By-laws of the
Canadian Association of Mutual Insurance Companies
Association canadienne des compagnies d'assurance mutuelles

SECTION I
GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, 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 original or restated articles of incorporation or articles of amendment amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(c) "Board" means the Board of directors of the Corporation and

(d) "director" means a member of the Board;

(e) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect

(f) "Corporation" means the Canadian Association of Mutual Insurance Companies/Association canadienne des compagnies d'assurance mutuelles

(g) "meeting of members" includes an annual meeting of members or a special meeting of members;

(h) "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;

(i) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

(j) "Regulations" means the regulations made under the Act as amended, restated or in effect from time to time; and

(k) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in subsection 1.01 above, words and expressions defined the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Seal, an impression whereof, is stamped on the margin hereof, shall be the seal of the Corporation. The Secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by such directors or officers as are authorized by the Board from time to time. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year

The financial or fiscal year of the Corporation shall terminate on such date the Board of Directors may determine from time to time by ordinary resolution.

1.06 Banking Arrangements

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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

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 to any member on request.

SECTION 2 – MEMBERSHIP
MATTERS REQUIRING SPECIAL RESOLUTION

Subject to the articles, there shall be three classes of members in the Corporation, namely, Voting Members, Affiliate Members, and Associate Members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

2.01 Membership Conditions

i) VOTING Members

(a) Upon application to the Corporation, Voting Membership in the Corporation may be granted by the Board of Directors of the Corporation to any Canadian mutual insurance company, any Canadian cooperative insurance company, any Canadian reciprocal insurance company, any Canadian mutual reinsurance company, and any Canadian insurance company owned or controlled by one or more Canadian mutual re/insurance company(ies), Canadian cooperative insurance company(ies), or Canadian reciprocal insurance company(ies) licensed to operate in Canada or any entity that the Board has determined, in its sole discretion, to be a Voting Member.

(b) The term of membership of a Voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in this by-law, each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Voting Member shall be entitled to one (1) vote at such meetings.

ii) AFFILIATE Members

(a) Upon application to the Corporation, Affiliate Membership in the Corporation may be granted by the Board of Directors to any company (which is not a insurance company) which supplies goods or services to Voting Members.

(b) The term of membership of an Affiliate member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in this by-law, Affiliate Members are not entitled to receive notice of, attend, or vote at any meeting of the Members.

iii) ASSOCIATE Members

(a) Upon application to the Corporation, Associate Membership in the Corporation may be granted by the Board of Directors to any company, organization or individual other than those described in subparagraph 2.01 i) (a) and 2.01 ii) (a).

(b) The term of membership of an Associate member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in this by-law, Associate members are not entitled to receive notice of, attend, or vote at any meeting of the Members.

2.02 Notice of Meetings

Notice of any annual or other meeting of the members shall be deemed to be well and sufficiently given if such notice is sent electronically or by courier or by first class prepaid mail addressed to each Voting Member at its usual place of business as shown in the register of members-at least thirty-five (35) days prior to the date fixed for holding of such meeting. The notice shall specify the date, the hour and place of the meeting and in case of a special meeting the notice shall contain sufficient information with respect to the business to be conducted thereat to permit a member to form a reasonable judgment on the decision to be taken. Notice of the annual meeting may include an audited financial statement. Notice of each meeting of members must remind the Voting Members that they may vote by proxy.

2.03 Absentee Voting by Proxy

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by appointing in writing a proxy holder and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements in subsection 74 (2) of the Regulations.

Collection of Proxy - Each instrument appointing a proxy shall be filed with the Secretary of the Corporation not later than fourteen (14) days prior to the date set for the meeting. Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.

Form of Proxy - An instrument appointing a proxy shall be written under the hand of the appointer or his attorney duly authorized in writing, and shall be in any form of which the Board shall approve subject to the requirements of paragraph 74(2)d) of the Regulations. The instrument appointing a proxy must allow for an authorization or a denial by the appointer or his attorney duly authorized in writing, for use of the proxy on matters which may come from the floor.

Except as permitted in the Act, every question submitted to a meeting of members of the Corporation shall be voted on in the first instance by a show of hands. Any member can then demand that proxy votes be counted and added to the show of hands. Proxy votes can be counted and added to the show of hands vote for any vote being brought before the meeting.

2.04 Fundamental Changes

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 the by-laws if those amendments affect membership rights and / or conditions described in paragraphs 197(1)(e), (h), (I) or (m).

SECTION 3
MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall pay dues as determined by the Board of Directors of the Corporation from time to time.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within forty-five (45) days of receiving notice the Members shall be declared in default and may be suspended by the Board of Directors.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

(a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
(b) a member fails to maintain any qualifications for membership described in subsection 2.01 of these by-laws;
(c) the member resigns by sending a written resignation to the Secretary of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation, without the dues being refunded;
(d) the member is expelled in accordance with subsection 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
(e) the member's term of membership expires; or
(f) the Corporation is liquidated or dissolved under the Act.

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

The Board shall have the right to suspend or cancel the membership of any member at any time by a majority of not less than three-quarters (3/4) of the votes cast by the Board.

Upon such action the Board shall cause notice thereof to be mailed to such member. Within 30 days after notice of suspension or cancellation shall have been mailed, such member may submit to the Board a written petition for hearing and reconsideration of the action and by a majority vote of the entire Board may be reinstated subject to such fees payment as the Board may determine appropriate.

The Board shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

In the event that no written submissions are received by the Corporation, the President and CEO 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.

SECTION 4
BOARD OF DIRECTORS

4.01 Composition

The property and business of the Corporation shall be managed by a Board of ten (10) Directors comprised of:

(a) Two (2) directors qualified in accordance with subsection 4.03 shall represent the Voting Members in the Atlantic Provinces (i.e., New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador);
(b) Two (2) directors qualified in accordance with subsection 4.03 shallrepresent the Voting Members from Quebec;
(c) Three (3) directors qualified in accordance with subsection 4.03 shallrepresent the Voting Members from Ontario;
(d) Two (2) directors qualified in accordance with subsection 4.03 shall represent the Voting Members in the Western Provinces (i.e., Manitoba, Saskatchewan, Alberta and British Columbia).
(e) One (1) director-at-large qualified in accordance with subsection 4.03.

4.02 Election and Term

Directors shall be nominated by their respective constituencies as set out in subsection 4.01 in accordance with the policies the Board of Directors may determine from time to time, and elected by the membership for a term of three years. The terms shall be staggered in accordance with the Corporation's policies such that during the annual meeting of members one third of the Directors shall retire annually in rotation. Retiring Directors shall be eligible for re-election; provided that no director shall be eligible for election for more than two (2) additional consecutive terms of office save and except a director may be elected for a third additional consecutive term if such is required to permit the director to complete a term of office as amember of the Executive Committee.

(a) The Board shall annually appoint a Nominating Committee consisting of three members, all of whom need not be directors. To the greatest extent possible, the Nominating Committee shall have members from each of the Regions referred to in subsection 4.01 for which a representative director is to be elected. The Board shall appoint from the members of the Nominating Committee its Chair, who shall be a director.

(b) No less than seventy-five (75) days before the Annual General Meeting at which directors are to be elected the Secretary of the Corporation shall give notice to the Members in each Region for which directors are to be elected that the names of candidates for nomination for election as directors shall be submitted to the Chair of the Nominating Committee within the next thirty 30 days following the giving of such notice. On the expiration of that thirty (30) day period, the Chair of the Nominating Committee shall provide to the other members of the Nominating Committee the list of candidates, and the Committee shall, over the next ten (10) days, consider all candidates having regard to the provisions of this By-law and the terms of reference of the Nominating Committee as set by the Board from time to time. In considering such persons the Nominating Committee:

i. shall confirm each person's qualification to be elected as a director; and
ii. may interview any person.

(c) No less than thirty-five (35) days in advance of the Annual General Meeting the Nominating Committee shall provide to the Secretary the names of those candidates who have the qualifications prescribed by the By-law to be elected as a director and the Secretary shall advise all of the Members in each Region for which a director(s) is to be elected of the names of the qualified candidates for that Region.
(d) Prior to the Annual General Meeting, the members in each such region shall select from candidates from such Region that number of nominees for election as director(s) as there are positions to be filled from such Region.

If there are more candidates than there are positions on the Board to be filled from such Region, the Members whose head or principal Canadian office is in such Region shall select the required number of nominees, by vote by ballot to be cast either at a Regional nomination meeting of such Members or electronically. The balloting process shall be overseen by an election chair who shall be the Nominating Committee Chair or such other person as may be authorized by the Board of Directors. The person or persons for whom the greatest number of ballots is/are cast shall be the nominee(s) who shall move forward for election at the Annual General Meeting.

4.03 Qualifications of Directors

Directors must:

(a) be a director or an appointed employee of a Voting Member of the Corporation in good standing who has been duly authorized by resolution of the Board of Directors of the Voting Member to stand for election to the Board of the Corporation;
(b) a resident of Canada; and

(c) eighteen (18) years of age or more, with power under law to contract; provided that a director who ceases to be a director or appointed employee of a Voting Member during the term of office for which the person was elected, may, with the consent of the majority of the other directors (which consent may be arbitrarily withheld), be permitted to complete the term of office.

4.04 Vacancy

Whenever any vacancy occurs on the Board, the remaining members thereof, so long as there is a quorum in office, may appoint a person who is qualified pursuant to subsection 4.03 hereof, and who respects the same composition as in subsection 4.01.

SECTION 5
MEETINGS OF DIRECTORS

5.01 Calling of Meetings

Meetings of the Board may be held at the Head Office of the Corporation or virtually or elsewhere as the members of the Board, from time to time determine. A meeting of the Board may be called by the Chair, a Vice-Chair or any three members of the Board and the Secretary.

5.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in subsection 7.01 of this by-law to every director of the Corporation not less than three days (exclusive of the day on which the notice is given but inclusive of the day for which the notice is given) before the meeting is to take place provided always that a meeting of the Board may be held at any time without formal notice if all the members of the Board or those absent have waived notice or have signified their consent to the meeting being held in their absence.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

There shall be at least one meeting per year of the Board of Directors.

5.04 Quorum

A majority of the members of the Board shall constitute a quorum at any meeting of the Board. A majority shall determine the method of voting.

5.05 Votes to Govern

A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

If a decision needs to be made between board meetings, motions can be presented via email, with a mover and seconder. In order for a motion to pass via email, each director must sign, date, and email the motion back **in favour** to the Corporation. The motion must therefore be approved unanimously to pass by those directors entitled to vote and provided a quorum is achieved. This section does not apply to a decision on the removal of a director, which in accordance with section 7(5) and 130 of the Act, requires only an ordinary resolution of the directors to pass.

5.06 Committees

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. Any such committee may formulate its own rules of procedure, subject to such policies or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

5.07 Remuneration

The remuneration to be paid to the members of the Board of Directors shall be such reasonable allowance as the Board may, from time to time determine. The said Board may also, by resolution, award special remuneration to any member of the Board undertaking special services on behalf of the Corporation. The members of the Board shall also be entitled to be paid their travelling or other expenses properly incurred by them in connection with the business of the Corporation. No confirmation by the members of any such remuneration or payment shall be required.

Every director and officer of the Corporation and every past director and officer of the Corporation and their heirs, executors, administrators and any other legal personal representatives shall from time to time and at all times, be indemnified and saved harmless.

SECTION 6
OFFICERS

6.01 Description of Offices

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, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

i. **CHAIR OF THE BOARD:** The Chair of the Board shall be a director. The person shall preside at all meetings of the Board and members' meetings. The person shall call, or direct the Secretary to call, meetings of the Corporation. The person shall sign all instruments which require the person's signature and shall perform all duties incidental to the person's office and shall have such other powers and duties as may, from time to time, be assigned to the person by the Board.

ii. **FIRST VICE-CHAIR:** The First Vice-Chair shall be a director. The person shall be vested with all the powers necessary to perform all the duties of the Chair of the Board in the absence or inability or refusal to act of the Chair of the Board. The First Vice-Chair shall also have such other powers and duties, if any, as may, from time to time be assigned to the person by the Board.

iii. **SECOND VICE-CHAIR:** The Second Vice-Chair shall be a director. The person shall be vested with all the powers necessary to perform all the duties of the Chair of the Board in the absence or inability or refusal to act of the Chair of the Board and the First Vice-Chair. The Second Vice-Chair shall also have such other powers and duties, if any, as may, from time to time be assigned to the person by the Board.

iv. **TREASURER:** The Treasurer may be a director. The person shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The person shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board of Directors, or whenever they may require if an accounting of all the transactions and a statement of the financial position, of the Corporation.

The person shall also perform such other duties as may from time to time be directed by the Board of Directors.

v. **SECRETARY:** The Secretary may be a director. The person may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the directors thereof and to attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The person shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision the person shall be. The person shall be custodian of the seal of the Corporation, which the person shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

vi. **PRESIDENT AND CEO:** The President and CEO shall be appointed by the Board. The person 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 and CEO shall attend meetings of the Board in a non-voting capacity and, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

6.02 Vacancy in Office

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.

6.03 Minutes of Board of Directors and Executive Committee

Except in accordance with the Act at section 141(7), the minutes of the Board of Directors or the minutes of the Executive Committee shall not be available to the general membership of the Corporation.

SECTION
NOTICES

7.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, 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:

- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 Treasurer 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 Treasurer to be reliable. The declaration by the Treasurer 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.

7.02 Invalidity of Any Provisions of this By-law

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

7.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the 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.

SECTION 8
MEETINGS OF MEMBERS

8.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be Voting Members, (as defined in 2.01), the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Board, the Chair of the meeting or by resolution of the members.

8.02 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chairs of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

8.03 Quorum

At the Annual Meeting or any Special Meeting of the Voting Members of the Corporation, delegates representing five (5) of the Voting Members shall constitute a quorum for the transaction of business but if a quorum is not present within thirty minutes of the time for which the meeting was called, the meeting shall be dissolved for and shall stand adjourned fourteen (14) days, to be reconvened at the same time, and at the same place. Notice of the adjourned meeting shall be given by the Secretary in the manner herein provided three days prior to the date of the adjourned meeting and if, at such adjourned meeting, a quorum is still not present, it shall again be dissolved, and reconvened as aforesaid.

8.04 Votes to Govern

At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. Only Voting Members in good standing are entitled to vote, and each Voting Member shall have one vote to cast on every question to be determined by vote.

8.05 Annual Meeting

The Annual or any other General Meeting of the Members shall be held at such time and at such place in Canada as determined by the Board, but not later than four (4) months after the close of each fiscal year. Such meeting may be held elsewhere, other than in Canada if so resolved by the Voting Members.

8.06 Special Meetings of Members

A Special Meeting of the Members shall be convened by the Chair when directed by a two-thirds (2/3) vote of the Board of Directors or upon requisition in writing by five per cent (5%) of the Voting Members of the Corporation. Such requisitions shall clearly state the purpose of the Special Meeting. No business shall be transacted at a Special Meeting except that stated in the notice of the meeting.

8.07 Adjourned Meetings

Chair may, with the consent of any meeting, adjourn it from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business for which the meeting was called.

SECTION 9
DISPUTE RESOLUTION

9.01 Mediation and Arbitration

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 subsection 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced by 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 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 10
EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the Board. CERTIFIED to be the by-Laws of the Corporation, as enacted by the directors of the Corporation by resolution on the 8th day of June, 2023 and confirmed by the members of the Corporation by special resolution on 3rd day of October, 2023.

Dated as of the 3rd day of October, 2023.

Chair
Wayne Wyborn

President and CEO
Sangita Kamblé