

OXFAM CANADA
(the “Corporation”)

BY-LAW NO. 1

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance of the Corporation from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for-profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces By-law No. 13 under the *Canada Corporations Act*.

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

SECTION 1– GENERAL

1.01 Definitions

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

- a. "Act" means the Canada *Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "Region" means a geographically defined organizational entity within the Corporation defined under terms and conditions determined by the board;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- i. "Rules and Procedures" means the documents published as approved by the board, in accordance with the by-law, governing internal matters of the Corporation pursuant to and subject to the provisions of the Act, the articles and the by-law; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

The headings in this By-law are inserted for convenience of reference only and shall not affect the interpretation hereof.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 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.

1.04 Corporate Seal

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 of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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.

1.06 Financial Year End

The financial year end of the Corporation shall be the 31st day of March in each year, until changed by an ordinary resolution of the board.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

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

1.09 Borrowing Powers

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

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; 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.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals thirteen (13) years of age or older interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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).

2.02 Notice of Meeting of Members

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:

- a. 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, at such member's recorded address for that purpose; or
- b. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held, to such member's address as shown in the records of the Corporation.

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.

2.03 Record Date for Notice

The board may fix in advance a date that is within 21 to 60 days before the day on which the meeting is to be held, as a record date for the determination of the members entitled to receive notice of a meeting of members. If no record date is so fixed, the record date for the determination of the members entitled to receive notice of a meeting of members shall be at the close of business on the day immediately preceding the day on which the notice is given.

2.04 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 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.

2.05 Absentee Voting

2.05.1 Voting by Mailed-In or Electronic Ballot

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.

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.

2.05.2 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 required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements for proxies set out in the Act.
- b. Any notice to members of the time and place of a meeting of members may either enclose a form of proxy or contain a reminder of the right to appoint a proxyholder.
- c. The directors may from time to time make Rules and Procedures not inconsistent with the Act regarding proxies, including, but not limited to, fixing the time prior to any meeting or adjourned meeting of members before which time proxies must be deposited with the Corporation.
- d. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3- MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 hereof or fails to pay the membership dues as described in Section 3.01 hereof;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation, or such other officer or employee as designated by the chair of the board, in which case such resignation shall be effective on the later of the date of delivery of the written resignation to the chair or his designate, as the case may be, or the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership, if any, expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Executive Director, 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 make written submissions to the Executive Director, 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 Executive Director, the Executive Director, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, 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 submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - REGIONS

4.01 Regions to be Determined by Board

There shall be five (5) or more regions of the Corporation, the number and names of which shall be determined by the board from time to time.

SECTION 5- MEETINGS OF MEMBERS

5.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.02 Chair of the Meeting

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.

5.03 Quorum

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be six (6) 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.

5.04 Right to Vote; Record Date for Voting

The board may fix in advance a date that is within 21 to 60 days before the day on which the meeting is to be held, as a record date for the determination of the members entitled to vote at a meeting of members.

If no record date is so fixed, the record date for the determination of the members entitled to vote at a meeting of members shall be:

- a. if a record date has been fixed under section 2.03 (Record Date for Notice) hereof, the day that is 10 days after the record date fixed under section 2.03; or
- b. if a record date has not been fixed under section 2.03 (Record Date for Notice) hereof, at the close of business on the day immediately preceding the day on which the notice of a meeting of members is given.

5.05 Votes to Govern

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 question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

5.06 Participation and Voting by Electronic Means

If the Corporation 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 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 Corporation has made available for that purpose.

5.07 Meeting Held Entirely by Electronic Means

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 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.

5.08 Members' Participation and Engagement

Members' participation will be encouraged and members will have opportunities to be informed about and to influence Oxfam's plans, policies and priorities. In addition to annual and special meetings of members, members will be invited to attend regional summits to be organized annually and a national summit that will be held every three years.

SECTION 6- DIRECTORS

6.01 Number of Directors

Subject to the articles which empower the board to appoint one or more additional directors, the board shall be comprised of 12 directors elected by the members of the Corporation.

The members may change the fixed number of directors by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board, provided the number so fixed by the members, or by the directors if so empowered by ordinary resolution of the members, is within the minimum number of 5 and the maximum number of 15, as specified in the articles.

Any member who wishes to move a motion at an annual meeting of members that the fixed number of directors be changed, must give written notice of the matter to the Corporation by the deadline set out in section 6.02(d) hereof.

6.02 Regional Representation

As one element of a broader commitment to diversity and inclusiveness, there shall be at least one (1) director normally resident in each region. In the event of resignation or other reason there is not one (1) director on the board normally resident in a particular region the Corporation shall endeavour within a period of six (6) months to fill such vacancy with another director from such region, unless there is less than one year left prior to the next board election in which case the board in its sole discretion may decide not to fill such vacancy.

6.03 Nomination of Directors

a. Eligibility. In addition to the qualification criteria in the Act for serving as a director, a nominee for the office of director must have been a member in good standing for at least thirty (30) days at the time of the close of nominations.

- b. **Nominations Sought.** At least one hundred and fifty (150) days prior to the annual meeting, the Corporation shall invite all members to submit to it the names of persons whom they wish to be considered for election to the board.
- c. **Form of Nomination.** All nominations shall be in writing and shall be accompanied by:
- (i) the name, age and contact information of the person;
 - (ii) a biographical outline of the individual and such other detailed information concerning background and experience as deemed necessary by the Nominating Committee; and
 - (iii) the consent of the nominee to stand for election.
- d. **Closing Date for Nominations.** All nominations must be received by the Corporation not later than sixty (60) days prior to the annual meeting. Subject to the discretion of the board, no nominations will be accepted after such date.
- e. **Nominating Committee.** A Nominating Committee shall be established by the board in accordance with section 7.06 hereof for the purpose of proposing a list of candidates for office and with such powers as the board shall see fit. The Nominating Committee shall be composed of at least one (1) member normally resident in each region. The list of candidates proposed by the Nominating Committee shall equal the number of directors to be elected and shall include at least one (1) candidate normally resident in each region.
- f. **Ballot.** The Corporation shall include with the notice of the annual meeting of members a ballot which contains the Nominating Committee's recommended candidates, as well as any other nominations submitted by the members in accordance with this section 6.02.

6.04 Election and Term

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

No director shall serve on the board for more than three (3) consecutive terms, commencing on the date officially elected.

SECTION 7 - MEETINGS OF DIRECTORS

7.01 Calling of Meetings

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

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent

other than by mail. Notice by mail shall be sent at least seven (7) days prior to the meeting. 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

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 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.

7.04 Quorum

A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board.

7.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

7.06 Committees

The board may from time to time establish 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, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 8- OFFICERS

8.01 Description of Offices

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

- a. **Chair of the Board** - The chair of the board shall be a director. The chair of the board 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 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 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. **Executive Director** - The Executive Director shall be appointed by and under the authority of the board. The Executive Director shall be responsible for the overall and day to day administration of the Corporation, the employment of all other employees of the Corporation, including service contracts, advising the board and committees of the board on matters of policy, plans, budgets, and relationships with other Oxfam entities, and representing the Corporation to the public.

d. **Secretary** - The secretary shall attend and be the secretary of all meetings of the board and members and shall ensure accurate minutes of all proceedings at such meetings are maintained; the secretary shall ensure proper notice 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 be a director. The treasurer shall ensure proper accounting records as required by the Act are maintained; under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; ensure the board is apprised of the financial position of the Corporation; and have such other powers and duties as the board may specify.

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 Executive Director 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. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

Except for the chair of the board, the vice-chair of the board and the treasurer, officers need not be members of the board.

8.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 - NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act; or
- b. if mailed to such person at such person's recorded address, 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) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act, by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; 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.

9.02 Omissions and Errors

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

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Unless otherwise required by the provisions of the Act, disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation must be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows:

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

b. The number of mediators may be reduced 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 Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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

SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION 12 – RULES AND PROCEDURES

Rules and Procedures of the Corporation may be adopted, amended or repealed by a special resolution of the board. Every special resolution to adopt a rule and procedure shall be expressly designated as such. For greater certainty, no Rule and Procedure shall be inconsistent with the Act, the articles or the by-law. Copies of the Rules and Procedures shall be available to all members of the Corporation.

SECTION 13 - BY-LAWS AND EFFECTIVE DATE

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by

ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

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.

CERTIFIED to be By-Law No. 1 of the Corporation, as approved by the members of the Corporation by special resolution on the 19th day of January, 2013, and to be effective on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

DATED as of the 22th day of April, 2013.

M. Hancock

Margaret Hancock - Director

R. Osseni

Raïmi Osseni - Director

This By-Law No. 1 came into force on April 25, 2013, the date of continuance as reflected on the Certificate of Continuance issued by Industry Canada under the Canada Not-for-profit Corporations Act.