

LESBIAN GAY BI TRANS YOUTH LINE (THE “CORPORATION”) BY-LAWS

Approved by the Membership of the
Lesbian Gay Bi Trans Youth Line on December 4, 2000

Amendments approved by the Membership of
the Lesbian Gay Bi Trans Youth Line:

June 4, 2015

September 17, 2015

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A By-Law relating generally to the conduct and affairs of the
Corporation

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BE IT ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1 INTERPRETATION

1.1 Interpretation. In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural and vice versa, and references to persons shall include firms and Corporations.

1.2 Definitions. In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

- “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;
- “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- “Board” means the Board of Directors of the Corporation;
- “Corporation” means the Lesbian Gay Bi Trans Youth Line;
- “Director” means a member of the Board;
- “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;
- “Meeting of Members” includes an Annual General 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;
- “Member” means a Member of the Corporation;
- “Officer” means a Member of the Board who is designated as Chairperson, Treasurer or Secretary.
- “Ordinary resolution” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- “Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time; and
- “Special resolution” means a resolution passed by a majority of not less than two thirds (2/3), (i.e. 66%) of the votes cast on that resolution.

ARTICLE 2 GENERAL

- 2.1 Head Office.** The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.
- 2.2 Fiscal Year End.** The fiscal year end of the Corporation shall be March 31 in each year. The Board may change the fiscal year end by resolution.
- 2.3 Books and Records.** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- 2.4 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 and any member may, on request, obtain a copy free of charge by prepaid mail.

ARTICLE 3 MEMBERSHIP

- 3.1 Membership.** Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of the applicants for incorporation and anyone whose application for admission as a member has received the approval of the Board, or a staff delegate.
- 3.2. Classes of Membership.** Subject to the articles, there shall be two classes of Members in the Corporation, namely, Class A Members and Class B Members.
- 3.3 Class A Membership.** Class A Membership shall be open to individuals who:
- Are twenty-~~six~~^{nine} (29~~6~~) years of age or younger **at the time of application**;
 - Self-identified as lesbian, gay, bisexual, trans, queer, two-spirit, asexual or intersex; and
 - Have applied for Class A membership and have had their application for Membership approved by the Board, or a staff delegate.
- 3.3.1 Class B Membership.** Class B Membership shall be open to individuals who are Members of the Corporation but are not Class A members.
- 3.4 Application for Membership.** Application for either Class A or Class B Membership in the Corporation shall be in writing, in a form and containing such information as approved by the Board.
- 3.5 Acceptance to Membership.** Upon review of the application, the Board (or a staff delegate) will either accept or refuse the applicant and provide written notification of such acceptance or refusal. An applicant whose application for membership is not accepted by the Board shall have no right to appeal the decision of the Board.

- 3.6 Transfer of Membership.** Membership in the Corporation shall not be transferable or assignable.
- 3.7 Class Transition.** If a Class A Member no longer meets the requirements for inclusion in the class by virtue solely of their age, that Member will automatically transition to Class B member the day the Class A member reaches the age of ~~twenty-seven~~^{thirty} (27~~30~~) years old. If a Class A Member is also a Director of the Board at the time of transition, then Section 3.7 does not apply.
- 3.8 Withdrawal.** 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, such withdrawal to be effective upon receipt thereof by the Secretary.
- 3.9 Removal of Member.** Alongside the means of termination set out in the Act, upon 30 days written notice to a Member, and after giving such Member an opportunity to be heard, the Members may, by special resolution authorize the removal of such Member from the register of Members and thereupon such person shall cease to be a Member. Any Member so removed shall have no right of appeal, but may re-apply for membership to the Corporation.
- 3.10 Membership Fees.** The amount, method of payment, and notice of membership fees shall be set by the Board, from time to time. Class B Members shall pay a Membership fee yearly. Unless otherwise decided by an ordinary resolution of the Board, there shall be no fee for Class A Members. The Board may waive the membership fees for a [Class B](#) Member. ~~If a Class B Member is also a Director of the Board, then Section 3.10 does not apply.~~
- 3.11 Voting Rights.** Both Class A and Class B members shall be entitled to one (1) vote at such meetings.

ARTICLE 4 MEETINGS OF THE MEMBERS

- 4.1 Meetings of the Members.** The Board shall have the power to call, at any time, a general meeting of the Members of the Corporation. The Members may consider and transact any business either special or general at any meeting of the members. The Board shall have the power to call two types of meetings of the Members:
- 4.1.1 Annual General Meetings of Members.** The Annual General Meeting of the Members shall be held within eight (8) months after the end of the Corporation's fiscal year at any place in Ontario as the Board may determine and on such day as the said Directors shall appoint. At every Annual General Meeting, in addition to any other business that may be transacted, the following must be presented:
- The report of the directors;
 - The financial statement of the Corporation;
 - The report of the auditors; and

- The name(s) of the auditor(s) appointed for the ensuing year.

4.1.2 Special Meetings of Members. The Board shall call a special general meeting of members on written requisition of Members carrying not less than 5% of the voting rights.

4.2 Notice of Meetings. Written notice of the time and place of all meetings of the Members shall be delivered electronically not less than 15 days before the meeting is to take place to each voting member who is entered in the register of Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that they have the right to vote by proxy.

4.3 -Meetings without Notice. A meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Members, may transact.

4.4 -Quorum of Members. A quorum for the transaction of business at any meeting of Members shall be twenty-five (25) per cent of Members, present in person at a meeting or represented by proxy.

4.5 -Voting. At all meetings of the Corporation every question shall be determined by an ordinary resolution unless the Canada Corporations Act or these by-laws otherwise provide.

4.5.1 Voting and Proxies. Each voting Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation.

4.6 Error or Omission in Notice. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their last address recorded on the books of the Corporation.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Duties of Directors and Officers. Directors and Officers in exercising their powers and discharging their duties to the Corporation shall:

- Act honestly and in good faith with the view of the best interests of the Corporation;
- Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances;
- Comply with the Corporations Act (Ontario) and regulations; and
- Abide by the Corporation's articles, by-laws and policies.

5.2 Composition and Quorum. The property and business of the Corporation shall be managed by a Board of no less than six (6) and no more than eleven (11) Directors of whom the majority shall constitute a quorum.

5.3 Representation on Board. The Board should reflect the diversity of the community it serves. As the community shifts, the proportions of the Board should shift.

5.4 Directors from Class A. Directors that are Class A Members at the start of their term will remain a Class A Member for the duration of their ~~time term on the Board.~~ When Directors that are Class A Members begin a new term, the class of their membership is/will be re-assessed. If the Director is:

- Thirty (30) years of age or older, and
- ~~• The majority of the Directors are Class A members, and~~
- There is a Class B Member vacancy on the Board per Section 5.5

The Director can transition to

- ~~• Class B Membership while maintaining a Class A members majority on the Board. There are no more than five (5) Directors that are Class B members~~

Then this Director will transition to Class B Membership. If there are multiple Directors that meet these criteria, then the oldest Director will transition to Class B Membership first, and then the second oldest Director, and so on until there are five (5) Directors that are Class B members.

5.5 Directors from Class B. No more than five (5) of the Directors shall be Class B Members.

5.6 Election. The Directors shall be elected by the Members. At all times, the number of Directors shall consist of at least six (6) and no more than eleven (11) Directors.

5.7 Term. A Director may hold office for a maximum of three consecutive terms, or a maximum of six consecutive years, regardless of membership class.

5.8 Qualification. The following persons are disqualified from being Directors of the Corporation:

- A person who is not an individual;
- A person who is less than 18 years of age;
- A person who does not self-identify as lesbian, gay, bisexual, trans, queer, two-spirit, asexual or intersex;

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- A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- A person who has bankrupt status;
- A person who is not a members of the Corporation; and
- A person who is an employee of the Corporation.

5.9 Honorary Directors. The Board may invite up to 6 individuals to act as honorary Directors if the Board is of the opinion that these individuals may assist the Corporation in the pursuit of its objectives. Honorary Directors appointed hereunder:

- May not vote at any meeting of the Board;
- May attend any meeting of the Board;
- May be removed at any time at the reasonable discretion of the Board; and,
- Shall receive no remuneration for acting as such.

5.10 Vacation of Office. The office of a Director shall be automatically vacated upon the occurrence of any one of the following events:

- 5.10.1** If a director shall resign their office, such resignation or retirement shall be effective upon the date of the mailing of a written resignation to the Secretary of the Corporation;
- 5.10.2** If they no longer fulfill all of the qualifications in section 5.8;
- 5.10.3** If at a special general meeting of Members a resolution is passed by two-thirds of the Members of the Class which that Director represents present at the meeting that they be removed from office, as specified in section 5.10;
- 5.10.4** If they have been absent for three or more Board meetings within a year without reasonable justification or without approval of the Board; or
- 5.10.5** On death.

5.11 Filling Vacancies. If any vacancy shall occur for any reason, contained in section 5.10, an individual who is a Member of the Corporation may be appointed to fill such a vacancy through the completion of one of the following processes:

- 5.11.1** If the vacancy is a result of an event specified in subsections 5.10.1, 5.10.2, 5.10.4, 5.10.5, the Board may, by majority vote, appoint an individual who is a Member of the Corporation to fill such a vacancy. The following conditions apply to such an appointment:
- Their term as a Director shall begin at the time of the appointment; and
 - The Members must vote to approve the appointment of the Director at the Annual General Meeting of the Members immediately following their appointment.
- 5.11.2** If the vacancy is the result of an the event specified in subsection 5.10.3, the Director who has been removed may be replaced at the special meeting of the Members at which said Director has been removed. Any individual may be

elected to fill such a vacancy by a majority of the votes cast at the meeting by the Members of that class of Membership from which a Director was removed. The following conditions apply to such an appointment:

- They shall serve in such Directors place for the remainder of the removed Director's term; and
- Their assumption of the office of Director will become effective at such a time as the Members at the meeting determine.

5.12 Meetings of the Board. The powers of Directors shall be exercised by resolution passed at meetings of the Board at which a quorum is present. The following regulations shall apply to Board meetings:

5.12.1 Location. Except as otherwise required herein or by law, meetings of the Board may be held at any time and place in Ontario to be determined by the Directors.

5.12.2 Notice. Notice of Board meetings shall be communicated to each Director not less than fifteen (15) days before a regular meeting of the Board is to occur and not less than forty-eight (48) hours before an emergency meeting of the Board is to take place. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.12.3 Frequency. There shall be at least four meetings per year of the Board of Directors.

5.12.4 Voting. Each Director is authorized to exercise one vote. A Director does not need to be physically present at a meeting in order to vote and may cast their vote using alternative means of communication.

5.12.5 Minutes. The minutes of the Board shall be available to the general Membership of the Corporation. The minutes of the Board shall be available to the Board, each of whom shall receive a copy of such minutes. A copy of the minutes of the Board shall be posted in the Head Office of the Corporation.

5.13 Resolution in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Director or committee of Directors.

5.14 No Remuneration. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; A Director may be paid reasonable expenses incurred by them in the performance of their duties.

5.15 Committees. The Board may appoint committees whose members will hold office at the will of the Board for such purposes and with such powers and duties as may be prescribed by the Board. The committees may hold their meetings at the Head Office or such place or places as the Chairperson may from time to time determine.

5.16 Declaration of Interest. It is the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract, arrangement or proposed contract or arrangement with the Corporation to declare such interest and to refrain from voting thereon.

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

- The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.
- The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

ARTICLE 6 OFFICERS

6.1 Officers of the Corporation. The officers of the Corporation are the two Co-Chairpersons, the Secretary and the Treasurer and any such other officers as the Board may determine. Any two offices may be held by the same person.

6.2 Appointment. Officers of the Corporation shall be appointed by resolution of the Board.

6.3 Term and Termination. Each of the Officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed to fill their position. Officers shall be subject to removal by resolution of the Board at any time.

6.4 Vacancies. Any vacancy in the offices of the Corporation may be filled for the remaining portion of the term by the Board at any special or regular meeting of the Board.

6.5 No Remuneration. The Officers shall serve as such without payment and no Officer shall directly or indirectly receive any profit from their position.

6.6 Resignation of Officers. Any Officer of the Corporation may resign at any time by giving written notice of resignation to the Board. Any such resignation will take effect immediately once written notification has been received by the Board.

6.7 Co-Chairpersons. The co-chairpersons shall be the chief executive Officers of the Corporation. At least one of the Co-Chairpersons must fulfill the Class A Membership requirements. The Co-Chairpersons have the following responsibilities:

- They or either one of them shall preside at all meetings of the Corporation and of the Board;
- Between meetings of the Board, the Co-Chairpersons shall ensure that the Executive Director is managing effectively the affairs and operations of the Corporation; however, in all cases, actions taken by the Co-Chairpersons shall be approved by the Board at the next scheduled meeting.
- They shall see that all orders and resolutions of the Board are carried into effect.

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

6.9 Secretary. The Secretary may be empowered by the Board upon resolution, to carry on the affairs of the Corporation. They shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board.

6.10 Powers and Duties of 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 requires of them.

6.11 Variations of Powers and Duties. The Board may from time to time and subject to the articles, By-Laws, and Act, vary, add to or limit the powers and duties of any officer.

ARTICLE 7 INDEMNITIES TO DIRECTORS AND OTHERS

7.1 Limitation of Liability. No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the monies, securities or

effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own wilful neglect or default.

7.2 Indemnity. Every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and its heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE 8 EXECUTION OF DOCUMENTS

8.1 Execution of Instruments. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power by resolution to appoint an Officer or Officers or the Executive Director on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

ARTICLE 9 NOTICES

9.1 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the articles, the By-Laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- if 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); or

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

A notice so 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.

9.2 Invalidity of any provision 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.

9.3 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.

ARTICLE 10 DISPUTE RESOLUTION

10.1 Mediation and Arbitration. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

10.2 Dispute Resolution Mechanism. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice

to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- 10.2.1** 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.
- 10.2.2** The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 10.2.3** 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.
- 10.2.4** All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 11 RECORDS

11.1 Maintenance. The Corporation shall prepare and maintain records, containing:

- The Corporation's articles and by-laws and amendments to them;
- The minutes of meetings of the Members and of any committee of Members;
- The resolutions of the Members and of any committee of Members;
- The minutes of meetings of the Directors and of any committee of Directors;
- A register of Directors and Officers and Members; and
- Accounting records adequate enough to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.

11.2 Retention of Records. The Corporation shall retain:

- Accounting records for seven years, unless indicated otherwise in other Acts or rule of a taxing authority; and

- Financial statements, source documents and copies of annual information returns (T3010 forms) for six years from the end of the last tax year to which they relate or, if the charity is revoked, for two years after the date of revocation.

11.3 Location of Corporate Records. The Corporation shall keep records at the Corporation's head office.

11.4 Directors' Access to Records. All Directors shall have access to records as outlined in section 304(1) of the Ontario Corporations Act.

ARTICLE 12 RULES AND REGULATIONS

12.1 Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members shall at and from time to time cease to have any force and effect.

ARTICLE 13 EFFECTIVE DATE

13.1 Effective Date. Subject to matters requiring a special resolution, this by-law shall be effective when made by the board. It shall replace all existing by-laws of the Corporation in effect as of the date the Corporation receives a Certificate of Continuance under the Act.

CERTIFIED to be the By-Laws of the Corporation, as enacted by the Directors of the Corporation by resolution on the 31st day of August, 2017 and confirmed by the Members of the Corporation by resolution on the 18th day of October, 2017.