

By-laws

By-Law no. 1

A by-law relating generally to the conduct of the affairs of

The Canadian Geophysical Union / Union Géophysique Canadienne

(the “Corporation”)

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Be it enacted as a Bylaw of the Union as follows:

SECTION 1.0: GENERAL

1.01 Definitions: In this Bylaw and all other Bylaws of the Union, unless the context otherwise requires:

1. “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;
2. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

3. “Board” means the board of directors of the Corporation and “director” means a member of the board;
4. “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
5. “Meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
6. “Union” means the corporation without share capital incorporated under the Act dated and named Canadian Geophysical Union – Union Géophysique Canadienne;
7. “Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
8. “Proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
9. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
10. “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.

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 Execution of Documents: Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End: The financial year end of the Corporation shall be determined by the board of directors.

1.05 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.

1.06 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.

SECTION TWO: MEMBERSHIP

2.01 Membership Conditions:

1. Classes of Membership: Subject to the articles there shall be five classes of membership in the Corporation, namely:
 - a. Full members;
 - b. Associate members;
 - c. Student members;
 - d. Corporate members; and
 - e. Contributing members.
2. Qualification:
 - a. Geophysical Scientists, and students of the Geophysical Sciences, who subscribe to the objectives of the Union are eligible to join as full and student members respectively;
 - b. Members of other specified societies or associations may join the Union as associate members. The identification of such other specified societies or associations and the terms under which associate membership of the Union may be extended to members of other specified societies shall be determined by the Bylaws of the Union, properly ratified by the membership;
 - c. Corporations operating in the field of the Geophysical Sciences and wishing to promote or advance the objects of the Union may join the Union as Corporate members. The eligibility of such Corporations and the terms under which such Corporations may obtain a Corporate membership in the Union shall be determined by the Bylaws of the Union, properly ratified by the membership;
 - d. Any person who is otherwise eligible for membership in the Union as a full, associate, student or corporate member, and who, in any year, wishes to make a capital contribution to the Union in an amount prescribed by the Board of Directors in addition to the annual fee set by the Board of Directors for his or her membership class, may join the Union in such years as a contributing member;
 - e. All five categories of members will be accorded equal privileges within the Union.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

1. Eligibility for Associate Membership: In addition to those members of such other specified societies or associations as may be accorded associate membership privileges

by further Bylaw, members of the following specified societies or associations who subscribe to the objectives of the Union are eligible to join the Union as associate members, upon payment of the prescribed fee for an associate membership:

- a. Members of the Geological Association of Canada;
- b. Members of the Canadian Association of Physicists;
- c. Members of the Canadian Institute of Geomatics;
- d. Members of the Canadian Meteorological and Oceanographic Society;
- e. Members of the American Geophysical Union;
- f. Members of the European Geosciences Union;
- g. Members of the Société Québécoise de Géophysique, and
- h. Members of the Canadian Geomorphology Research Group.

SECTION THREE: MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership dues: Each member shall pay the annual fees for his or her class of membership as may be determined by the Board of Directors. Such fees shall be in addition to any fees or dues payable by associate members to any other society or association with which membership privileges are arranged. The Board of Directors may, by Resolution, enter into agreements with such other societies or associations to collect the annual dues of the associate members and to notify the Treasurer of the Union of the payment of same. Such fees shall also be in addition to any annual capital contribution prescribed by the Board for contributing members. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation. Suspension for Arrears: A member who is in arrears in the payment of his or her annual dues shall not be entitled to vote at any meeting of the members. Any privileges of membership, including the privilege of receiving any publications of the Union, may be suspended by the Board of directors in respect of any member who is in arrears in the payment of annual dues. Membership may be terminated by the Board of Directors for failure of a member to pay the annual fee within six months of the date when such fee became due. The Board may prescribe the amount of an annual capital contribution which may be made by any member in any year, in addition to such member's annual fees for his or her class of membership, the payment of which would entitle the member to membership as a contributing member for such year.

3.02 Termination of Membership: A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
3. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

4. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

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

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:

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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, 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 president, 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 president, the president, 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 FOUR: MEETINGS OF MEMBERS

4.01 Annual Meeting: The annual meeting of the members shall be held at such time and on such day in each year as the Board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and for the transaction of such other matters as may properly be brought before the meeting.

4.02 Special Meetings: The Board, the President, or any two (2) Directors, shall have the power to call a special meeting of members at any time. The Board shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

4.03 Place of Meetings: Meetings of members shall be held at the head office of the Union or elsewhere in the municipality in which the head office is situate or, pursuant to section 7.05 or if the Board shall so determine, at some other place in Canada. The members may resolve that a

particular meeting of members be held outside Canada, provided that every meeting of members at which Directors are elected shall be held within Canada.

4.04 Notice of Meetings: Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided, not less than sixty (60) days before the day on which the meeting is to be held in the case of an annual meeting, and not less than thirty (30) days before the day on which the meeting is to be held in the case of a special meeting. Notice shall be given to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the matters to be considered at the special meeting and shall 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 he or she has the right to vote by proxy. The auditors of the Union are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive. Pursuant to subsection 197(1) (Fundamental Changes) 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.

4.05 Meetings without Notice: A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which the Union at a meeting of members may transact.

4.06 Chair, Secretary and Scrutineers: The President or, in the President's absence, the Vice-President shall be Chair of any meeting of members; if no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote thereat shall choose one of their number to be Chair. If the Secretary of the Union is absent, the Chair shall appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a Resolution or by the chair with the consent of the meeting.

4.07 Persons Entitled to be Present: The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Union and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

4.08 Quorum: A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% 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.

4.09 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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the

results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Absentee Voting by Mail Ballot: Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. 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 Changes) 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.

SECTION FIVE: DIRECTORS

5.01 Number of Directors and Quorum: The affairs of the Union shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of Directors shall be five (5) of whom two (2) shall constitute a quorum. In the management of the affairs of the Union, the Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Union, which are not by the Bylaws of the Union or under the Act expressly directed or required to be done by the Union at general meetings of the members. The Board may appoint up to three (3) additional members on a temporary or more permanent basis.

5.02 Qualification: No person shall be qualified as a Director unless he or she is a member and is eighteen (18) or more years of age; provided that if a person who is not a member is elected a Director, such person may so qualify by becoming a member within ten (10) days after the date of his or her election.

5.03 Applicants for Incorporation: The Applicants for incorporation shall become the first Directors of the Union, whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of members, a Board of Directors shall be elected to replace the first Directors named in the Letters Patent of the Union.

5.04 Election and Term: The Board of Directors shall be elected biennially at the annual meeting of members, to hold office for a period of two (2) years. The President and Vice President shall serve for a two (2) year period and may not be elected for two (2) consecutive terms. Normally the Vice President shall immediately succeed the President. The Treasurer and Secretary may be re-elected for consecutive terms. The Past President shall serve for a two (2) year term. The election may be by a show of hands, or by ballot if demanded by any member or if directed by the Board by Resolution.

5.05 The Regular Ticket: At least sixty (60) days prior to the annual meeting of members, the Board shall prepare and mail to the members a list of nominations for the Office of Director, which list shall comprise the regular ticket of candidates for the Office of Director.

5.06 Special Ticket: Any ten (10) members may nominate a ticket, which shall be called a Special Ticket, for one (1) or more candidates for the Office of Director, by mailing their ticket to the Secretary of the Union. All Special Tickets reaching the Secretary at least forty (40) days prior to the annual meeting of members, together with the names of the members nominating each Special ticket, shall be mailed to the members at least thirty (30) days prior to the annual meeting.

5.07 Teller Committee: In the event of an election of directors conducted by ballot, the Directors may appoint a Teller Committee to count the ballots and announce the results at the annual meeting.

5.08 Vacation of Office: The Office of a Director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or her or if he or she makes an assignment under the Bankruptcy Act and Insolvency; (b) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs; (c) upon his or her on death; or (d) if by notice in writing to the Secretary of the Union, he or she resigns from Office.

5.09 Removal of Directors: The members may, by Resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, remove any Director before the expiration of his or her term of Office and may, by majority vote, elect any person in his or her stead for the remainder of the term.

5.10 Vacancies: In the event that the President is unable to complete his/her term in office he/she will be automatically replaced by the Vice President. Any other vacancy on the Board may be filled for the remainder of the Director's term of Office by the Board if the remaining Directors constitute a quorum. In the event that there is not a quorum of the Board then replacements may be voted by the members at a special meeting of members called for the purpose.

SECTION SIX: MEETINGS OF DIRECTORS

6.01 Calling of Meetings: Meetings of the Board shall be held from time to time at the call of the Board or the President or any two (2) Directors.

6.02 Notice of Meetings: Notice of the time and place of every meeting so called shall be given to each Director not less than forth-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, except in the case of notice by mail, in which case a minimum of fourteen (14) days notice shall be provided, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice or otherwise signify their consent to such meeting being held. 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.

6.03 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.

6.04 Place of Meeting: Meetings of the Board shall be held at the head office of the Union or elsewhere in Canada or, if the Board so determines and all absent Directors consent, at some place outside Canada or by teleconference.

6.05 First Meeting of New Board: Provided a quorum of Directors be present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

6.06 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.

6.07 Chair of the Meeting: The President or, in the President's absence, the Vice-President, shall be Chair of any meeting of Directors; and, if no such Officer be present, the members who are present and entitled to vote at the meeting shall choose one (1) of their number to be Chair.

6.08 Votes to Govern: At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.09 Declaration of Interest: It shall be the duty of every Director of the Union who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Union, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

SECTION SEVEN: OFFICERS

7.01 Officers: The Union shall have as Officers a President, a Vice-President, a Secretary a Treasurer and a Past President who shall constitute the Board of directors. In addition, the Union shall have other Officers as the Board of Directors may determine from time to time. The same person may hold both the Office of Secretary and the Office of Treasurer, in which case he or she shall be known as the Secretary-Treasurer. The Union may appoint an Executive Director and determine his or her duties, terms of office and remuneration; the Executive Director will be

an Independent Contractor providing services, and not an employee of CGU. **7.02 Election of Officers:** Officers of the Union shall be elected at the first meeting of the Board after each election of Directors. In default of such election, the then incumbents shall hold office until their respective successors are elected. A Resolution of the Board of Directors shall be necessary for the election or appointment of the said Officers. The Board may appoint and remove such Officers and Agents and employees as it shall deem necessary, who shall have such authority and shall perform such functions or duties and receive such remuneration as from time to time shall be prescribed by the Board.

7.03 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:

1. Chair of the Board – The chair of the board shall be the President of the Union. 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.
2. Vice-Chair of the Board – The vice-chair of the board shall be the Vice-President of the Union. 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.
3. President – The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
4. Vice-President – During the absence or inability of the President, his or her duties shall be performed and his or her powers shall be exercised by the Vice-President. If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe.
5. Secretary – The Secretary shall give, or cause to be given, all notices required to be given to members, Directors and auditors including notices of all meetings, and in the case of any special meeting of the members, shall include in each notice a statement of the business to be transacted at the meeting. The Secretary shall attend all meetings of the Directors and of the members and shall enter or cause to be entered in books kept for the purpose, minutes of all proceedings at such meetings. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Union, except such as relate to the function of the Treasurer and except such as have been entrusted by the Board to some other officer or agent. The Secretary shall, under the direction of the Board, have charge of the editing, printing and distribution of all publications and other printing published by the Union or ordered by the Board. The Secretary shall keep a complete list of the names and addresses of the members and shall

perform such other duties as may from time to time be prescribed by the Board or the President.

6. Treasurer – The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the funds of the Union and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Union; the Treasurer shall render to the Board whenever required an account of all of his or her transactions as Treasurer and of the financial position of the Union. The Treasurer, under the direction of the Board, shall have signing authority on behalf of the Union for banking purposes. The Treasurer shall deposit all funds in the name of the Union in a bank or trust company designated by the Board, and shall deposit such securities and other investments in the custody of a bank or trust company designated by the Board. The Treasurer shall keep records of all of his or her receipts and disbursements of funds and other financial transactions, and of the funds, securities and to her investments of the Union in his or her custody, and upon the direction of the Board, shall exhibit his or her records, accounts and vouchers relating to the funds, securities and other investments of the Union in his or her custody. The Treasurer shall submit an annual report to the Board of all his or her receipts and disbursements of funds and other financial transactions on behalf of the Union during the preceding fiscal year, and of the funds, securities and other investments of the Union in his or her custody at the close of the fiscal year. The Treasurer shall perform such other duties as the Board of the President may prescribe.
7. Past President – The past President shall be responsible for the continuity of certain projects or operations, as prescribed by the Board.

7.04 No Remuneration: The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Directors may be paid their traveling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members. No confirmation by the members of any such payment shall be required.

7.05 Committees: The Board may from time to time appoint such Committee or Committees, including an Executive Committee, or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own rules of procedure, subject to this By-law and such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. Committee members shall receive no remuneration for serving as such, but may be paid their reasonable expenses, authorized by the Board, incurred in the exercise of their duty. Meetings of the Committee shall be held at any time and place to be determined by the members of such Committee, provided that in the case of an Executive Committee, notice of such meetings shall be given to each member in the same manner as set out in this By-law for meetings of the Board, and the provisions of this By-law for meetings of the Board, and the provisions of this By-law as to quorum for a meeting of the Board shall apply to a meeting of an Executive Committee.

7.06 Duties of Other Officers: The duties of all other Officers of the Union shall be such as the terms of their engagement call for or as the Board or the President may prescribe. Any of the

powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs. From time to time the Board may vary, add to or limit the powers and duties of any Officer.

7.07 Agents and Attorneys: The Board shall have power from time to time to appoint agents or attorneys for the Union in or out of Canada with such powers of management or otherwise (including the power to appoint as may be thought fit).

7.08 Fidelity Bonds: The Board may require such Officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

7.09 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. **7.10 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:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. 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 EIGHT: NOTICES

8.01 Method of Giving Notices: 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 of directors, 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:

1. 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
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

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

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

SECTION NINE: DISPUTE RESOLUTION

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

9.02 Dispute Resolution Mechanism: In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, 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:

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

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.
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.

SECTION TEN: EFFECTIVE DATE

10.01 Effective Date : Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board. CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 27th day of May, 2013 and confirmed by the members of the Corporation by special resolution on the 27th day of May, 2013. Dated as of the **27th day of May 2013**.