



**CANADIAN
PUBLIC HEALTH
ASSOCIATION**

The Voice of Public Health

Canadian Public Health Association

By-laws

Approved May 29, 2018

Founded in 1910, the Canadian Public Health Association (CPHA) is the independent voice for public health in Canada with links to the international community. As the only Canadian non-governmental organization focused exclusively on public health, CPHA is uniquely positioned to advise decision-makers about public health system reform and to guide initiatives to help safeguard the personal and community health of Canadians and people around the world.

CPHA is a national, independent, not-for-profit, voluntary association. CPHA's members believe in universal and equitable access to the basic conditions which are necessary to achieve health for all.

Our Vision

A healthy and just world

Our Mission

CPHA's mission is to enhance the health of people in Canada and to contribute to a healthier and more equitable world.

For more information, contact:

Canadian Public Health Association
404-1525 Carling Avenue, Ottawa, Ontario K1Z 8R9
Tel: 613-725-3769
E-mail: info@cpha.ca www.cpha.ca

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Definitions

1. In this by-law and the schedules hereto and all other by-laws and resolutions 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) “Articles” means the Articles of Continuance of the Association;
 - c) “Association” means Canadian Public Health Association;
 - d) “Board” means the Board of Directors of the Association;
 - e) “Charter” means the original Charter of the Association assented to in His Majesty’s name by the Governor General, on the first day of April, one thousand, nine hundred and twelve, as amended by a subsequent Act of Parliament assented to in Her Majesty’s name by the Governor General, on the thirty-first day of March, one thousand, nine hundred and sixty;
 - f) “Directors” means the Directors of the Association and includes the Elected Directors and the Appointed Directors, and “Director” means any one of them;
 - g) “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
 - h) “Election Procedures” means the procedures for the election of the Directors established by the Board from time to time, including, without limitation, the Chair-Elect;
 - i) “Member(s)” means a member of any of the classes of membership and includes Active Members, Honorary Members, Student Members, Retired Members, and International Members;
 - j) “Person” means any individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, governmental authority, and a natural person in such person’s capacity as trustee, executor, administrator or other legal representative;
 - k) “Regulations” means the regulations under the Act as from time to time amended and every regulation that may be substituted for such regulations and, in the case of such substitution, any references in the by-laws to provisions of the regulations shall be read as references to the substituted provisions for such regulations in the new regulations;
 - l) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Association duly called for that purpose; and
 - m) “Voting Member” means any Member whom the Board has determined shall be entitled to vote at any Members’ meeting.

Membership

2. Subject to the Articles, there shall be six (6) classes of membership in the Association. Membership in the Association shall be available only to individuals interested in furthering the Association'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 Association. The six (6) classes of membership are:
 - a) Active Member;
 - b) Honorary Member;
 - c) Student Member;
 - d) Career Transition Member;
 - e) Retired Member; and
 - f) International Member.
3. Active membership may be granted to persons who subscribe to the objectives of the Association. Each Active Member is entitled to one (1) vote at each meeting of the Members of the Association.
4. Honorary membership may be granted to those individuals who have given long and distinguished service to the objectives for which the Association stands. Each Honorary Member is entitled to one (1) vote at each meeting of the Members of the Association.
5. Student membership may be granted to those individuals who at the time of issuance of membership are full-time students at a post-secondary institution. Each Student Member is entitled to one (1) vote at each meeting of the Members of the Association.
6. Retired membership may be granted to those individuals who at the time of issuance of membership are retired from full-time employment. Each Retired Member is entitled to one (1) vote at each meeting of the Members of the Association.
7. International membership may be granted to those individuals who at the time of issuance of membership are non-residents of Canada. Each International Member is entitled to one (1) vote at each meeting of the Members of the Association.
8. Any Member in good standing shall be entitled to attend and participate in all meetings of the Members of the Association and shall be eligible for election to office.
9. Any Member may withdraw from the Association by delivering to the Association a written resignation to the attention of the Executive Director.
10. The interest of a Member in the Association is not transferable and lapses and ceases to exist:
 - a) upon the death or dissolution of the Member;
 - b) when the Member's period of membership expires (if any);
 - c) when the Member ceases to be a Member by resignation in accordance with clause 9;
 - d) when the Member is expelled in accordance with clause 11; or
 - e) if the Association is liquidated or dissolved under the Act.
11. The Board shall have the authority to suspend or expel any Member, in its sole and absolute discretion, from the Association for any one or more of the following grounds:
 - a) violating any provision of the Articles or by-laws of the Association;
 - b) carrying out any conduct which may be detrimental to the Association;
 - c) for any other reason that the Board 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 Executive Director or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion. The Member may make written submissions to the Executive Director, 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 Executive Director or such other Officer as may be designated by the Board, the Association 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.

12. 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 subsections 197(1)(e), (h), (l) or (m) of the Act.

Members' Meetings

13. The annual or any other general meeting of the Members shall be held at the head office of the Association or at any place, within Canada and on such day, as the Board may determine.
14. The annual meeting shall be held at a date and time determined by the Board but under no circumstances shall it be held more than fifteen (15) months after the preceding annual meeting.
15. The business to be transacted at the annual meeting shall include the presentation of the financial statement and auditor's report, the appointment of the auditor and any other business as determined by the Board.
16. 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.
17. Twenty-five (25) Voting Members present in person constitute a quorum at any meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
18. In the absence of the Chair and Chair-Elect, the Voting Members present at any meeting of Members shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Voting Members present shall choose a Chair from amongst themselves.
19. 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) of the Act, a special resolution of Members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.

20. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
21. Each Voting Member present at a Members' meeting shall have the right to exercise one vote.
22. A majority of the votes cast by the Voting Members shall determine the questions in meetings except where the vote or consent of a greater number of Voting Members is required by these by-laws.
23. No error or omission in giving notice of any annual or general Members' meeting or any adjourned annual or general Members' meeting, shall invalidate such meeting or any resolution passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and any Voting Member may ratify, approve and confirm any or all proceedings taken or resolutions passed at the meeting. For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his/her last address recorded on the books of the Association.

Board of Directors

24. The property and business of the Association shall be administered by a Board which shall consist of the number of Directors as specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be composed 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 ordinary resolution of the Board.
25. The Board shall consist of:
 - a) The Chair and Chair-Elect who shall be elected by the Voting Members as both Officers and Directors in accordance with the Election Procedures; and
 - b) Not more than eight (8) and not less than six (6) Elected Directors, of whom one (1) is a Student Member.
26. Directors must be individuals, 18 or more years of age, with power under law to contract. All Directors must be Voting Members.
27. The Directors shall be elected by the Voting Members in accordance with the Election Procedures, as established by the Board from time to time.
28. All Board Members, excluding the Chair and Chair-Elect, shall serve one (1), two (2) or three (3) year terms as determined by the Board prior to their election.
29. Each Board Member, except the Chair, shall be entitled to one (1) vote on all matters brought before the Board for determination. Questions arising at any Board meeting shall be decided by majority vote. Only in the case of an equality of votes on any question at a meeting of the Board shall the Chair vote.
30. The Chair-Elect shall be elected by the Voting Members as both an Officer and Director in accordance with the Election Procedures and shall serve for a period of two (2) years. On the second (2nd) anniversary of election, the Chair-Elect shall become the Chair. The Chair shall serve a term of two (2) years or until the first regular meeting of the Board at which his/her successor takes office in

accordance with the by-laws. In the event that the Chair-Elect is unable to assume the office of Chair, a new Chair-Elect and Chair shall be elected by the Voting Members in accordance with the Election Procedures. In the event that the Chair is incapable of completing his/her term as Chair, the Chair-Elect shall assume the position of "Chair" and a new Chair-Elect shall be elected by the Voting Members in accordance with the Election Procedures. If the Chair-Elect is required to take over and complete the term of his/her predecessor, this will not disqualify him/her from serving the full term as Chair.

31. A Director, if otherwise qualified, is eligible for election or appointment as a Director for a maximum of two (2) consecutive terms and thereafter is not eligible for re-election or re-appointment until a period of eleven (11) months has elapsed from the date he/she ceased to be a Director. Notwithstanding the foregoing, the time served by a Chair-Elect as a Director prior to his/her term as Chair-Elect or Chair, as the case may be, shall not be included for the purposes of determining compliance with this section for a Chair-Elect or Chair.
32. The office of Director shall be automatically vacated if he/she ceases to be qualified to act as a Director as required by law or under the provisions of the by-laws or:
 - a) if at a special meeting of Members, a resolution is passed by two thirds (2/3) of the Voting Members present at the meeting that he/she be removed from office;
 - b) if a Director has resigned his/her office by delivering a written resignation to the Chair of the Association;
 - c) if the Director is absent from three (3) consecutive regular meetings of the Board, without reasonable cause in the opinion of the Board, he/she shall be deemed to have resigned;
 - d) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - e) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or
 - f) if the Director dies.
33. In the event of an allegation of:
 - a) non-compliance with the Articles or by-laws of the Association; or
 - b) conduct that is deemed by the Board to be detrimental to the Association

the Board may investigate into and determine the validity of such allegation and may take such steps or measures as the Board may, in its sole discretion, determine appropriate, including and without limitation, declaring that the Director is no longer qualified to serve as a Director and is required to provide their resignation.

The Board shall first advise the Director in writing of the nature and extent of such allegations and provide the Director with an opportunity to make representations regarding same, and the Board shall also first advise the Director in writing of any step or measure the Board might take if it is determined that the allegations are valid.

34. A vacancy occurring in the Board shall be filled as follows:
 - a) If the vacancy occurs as a result of the removal of a Director by the Members in accordance with clause 32(a) above, it may be filled upon a vote of the majority of the Members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - b) Any other vacancy in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office provided that if there is not a quorum of Directors, the remaining Directors shall forthwith

call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

35. The Directors shall serve, as such, without remuneration and no Director shall directly or indirectly receive any profit from his/her position, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Powers of Directors

36. Subject to the Act, the Directors may govern the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Association is, by its Articles or otherwise, authorized to exercise and do.

37. Subject to the limitations set out in the by-laws or in the Articles of the Association, the Board may:
- a) borrow money on the credit of the Association;
 - b) limit or increase the amount to be borrowed;
 - c) issue debentures or other securities of the Association;
 - d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association;
 - f) authorize expenditures on behalf of the Association;
 - g) regulate the appointment, functions, duties, removal and remuneration of all agents, officers and servants of the Association;
 - h) regulate the time and place for the holding of meetings of the Members, the calling of meetings of the Members and of the Board, the quorum at such meetings, and the procedure in all things at such meetings;
 - i) regulate the conduct in all other particulars of the affairs of the Association for which provision is not otherwise prescribed;
 - j) appoint committees and establish advisory groups whose members will hold their offices at the will of the Board. The Board shall determine the duties and powers of such committees and advisory groups; and
 - k) establish a fund in which the capital and interest may be made available for the benefit of promoting the objects of the Association in accordance with such terms as the Board may prescribe.

38. The Board shall take such steps as they may deem requisite to enable the Association 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 Association.

39. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

Directors' Meetings

40. The Board may appoint one or more days in each year for regular meetings at a place and time named. Directors' meetings may also be called by the Chair or by a vote of not less than one third (1/3) of the total number of Directors.
41. A Director may participate in a meeting of the Board by means of telephone conference or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in a meeting by such means is deemed to be present at the meeting.
42. Written notice of a Directors' meeting shall be provided at least forty-eight (48) hours prior to such meeting to each Director. Notice shall be in writing and shall be delivered in person, mailed by prepaid registered mail or sent by e-mail or facsimile. If the notification is delivered in person, sent by e-mail or by facsimile, it shall be deemed to have been given on the date of such delivery, and if mailed by prepaid registered mail, shall be deemed to have been given on the second business day following the date of such mailing. No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, shall invalidate such meeting or any resolution or proceeding taken at the meeting. Any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or resolutions passed at the meeting.
43. Every question, at a Board meeting, shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
44. A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors. A copy of every such written resolution shall be kept with the minutes of the meetings of Directors.
45. Subject to the following qualification, a majority of Directors in office shall constitute a quorum for meetings of the Board. The Directors shall have the ability at any Board meeting at which a quorum is met, to exercise all or any of the authority, powers and discretion assigned to the Board by or under the by-laws of the Association or by statute.

Indemnities to Directors and Others

46. Every Director 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 Association, from and against:
 - a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

47. No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the respective office or trust in relation thereto (“Loss(es)”) unless the same shall happen by or through the person’s own wrongful and wilful act, neglect or default. This indemnity includes but is not limited to any Losses incurred as a result of the insufficiency or deficiency of title to any property acquired by the Association or on behalf of the Association or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom or which any monies, securities or effects shall be lodged or deposited.
48. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized and approved by the Board.

Officers

49. The Officers of the Association shall be a Chair, Chair-Elect and Executive Director and any other such Officers as the Board may from time to time determine. Officers shall be both Directors and Voting Members with the exception of the Executive Director and except as expressly provided to the contrary. If the Executive Director is a Member of the Association, he/she shall abstain from voting while in office.
50. From time to time, the Board may designate additional Officers of the Association, appoint such Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate such Officers the power to manage the affairs of the Association.

Duties of Officers

51. The Chair shall preside at all meetings of the Association and of the Board. The Chair shall ensure that the management of the affairs of the Association is carried out and perform such other duties as shall from time to time be directed by resolution of the Board.
52. The Chair-Elect shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be requested by the Board.
53. The Executive Director shall supervise the affairs and operation of the Association and shall execute the duties and responsibilities as established by the Board from time to time. The Executive Director shall attend all Board meetings not held in camera and act as Secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
54. The duties of all Officers of the Association shall be for the duration of and such as are determined by the Board from time to time.
55. 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.

Execution of Documents

56. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any Officer or Person authorized by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association 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.

Banking Resolution

57. The Board shall designate, by resolution, the Officers and other Persons authorized to transact the banking business of the Association.

Financial Year

58. Unless otherwise ordered by the Board, the fiscal year end of the Association shall be December 31 of each year.

Interpretation

59. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to Persons shall include firms and associations.

Amendment/Repeal of Bylaws

60. 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

61. The Voting Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

Corporate Seal

62. The seal, which is impressed hereon, shall be the seal of the Association.

Head Office

63. The Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario.

Rules and Regulations

64. The Board may prescribe such guidelines, policies, rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient.

Miscellaneous

65. 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.

66. Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, 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.

67. 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.

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 lawsuit 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.
- 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.