

**COUNTY OF CARLETON LAW ASSOCIATION -
ASSOCIATION DU BARREAU DU COMTE DE CARLETON**

BY-LAW NO. 2

A By-Law for the general management of the affairs of the County of Carleton Law Association/ Association du Barreau du Comté de Carleton.

BE it enacted that By-Law No. 1 be repealed and replaced with this by-law:

INTERPRETATION

1. In this By-Law:

“Act”: means the *Corporations Act* (Ontario) and any regulations made thereunder, as amended, re-enacted, or replaced from time to time, and means any successor legislation governing the creation, content and amendment of the bylaws of the Association.

“Association”: means the County of Carleton Law Association/ Association du Barreau du Comté de Carleton.

“Board”: means the Board of Trustees of the Association.

“By-Law”: means this by-law, all other by-laws of the Association as amended, and which are, from time to time, in force.

“Trustee”: means a member of the Board. Trustee shall have the same meaning as “director” in the Act.

“Member”: means voting and non-voting members of the Association, unless otherwise indicated.

2. In construing a provision of this By-Law, the English and French versions are equally authentic and authoritative. Where it appears that the two versions of the By-Law differ in their meaning, preference shall be given to the version that, according to the true spirit, intent and meaning of the By-Law, best assures the attainment of its objects.

3. Other than as specified in Section 1 above, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act.

OBJECTS OF THE ASSOCIATION

4. The Association shall be carried on without the purpose of financial gain for its members and any profits or accretions in the capital of the Association shall be used to promote and advance the interests of the members of the Association.

5. For those purposes, the Association shall:

(a) Administer the facilities of the Association including but not limited to the Library, Lounge, Meeting Rooms & Robing Rooms;

(b) Encourage, develop and manage programs for the professional education of members of the Association; and

(c) Promote and organize activities that advance the social networking/collegiality, networking, professional and economic interests of the Association and of its members.

(d) Advocate on behalf of the membership and broader legal community.

BOARD OF TRUSTEES

RESPONSIBILITIES AND POWERS OF THE BOARD

6. The Board of Trustees shall be responsible for the oversight of the affairs of the Association, and shall, from time to time, make, alter and repeal resolutions, rules, policies and regulations concerning the management of the Association.

7. The Board shall have the power to employ such persons as it may think necessary. The Board shall fix the compensation of the Association’s employees, if any, and pay that

compensation out of the funds of the Association. The Board shall have the power to define the responsibilities of the Association's employees and to remove or discharge them.

8. The Board shall have the power, which it may delegate to the Executive Director, to allow or to deny Members, articling students, or members of the public, access to, or use of, the facilities of the Association for such periods and subject to such restrictions as the Board and/or the Executive Director may deem appropriate in their discretion.

COMPOSITION OF THE BOARD

9. The board shall consist of fifteen Trustees, all of whom shall be voting members of the Association, and who will commit to regular, active involvement with the Board and the Association during their term.

10. Five of the Trustees shall be trustees by virtue of their office. These trustees shall also be the Officers of the Association, appointed as set out in this By-Law.

11. The remaining ten Trustees shall be elected by the membership as set out in this By-Law. One of the ten Trustee positions shall be filled by a paralegal member of the association ("Paralegal Trustee"), and the other nine positions, by lawyer members of the Association ("Lawyer Trustee(s)"), and two of whom shall be "Recent Calls" as defined in section 29.

BOARD MEETINGS

12. Meetings of the board may be called by the President at any time, and any place on the notice required in this by-law for trustee meetings.

13. The Board shall meet at least once in each month, except the months of July and August, at a time and place set by the President. Notice may be sent by prepaid mail, facsimile, email or other electronic means to any director at their latest address shown in the records of the Association. Notice shall be given at least 7 days prior to the meeting being held. Notice may be waived at any time in writing by the director entitled thereto.

14. A majority of trustees shall constitute a quorum at all meetings of the Board.

15. Unless the Board directs otherwise, Trustees may participate in Board meetings by video link, telephone, or any other form of electronic communication that permits all participants to communicate adequately with each other.

16. A written resolution may be distributed to all of the Trustees by e-mail or fax and, if signed in counterpart by all Trustees, shall be treated in all respects as if it had been passed at a Board meeting.

17. Each Trustee shall be entitled to one (1) vote.

18. Questions arising shall be decided by a majority of the votes cast at a meeting of trustees.

19. On an equality of votes, the President shall have a casting vote.

VACANCIES

20. The office of a trustee shall be vacated immediately if:

(a) the Trustee resigns by delivering a notice of resignation to the President or the Executive Director, which resignation shall be effective at the time it was received or at the time specified in the notice, whichever is later;

(b) the Trustee ceases to be a member in the Association;

(c) the Trustee is found to be in breach of any board policy or rules of conduct by a vote of the majority of the other Trustees present at a duly constituted board meeting;

(d) the Elected Trustee is removed from office by an ordinary resolution of the voting members at a Special Meeting called for the purpose of deciding on the removal of the Trustee; or

(e) the Trustee dies or fails to maintain the qualifications of trustees pursuant to the Act; or

(f) the Trustee fails to maintain the qualifications for membership in the CCLA.

(g) the Trustee ascends to an Officer position in a non-election year.

FILLING VACANCIES

21. If a quorum of Trustees remains in office, one or more vacancies amongst the elected Trustees on the Board, however caused, may be filled by the Trustees by ordinary resolution at a duly constituted meeting from among the voting members of the Association. Notwithstanding the foregoing, where a vacancy is created in a non-election year by the retirement of the Past President from the executive and the ascension of the longest-standing elected Trustee to the executive, as provided in sections 44 to 46 below, the Trustees may fill that vacancy through ordinary resolution, except as otherwise determined by the Board at the time, by appointing as Trustee the lawyer candidate having the next highest numbers of vote. In either case, the term of the Trustee so appointed shall be for the balance of the term of the Trustee who has vacated his/her/their position.

22. If there is not a quorum of Trustees, or there has been a failure to elect the minimum number of trustees as set out in the articles, then the remaining Trustees shall forthwith call a special meeting of the voting members to fill the vacancy.

23. Notwithstanding any vacancy on the Board, the Board shall discharge its duties, responsibilities, and obligations as if no vacancy existed.

ELECTION OF TRUSTEES

TERM OF OFFICE

24. (a) Elections of Trustees shall occur every two (2) years.

(b) Each elected Trustee shall be elected to hold office for two years after the Annual General Meeting in which that Trustee was elected, or until such later time as their successors are elected or appointed. Individuals appointed as officers of the Association, as further described in section 44 - 46 below, shall be appointed as Trustees by virtue of their office. They shall hold office as Trustee for as long as they occupy their position as an Officer of the Association.

REMUNERATION OF TRUSTEES

25. The trustees shall serve without remuneration and no trustee shall directly or indirectly receive any profit from occupying the position of trustee, provided that trustees may be reimbursed for reasonable expenses they incur in the performance of their duties.

NOMINATIONS AND CANDIDATE SELECTION

26. The call for nominations for the positions of Trustee shall be made in writing and delivered personally, electronically or as otherwise specified by the Secretary to the person or place designated by the Secretary on or before a date selected by the Secretary. There shall be no further nominations accepted after said date. Following the call for nominations, the nominee may then supply a brief note outlining the biography and concerns of the nominee.

27. If after the call for nominations, there are nine or fewer nominations for the elected Lawyer Trustees' positions on the Board, then these nominees shall be presented as a slate of candidates to be put forth to the members at the next annual general meeting. Should there be fewer than nine nominations, the remaining position(s) shall be treated as vacant, and filled by the newly elected board as set out in sections 21 and 22 above.

28. (a). If after the call for nominations there are more than nine nominations for the Lawyer Trustee positions, the names of those nominated shall become candidates, and their names shall be placed on a ballot and circulated to members personally, electronically or as otherwise determined by the Secretary. Members shall be entitled to vote via electronic ballot for the nine nominees they wish to be included on the slate of candidates for the Lawyer Trustee positions that will be presented at the next annual general meeting for election. The selection of the slate shall be open for a period determined by the Secretary in advance, after which time the ballot process will be closed.

(b) If after the call for nominations, there is only one nomination for the elected Paralegal Trustees' position on the Board, then this nominee shall be presented as the nominee to be put forth to the members at the next annual general meeting. Should there be no nominations, the

Paralegal Trustee position shall be treated as vacant, and filled by the newly elected board as set out in this By-Law regarding trustee vacancy.

(c) If after the call for nominations there is more than one nomination for the Paralegal Trustee positions, the names of those nominated shall become candidates for the Paralegal Trustee position, and their names shall be placed on a ballot and circulated to members personally, electronically or as otherwise determined by the Secretary. Members shall be entitled to vote via electronic ballot for the one nominee they wish to be included on the slate of candidates for the Paralegal Trustee position that will be presented at the next annual general meeting for election. The selection of the slate shall be open for a period determined by the Secretary in advance, after which time the ballot process will be closed.

29. All ballots will be counted and the slate of candidates will be chosen as follows:

- a) Seven (7) of the slate positions shall be filled by the nominees receiving the seven highest vote totals;
- b) The eighth (8th) and ninth (9th) slate position shall be filled from among the remaining nominees, as follows:
 - (i) For the purpose of this section, Recent Call is a lawyer who has been called to the Ontario Bar for fewer than seven years as of the date of the commencement of the term for which the election is being held;
 - (ii) if none of the seven (7) nominees is a Recent Call, then both of the remaining two positions on the slate will be filled by the two Recent Calls receiving the most number of votes;
 - (iii) if one of the seven (7) nominees is a Recent Call, then one of the remaining two positions on the slate will be filled by the candidate having the next-highest vote count to those already on the slate, and the other by the Recent Call receiving the most number of votes and not already part of the slate, and:
 - (iv) if two or more of the seven (7) nominees are Recent Calls, then both remaining positions on the slate will be filled by the candidates having the next-highest vote counts to those already on the slate.
 - (v) if after the above provisions have been followed, there are fewer than two (2) nominees who are Recent Calls, the remaining Recent Call(s) position(s) will be treated as vacant and filled with Recent Calls by the newly elected Trustees as provided in section 21.

30. The Paralegal Trustee slate position shall be filled by the Paralegal nominee receiving the highest vote total.

VOTING

31. The candidates chosen through the process detailed in Sections 26 – 30 above, shall be placed on a slate of candidates to be presented to the members for election at the next annual general meeting.

32. In the event that the members vote for the slate of candidates presented at the annual general meeting, those candidates shall become the elected trustees of the Association.

33. In the event that the members vote down the slate of candidates at the annual general meeting, the Chair of the meeting shall finish the remainder of the business on the agenda or arising at the meeting, and shall then adjourn the meeting and the nomination and election process as set forth above shall recommence and continue until such time as a slate of candidates is elected.

OFFICERS

34. The Officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and a Past President. Each Officer shall hold office until a successor is appointed. Each Officer must be a lawyer member of the Association and shall be appointed as a Trustee of the Association by virtue of his/her office. For greater clarity, a “Paralegal Trustee” shall not be an Officer of the Association.

35. The performance of any duty imposed by any By-Law on an Officer may, where appropriate, be delegated to another Officer or to the Executive Director.

DUTIES OF THE PRESIDENT

36. The President shall preside at all meetings of the Association and of the Board. Between meetings of the Board, the President shall also be charged with the general management and supervision of the affairs and operations of the Association.

DUTIES OF THE VICE-PRESIDENT

37. During the absence or incapacity of the President, the duties and powers of the President may be exercised by the Vice-President, and if the Vice-President exercises any of such duties or powers, the absence or incapacity of the President shall be presumed. In the absence of both the President and the Vice-President, temporary Presiding Officer, selected by the Board, shall preside at any meetings of the Association or of the Board.

DUTIES OF THE SECRETARY

38. The Secretary shall prepare and transmit notices to all members of the Association, in the case of all meetings of the Association, and to all Trustees, in the case of all meetings of the Board, shall make the necessary efforts to attend all these meetings, and shall keep a correct record of all these proceedings.

39. The Secretary shall have custody of the seal of the Association, and shall, when authorized by resolution of the Board, seal all documents which are directed to be sealed.

DUTIES OF THE TREASURER

40. The Treasurer shall cause the Association to have charge of the funds of the Association and keep full and accurate accounts of all receipts and disbursements of the Association within proper accounting financial systems. The Treasurer shall cause the Association to deposit all monies or valuable effects in the name and to the credit of the Association in the bank or banks designated by the Board.

41. The Treasurer shall ensure that appropriate financial controls are in place for the disbursement of the funds of the Association.

42. At the Annual General Meeting, the Treasurer shall table the financial statements of the Association for the preceding financial year.

DUTIES OF THE PAST PRESIDENT

43. The Past President shall discharge such duties as the President or the Board may assign from time-to-time.

APPOINTMENT OF OFFICERS

TERM OF OFFICE

44. Officers shall be appointed by the Board for a term of five years, spending one year in each of the Officer's positions, in the following progression:

Year One: Secretary
Year Two: Treasurer
Year Three: Vice-President
Year Four: President
Year Five: Past President

45. No one may serve more than one year in any Officer position, save and except for one extra year in no more than one Officer position, if approved by the Board, and otherwise only as approved by a vote in favour thereof by the membership.

PROGRESSION VACANCY

46. To fill the vacancy created by the annual progression of Officers, at the conclusion of each annual progression for the elected Officers, the elected lawyer Trustee with the greatest number of consecutive years of service as an elected Trustee shall be appointed by the Board to serve as an Officer, commencing at the next Annual General Meeting, in the position of Secretary. If

two or more elected Trustees tie for the greatest number of consecutive years of service as an elected Trustee, then, unless the two or more Trustees agree as to who will become an Officer, the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives. If any Officer cannot or wishes not to serve in the next position he or she will progress to in the next year, he or she may, with the permission of the Board, remain in the last executive position for one additional year and the Board will appoint another Officer to the position he or she would otherwise have progressed to after which progression will continue as outlined above.

OTHER VACANCIES

47. Vacancies in Officer positions created by resignation or removal shall be filled, (1) first, by advancing the sequential progression of the Officers. The vacancy or vacancies remaining shall then be filled by appointing to the vacant positions, in sequence, the elected Trustees with the greatest number of consecutive years= service as an elected Trustee. If two or more elected Trustees tie for the greatest number of consecutive years of service as an elected Trustee, then, unless the two trustees agree as to who will become an Officer, the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives. (2) If any Officer who would otherwise be elevated as the result of sequential progression as outlined above cannot or wishes not to serve in this capacity, he or she may decline, and the board will appoint another Officer to fill the vacancy.

48. An Officer appointed to fill a vacancy shall serve for the time remaining in the term of the Officer being replaced and will progress to the next level based on the sequential progression of the Officer who was replaced unless the Board directs otherwise. If any executive level is skipped as a result of this process the term of the Officer who has skipped a level will be shortened accordingly.

RESIGNATION OR REMOVAL OF OFFICERS

49. An Officer may resign at any time by delivering a notice of resignation to the President or the Executive Director.

50. An Officer who ceases to be a member of the Association shall cease to be an Officer at that time.

51. An Officer who is removed as a Trustee shall cease to be an Officer at that time.

52. An Officer may otherwise be removed from office only by a vote of two-thirds of the Trustees present at a duly constituted meeting of trustees.

EXECUTIVE DIRECTOR

53. The Association may employ an Executive Director who is responsible for the day-to-day administration and management of the Association's affairs including the operation of the Library, Lounge, Meeting Rooms and Robing Rooms, and who shall discharge any other administrative/operational responsibilities the Board may direct in its discretion.

COMMITTEES

EXECUTIVE COMMITTEE

54. The Officers of the Association shall form the Executive Committee.

55. The Executive Committee shall oversee the day to day general management of the Association in between Board of Trustees meetings and shall advise and assist the Executive Director with respect to the management of the affairs and operations of the Association in between Board of Trustees Meetings.

56. The President and the other Officers shall consult with the Executive Committee before proposing any matter to the Board for its approval.

57. The Executive Committee shall meet at least once every three months, at a time and place set by the President on reasonable notice.

58. Three Officers shall constitute a quorum at all meetings of the Executive Committee.

OTHER COMMITTEES

59. The Board may establish and maintain, from time to time, other Committees for the better administration of the affairs of the Association. The Board shall determine the powers and authority of these Committees, and the rules and regulations under which they shall operate.

60. The President shall appoint the Chair and the members of all Committees.

61. The Board has the right to dissolve any Committee by ordinary resolution at any time.

AUDITORS

62. Auditors of the Association, being members of the Canadian Institute of Chartered Accountants, shall be appointed by the voting members by ordinary resolution at the Annual General Meeting to audit all accounts for the next ensuing financial year of the Association, and all the accounts and all books of accounts maintained by the Association shall be submitted to them for their examination and their report prior to the next Annual General Meeting.

RECORDS

63. The Board shall ensure that the books and records of the Association are maintained in accordance with this By-Law and any applicable legislation.

64. All members shall have access to corporate records as required by the Act.

65. Every Officer of the Association shall, at the conclusion of that Officer's term of office, deliver to the successor all books, papers, monies and documents concerning the Association and in the possession of the Officer, and the successor shall then be responsible for the keeping of all these books, papers, monies and documents.

ASSOCIATION MEETINGS

66. Unless otherwise provided in this By-Law, all meetings of the Association shall be called by delivery of a notice in writing by mail, fax, or e-mail to each member of the Association at the last known residential or business address of the member in the records of the Association. The notice shall state the time and place of the meeting and shall be given not less than ten days and not more than fifty days before the date of the meeting.

67. At all meetings of the Association, each voting member present shall be entitled to one vote. No vote by proxy will be permitted.

68. A quorum of twenty-five (25) voting members in good standing of the Association shall be necessary to properly constitute any meeting of the Association.

69. At all meetings of the Association, the question before the meeting shall be decided by a majority of those voting members present unless these By-Laws otherwise provide. All votes at meetings shall be taken by ballot if so demanded by the President or by at least ten voting members present. If no demand is made, then the vote shall be taken in the usual way by a show of hands.

ANNUAL GENERAL MEETING

70. Each Annual General Meeting of the Association shall be held each year in compliance with the time limits required by the Act, and subject thereto, at a place in Ontario and time set by the Board.

71. Not less than twenty-one (21) days before the meeting, the members shall be provided with the approved financial statements and auditor's report of the Association.

72. The only persons entitled to attend members meetings are the members, the trustees, the auditors and others who are entitled to be present pursuant to the Act or are invited by the Chair of the meeting.

73. The Board shall table at the Annual General Meeting:

(a) financial statements of the Association for the preceding financial year;

(b) the Auditors' Report for the preceding financial year; and

(c) the President's Report on the activities of the Association for the preceding year.

74. Members may not attend any meeting of members by electronic means.

75. Each voting member shall be entitled to one vote.

76. On an equality of votes, the Chair of the meeting shall have the casting vote.

SPECIAL MEETINGS

77. Special Meetings of the Association shall be called by the President or, in the President's absence, by the Vice-President, at the direction of the Board or upon the written request of any five voting members of the Association, stating the object of such meeting.

78. A date and location for the special meeting will be set by the Trustees at a time not more than 60 days from the receipt of any valid request in accordance with this By-law and in accordance with the same notice provisions as apply to association meetings.

MEMBERSHIP FEES AND PRIVILEGES

79. Subject to the articles, there shall be two (2) classes of membership in the Association, namely Voting Members and Non-Voting Members. Applicants shall forward their applications to the Association. The trustees, by ordinary resolution, shall approve or deny the admission of applicants.

80. Voting membership shall be available to any lawyer or paralegal who is a member in good standing of any Law Society of any Province or Territory of Canada and either residing in Ottawa or being engaged or employed in the practice of law in Ottawa and who pays the prescribed annual fee. Voting members are permitted to vote at all meetings of the Association. Lawyer Trustees shall be permitted to serve as Trustees or Officers of the Association and a Paralegal Trustee shall be permitted to serve as a Trustee but not as an Officer of the Association.

81. Non-voting membership shall be available to the following persons:

(a) articling students and LLP/PPD students in Ontario or who are enrolled in the Law Society of Ontario's articling equivalency program;

(b) full-time law students enrolled and in good standing at an accredited Ontario law school leading to the earning of an L.L.B., J.D., or similarly qualifying degree, for admission to the bar of Ontario;

(c) international students who (i) have applied to the National Committee on Accreditation, (ii) have been approved for admission to the Ontario bar subject to certain conditions, and (iii) are in the process of completing those conditions;

(d) any barrister or solicitor being a member of any Law Society of any Province or Territory of Canada, who does not qualify as a voting member under Section 80 above, and who pays the prescribed annual fee; and

(e) any former member of the Law Society of Ontario who is retired from the practice of law but has, during his/her legal career, been a member in good standing of the Association for a minimum of 10 years.

The membership of any member who is suspended by the Law Society of Ontario, or a law society of any Province or Territory of Canada, shall be suspended for the period of that suspension. Any member who is suspended under this section may be requested to provide evidence of their reinstatement to the applicable law society prior to the reinstatement of their membership.

Non-Voting members are not permitted to vote at any meeting of the Association and may not serve as a Trustee or Officer of the Association.

82. By applying for membership in the Association, each member of the Association subscribes to these By-Laws and agrees to be bound by the rules and regulations of the Association.

83. The annual fees for each category of membership in the Association shall be fixed from time to time by the Board of trustees of the Association.

84. If any member fails to pay the annual fees by the time prescribed for payment, the Treasurer shall notify that member in writing of the default. If the amount is not paid within 30 days after that notification, that member's membership in the Association shall be terminated. The Board may also direct that the former member may not be readmitted to membership without payment of all fees in arrears.

85. If any member, in the opinion of the Board as expressed by majority vote, infringes the By-Laws, the rules, regulations, or policies of the Association, then the Board may ask that the member resign. If the member does not resign within 30 days after the request, the Board may, afterwards, by majority vote at a Board meeting, terminate or suspend the membership, said termination/suspension to be effective 15 days after the then following meeting of the Board. The Board will provide the member with notice of the intended termination or suspension as the case may be, and the grounds for said termination/suspension, not less than 5 days prior to the then following Board meeting, and shall advise the member of their right to, and will afford the member the right to, be heard orally at the next following meeting, at which time the Board will have the authority, by majority vote, if it chooses to do so, to revoke the termination/suspension.

86. A membership in the Association is terminated:

- (a) When a member dies or resigns;
- (b) When a member fails to maintain the qualifications of membership under Sections 80 and 81 above;
- (c) When a member fails to pay his/her membership fees within 30 days of the notification under Section 84 above;
- (d) When a member's membership is terminated in accordance with Section 85 above; or
- (e) The Association is liquidated or dissolved.

Any member who withdraws, resigns or whose membership is terminated under this By-Law shall cease to be a member of the Association, and shall forfeit all right or claim in or to its property or funds, and shall cease to be entitled to use any facility of the Association, or obtain any benefit accruing to a member of the Association.

APPLICATION OF MONEYS

87. Subject to the provisions contained in the Declaration of Incorporation of the Association, all moneys of the Association shall be applied to such purposes and in such manner as the Board may deem necessary for managing the affairs of the Association.

SEAL

88. The Association shall have a seal upon which shall be stamped with words and figures, "The County of Carleton Law Association/Association du Barreau du Comté de Carleton, 1888."

BORROWING POWERS

89. The Board may from time to time:

- (a) borrow money upon the credit of the Association;
- (b) issue, reissue, sell or pledge debt obligations of the Association; and
- (c) mortgage, hypothecate, pledge or otherwise create security interest in all or any property of the Association owned or subsequently acquired, to secure any debt obligations of the Association.

INDEMNIFICATION

90. Every Trustee of the Association who has acted honestly shall be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever that the Trustee sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Trustee in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Trustee in

relation to the execution of the duties of the Trustee, including any duties as an Officer of the Association; and

(b) all other costs, charges and expenses that are sustained or incurred by the Trustee in relation to the affairs of the Association, except any costs, charges or expenses as are occasioned by the wilful neglect, default or lack of authority of the Trustee.

ALTERATION OF BY-LAWS

91. No By-Law shall be made, altered or repealed at any meeting of the Association unless notice of such intended changes be provided to members in accordance with the Act and the notice provisions provided for herein, and such changes are approved by a special resolution at the meeting of members.

POSTING OF BY-LAWS

92. The By-Laws and any rules and regulations concerning the management of the Library and of the Barristers' Lounge shall be available on the Association's website for viewing by the membership.

ERROR OR OMISSION IN GIVING NOTICE

93. No error or omission in giving notice of any Board meeting or any Members meeting shall invalidate the meeting or void any proceeding taken at the meeting.

EXECUTION OF CONTRACTS

94. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by officers appointed by the Trustees, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Trustees shall have power from time to time by resolution to appoint officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Executive Director may sign any documents that are solely operational in nature or documents for which signing authority has been specifically delegated to the Executive Director as per approved Financial Policies, and the signed documents shall be binding on the Association.

RULES AND REGULATIONS

95. The board may prescribe such rules and regulations not inconsistent with these by-laws or the Act relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INVALIDITY

96. 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.

DISPUTE RESOLUTION

97. In the event that a dispute or controversy among members, trustees, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, trustees, officers, committee members, employees or volunteers 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 may, if agreed upon by the parties to the dispute, be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board) 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.

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.