# Bylaws

**Western Canada Onsite Wastewater Management Association**

**March 10, 2024**

Bylaws relating to the conduct of the affairs of

**Western Canada Onsite Wastewater Management Association**

(the "Corporation")

**TABLE OF CONTENTS**


| | |
|---|---|
| SECTION I. | General |
| SECTION II. | Membership Types |
| SECTION III. | Membership – Matters Requiring Special Resolution |
| SECTION IV. | Membership Dues, Termination and Discipline |
| SECTION V. | Meetings of Members |
| SECTION VI. | Directors |
| SECTION VII. | Meetings of Directors |
| SECTION VIII. | Officers |
| SECTION IX. | Branches |
| SECTION X. | Notices |
| SECTION XI. | Dispute Resolution |
| SECTION XII. | By-laws and Effective Date |

BE IT ENACTED that the by-laws of the Corporation as follows:

# SECTION I General

## 1.01 Definition

(a) In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

(i) "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.

(ii) “Affiliate Provincial Association(s) means any or all of the following organizations: WCOWMA Onsite Wastewater Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association.

(iii) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

(iv) "Board" means the Board of Directors, the Executive Council of the Corporation

(v) "Director" means a member of the Board.

(vi) "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.

(vii) "meeting of members" includes 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.

(viii) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution.

(ix) "proposal" means a notice of any matter that a member of the Corporation proposes to raise at a meeting that meets the requirements of section 163 (Shareholder Proposals) of the Act.

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

(xi) "special resolution" means a resolution passed by a majority of not less than 75% of the votes cast on that resolution.

(xii) “officer” means an individual appointed as an officer under section 142, the chairperson of the Board of Directors, the President, a President-Elect, the Secretary, the Treasurer, the Comptroller, the General Counsel, the General Manager or a Managing Director of a corporation, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices.

## 1.02 Interpretation

(a) 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.

(b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 1.03 Corporate Seal

(a) The Corporation 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 or Executive Director of the Corporation shall be the custodian of the corporate seal.

## 1.04 Execution of Documents

(a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation 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 signing Officer may certify a copy of any.

instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

## 1.05 Financial Year

(a) The financial year end of the Corporation shall be December 31.

## 1.06 Banking Arrangements

(a) 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 Borrowing Powers

(a) The Directors of the Corporation may, without authorization of the Members,

(i) borrow money against the assets of the corporation;

(ii) issue, reissue, sell, pledge, or hypothecate debt obligations of the corporation;

(iii) give a guarantee on behalf and

(iv) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## 1.08 Annual Financial Statements

(a) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the

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

# SECTION II Membership Types

## 2.01 Executive Voting Members

(a) The following categories of membership shall comprise Executive Voting Members:

(i) Provincial Affiliate Associations

1) Executive voting membership is automatically conferred on the Executive Board Members of the WCOWMA member organizations: WCOWMA Onsite Wastewater Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association.

2) Executive Board Members are the President, Vice-President, and Secretary/Treasurer.

## 2.02 Affiliate Members

(a) The following categories of membership shall comprise Affiliate Members:

(i) **Affiliate**

3) Affiliate members are those who are members in good standing of WCOWMA Member organizations: WCOWMA Onsite Wastewater Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association.

# SECTION III Membership – Matters Requiring Special Resolution

## 3.02 Membership Classes

(a) Subject to the articles, there shall be two classes of Members in the Corporation, namely, Executive Voting and Affiliate 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:

(i) **Executive Members**

1) Executive voting membership shall be represented by two members of the Executive Board Members of WCOWMA member organizations: WCOWMA Onsite Wastewater Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association. Executive Board Members are the President, Vice-President, and Secretary/Treasurer. Executive members will be appointed from their Provincial Executive.

2) The term of membership of an Executive Voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

3) As set out in the articles, each Executive Voting Member is entitled to receive notice of, attend all meetings of members and each such Executive Voting Member shall be entitled to one (1) vote at such meetings.

**Affiliate Members**

4) Affiliate membership shall be available only to members in good standing of WCOWMA Member organizations: WCOWMA Onsite Wastewater

Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association.

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

5.1 All Affiliate Members shall be members in good standing of their respective Provincial Association.

6) As set out in the articles, each Affiliate Member is entitled to receive notice of and attend all meetings of members.

7) All Affiliate Members shall be entitled to all benefits that are conferred upon Members of the Corporation.

(b) Pursuant to subjection 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), (l) or (m).

## 3.03 Application for Membership

1) Every person or organization wishing to join the corporation must make application and be accepted to the appropriate Affiliate Provincial Association: WCOWMA Onsite Wastewater Management Association of BC, Alberta Onsite Wastewater Management Association, Saskatchewan Onsite Wastewater Management Association, Manitoba Onsite Wastewater Management Association.

## 3.04 Membership Certificates

(a) All Membership Certificates shall remain the property of the Corporation and shall be returned upon request after discontinuance of membership.

## 3.05 Notice of Members Meeting

(a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, email, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 14 to 60 days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic, or other communication medium to each Member entitled to vote at the meeting, during a period of 14 to 35 days before the day on which the meeting is to be held.

(b) Pursuant to the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

(c) Pursuant to the Act, a Member entitled to vote at an annual meeting of members may:

(i) submit to the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to in this section as a “proposal”;

(ii) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal; and

(iii) the Corporation shall include the proposal in the notice of meeting required under section162 of the Act.

## 3.06 Members Calling a Members' Meeting

(a) The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 7% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

# SECTION IV Membership Dues, Termination and Discipline

## 4.01 Membership Dues

a) WCOWMA membership dues, if any, shall be reviewed and approved at an Annual General Meeting of the Corporation. Any membership due increases will be based on the annual federal Cost of Living Allowance.

b) Each Provincial Affiliate Association shall establish and set its own membership dues at an Annual General Meeting of that Association.

c) Provincial Affiliate Assessments, if any, shall be returned to the Corporation at a frequency determined by the Board.

## 4.02 Termination of Membership

(a) A membership in the Corporation is terminated when:

(i) The Provincial Affiliate Association votes to withdraw at an Annual General Meeting of their membership, or the Corporation is dissolved; or

(ii) The Corporation is liquidated or dissolved under the Act.

(iii) 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.

## 4.03 Discipline of Members

(a) The Board shall have authority to discipline any Member of the Corporation for any one or more of the following grounds:

(i) violating any provision of the articles, by-laws, or written Code of Conduct of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation 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 Corporation.

# SECTION V Meetings of Members

## 5.01 Place of Members' Meeting

(a) 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.

## 5.02 Persons Entitled to be Present at Members' Meetings

(a) Members, non-members, Directors, and the public accountant of the Corporation are entitled to be present at the meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

## 5.03 Quorum at Members' Meetings

(a) Seventy-five per cent (75%) of the voting membership shall form a quorum for a General Meeting or Special Meeting. 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.

## 5.04 Votes to Govern at Members' Meetings

(a) At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws 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.

### 5.05 Participation by Electronic Means at Members' Meetings

(a) If the Corporation chooses to make available a telephonic, electronic or other communication medium 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 medium 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 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication medium that the Corporation has made available for that purpose.

(b) If the Directors or Members of the Corporation 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, entirely by means of a telephonic, electronic or other communication medium that permits all participants to communicate adequately with each other during the meeting.

## SECTION VI Directors

### 6.01 Number of Directors

(a) The Board shall consist of two representatives from the Executive Board Members of the Affiliate Provincial Associations. 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. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

### 6.02 Term of Office of Directors

(a) The Directors shall be elected to hold office for a term determined by their Provincial Affiliate Association.

(b) The terms for President, President-Elect, and Secretary-Treasurer shall be determined by Section 8.

### 6.03 Resignation of Directors

(a) A Director may at any time give notice in writing of their intention to resign from office and on acceptance of their resignation by the Board, their office shall be vacated.

## SECTION VII Meetings of Directors

### 7.01 Calling of Meetings of Board of Directors

(a) Meetings of the Board may be called by the President of the Board, the Vice-President of the Board, or any two (2) Directors at any time.

### 7.02 Notice of Meeting of Board of Directors

(a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. 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. Unless the 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.

### 7.03 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.

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 Board member 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.

### 7.04 Votes to Govern at Meetings of the Board of Directors

(a) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

(b) Four meetings per year are required to manage the business of the Corporation.

### 7.05 Committees of the Board of Directors

(a) 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 regulations or directions as the Board may from time to time make. Any Committee Member may be removed by resolution of the Board of Directors.

### 7.06 Appointment of Officers

(a) The Board may designate the Officers of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

## SECTION VIII Officers

### 8.01 Description of Offices

(a) The affairs of the Corporation shall be managed by the Board whose Officers shall consist of the President, Vice0-President, Past President, and Directors. An Executive Secretary/ Treasurer may also be included. No two Executive positions

may be held by representatives of the same Provincial Affiliate.

(i) The President shall be appointed as the Chair of the Board. The Chair of the Board, shall, when present, preside over all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.

(ii) The Vice-President shall be appointed as the Vice-Chair of the Board. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.

(iii) The President shall be the Chief Executive Officer of the Corporation and shall be responsible for overseeing the implementation of the strategic plans and policies of the Corporation.

(iv) The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

(v) The Corporation shall at all times have a registered office in the province in Canada specified in its articles. for the purpose described in Part 4 Section 20-21 0f the NFP Corporation Act.

(vi) The Board may at its pleasure engage the services of a person to provide administrative support and other services to the Board and the Corporation. This person shall be known as the Executive Director.

(vii) The Executive Secretary/Treasurer and/or Executive Director shall have custody of the Charter, Corporation Seal, the Minutes Book, and other records of the Corporation. He/she shall certify all documents required to be certified under the Corporate Seal. Under the direction of the Board he/she shall oversee the receipt and deposit of moneys, the corporate accounts, enter the minutes as recorded by himself/herself or as furnished to him/her by the Recording Secretary after being duly approved by the Board, conduct the correspondence of the Corporation and furnish the Board with a copy of all correspondence.

He/she shall distribute reports of the Annual General Meetings, and Board Meetings in English at the pleasure of the Board. Whenever, in the opinion of the Board, it will not be in the best interests of the Corporation to require the attendance of the Executive Secretary/Treasurer and/or the Executive Director at Board Meetings, the Board may appoint a Recording Secretary.

The Recording Secretary shall be responsible for recording the Minutes of Board meetings. He/she shall record Minutes of the Annual Meeting if so directed by the Board. He/she shall at the discretion of the Board conduct correspondence with the Executive Secretary/Treasurer and Executive Director or prepare letters for the signature of the Executive Secretary/Treasurer and Executive Director. The Executive Director shall be an Ex-Officio Member of the Board of Directors.

(viii) The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

## 8.03 Election of Officers and Annual Meeting

(a) The appointment of the Executive Board shall be held at the Annual General Meeting. Election procedures include:

(i) The President is appointed through a rotation system implemented by the Board of Directors. To wit, the President of each Provincial Affiliate Association becomes President of WCOWMA in turn, from West to East. The Vice-President is therefore the President of the Provincial Affiliate Association in the rotation.

(ii) The President and Vice-President shall hold office for a term of two (2) years following which the Vice-President shall assume the office of President on January 1 of the year immediately following the Annual General Meeting at which the next Vice-President is appointed.

(iii) The outgoing President shall immediately become the Immediate Past President for a period not to exceed one year.

(iv) The Past President is not required to be an Executive Board Member of their Provincial Affiliate but must be a member in good standing of that Affiliate.

## 8.04 Duties of the Board

(a) The Board shall:

(i) Meet to conduct the business of the Corporation as often as necessary at the call of the President or at the request of any three (3) Executive Members.

(ii) Receive all moneys payable to the Corporation and deposit the same in a chartered Bank of Canada to the credit of the Corporation or arrange for same.

(iii) Authorize the payment either by cheque or Electronic Funds Transfer under the hands of the President and Executive Secretary/Treasurer or Executive Director or such other Officers as they may from time to time appoint, of all just debts and expenses.

(iv) Arrange for the preparation of a full report in writing of all relevant transactions of the Corporation during the current year and submit the same to the Annual Meeting.

(v) Prepare an agenda for the Annual Meeting; provided, however, that nothing herein shall be deemed to limit the powers of the Directors by Statute or under Section 22 hereof.

(vi) In the event that a President of a Provincial Affiliate Association is unable to attend a Board Meeting, the Affiliate may, upon notification in writing, to the Chair of the Board prior to the meeting, appoint an official delegate replacing the Provincial Affiliate President for said Meeting. The official delegate shall enjoy, for those meetings, the rights, and privileges of an Executive Board Member.

## 8.05 Vacancy in Office

(a) 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:

(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.

(v) If the Office of any Officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

### 8.06 Quorum for Transaction of Business

(a) Five (5) Members of the Board shall form a quorum thereof for the transaction of business.

## SECTION IX Provincial Affiliates

### 9.01 Provincial Affiliate Associations

(a) A single Provincial Affiliate Association may be formed in every Province or Territory, or group of Provinces or Territories as endorsed by the Board of Directors

(b) Each Provincial Affiliate Association shall appoint their Executive Officers as Directors of the Board. One of the appointments must be the President of the Provincial Affiliate.

### 9.02 Roles and Responsibilities of the Provincial Affiliate Associations

(a) Extend the work of the Corporation in the Province.

(b) Retain the interest of Members and obtain new Members.

(c) Hold a Provincial Annual General Meeting.

(d) Deal with suspension of Members made under Section 11, and report thereon to the Board.

(e) Keep the Board advised on all matters affecting the welfare of the Provincial Affiliate Association.

# SECTION X Notices

## 10.01 Invalidity of any Provisions of this By-law

(a) 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.

## 10.02 Omissions and Errors

(a) 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 XI Dispute Resolution

## 11.01 Mediation and Arbitration

(a) 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 the section on dispute resolution mechanism of this by-law.

## 11.02 Dispute Resolution Mechanism

(a) In the event that a dispute or controversy among Members, Directors, Officers, Committee Members or volunteers of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, Committee Members, employees or volunteers of the Corporation as set out in the articles, 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:

(i) 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.

(ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(iv) 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 XII Bylaws and Effective Date

## 12.01 Bylaws

(a) Subject to the Articles, the Board of Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, 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 bylaw, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The bylaw, 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 does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

## 12.02 Effective Date

(a) Subject to matters requiring a special resolution of the Members, these by-laws shall be effective when ratified by the Board.

(b) CERTIFIED by the Corporation, as enacted by the Directors of the Corporation by special resolution on the 13th day of March 2024.

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