

By-Law No. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF

**Canadian Restorative Justice Consortium -
Consortium Canadien de la Justice Réparatrice**

Incorporated under the *Canada Not-for-profit Corporations Act*

(Hereinafter called the “Corporation”)

GENERAL BUSINESS

1.01 DEFINITIONS

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

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations therefore that may be substituted, as amended from time to time;
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "by-laws" 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;
- (e) "Director(s)" means a member or members of the Board of Directors of the Corporation;
- (f) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (g) "ordinary resolution" means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution;
- (h) "person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;
- (i) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- (j) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (k) "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (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.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders and neuter, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization; trustee, executor, administrator, or legal representative.

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

Article 2: Name and Location

2.01 The name of the corporation shall be Canadian Restorative Justice Consortium, Consortium Canadien de la Justice Réparatrice.

2.02 The registered office will be situated in Newfoundland and Labrador..

Article 3: Purposes

3.01 Purposes

The purposes of the Corporation are:

(a) To allow every Canadian access to Restorative Justice (“RJ”) programs and services to address a wide range of harms by promoting RJ at the national level and supporting RJ practitioners, programs, agencies, networks and associations by:

- (i) Connecting all RJ organizations across Canada through a directory;
- (ii) Facilitating opportunities for skills enhancement through training workshops and conferences;
- (iii) Creating a directory of academic RJ programs and related fields; and,
- (iv) Supporting knowledge exchange, dialogues about critical and emerging issues, and academic research into RJ theory, practices, standards and ethics.

(b) Promoting dialogue and public education about RJ by:

- (i) Implementing a media campaign through a dedicated website and social media to enhance public knowledge about RJ its benefits and challenges;
- (ii) Providing real information to groups and individuals about accessing RJ services particularly those who are sometimes disconnected from RJ, such as victims, Aboriginal peoples, ethnic and cultural groups;
- (iii) Assisting the education system in providing children and youth the RJ education and skills required to resolve conflicts and address harms; and,

- (iv) Connecting with all groups who want to explore ways to resolve conflicts and address harms.
- (c) Increasing the awareness and knowledge of all levels of government across Canada about access to RJ for all Canadians by:
 - (i) facilitating opportunities for RJ groups to meet with relevant government officials; and,
 - (ii) encouraging the increased use and support of RJ by government and community through evidence based research.

3.02 Restrictions

The activities of the Corporation are restricted to any activities that support the charitable purposes.

3.03 Remuneration

- (a) The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
- (b) Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

3.04 Distribution of Property Remaining on Liquidation

On liquidation, after payment of the Corporation's liability as well as returning any property that was originally given to the Corporation on the condition that it be returned when the Corporation is dissolved, any property remaining shall be distributed to one or more qualified donees, within the meaning of the Income Tax Act.

Article 4: Directors

4.01 Powers of Directors

The Directors shall manage the business and affairs of the Corporation.

4.02 Number of Directors

The Board of Directors shall consist of no less than three (3) persons and no more than fourteen (14) persons and more than fifty (50) per cent of the Directors must deal with each other at arm's length. At any point between Annual General Meetings, the Board may add members to the Board up to the limit of fourteen (14).

4.03 Election and Term

The Directors shall be elected yearly to hold office until the next annual meeting of the members of the Corporation or until their successors shall have been duly elected. The whole Board shall be elected at each annual meeting and all the Directors then in office shall retire, but, if qualified, are eligible for re-election. Each Director shall be eligible for re-election for a maximum of six terms. Members may again be eligible and stand for election after an absence of one term. For purposes of continuity all Directors may not be replaced at any one annual general meeting.

The election may be by a show of hands or by a resolution of the members unless a ballot be demanded by any member.

4.05 Qualifications

(a) Each Director shall be nineteen (19) or more years of age and no person who is not an individual, who has the status of a bankrupt or who is incapable and has been so found by a court in Canada or elsewhere shall be a Director. If a Director acquires the status of bankrupt or becomes incapable and is so found, he shall thereupon cease to be a Director.

(b) Persons eligible to be elected to the Board of Directors shall be members who possess training, qualifications, experience, and concern and interest in a combination necessary to conduct the governance of the organization.

4.06 Quorum

Fifty per cent (50%) plus one (1) person from the entire Board membership shall constitute a quorum for the transaction of business at any meeting of the Directors.

4.07 Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by consensus, "consensus" being understood as a situation in which no participant desires to prevent an action from going forward. If consensus is not reached the matter may be submitted to a vote for final resolution. 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.

4.08 Removal of Directors

The members may by resolution passed by a majority of votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director or Directors from office before the expiration of his/her term of office and may by a majority of votes cast at that meeting elect any person in his/her stead for the remainder of the term.

4.09 Calling of Meetings

Meetings of the Board of Directors shall be held from time to time at such place, at such time and on such day as the Chair or Vice-Chair who is a Director or any two (2) Directors may determine, and the Secretary shall call meetings when directed or authorized by the Chair or by a Vice-Chair who is a Director or by any two (2) Directors. Notice of every meeting so called shall be given to each Director not less than forty-eight hours before the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the Directors are present, and do not object 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.

4.10 Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of 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 meetings.

4.11 First Meeting of New Board

Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the members at which such Board was elected, provided a quorum of Directors be present.

4.12 Adjourned Meeting

Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.13 Chairperson

The Chairperson of the Board, or in his/her absence the Vice-Chair, or in his/her absence a Director chosen by the Directors at the meeting, shall be the chairperson of any meeting of Directors.

4.14 Place of Meeting

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada.

4.15 Participation by Telephone

With the unanimous consent of all the Directors, a Director may participate in any meeting of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

4.16 Committees of the Board of Directors

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:

- (a) Shall formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make;
- (b) Keep minutes of all meetings in final corrected version signed by the chair and the recorder and retained for the Board of Directors, and;

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

4.17 Declaration of Interest

Every Director or officer of the Corporation who is a party to a material contract or a proposed material contract for the Corporation or who is the Director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors, the nature and extent of his/her interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and Directors shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act

4.18 Avoidance Standards

A material contract between the Corporation and one or more of its Directors or officers or between the Corporation and another person of which a Director or officer of the Corporation is a Director or officer or in which he has a material interest is neither void or voidable by reason only of that relationship or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of Directors that authorized the contract, if the Director disclosed his interest in accordance with paragraph 17 and the contract was approved by the Directors or the members and it was reasonable and fair to the Corporation at the time it was approved.

4.19 Protection of Directors and Officers

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgment or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of

his office or in relation thereto unless, in or as a result of any action, suit or proceeding, he is adjudged to be in breach of any duty or responsibility imposed on him under the CBCA or under any other statute.

4.20 Indemnity of Directors and Officers

The Corporation shall indemnify the Directors or officers of the Corporation, former Directors or officers of the Corporation or any person who acts or acted at the Corporation's request as a Director or officer, or an individual acting in a similar capacity, of another entity on such terms and conditions and in such circumstances as permitted by the CBCA.

4.21 Insurance for Directors and Officers

The Corporation shall purchase and maintain insurance for the benefit of any Director or officer against liabilities, costs, charges and expenses sustained or incurred by such Director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.22 By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. 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. 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.

Article 5: Officers

5.01 Appointment of Officers

The Board shall designate the officers of the Corporation and appoint officers for two year terms and specify their duties. Persons wishing to stay on may be re-appointed for a second two year term for a maximum of four years of consecutive service on the Executive.

5.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at 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.

(b) Vice-Chair of the Board – The vice-chair of the Board, if one is to be appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, 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.

(c) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

(d) Secretary – The secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(e) Treasurer – The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Corporation; she shall render to the Board of Directors at the meetings thereof, or whenever required of her an account of all her transactions as Treasurer and of the financial position of the Corporation; and she shall perform such other duties as may from time to time be prescribed by the Board of Directors.

5.03 Other Officers

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

5.04 Variation of Duties

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

5.05 Agents and Attorneys

The Board of Directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Article 6: Financial

6.01 Financial Year

The financial year end of the Corporation shall be determined by the Board of Directors of the Corporation and thereafter on the anniversary date thereof in each year, until changed by a resolution of the Directors of the Corporation.

6.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

6.03 Borrowing Powers

The Directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf and
- (d) 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.

6.04 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members per sub-section 175(2) (Notice to 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.

6.05 Execution of Documents

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, by-law or other document of the Corporation to be a true copy thereof.

Article 7: Membership

7.01 Membership Conditions

Subject to the articles, there shall be three (3) classes of members in the Corporation, namely Class A members, Class B members and Class C 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:

CLASS A MEMBERS

- (a) Class A voting membership shall be available only to individuals who should have the right to vote in the Corporation and who have applied and who have been accepted for Class A voting membership in the Corporation.
- (b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each Class A voting member shall be entitled to one (1) vote at such meetings.

CLASS B MEMBERS

- (a) Class B voting membership shall be available to companies, organizations, institutions, societies and associations who should have the right to vote in the Corporation and who have applied and who have been accepted for Class B voting membership in the Corporation.
- (b) The term of membership of a Class B voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (c) As set out in the articles, each Class B voting member is entitled to receive notice of, and attend at all meetings of members. A Class B corporate member shall have one (1) vote per corporate member.

CLASS C MEMBERS

- (a) Class C non-voting membership shall be available only to government departments and agencies including Crown corporations who should not have the right to vote in the Corporation and who have applied and who have been accepted for Class C non-voting membership in the Corporation.
- (b) The term of membership of a Class C non-voting member shall be annual subject to renewal in accordance with the policies of the Corporation.
- (c) As set out in the articles, each Class C member is entitled to receive notice of and attend all meetings of members.

7.02 Application for Membership

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board.

7.03 Membership Fee

There shall be an annual membership fee as directed by the Board.

7.04 Member Resignation

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

7.05 Member Removal

Any member may be required to surrender membership by a vote of three quarters of the members at an annual general meeting.

7.06 Special Resolution Amendment Re: Membership

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).

7.07 Annual and Other Meetings of Members

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. Responsibility for setting the annual remuneration of the auditors shall be delegated to the Board of Directors. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors, or the Secretary on direction in writing from any two Directors, shall have the power to call at any time a general meeting of the members of the Corporation.

7.08 Notice of Members Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

7.09 Special Resolution Amendment of Manner of Notification

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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

7.10 Members Calling a Members' Meeting

In addition to annual general meetings, 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 five per cent (5%) 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.

7.11 Absentee Voting at Members' Meetings

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 Corporation has a system that:

- (a) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

7.12 Special Resolution Method of Voting

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 Corporation to change this method of voting by members not in attendance at a meeting of members.

7.13 Termination of Membership

A membership in the Corporation is terminated when:

- (a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

- (b) A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws or has a membership surrendered in accordance with Article 7.05;
- (c) The member resigns (Article 7.04) by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) The member's term of membership expires; or
- (e) The Corporation is liquidated or dissolved under the Act.

7.14 Effect of Termination of Membership

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.

7.15 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than two (2) members entitled to vote at the meeting at which the proposal is to be presented.

7.16 Place of Members' Meeting

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.

7.17 Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a 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.

7.18 Chair of Members' Meetings

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

7.19 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 five (5) of the Members entitled to vote at the 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.

7.20 Consensus and Votes to Govern at Members' Meetings

At any meeting of the members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by consensus, "consensus" being understood as a situation in which no participant desires to prevent an action from going forward. If consensus is not reached the matter may be submitted to a vote for final resolution. 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.

Article 8: Notice

8.01 Method of Giving Notice

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:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose and with the receipt thereof acknowledged; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 Corporation to any notice or other document to be

given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any Provisions of this By-law

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

8.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice provided the members agree to waive any prejudice arising from the error or omission.

Article 9: Dispute Resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with a restorative justice philosophy and process.

9.02 Dispute Resolution Mechanism

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

- (a) The dispute or controversy shall first be submitted to a mediator agreed upon by the parties.
- (b) 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 the mediator 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.

9.03 Dispute Resolution Costs

All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

Approved at a meeting of the founding members of the Corporation that occurred on

_____ at _____.]

Acting Secretary