

BY-LAW NO. 1INTERNATIONAL INSTITUTE FOR SUSTAINABLE DEVELOPMENT
INSTITUT INTERNATIONAL DU DÉVELOPPEMENT DURABLE(the “**Corporation**”)**DEFINITIONS**

"**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;

"**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;

"**directors**" means the members of the board and "**director**" means any one of them;

"**Head Office**" shall be the place designated by the board as the head office of the Corporation which shall be in the City of Winnipeg, Manitoba;

"**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;

"**member**" or "**members**" means a member of the Corporation as set forth in section 2 hereto;

"**Observer Group**" shall mean those individuals representing such governments or organizations as are admitted to the Observer Group by agreement of the board.

"**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 (Shareholder 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.

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation and shall be kept at the Head Office.

MEMBERSHIP

2. Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of 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 Corporation.

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).

3. There shall be no membership fees or dues unless otherwise directed by the board.
4. A membership in the Corporation is terminated when:
 - a. the member dies or resigns;
 - b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - c. the member's term of membership expires; or
 - d. the Corporation is liquidated and dissolved under the Act.
5. 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.
6. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
7. 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.

8. The board or the members shall have authority to suspend or expel any member from the Corporation by special resolution by either the board or the members 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 or members in their sole discretion, including but not limited to failing to attend two consecutive meetings of the board of directors; and
 - c. for any other reason that the board or members in their sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board or members determine that a member should be expelled or suspended from membership in the Corporation, the board chair, 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 suspended or expelled member may make written submissions to the board chair, 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 board chair, the board chair, 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 or the members 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 or the members' decision shall be final and binding on the member, without any further right of appeal. For clarity, if the board makes the initial determination that a member should be expelled or suspended, then only the board shall consider any submissions received and shall make the final decision regarding the member. Likewise, if the members make the initial determination that a member should be expelled or suspended, then only the members shall consider any submissions received and shall make the final decision regarding the member.

MEMBERS MEETINGS

9. The annual general meeting of the members shall be held at the Head Office of the Corporation, or at such other place in Canada as is designated by the chair of the board, unless the members resolve otherwise.
10. The members may consider and transact any business at any meeting of the members. However, at every annual general meeting, in addition to any other business that may be transacted, the report of the president, the financial statement and the report of the auditors shall be presented, directors elected to vacancies on the board and auditors appointed for the ensuing year.
11. The Corporation 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 at least twenty-one (21) days prior to the annual general meeting. 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.
12. Seven members present at a meeting of members shall constitute a quorum, provided that a majority are Canadian citizens, and each member present at a meeting shall have the right to exercise one vote.
13. At all meetings of members every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. 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.
14. If the chair of the board is absent, the Canadian vice-chair shall chair the meeting. If both the chair of the board and the Canadian vice-chair are absent, the International vice-chair

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

15. 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 thirty (30) to sixty (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 thirty (30) to thirty-five (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.

16. 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. 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 by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
17. 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.
18. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first member signed the resolution.
19. Notice of a meeting where special business is to be transacted shall contain information that is sufficient to enable a member to form a reasoned judgement on the special business.
20. Subject to the Regulations under the Act, any proposal nominating directors at an annual members' meeting 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.
21. The board 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.

22. Any three directors, the chairperson or the president shall have the power to call, at any time, a special meeting of members.

BOARD OF DIRECTORS

23. The board shall consist of the number of directors specified in the articles, of which a majority shall be Canadian citizens. 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.
24. Seven directors shall constitute a quorum, provided that a majority are Canadian citizens.
25. Subject to section 23, the members may elect non-Canadian directors to serve on the board.
26. The directors of the Corporation shall oversee the administration of the affairs of the Corporation in all things and authorize, make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
27. The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. No director may be elected for consecutive terms in aggregate greater than six years, except as otherwise resolved by the board.
28. The office of director shall be automatically vacated:
 - a. if a director resigns by delivering a written resignation to the secretary of the Corporation;
 - b. if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her own affairs;
 - c. if the director becomes bankrupt or suspends payment or compounds with his or her creditors;
 - d. if the director is removed by an ordinary resolution passed by the members at a meeting of members; and
 - e. on death;

provided that if a vacancy is created as a result of a director being removed from office pursuant to subsection (d) in this section 28, the members may elect another person to act as director at the meeting of members. If such a vacancy is not filled by the members at that meeting, a quorum of the directors may fill the vacancy after that meeting by appointing another person to be a director.
29. The board of directors shall have the power to authorize or make expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

30. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the board may prescribe.
31. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
32. The board of directors of the Corporation may, without authorization of the members,
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - c. give a guarantee on behalf of the Corporation; 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 Corporation.

DIRECTORS MEETINGS

33. Notice of the time and place for the holding of a meeting of the board shall be given:
 - a. by mail, courier or personal delivery to each director entitled to vote at the meeting, thirty (30) days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each director entitled to vote at the meeting, thirty (30) days before the day on which 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.

34. 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 directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. 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 directors pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
35. If the directors of the Corporation call a meeting of directors pursuant to the Act, those directors, 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.

36. There shall be at least two (2) meetings per year of the board with at least one meeting held at the Head Office of the Corporation or at another place in Canada designated by the chairperson.
37. 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.
38. If the chair of the board is absent, the Canadian vice-chair shall chair the meeting. If both the chair of the board and the Canadian vice-chair are absent, the International vice-chair shall chair the meeting. In the event that the chair of the board and the vice-chairpersons of the board are absent, the directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
39. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the directors or a committee of directors, is as valid as if it had been passed at a meeting of the directors or of the committee of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.
40. Members of the Observer Group shall receive notice of meetings and minutes of board meetings and shall be permitted to attend and participate in meetings of the board but may not vote.

EXECUTIVE COMMITTEE

41. The board shall provide for the creation of an executive committee, the members of which shall include the chairperson, vice-chair persons, president and such other directors as are elected by the board.
42. The executive committee shall exercise such powers as are authorized by the board.
43. Any executive committee member may be removed by an ordinary resolution of the board.
44. The chairperson of the board shall chair the executive committee.
45. There shall be at least two (2) meetings of the executive committee per year and such meetings may be held at any time and place to be determined by the members of such committee.
46. Notice of the time and place for the holding of a meeting of the executive committee shall be given:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, fifteen (15) 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, fifteen (15) days before the day on which the meeting is to be held.

Notice of a meeting shall not be necessary if all of the executive committee 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.

47. Three (3) members of the executive committee, a majority of whom are Canadians, constitute a quorum of the committee.

COMMITTEES

48. The board may from time to time appoint any committee, advisory body and panel of experts, 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.

OFFICERS

49. The officers of the Corporation shall be appointed by resolution of the board and, when there is a vacancy in an office, at the first meeting of the board following the occurrence of the vacancy.
50. The officers of the Corporation shall be the chairperson, two vice-chairpersons (including a Canadian and International vice-chair), president, one or more vice-presidents, secretary and treasurer and any such other officers as the board may determine. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director, except for the chairperson, vice-chairpersons and president. Two or more offices may be held by the same person, except for the chairperson, vice-chairpersons, president and vice-president(s). Subject to section 51, officers shall hold office until they resign or their successors are appointed in their stead.
51. 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. However, if for any reason the office of vice-president, secretary, treasurer, or any other officer other than the chairperson becomes vacant during the term of the person appointed to that position by the board, the president may appoint a replacement to that office on the same terms and conditions but such appointment shall not extend past the date of the next regular meeting of the board.

DUTIES OF OFFICERS

Chairperson

52. The chairperson of the board shall be elected by the board for a term of up to three years, provided that any chairperson whose term as a director ends prior to the end of his or her term, shall cease to be the chairperson unless he/she is elected to a subsequent term as a director.
53. The chairperson shall preside at the board meetings, meetings of the members of the Corporation and at meetings of the executive committee of the board.
54. At the discretion of the holder of the office, the chairperson of the board or executive committee and the vice-chairpersons of the board may on the literature of the Corporation be designated as chairman or chairwoman or vice-chairman or vice-chairwoman.

Vice- Chairpersons

55. The vice-chairpersons of the board shall be elected by the board for a term of up to three years, provided that any vice-chairperson whose term as a director ends prior to the end of his or her term, shall cease to be a vice-chairperson unless he/she is elected to a subsequent term as a director.
56. The vice-chairpersons shall preside at the board meetings, meetings of the members of the Corporation and at meetings of the executive committee of the board.
57. The board shall elect one of the directors to be the Canadian vice-chair and one of the directors to be International vice-chair of the board.
58. In the event of the absence or incapacity of the chairperson, or if the office of chairperson is vacant, the vice-chairpersons of the board have and may exercise and perform all the duties and functions of the chairperson.

President

59. The president shall be appointed by the board for a term of up to five (5) years as the chief executive officer of the Corporation, and shall be a member of the board, provided that any president whose term as a director ends prior to the end of his or her term, shall cease to be the president unless he/she is elected to a subsequent term as a director.
60. The president shall have the general and active management of the affairs of the Corporation and shall ensure that all orders and resolutions of the board are carried into effect.
61. The president may appoint or engage such employees, agents, consultants or advisors as he/she deems necessary from time to time to carry out the work of the Corporation and the president may terminate the appointment or engagement of any such person.

Vice-president

62. The vice-president shall perform such duties as shall from time to time be imposed upon the vice-president by the president or the board.

Treasurer

63. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate records of all 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 in securities as may be designated by the board from time to time.
64. The treasurer 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 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.
65. The treasurer shall perform such other duties as may from time to time be directed by the board or president.
66. The treasurer shall be the chief financial officer of the Corporation.

Secretary

67. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
68. The secretary shall: give or cause to be given notice of all meetings of the members and of the board; in consultation with the board chair and president, arrange for legal counsel to be present to advise the board as necessary; and, shall perform such other duties as may be prescribed by the board or president, under whose supervision the secretary shall be.
69. The secretary shall be custodian of the seal of the Corporation, which the secretary shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

Other Officers

70. The duties of all other officers of the Corporation shall be such as the terms of their engagement call provides or the president or board requires of them.

INDEMNITIES TO DIRECTORS AND OTHERS

71. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person, in or about the execution of the duties of the person's office or in respect of any such liability; and
- b. all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

EXECUTION OF DOCUMENTS

72. 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. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.
73. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stock, bonds, and other securities of the Corporation.

FINANCIAL YEAR

74. Unless otherwise ordered by the board the fiscal year end of the Corporation shall be from April 1 to March 31 in the following year.

AMENDMENT OF BY-LAWS

75. Subject to the articles, the board 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.

AUDITORS

76. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor.

77. The auditor shall be independent of the Corporation and may not be a director, officer or employee of the Corporation or of an affiliated Corporation, or associated with any director, officer or employee.

BOOKS AND RECORDS

78. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

79. The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members of the Corporation when the rules and regulations shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

CONFLICT OF INTEREST

80. During the consideration of the proposed appropriation of funds or resources of the Corporation to a proposed beneficiary, by the board or by a committee thereof, any director who is officially or formally connected with the proposed beneficiary shall indicate his or her relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such withdrawal shall be deemed not to affect the existence of a quorum.
81. No member of the board, other than the president, shall, during the member's term of office as a director of the Corporation, enter into a contract with the Corporation, whether as an employee, independent contractor or otherwise.
82. Each director and officer of the Corporation shall, within thirty (30) days of the director or officer's election or appointment file with the chairperson a written declaration in a form prescribed by resolution of the board, which declaration shall set out any interests, commercial or business dealings which could create a conflict of interest between the director or officer and the Corporation.

INTERPRETATION

83. 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.

NOTICE

84. Any notice (which term includes any communication or document) 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) of the Act and received by the Director;
 - 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.

OMISSIONS AND ERRORS

85. 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.

INVALIDITY

86. 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.

MEDIATION AND ARBITRATION

87. 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.

DISPUTE RESOLUTION MECHANISM

88. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- a. the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;
 - b. the number of mediators may be reduced from three to one or two upon agreement of the parties; and
 - c. if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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

REMUNERATION

89. Subject to the articles, the remuneration of all officers, directors, executive committee members, members of committees and panels appointed pursuant to section 48, and the auditors of the Corporation shall be fixed by the board by resolution. Directors may be reimbursed for their expenses for attending meetings of the board and for conducting business of the board, provided such expenses are reasonable and the director(s) provide receipts evidencing the expenses.

EFFECTIVE DATE

90. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 25 day of June, 2014 and confirmed by the members of the Corporation by special resolution on the 25 day of June, 2014.

Dated as of the 25th day of June, 2014.

A handwritten signature in black ink, appearing to be "D. H. J.", written over a horizontal line.

Chairperson