance with the Association's policies.

Section 2.05 Membership transferability

The interest of a member in the Association is not transferable except with the approval of the Board.

Section 2.06 Termination of membership

A membership in the Association is terminated when:

- a. the Member ceases to operate or do business; 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 Section 2.01 of these By-laws;
- c. the Member resigns by delivering a written resignation to the Chair or the President and CEO of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member's term of membership expires;
- e. the Association is liquidated or dissolved under the Act; or
- f. the member is terminated in accordance with the Articles or By-laws.

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

Section 2.07 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:

- a. violating any provision of the Articles, By-laws, Operating Rules and Procedures or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association 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 Association.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the President and CEO, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President and CEO, 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 and CEO, or such other Officer as may be designated by the Board, the President and CEO may proceed to notify the member that the Member is suspended or expelled from membership in the Association. 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.

Section 3 – Meetings of members

Section 3.01 Annual meeting

There shall be an Annual Meeting of the membership of the Association no more than fifteen (15) months after the last Annual Meeting, and no more than six (6) months after the end of the fiscal year.

Section 3.02 Special meetings

The Board may at any time call a Special Meeting for the transaction of any business which may properly be brought before the Members. Subject to the exceptions in the Act, the Board shall call a Special Meeting on written requisition of Members carrying not less than 5 per cent of the votes that may be cast at the proposed meeting.

Section 3.03 Place of meetings

Subject to compliance with the Act, Meetings of Members may be held at any place within Canada or, if the Board so determines, outside Canada. Meetings may also be held virtually, using any platform or technology that allows Members to participate and vote remotely, provided that all Members are able to access and participate in the meeting in real-time.

Section 3.04 Special business

All business transacted at a Meeting of Members, except consideration of the financial statements and the auditor's report, election of Directors and reappointment of the incumbent Public Accountant constitutes special business.

Section 3.05 Notice of meetings

Notice of any Meeting of Members can be sent as follows:

- a) To Members via e-mail, facsimile or other electronic communication facility at least at least 21 days but not more than 35 days before the time appointed for the meeting. To Members via regular mail, personal delivery or courier at least 21 days but not more than 60 days before the time appointed for the meeting. Notice shall be sent to Members at the last recorded address of such Member in the Association's records. Where special business shall be transacted, the notice shall contain sufficient information to permit a Member to make reasoned judgment on the decision to be taken.


Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Association to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

- b) To Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each Director and Public Accountant at least 21 but not more than 60 days prior to the meeting.

Section 3.06 Waiving notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person 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.

Section 3.07 Persons entitled to be present

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 Association and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting  with the consent of the meeting by Ordinary Resolution of the Members.

Section 3.08 Absentee voting at members' meetings

In order to facilitate member participation in meetings of the Association, absentee voting will be permitted through electronic voting as determined by the Board. The method of absentee voting for each meeting will be specified in the notice of the meeting, ensuring that all Members have the necessary information to participate in the voting process regardless of their ability to attend the meeting in person.

Electronic voting will be conducted in a manner that complies with the requirements of the Act, ensuring the confidentiality of each Member's vote and allowing the Association to verify that the Member voted without revealing how they voted. The Board shall establish the specific procedures for electronic voting, which may include the use of a secure online platform capable of ensuring both the identity of the voter, that does not allow the Corporation to identify how each voter voted and that ensures the integrity of the vote. A person participating in a meeting by such means is deemed to be present at the meeting.

Any electronic vote must comply with the procedures established by the Board and must meet the requirements of the Act. The Board may also implement additional safeguards to ensure that all voting procedures are secure, transparent, and compliant with applicable legal requirements.

Section 3.09 Chair of the meeting

In the event of the absence of the Chair and both of the two Vice-Chairs of the Board the meeting shall be chaired by the immediate Past-Chair of the Board.

Section 3.10 Quorum at Members' meetings

A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be five percent (5%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Section 3.11 Adjournment

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the new meeting is within 31 days of the adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 3.12 Votes to govern

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

Section 4 - Directors

Section 4.01 Number of directors

Subject to the minimum and maximum number of Directors as provided for in the Articles, the Directors may, from time to time, fix the number of Directors of the Association and the number of Directors to be elected at Annual Meetings. No decrease in the number of Directors shall shorten the term of an incumbent Director.

Section 4.02 Qualifications

Directors must be individuals at least eighteen (18) years of age, not have the status of bankrupt and not have been deemed incapable. All Directors must be full time employees of a Member of the Association with the exception of one (1) Director-at-large position. In the event a Director is no longer an employee of a Member of the Association during their term of service, their term of office as a director shall automatically terminate six (6) months from the date on which they cease to be employed by a Member (and assuming they have not become employed by another Member during that time), regardless of the length of the term of office remaining. The

Board shall not have more than one (1) Director who is employed by any one (1) Member.

Section 4.03 Terms of office for directors

Directors, upon election shall immediately enter into the performance of their duties and shall continue in office for three (3) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfil an unexpired term.

Directors' terms of office will be staggered so as to ensure that no more than one-third of Director positions come due for election in any given year.

As per the Articles, the Board may appoint Directors to the Board for a term ending no later than the next Annual Meeting to a maximum of one third of the number of Directors elected at the immediately preceding Annual Meeting.

Section 4.04 Resignation or removal

Any Director may resign at any time by giving written notice to the Chair or the President and CEO. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the Chair or the President and CEO.

Any Director may be removed by Ordinary Resolution of the Members at any Meeting of Members at which a quorum is present.

A Director is not entitled to submit to the Association a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.

The office of a Director shall be automatically vacated if they no longer meet the qualifications required to be a Director as set out in the Act or this By-Law or if they miss more than three (3) consecutive meetings of the Board.

Section 4.05 Vacancies

Subject to the Act, any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall forthwith call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

Section 4.06 Remuneration of directors

Directors, as such, shall receive no stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable remuneration for such services.

Section 5 – Meetings of directors

Section 5.01 Place of meetings

Subject to compliance with the Act, Meetings of Directors may be held at any place within Canada or, if the Board so determines, outside Canada. Meetings may also be held virtually, using any platform or technology that allows members to participate and vote remotely, provided that all Directors are able to access and participate in the meeting in real-time.

Section 5.02 Calling of meetings

Meetings of the Board may be called by the Chair, one of the Vice-Chairs or any two (2) Directors at any time.

Section 5.03 Notice of meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Association not less than 3 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.

Section 5.04 First meeting following AGM

Provided that quorum is present, the Board may, without notice, hold a meeting immediately following the Annual Meeting.

Section 5.05 Regular meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director

forthwith after being passed and no other notice shall be required for any such regular meeting.

Section 5.06 Waiver of notice

Notice of a Board 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.

Section 5.07 Quorum

A majority of the Directors in office shall form a quorum. For the purpose of determining quorum, a Director may be present in person, or, if authorized under these By-laws, by teleconference or by other electronic means.

Section 5.08 Meetings other than in person

Provided that all Directors consent and can participate and communicate equally and with due regard to security, meetings of the Board and its committees may be held in person, by teleconference, or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the Board and the Association.

Section 5.09 Voting

Each Director is authorized to exercise one (1) vote. Unless otherwise provided by this By-law, every question before the Board shall be decided by Ordinary Resolution. In case of an equality of votes, the Chair of the meeting shall have the right to exercise a casting vote in order to break the tie.

Section 5.10 Chair of Board meetings

In the event of the absence of the Chair and both of the two Vice-Chairs of the Board, the meeting shall be chaired by the immediate Past-Chair of the Board.

Section 6 - Officers

Section 6.01 Description of officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- **Chair of the Board:** The Chair of the Board (“the Chair”) shall be a Director. The Chair shall, when present, preside at all meetings of the Board of Directors, Committees of Directors, if any, and the Members.
- **1st and 2nd Vice-Chairs:** The 1st and 2nd vice-chair of the Board shall be Directors. If the chair of the Board is absent or is unable or refuses to act, the 1st vice-chair of the Board or in such person’s absence or inability,

the 2nd vice-chair shall preside at meetings of the Board, committees of Directors, if any, and the members.

- **Immediate Past-Chair:** The Immediate Past-Chair shall be the individual most recently occupying the position of Chair, unless such person is unable or unwilling to fill such position, in which case, the Board may appoint any past-chair to fill the position of Immediate Past-Chair. The Immediate Past-Chair need not be a Director.

Section 6.02 Term of office

Each Officer shall take office upon appointment by the Board and shall serve for one (1) year or until their successor is duly appointed by the Board.

Section 6.03 Resignation or removal

Any Officer may be removed by the Board whenever, in its judgment, the best interest of the Association will be served. An Officer may resign at any time by giving written notice to the Chair or the President and CEO. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.

Section 6.04 Vacancies

In the event of a vacancy in the office of any Officer, the Board shall fill the vacancy created.

Section 6.05 Remuneration

Officers, as such, shall receive no stated remuneration for their services as Officers, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude an Officer from serving the Association in any other capacity and receiving remuneration for such services.

Section 7 – Divisions, Committees and Councils

Section 7.01 Divisions

A Regional Division is unit of the Association established to represent the Association and its Members within a specific geographic area by delivering local programs and activities. Regional Divisions may be established by the Board to further the Association's mission and provide for local engagement of Members. Regional Divisions' activities shall be aligned with national objectives and in compliance with by-laws and policies as appropriate. The Board shall have the authority to establish, combine, regulate or disband Regional Divisions. The President and CEO shall be responsible for oversight and management of Regional Divisions.

Section 7.02 Committees and Councils

The Board may establish, from time to time, committees and/or councils with powers to carry out programs and activities consistent with the purposes of the Association. Any such committee or council may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may regulate, reorganize, combine, divide, or discontinue any committee or council.

Section 8 - Notices

Section 8.01 Method of giving notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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 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 Chair 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 Chair to be reliable. The declaration by the Chair 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Section 8.02 Mediation and arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Association 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.

Section 8.03 Dispute resolution mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Association arising out of or related to the Articles, the By-laws, or out of any aspect of the operations of the Association 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 Association as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

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

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

Section 8.04 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.

Section 8.05 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 Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 9 – Effective date

Subject to matters requiring a Special Resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-laws No.1 of the Association, as enacted by the Directors of the Association by resolution on the ___ day of _____, 2025 and confirmed by the members of the Association by special resolution on the ___ day of _____, 2025.