

# **Plain Language Association InterNational (PLAIN)**

## **General By-Law No. 1**

Approved September 20, 2014

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# BYLAW NO. 1

## A general bylaw relating to the conduct of the affairs of Plain Language Association InterNational (the Corporation)

The following is enacted as a bylaw of the Corporation:

### 1. Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made relating to the Act, and any statute or regulations that may replace or amend them;

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

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

"**bylaw**" means this bylaw and any other bylaw of the Corporation, including properly passed amendments to the bylaw(s);

"**individual**" means a living person. Individual does not include a partnership, unincorporated association, unincorporated syndicate, unincorporated organization, or a trust;

"**member**" means a person or organization admitted to the Corporation's membership under the terms of this bylaw;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of at least 50% plus 1 of the votes cast on that resolution;

"**organization**" means a sole proprietorship or partnership, an incorporated or unincorporated association, an incorporated or unincorporated syndicate, an incorporated or unincorporated organization, or a trust;

"**person**" means an individual or an organization;

"**people**" means individuals or organizations;

"**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, and any amendments made to the regulations;

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

**"special resolution"** means a resolution passed by a majority of at least two-thirds (2/3) of the votes cast on that resolution.

## **2. Interpretation**

In the interpretation of this bylaw, words in the singular include the plural and words in the plural include the singular, and words in one gender include all genders.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in the Corporation's bylaw(s).

## **CORPORATE FINANCE**

### **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing that require execution by the Corporation may be signed by the treasurer, or an alternate director designated by a resolution of the board. In addition, the board may determine the particular document or type of document and the way the person or persons designated by the board may bind the Corporation. Any person authorized to sign any document may affix the corporate seal to the document. Any director with signing authority may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy.

### **4. Financial Year**

The Corporation's financial year is from July 1 to June 30, unless the board decides otherwise.

### **5. Banking Arrangements**

- (1) The Corporation's banking business is carried out at a chartered bank or trust company in Canada or elsewhere as the board designates and authorizes by resolution.
- (2) When needed, the board may pass a resolution to authorize a director or directors, officer or officers, or employee or employees to transact the Corporation's banking business with a designated, authorized bank or trust company.
- (3) The authorization continues until the board sends a written notice revoking or canceling the authorization to the designated, authorized bank or trust company.

## **6. Borrowing Powers**

The 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 the Corporation owns or acquires, to secure any debt obligation of the Corporation.

## **7. Annual Financial Statements**

Instead of sending to the members copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, the Corporation may inform its members via email or notice on its website that these documents are available at the registered office of the Corporation and any member that asks for a copy of them can get them for free at the Company's registered office or by prepaid mail.

## **MEMBERSHIP**

### **8. Membership Conditions**

- (1) Unless the articles provide differently, the Corporation has one class of members. Membership in the Corporation is available to persons interested in furthering the Corporation's purposes, who have applied for membership and whose membership has been accepted by a resolution of the board or in any other manner that the board determines.

For all meetings of members of the Corporation, each member is entitled to:

- receive notice of the meetings,
  - attend the meetings, and
  - vote at the meetings.
- (2) As required in 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 bylaw if those amendments affect membership rights or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **9. Membership Transferability**

A membership may only be transferred to the Corporation. As specified in 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.

## **10. Notice of Members Meeting**

- (1) Notice of the time and place of a meeting of members must be given to each member entitled to vote at the meeting by:
  - (a) mail, courier, or personal delivery within a period of 30 to 60 days before the day the meeting will be held; or
  - (b) telephonic, electronic, or other communication facility from 21 to 35 days before the day the meeting will be held.
- (1) The day the notice is sent is not counted in calculating the notice period.
- (2) The directors of the Corporation may use different delivery methods for different members. Directors must make a good faith effort to reach members. It is acceptable to send the notice to the member's last mail, fax, or email address recorded in the Corporation's membership records. If a member asks to be given notice by non-electronic means, the notice must be given by mail, courier, or personal delivery.
- (3) As required by subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation that changes the way notice is given to members entitled to vote at a meeting of members.

## **11. Members Calling a Members' Meeting**

As required by Section 167 of the Act, the board of directors must call a special meeting of members if it receives a written request from a group of members that represents at least 5% of the voting rights. If the board does not call a meeting within twenty-one (21) days of receiving the written request, any member of the group who signed the request may call the meeting.

## **12. Absentee Voting at Members' Meetings**

- (1) As specified in Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy. To do this the member appoints another member of the Corporation (the proxy holder) to attend the meeting and vote on the member's behalf according to the directions provided by the member to the proxy holder. To register a proxy vote, the member must:
  - (a) fill in, sign, and date a proxy voting form that complies with requirements in this bylaw;
  - (b) send the proxy voting form to the secretary of the Corporation before the meeting of members by mail, email, or fax, or arrange to have someone give the proxy voting form to the secretary at the start of the meeting of members.
- (2) A proxy is valid only at the meeting for which it is given or at a continuation of that meeting after an adjournment. A member may revoke a proxy by sending written notice via email or fax to the secretary of the Corporation or the chairperson of the meeting before the meeting starts or before the continuation of that meeting after an adjournment.



- (3) Proxy holders must attend the meeting for which the proxy is given. A proxy holder may hold the proxy of more than one member.
- (4) Proxy voting may not account for more than one-third (1/3) of the votes at a meeting. The secretary accepts proxy votes in the order received up to that limit.
- (5) At the meeting for which the proxy is given, a proxy holder has the following rights:
  - to speak on any issue,
  - to demand a ballot vote,
  - to vote by ballot, and
  - to vote by a show of hands, unless the proxy holder has conflicting instructions from the members he or she represents.
- (6) A proxy voting form for a meeting of members of the Corporation must include the following:
  - (a) Name and signature of the member who is giving the proxy;
  - (b) Date the form was signed by the member;
  - (c) Name of the member designated to attend the meeting as the proxy holder;
  - (d) Date of the meeting at which the proxy is to be used;
  - (e) Instructions for how the proxy holder is to vote on:
    - each issue identified in the notice of meeting,
    - appointment of a public accountant,
    - election of directors, and
    - any ballot that is called for at the meeting.
- (7) Alternatively, a member may give the proxy holder discretionary authority for voting. That means the proxy holder decides how to vote on any issue voted on at the meeting.
- (8) As required by subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Corporation's bylaw(s) that changes the way members not in attendance at a meeting of members may vote.

### **13. Membership Dues**

- (1) Members will be notified in writing of their membership dues. If a member does not pay their membership dues within two calendar months of the membership renewal date, their membership will automatically end.
- (2) No member is entitled to any refund of membership dues for any reason.

## **14. Termination of Membership**

(1) Membership in the Corporation ends when any of the following apply:

- (a) An individual member dies, or in the case of a member that is an organization, the organization is dissolved, liquidated, or wound-up;
- (b) The member fails to maintain any qualifications for membership described in these bylaws or the articles of incorporation;
- (c) The member resigns by sending a written notice of resignation to the Corporation's secretary. The resignation takes effect on the day the Corporation receives the notice or on the date given in the notice, whichever is earlier;
- (d) The member is expelled according to the provisions in section 16 of this by-law or any provision in the articles;
- (e) The Corporation is liquidated, wound up, or dissolved under the Act.

## **15. Effect of Termination of Membership**

Subject to the articles, when a membership is terminated, the rights of the member, including any right the member may have in the property of the Corporation, automatically ends.

## **16. Discipline of Members**

- (1) The board has authority to suspend or expel any member from the Corporation for any of the following reasons:
- (a) if a member violates any provision of the articles, bylaws, or written policies of the Corporation;
  - (b) conduct by the member that the board determines is harmful or damaging to the Corporation;
  - (c) any other reason the board considers reasonable, considering the purpose of the Corporation.
- (2) If the board determines that a member should be expelled or suspended from membership in the Corporation, the president or another officer designated by the board will notify the member of the proposed suspension or expulsion and will provide reasons for the proposed action. The notice must be given to the member 20 days before the suspension or expulsion is effective. The member may object to the proposed suspension or expulsion by sending a written response to the president or the other officer designated by the board. The member must submit the response within the 20 day notice period.

If the president, or the other officer designated by the board to provide notice, does not receive a written response from the member, the Corporation may suspend or expel the person from the Corporation. If the member does provide a written response to the notice as

outlined in this section, and gives reasons why they should not be suspended or expelled, the board will consider these reasons before making its final decision.

The board will notify the member of its final decision within 20 days of the date the Corporation received the member's written response. At that point the board's decision will be final and binding on the member without any further right of appeal.

### **17. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by at least 5% of members entitled to vote at the meeting at which the proposal is to be presented.

### **18. Cost of Publishing Proposals for Annual Members' Meetings**

A member who submits a proposal must pay the cost of including the proposal and any statement about it in the notice of meeting at which the proposal is to be presented. This requirement does not apply to ordinary resolutions of members present at a meeting.

### **19. Place of Members' Meeting**

To comply with section 159 (Place of Members' Meetings) of the Act, the board may choose to hold meetings of the members at any place in Canada or any other place specified in the articles.

### **20. Persons Entitled to be Present at Members' Meetings**

The following are the only persons entitled to be present at a meeting of members:

- persons entitled to vote at the meeting,
- the Corporation's directors,
- the Corporation's public accountant, and
- any other persons entitled or required to be present at the meeting under the Act, articles, or bylaws of the Corporation.

Any other person may be present only if they are invited by the chair of the meeting or by resolution of the members.

### **21. Chair of Members' Meetings**

If the president of the board and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting must choose one of the members present to chair the meeting.

## **22. Quorum at Members' Meetings**

A quorum for any meeting of the members is the lesser of:

- (a) 15 members entitled to vote at the meeting; or
- (b) 10% of all the members entitled to vote at the meeting.

## **23. Votes to Govern at Members' Meetings**

When a quorum is present at a meeting of members, a motion carries when a majority of those present vote for the motion, unless the Act or the Corporation's bylaws set a different voting requirement.

Voting is by show of hands, ballot, or electronic voting. In the case of a tie vote, the chair of the meeting has a second vote in addition to his or her original vote.

## **24. Participation by Electronic Means at Members' Meetings**

If the board of directors 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 the meeting may participate in the meeting by means of the telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is considered present at the meeting. Regardless of other provisions of this bylaw, any person who is entitled to vote at the meeting and who is participating in the meeting under this section, may vote by means of any telephonic, electronic, or other communication facility the Corporation has made available for that purpose.

## **25. Members' Meeting Held Entirely by Electronic Means**

If the Corporation's directors or members call a meeting of members, the directors or members that called the meeting may choose to hold the meeting entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **DIRECTORS AND OFFICERS**

### **26. Number of Directors**

- (1) The board consists of a fixed number of directors within the minimum and maximum number specified in the articles. The members determine the number of directors by ordinary resolution. The members may also, by ordinary resolution, empower the board to determine the number of directors (within the minimum and maximum number specified in the articles).

- (2) As required by the Act, the Corporation must have at least three (3) directors at all times; at least two (2) of the directors must not be officers or employees of the Corporation.
- (3) Because Canada is the country of incorporation, at least one (1) director must be a resident Canadian at all times.
- (4) If the number of directors is four (4) or more, the directors must live in at least four different countries.

## **27. Qualifications of Directors**

The qualifications of directors are set out in Part 9 of the Act, including the requirement that directors must be individuals. In addition, the Corporation requires that directors must:

- (a) have been members of the Corporation for at least one year;
- (b) have no conflict of interest between membership or holding office in any other international language, business writing, or communications organization;
- (c) serve the Corporation without pay, except for reimbursement of reasonable expenses incurred in carrying out duties on behalf of the Corporation; and
- (d) respect the confidentiality of:
  - i. matters brought before the board or any committee, and
  - ii. any matter dealt with in the course of a member's activities or employee's employment.

## **28. Term of Office of Directors**

(1) Directors are elected and retire in rotation as follows:

- (a) At the first annual general meeting of members following the enactment of this bylaw, one-third (1/3) of the directors will be elected to hold office for a term of one (1) year, one-third (1/3) of the directors will be elected to hold office for a term of two (2) years, and one-third (1/3) of the directors (or whatever portion is necessary to reflect the remaining number of directors) will be elected to hold office for a term of three (3) years.
- (b) For purposes of section 28 of this bylaw, a year means the period from one annual general meeting to the next. Therefore, the term of office for directors elected at the first annual general meeting of members will expire after the first, second, or third annual general meeting of members following their election, as applicable.

(2) Each director elected at subsequent annual general meetings of members will be elected for a term of three (3) years, which expires at the close of the third annual general meeting following their election or until a successor is elected or appointed, unless:

- (a) the individual was elected or appointed to complete the unexpired term of a former director, in which case the individual will serve for the remainder of the unexpired term; or

- (b) before the annual general meeting at which the individual is elected as a director, the board determines that it is necessary to adjust the term in order to keep a staggered board. In that case, the board may determine that the term of office will expire at the end of the first or second annual general meeting following the director's election.
- (3) If qualified, an individual who has completed a term of office as a director will be eligible for re-election. However, no individual may serve as an elected director for more than six (6) years in a row. If the sixth annual general meeting after the date an individual was elected as a director is later than the sixth anniversary of the director's election, the director may continue his or her term of office until the annual general meeting.

An individual who served as a director for six (6) years in a row can serve as a director again, but must wait at least one (1) year before standing for election.

## **29. Calling of Meetings of Board of Directors**

Meetings of the board may be called at any time by the president, the vice-president, or any two (2) directors.

## **30. Notice of Meeting of Board of Directors**

- (1) Notice of the time and place for a board meeting must be given to every director of the Corporation at least ten (10) days before the meeting date. Notice may be given using any of the following methods:
- (a) personal delivery,
  - (b) prepaid ordinary mail or air mail,
  - (c) by email, telephonic, electronic, or other communication facility.
- (2) A notice will be considered given to a director when:
- (a) it is delivered personally to the director or to the last address of the director recorded by the Corporation's secretary;
  - (b) it is deposited in a post office or public letter box; or
  - (c) it is sent or delivered to the appropriate telecommunication company or agency or its representative.
- (3) No formal notice of a meeting of the board is required if:
- all directors are present in person or by telephonic, electronic, or other telecommunication facility,
  - absent directors have consented to the meeting being held in their absence, or
  - the meeting is held immediately after the Corporation's annual general meeting.
- (4) The secretary may change the recorded address of any member, director, officer, public accountant, or member of a committee of the board based on any information the secretary believes to be reliable. A declaration by the secretary that notice has been given according to this bylaw will be sufficient evidence that the notice was given.

### **31. Regular Meetings of the Board of Directors**

The board must hold at least four (4) meetings each year on dates and at times determined by the directors.

### **32. Chair of Directors' Meetings**

If the president of the board and the vice-president of the board are absent, the directors who are present choose one of their number to chair the meeting.

### **33. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question will be decided by a majority of the votes cast on the question. In case of a tie vote, the chair of the meeting has a second vote in addition to his or her original vote.

### **34. Committees of the Board of Directors**

The board may create committees or other advisory bodies it considers necessary or appropriate. Subject to the Act, the board defines the powers of any committee or advisory body it creates. A committee or advisory board may set its own rules of procedure, subject to regulations or directions the board may make. The board can remove any person from a committee or advisory board by resolution.

### **35. Appointment of Officers**

(1) The board may:

- designate officers of the Corporation,
- appoint officers on an annual or more frequent basis,
- specify the officers' duties,
- modify, add to, or limit officers' duties at any time, and
- subject to the Act, delegate to the officers the power to manage the affairs of the Corporation.

A director may be appointed to any office of the Corporation. The same person may hold two or more officer positions.

## 36. Description of Officers

If the board designates and appoints officers, the officers will have the following duties and powers, subject to the Act:

(1) President – If appointed, the president will:

- (a) be a director;
- (b) be the chair of the board and when present, will chair all meetings of the board and of the members;
- (c) supervise the Corporation's officers and operations in collaboration with other directors;
- (d) ensure that the strategic plans and policies of the Corporation are implemented;
- (e) ensure that all board orders and resolutions are carried out;
- (f) represent the Corporation in meetings with its members, the public, and the media;
- (g) be a member of the executive committee; and
- (h) have other duties and powers as the board prescribes.

(2) Vice-President – If appointed, the vice-president will:

- (a) be a director;
- (b) be the vice-chair of the board, and in the president's absence, chair meetings of the board of directors or members;
- (c) when requested by the president, help to carry out the leadership functions of the president;
- (d) be a member of the executive committee;
- (e) actively learn the role of the president in the expectation that he or she may be considered for appointment to that office in future; and
- (f) have other duties and powers as the board prescribes.

(3) Secretary – If appointed, the secretary will:

- (a) be a director,
- (b) be responsible for recording the minutes of meetings,
- (c) maintain all records of the Corporation, and
- (d) have other powers and duties as the board may specify.

(4) Treasurer – If appointed, the treasurer will:

- (a) be a director,
- (b) have such powers and duties as the board may specify, and
- (c) be a member of the executive committee.



### **37. Executive Committee**

Whenever the board has more than six (6) members, it may elect from its members an executive committee consisting of three (3) or more members, as the board decides. The president, vice-president, and treasurer will all serve on the executive committee.

Unless the board decides otherwise, there is no limit on an executive committee member's term as long as the person remains a director. The board may fill vacancies on the executive committee by election from its members. If there is a vacancy on the executive committee, the remaining members may exercise all its powers as long as there are at least three (3) members.

### **38. Executive Committee's Powers**

Between board meetings, the executive committee may exercise all the powers that the board lawfully delegates to it to manage the Corporation's business. The board may give specific directions to the executive committee or establish regulations for its operations. The executive committee must act in the Corporation's best interest at all times, including when taking action on issues for which the board has not given specific directions.

### **39. Executive Committee Procedures**

- (1) Notice of meetings – The executive committee may set the time and place for its meetings. It must give at least 48 hours' notice to each member of the executive committee before the meeting. No advance notice is needed to hold an executive committee meeting during the course of a board meeting. Only directors who have been elected to the executive committee are entitled to receive notice of an executive committee meeting.
- (2) Quorum – The quorum for an executive committee meeting is a majority of its members. The executive committee may only transact business if a quorum of its members is present. Only directors who have been elected to the executive committee are counted in calculating a quorum.
- (3) Rules of procedure – The executive committee may set its own rules of procedure, subject to any directions or regulations established by the board.
- (4) Minutes and reporting – The executive committee must keep minutes of its meetings and decisions and submit at least a summary of the minutes to the board quarterly.
- (5) Status of directors not elected to the executive committee – A director who is not a member of the executive committee may attend and speak at any executive committee meeting but may not vote at the meeting.

## **40. Vacancy in Office**

- (1) The board may remove, whether for cause or without cause, any officer of the Corporation unless the officer has a written agreement with the Corporation that specifies they may not be removed solely by the board. Unless removed by the board, an officer holds office until the earlier of:
  - (a) the officer's successor is appointed,
  - (b) the officer resigns,
  - (c) the officer ceases to be a director (if that is a qualification for appointment), or
  - (d) the officer's death.
- (2) By resolution, the directors may appoint a person to fill a vacant officer position.

## **GENERAL**

### **41. Method of Giving Any Notice**

- (1) The method for giving notice to members about meetings of members and to directors about meetings of directors are set out earlier in this bylaw. All other notifications, documents, or communications required by the Act, the articles, or the bylaws that must be given to a member, director, officer, member of a committee of the board, or to the public accountant, may be given in one of the following ways:
  - (a) Delivery by courier or prepaid mail to the address the secretary of the Corporation has on record as the person's last address, or in the case of notice to a director, to the address shown in the last notice sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
  - (b) Transmission by telephonic, electronic, or other communication facility to the person's last address recorded by the secretary of the Corporation for that purpose; or
  - (c) Provided in the form of an electronic document in accordance with Part 17 of the Act.
- (2) A notice will be considered to have been given when:
  - it is delivered personally or to the last address recorded by the secretary of the Corporation;
  - it is deposited in a post office or public letter box;
  - it is sent or delivered to the appropriate telecommunication company or agency or its representative.
- (3) The secretary may change the recorded address of any member, director, officer, public accountant, or member of a committee of the board based on any information the secretary believes to be reliable. A declaration by the secretary that notice has been given according to this bylaw will be sufficient evidence that the notice was given.

- (4) The signature of any director or officer of the Corporation on any notice or other document may be written, stamped, typewritten, printed, or electronically reproduced.

#### **42. Omissions and Errors**

No error or omission in giving notice of a meeting invalidates the meeting or voids any decisions made at the meeting.

#### **43. Invalidity of any Provisions of this Bylaw**

If any provision of this bylaw is invalid or unenforceable, it will not affect the validity or enforceability of the remaining provisions of this bylaw.

#### **44. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are to be resolved according to the dispute resolution mechanisms set out in this bylaw.

#### **45. Dispute Resolution Mechanism**

- (1) Parties to any dispute or controversy among members, directors, officers, committee members, or volunteers of the Corporation related to the articles, bylaws, or any aspect of the Corporation's operations, are expected to meet, in private, to try to resolve the dispute.
- (2) If a dispute is not resolved privately then the dispute or controversy will be settled using the dispute resolution process set out here, rather than through legal action. This dispute resolution process is defined without prejudice to the rights of members, directors, officers, committee members, employees, or volunteers of the Corporation as set out in the articles, bylaws, or the Act.
  - (a) The parties to the dispute or controversy will first submit to mediation. The parties may agree on one mediator or may agree to each appoint a mediator, with the two mediators together agreeing on a third mediator. The mediator(s) will meet with the parties in an attempt to resolve the dispute or controversy.
  - (b) If the parties are not successful in resolving the dispute through mediation, the dispute will be settled by arbitration before a single arbitrator. The arbitrator may not be one of the mediators referred to above. The arbitration will be carried out according to the legislation governing domestic arbitrations in the province or territory where the registered office of the Corporation is situated or as agreed upon by the parties to the dispute. The parties agree that all proceedings relating to the arbitration will be kept confidential and there will be no disclosure of any kind. The decision of the arbitrator will be final and binding and will not be subject to appeal on a question of fact, law, or mixed fact and law.

- (4) The parties to the dispute or controversy will share equally all costs of the mediation process outlined above. If arbitration is required, the arbitrators will determine how the parties will bear the costs for the process outlined above.

#### **46. Bylaws and Effective Date**

- (1) Subject to the articles, the board of directors may, by resolution, make, amend or repeal any bylaw that regulates the affairs of the Corporation. Any change to a bylaw will be effective from the date of the directors' resolution until the next meeting of members. At that meeting, the members may confirm, reject, or amend the change by ordinary resolution. If the members confirm or amend the change to the bylaw, it becomes effective as of that date in the form confirmed or amended.

If the board makes a change to the bylaw(s) but does not submit it to the members at the next meeting of members, or if the members reject the change to the bylaw(s), the change ceases to have effect.

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

ENACTED by the directors of the Corporation by resolution on the 8th day of September, 2014, and confirmed by the members of the Corporation by special resolution on the 20th day of September, 2014.

*Dr. Deborah S. Bosley*

*Ruth Baldwin*

Dr. Deborah S. Bosley

Ruth Baldwin

Chair and Director

Director