

BYLAW NO. 1
Amended November 2019

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

UNISON CHORUSES CANADA
(the “Corporation”)

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BE IT ENACTED as a bylaw of the Corporation as follows:

SECTION 1 – General

1.01 Name of the Corporation

1.01.1 The name of the Corporation is “Unison Choruses Canada” in English and “Chœurs Unisson Canada” in French.

1.02 Purposes of the Corporation

1.02.1 The Purposes of the Corporation are:

1. To promote choral music and performance of choral music by members of the 2SLGBTQIA+ community and their allies on a nationwide basis.
2. To educate and increase the public’s understanding and appreciation of the arts, including performing arts and musical arts, by providing performances of an artistic nature in public places by members of the 2SLGBTQIA+ community and their allies.
3. To provide instructional seminars and training programs on topics related to the performing and musical arts for both the 2SLGBTQIA+ community and the public at large.
4. To produce performing arts festivals for the purposes of educating and advancing the public’s understanding and appreciation of performing arts, to educate artists through participation in such festivals and related workshops, and to educate and

advance, through music, the public's understanding of issues related to 2SLGBTQIA+ persons in Canada, including their positive integration in society.

- 1.02.2 The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in furtherance of its Purposes.

1.03 Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- 1.03.1 "2SLGBTQIA+" refers to Two Spirit, lesbian, gay, bisexual, transgender, queer, questioning intersex, asexual and agender persons and persons of other sexual orientations or gender identities, their communities and their supporters in whole or in part;
- 1.03.2 "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;
- 1.03.3 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.03.4 "Board" means the Board of Directors of the Corporation;
- 1.03.5 "Bylaw" and "Bylaws" mean this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- 1.03.6 "Director" means any individual elected or appointed to the Board;
- 1.03.7 "Member" means an individual or an organization that is a member of the Corporation;
- 1.03.8 "Meeting of Members" includes an Annual Meeting of members or a Special Meeting of Members;
- 1.03.9 "Officer" means an individual elected or appointed by the Board to any office listed in Section 7;
- 1.03.10 "Ordinary Resolution" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;
- 1.03.11 "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 1.03.12 "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.03.13 "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; and
- 1.03.14 "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.04 Interpretation

- 1.04.1 In the interpretation of this Bylaw, 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.

- 1.04.2 Other than as specified in 1.03 above, words and expressions defined in the Act have the same meanings when used in this Bylaw.
- 1.04.3 The English version of this Bylaw is the original version. The French version is a translation. If any conflict of interpretation arises between the English and the French versions of this Bylaw, the English shall be the authoritative version.

1.05 Invalidity of Any Provisions of this Bylaw

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

1.06 Corporate Seal

- 1.06.1 The Corporation may have a corporate seal in the form approved from time to time by the Board.
- 1.06.2 If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.07 Trademark

- 1.07.1 The Corporation may have a trademark in the form approved by from time to time by the Board.

1.08 Execution of Documents

- 1.08.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Directors.
- 1.08.2 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.
- 1.08.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- 1.08.4 Any Director may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

SECTION 2 – MEMBERSHIP MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

- 2.01.1 Subject to the articles, there shall be four classes of Members in the Corporation, namely Class A, Class B, Class C and Class D Members.
- 2.01.2 Membership in the Corporation shall be available only to persons who support the purposes, vision, and mission of the Corporation and who have applied and have been accepted for membership in the Corporation by ordinary resolution of the Board or in such other manner as may be determined by the Board.
- 2.01.3 Class A Members (Choruses)
 - 2.01.3.1 Class A membership shall be available only to Canadian 2SLGBTQIA+ choruses that register to participate in the activities of the Corporation including but not limited to festivals, seminars and training programs.

- 2.01.3.2 Class A Members shall designate an individual as their representative for the purpose of exercising their rights as Members.
- 2.01.4 Class B Members (Chorus Singers and Staff)
 - 2.01.4.1 Class B membership shall be available only to individuals who are members in good standing and staff members of choruses accepted as Class A Members.
- 2.01.5 Class C Members (Affiliate Individuals)
 - 2.01.5.1 Class C membership shall be available only to individuals other than members accepted as Class B Members.
- 2.01.6 Class D Members (Affiliate Organizations)
 - 2.01.6.1 Class D membership shall be available only to organizations or corporations other than choruses accepted as Class A Members.
 - 2.01.6.2 Class D Members shall designate an individual as their representative for the purpose of exercising their rights as Members.
- 2.01.7 The term of membership shall be determined by ordinary resolution of the Board and be subject to renewal in accordance with the policies of the Corporation.
- 2.01.8 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendments to this section of this Bylaw if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Membership Rights

- 2.02.1 Rights of Members shall be limited to access to services and benefits created by the Corporation.
- 2.02.2 Subject to the Act and the Articles, all Members shall be entitled to receive notice of and to attend all Meetings of Members.
- 2.02.3 Members of each class are entitled to vote on matters that affect their class as provided for in subsection 199(1) (Class Vote) of the Act.
- 2.02.4 Subject to the Act and the Articles, the Directors shall determine by ordinary resolution which Class or Classes of Members are entitled to vote on each matter presented for approval at Meetings of Members.
- 2.02.5 Only Class A Members shall be entitled to vote to elect Directors.
- 2.02.6 Members entitled to vote on a matter shall have one (1) vote each. Only Members in good standing may vote. A Member is in good standing when the Member's membership fees are current and the Member is not in a state of amounts payable to the Corporation.

2.03 Notice of Meeting of Members

- 2.03.1 Notice of the time and place of a Meeting of Members shall be given to each Member by the following means:
 - a. by mail, courier or personal delivery to each Member, 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, during a period of 21 to 35 days before the day on which the meeting is to be held.

2.03.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the Bylaws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

2.04 Absentee Voting by Proxy

2.04.1 Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy.

2.04.2 The proxy shall be in the form approved from time to time by the Board. The Board shall certify that all proxies to be considered have been submitted in the proper form and that each proxy holder is a Member of the Corporation entitled to vote at the meeting.

2.04.3 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the Bylaws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.

SECTION 3 – MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.01 Membership Fees

3.01.1 The amount of the annual membership fees for each class of Members shall be determined by ordinary resolution of the Board.

3.01.2 Members shall be notified in writing of the membership fees at any time payable by them and, if any fees are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

3.02 Termination of Membership

3.02.1 A membership in the Corporation is terminated when:

- a. The Member dies, in the case of an individual, or is dissolved, in the case of a body corporate, partnership, trust or unincorporated organization;
- b. A Member fails to maintain any qualifications for membership described in Section 2.01 of this Bylaw;
- c. The Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. The Member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the Articles or the Bylaws;
- e. The Member's term of membership expires; or
- f. The Corporation is liquidated or dissolved under the Act.

3.02.2 Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

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

- a. Violating any provision of the Articles, Bylaws, or written policies of the Corporation;
 - b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - c. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the Purpose of the Corporation.
- 3.03.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.
- 3.03.3 The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period or may engage the dispute resolution process in section 12 of this Bylaw.
- 3.03.4 In the event that no written submissions are received by the President and in the event that the dispute resolution process is not engaged, the President or such other Officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation.
- 3.03.5 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.
- 3.03.6 The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Annual Meetings

- 4.01.1 Pursuant to subsection 160(1)(b) of the Act, Annual Meetings must be held no later than fifteen (15) months from the last preceding Annual Meeting and in any event not later than six (6) months after its preceding financial year end.

4.02 Special Meetings

- 4.02.1 The Board may at any time call a Special Meeting of the Members.
- 4.02.2 Pursuant to Section 167 of the Act, the Board shall call a Special Meeting upon receipt of a written requisition of Members carrying not less than 5% of the voting rights.
- 4.02.3 If the Directors do not call a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the meeting.

4.03 Persons Entitled to be Present

- 4.03.1 The only persons entitled to be present at a Meeting of Members shall be the Members, the Directors and the auditor(s) of the Corporation and such other persons who are entitled or required under any provision of the Act or the Articles or Bylaws of the Corporation to be present at the meeting.
- 4.03.2 Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

4.04 Chair of the Meeting

4.04.1 In the event that the President and the Vice-President are absent, the Members who are present shall choose one of their number to chair the meeting.

4.05 Quorum

4.05.1 A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting or ten (10) members entitled to vote, whichever is fewer.

4.05.2 If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.06 Votes to Govern

4.06.1 At any Meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions.

4.06.2 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 5 – DIRECTORS

5.01 Number of Directors

5.01.1 Subject to the Articles, the number of Directors shall be no fewer than five (5) and no more than fifteen (15).

5.01.2 The exact number of Directors shall be determined by resolution of the Board.

5.02 Composition

5.02.1 It is the intention of the Corporation in fulfilling the purposes set out in section 1.02 of this Bylaw and in the Articles that the composition of the Board reflect the diversity found in the 2SLGBTQIA+ community and include representation from each region of Canada to the extent possible.

5.03 Eligibility

5.03.1 Any Class B or Class C Member in good standing is eligible to be nominated and elected as a Director.

5.03.2 A Member is in good standing when the Member's membership fees are current and the Member is not in a state of amounts payable to the Corporation.

5.03.3 Every Director must be an active Member of the Corporation throughout their term of office.

5.04 Election and Term

5.04.1 Subject to the Articles, the Members shall elect Directors at each Annual Meeting of the Members.

- 5.04.2 Directors shall serve for overlapping two-year terms, each term beginning at the Annual General Meeting at which the Director is elected and ending at the Annual General Meeting held in their second year of service.
- 5.04.3 After serving their first two-year term, a Director may be re-elected for three (3) subsequent and consecutive two-year terms after which they must resign for at least one two-year period.

5.05 Appointment of Directors

- 5.05.1 Subject to the Articles, the Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of the Members.

5.06 Vacancies on the Board

- 5.06.1 In the event that vacancies on the Board are created by the resignation or removal of one or more Directors during their term and subject to the Articles, the Board may appoint one or more Directors to fill the vacancies and the appointed Director(s) shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

- 6.01.1 The Board shall meet at least six (6) times in each calendar year.
- 6.01.2 Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.
- 6.01.3 Meetings of the Board may be held in person or by video or audio conference.

6.02 Notice of Meeting

- 6.02.1 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this Bylaw to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held.
- 6.02.2 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.
- 6.02.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 6.02.4 Unless the Bylaw provide otherwise, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

- 6.03.1 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.

6.03.2 A copy of any resolution of the Board fixing the place and time of such regular meetings of the board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum

6.04.1 A majority of the number of Directors constitutes a quorum.

6.05 Voting

6.05.1 Each Director, including the chair of the meeting, has one vote.

6.05.2 Voting by proxy is not permitted.

6.05.3 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.

SECTION 7 – OFFICERS

7.01 Description of Offices

7.01.1 The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Festival Planning Committee Chair and any other Officers as the Board may determine from time to time by ordinary resolution.

7.01.2 Unless otherwise specified by the Board, which may subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation shall have the following duties and powers associated with their positions:

- a. **President** – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall, when present, preside at all meetings of the Board and Meetings of Members. The President shall act as the chair of the Executive Committee and shall serve as a liaison to the Board from the Executive Committee. The President shall have such other duties and powers as the Board may specify.
- b. **Vice-President** – If the President is absent or is unable or refuses to act, the Vice-President shall preside at all meetings of the Board and Meetings of Members. The Vice-President shall have such other duties and powers as the Board may specify.
- c. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and Meetings of Members. If the Secretary is absent or is unable or refuses to act, the chair of the meeting shall appoint an acting secretary. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members and directors; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

- d. **Treasurer** – The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit these as the Board may direct. The Treasurer provides financial reports as the Board may direct. The Treasurer shall act as the chair of the Finance Committee and shall serve as a liaison to the Board from the Finance Committee. The Treasurer shall have such other duties and powers as the Board may specify.
 - e. **Festival Planning Committee Chair** – The Festival Planning Committee Chair shall serve as a liaison to the Board from the Festival Planning Committee.
- 7.01.3 The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.02 Election of Officers

- 7.02.1 The Board shall, by ordinary resolution, appoint directors to fill the offices.

7.03 Term of Office and Vacancies

- 7.03.1 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, or
 - d. Such Officer's death.
- 7.03.2 In the absence of a written agreement to the contrary, the Board may by resolution remove, whether for cause or without cause, any Officer of the Corporation.
- 7.03.3 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 for the balance of the term.

SECTION 8 – COMMITTEES

8.01 General

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

8.02 Standing Committees

- 8.02.1 The Corporation shall maintain the following standing committees:
- a. Executive Committee
 - b. Finance Committee

- c. Festival Planning Committee
 - d. Advisory Committee
- 8.02.2 The Board shall determine the terms of reference, the manner of appointment, and composition of each standing committee.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

- 9.01.1 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 Bylaws 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); 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 Part 17 of the Act.
- 9.01.2 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.
- 9.01.3 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.
- 9.01.4 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.
- 9.01.5 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.

9.02 Omissions and Errors

- 9.02.1 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 Bylaws or

any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 – FINANCE

10.01 Financial Year End

10.01.1 The financial year end of the Corporation shall be determined by the Board.

10.02 Signing Authority

10.02.1 All transactions on behalf of the Corporation shall be managed and signed by Officers, Directors, employees or agents of the Corporation in such manner as shall be determined by ordinary resolution of the Board.

10.03 Banking Arrangements

10.03.1 The banking business of the Corporation 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.

10.03.2 The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by ordinary resolution from time to time designate, direct or authorize.

10.04 Borrowing Powers

10.04.1 Subject to the Articles, the Board may by resolution approved by two-thirds of the Directors borrow money on the credit of the Corporation.

10.05 Annual Financial Statements

10.05.1 The Corporation 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 at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 11 – INDEMNIFICATION

- 11.01.1 All Directors and Officers of the Corporation and their heirs, executors, administrators, assigns and estates 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 expense whatsoever that Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and

- b. All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 11.01.2 The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation;
- 11.01.3 No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expenses happening to the Corporation through the insufficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of their respective office or trust, or in relation thereto, unless the same shall happen by or through their own willful act or through their own willful neglect or default; and
- 11.01.4 The Directors of the Corporation 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 Corporation, except such as have been submitted to and authorized, or approved by the Board.

SECTION 12 – DISPUTE RESOLUTION

12.01 Mediation and Arbitration

- 12.01.1 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 Section 12.02 of this Bylaw.

12.02 Dispute Resolution Mechanism

- 12.02.1 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 bylaws, 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, bylaws 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.

- 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.
- d. 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.

SECTION 13 – DISSOLUTION

13.01 Dissolution of the Corporation

13.01.1 Subject to the provisions of the Act and pursuant to the Articles, in the event of dissolution, all property and assets shall, after payment of all debts and liabilities, be distributed to one or more qualified donees in Canada within the meaning of subsection 248(1) of the *Income Tax Act* with similar purposes to the Corporation as may be decided by the Corporation at a Meeting of Members.

SECTION 14 – EFFECTIVE DATE

14.01 Effective Date

14.01.1 This Bylaw shall be effective upon approval by Special Resolution of the Members.

CERTIFIED to be Bylaw #1 of the Corporation, as approved by the Directors of the Corporation by resolution on the 1st day of November, 2019 and approved by the Members of the Corporation by Special Resolution on the 24th day of November, 2019.



Kimberley Vance-Mubanga, President



Vince Ciarlo, Secretary