

BY-LAW NO. 1  
OF THE  
CANADIAN PEST MANAGEMENT ASSOCIATION

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**Canadian Pest Management Association**  
(the "Association")

**BY-LAW NO. 1**

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

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**BE IT ENACTED** as a by-law of the Association as follows:

**ARTICLE 1: DEFINITIONS AND INTERPRETATION**

**Section 1.1 Definitions**

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Articles**" means the original or restated letters patent, supplementary letters patent, articles of continuance, amalgamation, amendment, reorganization, arrangement or revival of the Association as applicable and as may be in effect from time to time;
- (c) "**Association**" means the association incorporated by letters patent on April 8, 1980, and currently named "Canadian Pest Management Association";
- (d) "**Board**" means the board of directors of the Association and "**director**" means a member of the board;
- (e) "**by-laws**" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (f) "**Industry**" means the structural, urban and industrial pest management and control industry;
- (g) "**meeting of members**" and "**members' meeting**" are interchangeable and include an annual meeting of members or a special meeting of members; "**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (h) "**members**" means the members of the Association;
- (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) "**proposal**" means a proposal submitted by a member of the Association that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- (k) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (l) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **Section 1.2 Interpretation**

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

## **Section 1.3 Invalidity of any Provisions of the By-Laws**

The invalidity or unenforceability of any provision of the by-laws (or part(s) thereof) shall not affect the validity or enforceability of the remaining provisions (or part(s) thereof) of the by-laws.

## **Section 1.4 Computation of Time**

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

# **ARTICLE 2: AFFAIRS OF THE ASSOCIATION**

## **Section 2.1 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any such signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

## **Section 2.2 Financial Year End**

The financial year end of the Association shall be determined by the Board. Unless and until changed by the Board, the financial year of the Association ends on the 31<sup>st</sup> day of December in each year.

## **Section 2.3 Banking Arrangements**

The banking business of the Association 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 ordinary resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize. This Section 2.3 does not limit in any way the authority granted under Section 2.1 hereof.

## **Section 2.4     Borrowing Powers**

- (a) If authorized by a by-law which is duly adopted by the Board and confirmed by ordinary resolution of the members, the Board may from time to time:
  - I.     borrow money on the credit of the Association;
  - II.    issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
  - III.   mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- (b) Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.
- (c) Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

## **Section 2.5     Revenues and Disbursements**

Except as permitted in Section 2.4 hereof:

- (a) No allocation or expenditures of monies shall be made except by the vote of the members of the Association or the Board;
- (b) No officer, director, committee member or employee of the Association shall contract any obligation or incur any debt on behalf of the Association; and
- (c) Nor will they in any way render themselves liable unless authorized by a vote of the Board of the Association.

## **Section 2.6     Offices**

- (a) Until changed in accordance with the Act, the registered office of the Association is and shall be in the City of Montreal, in the Province of Quebec and at such location therein as the Board may from time to time determine by ordinary resolution.
- (b) The Association may establish additional offices, which may be operated by the Association or a licensee of the Association, in Canada or elsewhere as the Board may from time to time determine by resolution.

## **Section 2.7     Procedure of Meetings – General**

The rules contained in the current edition of *Robert's Rule of Order* will be used as a guideline for the Association in all cases to which they are applicable and in which they are not inconsistent with this by-law and/or any special rules of order the Association may adopt. Subject to the terms hereof, meetings of the Board are closed to the general membership. Meetings of the members are open to all classes of

members; provided however that the President may close such a meeting on a majority vote of the members. All Active Members may attend a closed meeting. Other members may not attend such meetings unless permitted to do so by the President, at his/her sole discretion.

### **ARTICLE 3: DIRECTORS**

#### **Section 3.1 Qualification**

- (a) No person is qualified for election as a director unless he or she is eighteen (18) or more years of age and, at the time of his or her election and throughout his or her term of office, must be an Active Member or Associate Member of the Association.
- (b) A person is disqualified from being a director of the Association if:
  - I. the person has been declared incapable by a court in Canada or in another country;
  - II. the person is not an individual; and/or
  - III. the person has the status of a bankrupt.

#### **Section 3.2 Composition of the Board**

- (a) The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.
- (b) Whenever reasonably possible, the Board shall consist of no less than one (1) representative from each of the Association's regional association from which one or more candidates were proposed for election;

#### **Section 3.3 Term of Office and Elections**

- (a) With the exception of the President-Elect, each director's term of office shall be from the date of the meeting at which they are elected until the annual meeting which is on or about one (1) year after his/her election or until his/her successor is elected.
- (b) The President-Elect's term of office as a director shall be from the date of the meeting at which he or she is elected as the President-Elect until the annual meeting which is on or about four (4) years after his/her election or until his/her successor is elected. A President-Elect shall be elected bi-annually at the Association's annual general meeting.
- (c) Subject to the provisions of this by-law and except where an election is held to fill the unexpired portion of a term, directors are elected biannually by the members at an annual meeting. The election may be by a show of hands or by ordinary resolution of the members unless any member demands a ballot.



- (d) Nominations for the office of director and President-Elect shall be made by the Active Members via their applicable Nominating Committees, in advance of the election and at a place and time designated by the Board.
- (e) The names of all candidates nominated for the position of President-Elect shall be arranged on the ballot in alphabetical order, separately from the names of the other director candidates. The names of the other director candidates shall also be arranged on the ballot in alphabetical order, and shall further be separated into regional lists.
- (f) The election of Board members will be regionally-based, as and whenever possible, to assist in ensuring that all regional associations are represented on the Board.
- (g) Notwithstanding the foregoing, if an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

#### **Section 3.4      Removal of Directors**

The members may, by ordinary resolution passed at a meeting of members called for the purpose, remove any director or directors from office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

#### **Section 3.5      Vacation of Office**

- (a) The office of a director is vacated upon the occurrence of any one of the following events:
  - I. if the director becomes a bankrupt, a receiving order is made against the director or if the director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada);
  - II. if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her affairs;
  - III. if the director ceases to be qualified as provided in Section 3.1 hereof;
  - IV. if the director is removed from office by resolution of the members as provided in Section 3.6 hereof;
  - V. if the director by notice in writing to the Association resigns office which resignation is effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;
  - VI. if the director is convicted of any indictable offence; or
  - VII. if the director dies.
- (b) A resignation of a director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

### **Section 3.6 Vacancies**

- (a) Subject to Section 3.3(f) hereof, vacancies on the Board may be filled by the members at a meeting of members called for the purpose. The director so elected to fill the vacancy is elected for the remainder of the term of the replaced director.
- (b) Subject to Section 3.3(f) hereof, vacancies on the Board may be filled by Board appointment if the remaining directors constitute a quorum; provided however that such appointed director(s) shall hold office for a term expiring not later than the close of the next annual meeting of members, and the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.
- (c) If the number of directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase is thereby deemed to have occurred which may be filled in the manner above provided.

### **Section 3.7 Remuneration**

The directors serve as such without remuneration and no director may directly or indirectly receive any profit from his or her position as such, provided however that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties and nothing herein contained shall preclude any director from serving the Association in any other capacity.

### **Section 3.8 Honorary Board Members**

The Board may appoint any member in good standing as an honorary director to act for the Association in connection with specialized functions (e.g. Governmental Affairs). Such honorary directors shall have the right to hold themselves out as directors of the Association and to be notified of and to attend all meetings of the Board but shall not be entitled to vote in any vote of the Board and shall not be considered members of the Board for the purposes the Act or be counted towards quorum.

## **ARTICLE 4: POWERS OF DIRECTORS**

### **Section 4.1 Administer Affairs**

The Board may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its letters patent or otherwise authorized to exercise and do.

### **Section 4.2 Expenditures**

The Board has power to authorize expenditures on behalf of the Association from time to time and may delegate by ordinary resolution to an officer or officers of the Association the right to employ and pay salaries to employees.

### **Section 4.3 Appointment of Officers, Agents and Employees**

- (a) The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A director may be appointed to any office of the Association. An officer may, but need not be, a director unless this by-law otherwise provides. Two or more offices may be held by the same person.
- (b) The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and perform such duties as are prescribed by the Board at the time of such appointment.
- (c) Remuneration for all officers, agents and employees, subject to the other provisions of this by-law, shall be fixed by ordinary resolution of the Board.
- (d) Notwithstanding the foregoing, the Board may delegate the powers conferred unto it pursuant to this Section 4.3 to an officer or officers of the Association, by way of ordinary resolution of the Board.

### **Section 4.4 Rules and regulations**

The Board may prescribe such rules & regulations not inconsistent with the by-laws relating to the management and operation of the Association as the Board may from time to time deem appropriate.

### **Section 4.5 Limitation**

The powers of the Board may be restricted and the members may otherwise provide instructions to the Board at any duly called meeting of the members.

## **ARTICLE 5: DIRECTORS MEETINGS**

### **Section 5.1 Calling of Meetings of the Board of Directors**

Meetings of the Board may be called by the Chair of the Board or any two (2) directors at any time. If the Association has only one director, that director may call and constitute a meeting.

### **Section 5.2 Regular Meetings of the Board of Directors**

- (a) 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; provided however that the Board shall hold at least two (2) regular meetings per year.
- (b) 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.

### **Section 5.3 Notice of Meeting of Board of Directors**

- (a) Subject to Section 5.2(b) hereof, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every director of the Association not less than twenty-four (24) hours before the time when the meeting is to be held.
- (b) 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.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (d) Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- (e) Unless this by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **Section 5.4 Quorum**

A majority of the directors of the Board shall constitute a quorum for the purposes of meetings of the Board.

### **Section 5.5 Votes to Govern at Meetings of the Board of Directors**

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 Board shall have a second or casting vote.

### **Section 5.6 Remote Participation**

If all the directors of the Association consent, a meeting of the Board or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

### **Section 5.7 Resolution in Lieu of Meeting**

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committee(s) of directors, is as valid and effective as if passed at a meeting of directors or committee of directors duly called, constituted and held for that purpose.

### **Section 5.8 Interested Director Contracts**

Every director of the Association, who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association, shall declare such interest to the extent, in the manner and at the time required by the Act. Except as

provided by the Act, no such director may vote on a resolution to approve any such contract or arrangement or proposed contract or proposed arrangement with the Association. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association in which any director is in any way directly or indirectly interested is voided or voidable and no director is liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

## **ARTICLE 6: COMMITTEES**

### **Section 6.1 Appointment of Committees**

The Board and/or the President may from time to time appoint any committee or other advisory body, as it/he/she deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board or the President (as applicable) shall see fit.

### **Section 6.2 Removal of Committee Members**

Any committee member may be removed by ordinary resolution of the Board.

### **Section 6.3 Committee Procedures**

Unless otherwise determined by the Board, each committee may make, amend or repeal rules and procedures to regulate its meetings, including but not limited to: (a) fixing its quorum, provided that quorum may not be less than a majority of its members; (b) procedures for calling meetings (provided however that only the chairperson of a committee may call a meeting of that committee); (c) requirements for providing notice of meetings; (d) selecting a chair for a meeting; and (e) determining whether the chair of the committee will have a deciding vote in the event there is an equality of votes cast on a question.

## **ARTICLE 7: OFFICERS**

### **Section 7.1 Election and Appointment**

- (a) The members shall bi-annually, or more often as may be required, elect a President-Elect.
- (b) Unless otherwise passed by special resolution of the members or there is a vacancy or removal pursuant to Section 7.11 hereof:
  - I. the President-Elect will serve a one (1) year term, then be automatically appointed as, and act as, the President for two (2) years; and
  - II. upon completion of his/her term as President, he/she shall then serve as Past-President for a period of one (1) year.
- (c) The Board shall annually or more often as may be required, appoint a Treasurer and Secretary.
- (d) From time to time the Board may appoint such other officers as the Board may determine, including one or more assistants to any of the officers so appointed, who will have such authority and perform such duties as may from time to time be prescribed by the Board.

- (e) Except in the case of the President, President-Elect and Past-President, no officer of the Association need be a director or member of the Association. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer.

### **Section 7.2 President**

The President must be a director. The President shall be the chief executive officer of the Association and Chair of the Board, unless otherwise determined by resolution of the Board, and shall have general powers and duties of supervision of the business and affairs of the Association. By virtue of his/her office, the President or the President's designee is and shall be a member of all committees; provided however that the President may delegate such membership(s) to another member of the Board in his/her discretion. Subject to the authority of the Board, the President may have such other powers and duties as the Board may specify. As Chair of the Board, the President, shall, when present, preside at all meetings of the Board and of the members.

### **Section 7.3 President-Elect**

The President-Elect shall be an elected position and shall be a member of the Board by virtue of his or her office. The President-Elect shall be vested with all the powers and performs all the duties of the President in the absence or inability or refusal to act of the President and shall be kept informed of the significant issues pertaining to the Association and, unless otherwise determined by resolution of the Board, shall otherwise act as the Vice-Chair of the Board. Subject to the authority of the Board, the President-Elect may have such other powers and duties as the Board may specify. Without limiting the foregoing, in the event the President is absent from any meeting of the Board or the members, the President-Elect shall act as the President's substitute and shall be possessed with all of the duties, powers and authority of the President for the duration of such absence. If the President becomes incapacitated to such an extent that he or she cannot fulfill his or her responsibilities as President, resigns or dies, the President-Elect shall act as the President's substitute and shall, unless otherwise determined by resolution of the Board, be possessed with all of the duties, powers and authority of the President, (I) in the case of incapacity until the earlier of the end of the President's term of office or the President's return to regular duty and (II) in the case of the President's resignation or death, until the end of the President's term of office. If the Chair of the Board is absent or is unable or refuses to act, the President-Elect, as Vice-Chair of the Board, shall, when present, preside at all meetings of the Board and of the members and shall, for the duration of and in connection with such meeting(s) have all the powers and authority otherwise conferred upon the President as Chair of the Board.

### **Section 7.4 Past-President**

The Past-President must be a director. The Past-President acts as an advisor to the Board and has such other powers and duties as the Board may specify.

### **Section 7.5 Secretary**

- (a) The Secretary: (I) attends and acts as the secretary of all meetings of the Board, members and committees of the Board and enters or causes to be entered in records kept for that purpose minutes of all proceedings thereat; (II) gives or causes to be given, as and when instructed, all

notices to members, directors, officers, auditors and members of committees; (III) has charge of any corporate seal of the Association, the minute books of the Association and of the documents and registers referred to the Act; (IV) has charge of correspondence with interested parties and the maintenance of all records of such correspondence; and (V) has such other powers and duties as the Board may specify from time to time.

- (b) The Secretary's books and records shall at all times be open to the inspection of the Board.
- (c) At the expiration of his/her term of office, the Secretary shall deliver to the Board all books, papers and property of the Association in his/her possession and/or control.

#### **Section 7.6 Treasurer**

- (a) Subject to the provisions of any resolution of the Board, the Treasurer has the care and custody of all the funds and securities of the Association and deposits the same in the name of the Association in such bank or banks or with such depository or depositories as, and only as, the Board may direct. Without limiting the generality of the foregoing, the Treasurer shall: (I) keep or cause to be kept the books of account and accounting records required by the Act; (II) arrange disbursements for expenditures of the Association; (III) render to the Board at regular Board meetings and the annual meeting of the membership, or whenever they may require it, an account of all transactions and a statement of the financial position of the Association; and (IV) shall perform such other duties as may from time to time be directed by the Board and/or the President or Executive Director.
- (b) The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board in their uncontrolled discretion may require but no director is liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

#### **Section 7.7 Powers and Duties of Other Officers**

The powers and duties of all other officers will be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

#### **Section 7.8 Variation of Powers and Duties**

The Board may from time to time vary, add to or limit the powers and duties of any officer.

#### **Section 7.9 Removal and Vacancy**

- (a) The membership may remove an officer from office at any time, with or without cause, on a two-thirds majority vote of all eligible members in attendance at a meeting duly called for such purpose. Such removal is without prejudice to the officer's rights under any employment contract with the Association.
- (b) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- I. the officer's successor being appointed;
  - II. the officer's resignation;
  - III. such officer ceasing to be a director (if a necessary qualification of appointment); or
  - IV. such officer's death.
- (c) If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy; provided however that in the event of a removal of the President-Elect, said individual shall also be required to resign as a director and such office shall be filled by way of election by the members at a special meeting of the members and such replacement President-Elect shall serve as such for the remainder of the previous President-Elect's term of office and shall thereafter serve as President and Past-President in accordance with Section 7.1(b) hereof.

#### **Section 7.10 Terms of Employment and Remuneration**

The terms of employment and the remuneration of an officer appointed by the Board shall be settled by it from time to time.

### **ARTICLE 8: PROTECTION OF DIRECTORS AND OFFICERS**

#### **Section 8.1 Limitation of Liability**

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

#### **Section 8.2 Indemnity**

- (a) Every director and officer of the Association and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
- I. all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and



II. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.

(b) Notwithstanding the foregoing, the above-referenced duty to indemnify and save harmless shall not apply to liabilities, costs, charges or expenses occasioned by the wilful neglect or default of the person seeking indemnification and/or a person acting on his/her behalf.

## **ARTICLE 9: MEMBERS**

### **Section 9.1 Matters Requiring Special Resolution**

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **Section 9.2 Categories of Membership**

Subject to the articles, there shall be three (3) classes of members in the Association, namely:

- (a) Active Members;
- (b) Associate Members; and
- (c) Honorary Members.

### **Section 9.3 Application for Membership and Acceptance**

- (a) Membership in the Association shall be applied for by presentation of a signed application and agreement to abide by the provisions of the by-laws and any amendments made thereto, and shall be subject to the approval of the Board in its discretion.
- (b) Acceptance of membership applications and membership renewals shall be based on the standards and qualifications referenced herein, the integrity and experience established and required by the Association as described in the Association's Code of Ethics (as amended from time to time by the Board in its sole discretion) and such other factors as the Board deems advisable and just from time to time.
- (c) The Board may, by ordinary resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution.
- (d) In the event an application or renewal is refused by the Board, the Board shall notify the applicant (which term, for the purposes of this subsection (d) includes a member requesting renewal) in writing of such refusal and shall set out its reasons in said notice of refusal. The applicant shall then have a period of ten (10) business days from the date of the refusal notice within which to submit a formal request for a review of the Board's decision and such request shall include a written submission detailing why the applicant disagrees with the Board's decision and why the applicant believes it should be permitted to become/remain a member of

the Association. Within five (5) business days of the Board's receipt of a valid request for review, the Board shall call a general meeting of the members for the purposes of (I) reviewing the written reasons of the Board and the written submissions of the applicant and (II) voting as to whether the applicant should be permitted to become/remain a member. The aforementioned general meeting shall be held no later than thirty (30) days after the date of the notice thereof and the vote of the members with respect to the applicant's becoming/remaining a member shall be binding and final (for the applicable period of membership).

- (e) For purposes of clarity, refusal by the Board to accept or renew memberships shall be deemed to not be termination of membership under Section 9.8 hereof, and Section 9.8 shall not apply to such refusal(s).

#### **Section 9.4 Active Members**

- (a) Active Members (or the owner(s) thereof) must belong to one of the Association's recognized regional associations.
- (b) Any individual or pest management firm which is in agreement with the purposes of the Association is eligible for Active Membership; provided that:
  - I. Individual Active Members must own, manage or be an employee of a pest management firm and be appropriately qualified in structural pest management.
  - II. Firm Active Members must be legally registered in a Province or Territory of Canada and the owner(s) of the firm must be appropriately qualified in structural pest management.
- (c) Active voting membership shall be available only to those individuals and firms described above and who have applied and have been accepted for Active voting membership in the Association.
- (d) The term of membership of an Active Member shall be annual, subject to renewal in accordance with the policies of the Association.
- (e) As set out in the articles, each Active Member is entitled to receive notice of, attend and vote at all meetings of members and each such Active Member shall be entitled to one (1) vote at such meetings.

#### **Section 9.5 Associate Membership**

- (a) Associate non-voting membership shall be available only to: (I) individuals, firms and corporations that supply products or materials for use in the Industry; (II) regulatory agencies involved in and/or related to the Industry; (III) educational institutions offering programs and/or courses in or related to the Industry; (IV) subsidiaries of Active Members; and (V) and other organizations and entities affiliated with or otherwise related to the Industry, who have applied and have been accepted for Associate non-voting membership in the Association.
- (b) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Association.

- (c) Associate non-voting membership shall be available only to those individuals and firms described above and who have applied and have been accepted for Associate membership in the Association.
- (d) Subject to the Act, the Articles and this by-law, an Associate Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

#### **Section 9.6      Honorary Membership**

- (a) Honorary Membership is open to any person(s) who/that, in the opinion of the Board, has made an outstanding or significant contribution to the Association and/or the Industry.
- (b) Honorary members may be nominated by any Active or Associate Member either in advance of or on the floor of any annual general meeting of the Members. To be accepted as an Honorary Member, the approval of the candidate must be approved by a three-quarters ( $\frac{3}{4}$ ) vote of the members present at the meeting either in person or by proxy.
- (c) Subject to the Act, the Articles and this by-law, an Honorary Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

#### **Section 9.7      Membership Dues and Fees Payable**

- (a) The Board may from time to time fix annual dues and other fees payable by the members.
- (b) Dues and other fees shall be collected by each of the Association's regional associations and subsequently forwarded to the Association, and shall be non-refundable for any reason unless otherwise agreed by the Board by way of resolution.
- (c) Members will be notified (by email, mail and/or phone) of the membership dues and/or such other amount(s) which may at any time be payable by them, as the case may be and, if any such amount(s) are not paid within thirty (30) days after such notice or prescribed payment due date (as applicable), the member in default will thereupon automatically cease to be a member of the Association; provided however that any such member may be reinstated as a member by the Board on payment of all unpaid dues and fees plus a prescribed administrative fee.

#### **Section 9.8      Termination of Membership**

- (a) A membership in the Association is terminated when:
  - I. the member dies, or, in the case of a member that is a corporation, the Association is dissolved;
  - II. a member fails to maintain any qualifications for membership described in the Section on membership conditions of this by-law;
  - III. the member terminates his/her/its membership by delivering a written resignation to the chair of the Board in which case such resignation shall be effective on the date specified in the resignation;

- IV. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the Articles or by-laws;
- V. the member's term of membership expires; or
- VI. the Association is liquidated or dissolved under the Act.

(b) Any member wishing to terminate his/her/its membership must provide written notice of such termination to the Board, and such notice shall include the reason(s) for the termination and designate an effective date of the termination. Regardless of any such termination, such member shall remain liable to pay his/her/its entire annual dues for the applicable year and, without limiting the foregoing, no refunds shall be issued.

### **Section 9.9 Effect of Termination of Membership**

Subject to the Articles, all rights and privileges extended by the Association to its members, including but not limited to any rights in the property of the Association, are disallowed to, and otherwise cease to exist for, those who/that are suspended, expelled or who/that otherwise terminate their membership(s).

### **Section 9.10 Discipline of Members**

- (a) The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:
  - I. violating any provision of the Articles, by-laws, or written policies of the Association (including but not limited to the Code of Ethics);
  - II. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion
  - III. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- (b) In the event that the Board determines that a member should be expelled or suspended from membership in the Association, 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. The member may then 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. In the event that no written submissions are received by the President, or such other officer as may be designated by the board, 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 Association.
- (c) If written submissions are received by the President, or such other officer as may be designated by the Board, in accordance with subsection (b), 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 member's submissions.

- (d) The Board's decision after completion of the above-described process shall be final and binding on the member, without any further right of appeal.

#### **Section 9.11 Membership Transferability**

- (a) A membership may only be transferred to the Association.
- (b) Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this Section 9.11 hereof.

### **ARTICLE 10: MEETINGS OF MEMBERS**

#### **Section 10.1 Annual Meetings**

Subject to the Act, the annual meeting of members will be held at such time in each year and at such place as the Board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing their remuneration or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

#### **Section 10.2 Members Calling a Members' Meeting**

The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than fifteen percent (15%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **Section 10.3 Notice of Members' Meetings**

- (a) Notice of the time and place of each meeting of members must be given in the manner provided in Section 13.1 hereof not less than twenty (20) calendar days before the date of the meeting to each member of record at the close of business on the day on which the notice is given and to the auditor. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- (b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **Section 10.4 Meetings without Notice**

A meeting of members may be held without notice at any time and place permitted by the Act: (a) if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and (b) if the auditors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Association at a meeting of members may transact.

### **Section 10.5 Place of Members' Meetings**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

### **Section 10.6 Chair, Secretary and Scrutineers**

- (a) The President will be the chair of any meeting of members and in his/her absence the President-Elect will be the chair of the meeting. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose another director as chair. If no director is present, then the persons present and entitled to vote may choose one of their number to be chair.
- (b) If the Secretary of the Association is absent, the chair of the meeting will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

### **Section 10.7 Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifteen percent (15%) of the members entitled to vote at the meeting, present in person, electronic means or by proxy. 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. If a quorum is not present at the opening of any meeting of members, the members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

### **Section 10.8 Member Representative**

- (a) The Association shall recognize any individual authorized by a member corporation or other entity to represent the member at meetings.
- (b) The individual may exercise on behalf of the member corporation or other entity all the powers of that corporation or entity.

### **Section 10.9 Participation by Electronic Means at Members' Meetings**

- (a) If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this Section 10.9 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

- (b) If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **Section 10.10 Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the Articles, this by-law or by the Act, be determined by a majority of the votes cast on the questions. 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 10.11 Absentee Voting by Mailed-In or Electronic Ballot**

- (a) Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:
  - I. enables the votes to be gathered in a manner that permits their subsequent verification;
  - II. and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.
- (b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change these methods of voting by members not in attendance at a meeting of members.

#### **Section 10.12 Absentee Voting by Proxy**

- (a) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, 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 following requirements:
  - I. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - II. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary,
    - A. at the registered or head office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
    - B. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- III. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands; and
- IV. the form of proxy shall be prescribed by the Board on a case by case basis having regard to the nature and scope of the applicable meeting(s); and
- V. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(b) Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the Articles or the by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

### **Section 10.13 Adjournment**

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

### **Section 10.14 Resolution in Lieu of Meeting**

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

## **ARTICLE 11: INTELLECTUAL PROPERTY**

### **Section 11.1 Ownership**

Slogans, trademarks and other intellectual property and materials created by and/or for the Association are and shall be the sole property of the Association and unauthorized use of same is and shall be strictly prohibited.

### **Section 11.2 Adoption and Use**

The Association shall have such trademarks and/or logos of such design(s) as the Board may adopt in its discretion, the use of which may be licensed to members and/or others at the Board's discretion.



### **Section 11.3 Seal of the Association**

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

## **ARTICLE 12: AUDITORS**

### **Section 12.1 Auditors**

Unless the Association qualifies for exemption under the Act, the members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor holds office until the next annual meeting and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of an auditor so appointed will be fixed by the Board.

## **ARTICLE 13: NOTICES**

### **Section 13.1 Method of Giving Notice**

- (a) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- I. 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
  - II. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
  - III. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - IV. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice

has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **Section 13.2 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 Association 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.

## **ARTICLE 14: DISPUTE RESOLUTION**

### **Section 14.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 14.2 hereof.

### **Section 14.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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 Association) 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 Association 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; and

(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.

**ARTICLE 15: AMENDMENTS**

**Section 15.1 Amendments of By-Laws**

- (a) Subject to the articles, the board of directors may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- (b) This Section 15.1 does not apply to a by-law or provision thereof that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

**ARTICLE 16: EFFECTIVE DATE**

**Section 16.1 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

**ENACTED** by the Board the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
**Name:**  
**Title: Director**

\_\_\_\_\_  
**Name:**  
**Title: Director**

**CONFIRMED** by the members in accordance with the Act the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
**Name:**  
**Title: Secretary**