

BY-LAW NO. 2

being the General By-law of

ASSOCIATION OF FAMILY AND CONCILIATION COURTS (AFCC), ONTARIO CHAPTER

(hereinafter referred to as the “Corporation”)

WHEREAS the Corporation is a chapter of the parent organization, Association of Family and Conciliation Courts (hereinafter referred to as ‘AFCC’), an interdisciplinary, international association of professionals;

AND WHEREAS the Corporation subscribes to the mission of AFCC, which is as follows:

AFCC is an interdisciplinary, international association of professionals dedicated to improving the lives of children and families through the resolution of family conflict. AFCC promotes a collaborative approach to serving the needs of children among those who work in and with family law systems, encouraging education, research and innovation and identifying best practices.

AND WHEREAS it is considered expedient to enact a new General By-Law relating generally to the conduct of the affairs of the Corporation;

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

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SECTION 1 - GENERAL

1.01 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) “AFCC” means the parent organization, Association of Family and Conciliation Courts;
- (c) “Board” means the board of directors of the Corporation and “director” means a member of the Board;
- (d) “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “Letters Patent” means the Letters Patent and any Supplementary Letters Patent of the Corporation;
- (f) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-law of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
- (g) “Special Resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-law of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; words in one gender shall include all genders; and the word “person” shall include corporations, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

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

1.03 Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation, or his designate, shall be the custodian of the corporate seal.

1.04 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation must be signed by any two (2) of its officers or directors subject to the following: the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.05 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

1.06 Financial Year

The financial year of the Corporation shall terminate on June 30 in each year or on such other date as the directors may from time to time by resolution determine.

1.07 Head Office

The head office of the Corporation shall be located at 29 Centre Street West, Richmond Hill, in the Province of Ontario, subject to change by Special Resolution.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

There shall be one (1) class of membership in the Corporation. Membership in the Corporation shall be available to those persons who are:

- a) A member in good standing of AFCC;
- b) Interested in furthering the objects of the Corporation as contained in the Letters Patent and whose application for admission as a member has received the approval of the Board.

The Board may also pass membership policies, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Corporation of their admission as a member.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Membership Dues

Fees payable by members shall, from time to time, be fixed by the Board. Members shall be notified in writing of the membership dues payable by them, if any. If membership dues are not paid by the members within the stipulated deadline, the members in default shall thereupon automatically cease to be members of the Corporation.

2.03 Termination of Membership

The membership of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death of the member;
- (b) if the member's term of membership of the Corporation, if any, expires;
- (c) when the member ceases to be a member of the Corporation by written resignation delivered to the Secretary of the Corporation;
- (d) when the member ceases to be a member of AFCC;
- (e) the member is removed from membership in accordance with section 2.04 hereof; or
- (f) as otherwise provided in this By-law.

2.04 Removal from Membership

The Board shall have authority to remove any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Letters Patent, By-law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) 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 removed from membership in the Corporation, the President of the Corporation, or such other officer as may be designated by the Board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the Board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the Board, the Board may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the Board shall 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 submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 – MEETINGS OF MEMBERS

3.01 Time and Place of Annual Meeting

The annual meeting of the members shall be held on such day in each year and at such time and place as the Board may by resolution determine provided that the annual meeting must be held not more than fifteen (15) months after the holding of the previous annual meeting but no later than six (6) months after the end of the Corporation's preceding financial year. On proper notice, the members may consider and transact any business either special or general at any meeting of the members.

3.02 Annual Meetings

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

3.03 Special General Meetings

Other meetings of the members may be convened by order of the President or the Treasurer or by the Board at any date and time and such meetings shall be held at a place as determined by the Board. The Board shall call a special general meeting of members on written requisition of not less than 10% of the members.

3.04 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 and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act or the By-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

3.05 Notice of Members' Meeting

Subject to section 133(2) of the Act, ten (10) days' written notice shall be given in the manner specified in section 9.01 hereof to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a voting member to form a reasoned judgment on the decision to be taken.

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

No error or omission in giving notice of any annual or special general meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

3.06 Quorum

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be the greater of: (i) 5% of the members entitled to vote at the meeting, present in person or represented by proxy, provided that at least

ten (10) members must be present in person, or (ii) ten (10) members entitled to vote at the meeting, present in person. 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.

If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 9.01 hereof with regard to notice shall apply to such adjournment.

3.07 Chairperson of the Meeting

The chairperson of any meeting of members shall be the President of the Board or, in his/her absence, the President-Elect or Vice-President. In the event that the President is absent and there is no President-Elect or Vice-President present, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting.

3.08 Adjournment

The chairperson of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.09 Voting of Members

Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this By-law. The chairperson of the meeting shall not exercise a vote except in the case of an equality of votes.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all membership fees, if any, then payable by the member.

At any meeting unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once,

later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.10 Proxies

Votes at meetings of the members may be given either personally or by a general or limited proxy. Upon a poll, every member who is entitled to vote at the meeting and who is present in person shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing.

A person appointed by proxy need not be a member.

A member who appoints another member as his proxy may do so either by way of a limited proxy or a general proxy. A limited proxy may restrict the kinds of matters on which the proxyholder may vote on behalf of the member, contain a time limit regarding the time during which the proxy shall be effective or contain any other restriction that the member considers to be desirable.

A general proxy may be in the following form:

The undersigned member of _____ hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said corporation to be held on the _____ day of _____ 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20____.

Signature of Member

A limited proxy may be in the following form:

The undersigned member of _____ hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said corporation to be held on the _____ day of _____ 20____, and at any adjournment or adjournments thereof to vote only in respect of the following matters:

in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20 ____.

Signature of Member

The directors may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent in writing, or by fax transmission or by another form of electronic transmission where there is a record that the proxy has been sent, (“Written or Electronic Proxy”) before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such rules shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any rules made as aforesaid, in the chairperson’s discretion accept the Written or Electronic Proxy as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such Written or Electronic Proxy accepted by the chairperson of the meeting shall be valid and shall be counted.

3.11 Resolutions in Lieu of Meeting

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, or committees of members, is as valid as if it had been passed at a meeting of members or committees of members.

SECTION 4 - BOARD OF DIRECTORS

4.01 Duties and Number

The affairs of the Corporation shall be managed by the Board. The Board shall consist of a fixed number of directors which shall not be less than seven (7) directors and not more than fifteen (15) directors. The number of directors within the stipulated minimum and maximum number shall be determined from time to time by Special Resolution.

4.02 Qualifications

Every director shall be eighteen (18) or more years of age and shall be a member in good standing of the Corporation and a member in good standing of AFCC, or shall be a

member in good standing of AFCC and shall become a member of the Corporation within ten (10) days after election as a director. No undischarged bankrupt shall become a director.

4.03 Election and Term

Unless otherwise provided in the Act or the By-law, directors shall be elected by the members at an annual meeting of members. The directors of the Corporation shall be elected and shall retire in rotation. The directors shall be elected to hold office for a term expiring not later than the close of the third (3rd) annual meeting of members following their election (hereinafter referred to as a “three-year term”). Notwithstanding the aforesaid, it may be necessary that some directors be elected for one (1) or two (2) year terms in order to maintain a balance of expiring terms on the Board. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.04 Re-election

A director shall be eligible to serve a maximum of two (2) consecutive three-year terms, and thereafter is not eligible for re-election to the Board until a period of eleven (11) months has elapsed since last service on the Board; provided that the aforesaid restriction does not apply to the individuals holding the offices of President, President-Elect and Immediate Past-President to the extent that it would prevent such individuals from moving through the cycle of serving as President-Elect, then as President and then as Immediate Past President. Upon retiring from the office of Immediate Past-President, such an individual is not eligible for re-election to the Board until a period of eleven (11) months has elapsed since last service on the Board.

The partial term served when an individual is appointed or elected to fill a vacancy on the Board, does not count toward the term limits.

4.05 Vacancies

The office of a director shall automatically be vacated:

- (a) if the director does not within ten (10) days after election or appointment as a director become a member of the Corporation;
- (b) if the director ceases to be a member of the Corporation;
- (c) if the director ceases to be a member of AFCC;
- (d) if the director becomes bankrupt;
- (e) if the director is found to be incapable of managing property;
- (f) if the director misses three (3) consecutive meetings of the Board, unless the Board determines by resolution otherwise;
- (g) if the director delivers a written notice of resignation to the Corporation;
- (h) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting

- removing the director before the expiration of the director's term of office;
 or
 (i) if the director dies.

4.06 Filling Vacancies

A vacancy occurring in the Board shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with section 4.04(f) above, it may be filled upon the vote of a majority of the members, failing which it may be filled by the directors then in office (so long as there is a quorum), and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the Board may be filled by the directors then in office (so long as there is a quorum) for a term continuing only until the next annual meeting of members, provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled by the members at the same meeting at which the increase in the number of directors was authorized, or if the members fail to fill the vacancy, it may be filled by the directors then in office (so long as there is a quorum).

4.07 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Place of Meeting

Meetings of the Board may be held either at the head office or at any place within Canada.

5.02 Notice

A meeting of directors may be convened by the President of the Board or the Treasurer or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two (2) directors, shall convene a meeting of directors. Notice of any such meeting shall be served in the manner specified in section 9.01 hereof not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place, if delivered or sent other than by mail, and not less than five (5) days before the meeting is to take place, if sent by mail; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the Board following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

5.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

5.04 Adjournment

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.05 Quorum

A majority of directors in office, from time to time, shall constitute a quorum for meetings of the Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

5.06 Voting

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. The chairperson of the meeting shall not exercise a vote except in the case of an equality of votes.

5.07 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 by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.08 Electronic Participation

If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

5.09 Resolution in Lieu of Meeting

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

SECTION 6 - COMMITTEES

6.01 Committees

The Board may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may by majority vote wind up any committee.

6.02 Nominating Committee

Prior to each annual meeting, the Board shall appoint a Nominating Committee to present to the annual meeting of members a slate of candidates for election as directors. The Nominating Committee shall be chaired by the Immediate Past-President of the

Corporation and the committee shall consist of two additional members to be appointed by the President of the Corporation. At least one (1) committee member shall be a director. In the event the Past-President is unwilling or unable to serve or to continue serving as chair of the committee, the President shall appoint a chair.

In selecting candidates for the Board, the Nominating Committee shall have regard to the skills and selection criteria as established by the Board. The list of proposed candidates for the office of director shall be submitted to the Board for approval prior to the annual meeting of members.

The Nominating Committee shall prepare a list of proposed candidates for the officer positions and shall make recommendations to the Board. The Board shall elect officers in accordance with section 7.01.

6.03 Finance Committee

The Board shall appoint a Finance Committee to oversee and monitor the fiscal operations of the Corporation. The Finance Committee shall be chaired by the Treasurer of the Corporation and the committee shall consist of additional members to be appointed by the President. In the event the Treasurer is unwilling or unable to serve or to continue serving as chair of the committee, the President shall appoint a chair.

6.04 Executive Committee

The Board shall appoint an Executive Committee to oversee and monitor the operations of the Corporation. The Executive Committee shall be chaired by the President of the Corporation and the committee shall consist of the Past President, the President-Elect, the Vice-President, the Secretary and the Treasurer. In the event the President is unwilling or unable to serve or to continue serving as chair of the committee, the President-Elect shall serve as the chair of the committee.

SECTION 7 - OFFICERS

7.01 Election

The Board shall annually or more often as may be required elect a President and a Secretary from among themselves.

The Board may elect annually or more often as may be required one or more Vice-Presidents, a Treasurer, a President-Elect, and such other officers as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

An officer must be a director. Two or more offices may be held by the same person, except that the President shall not hold the office of President-Elect, Immediate Past-President and/or Vice-President.

Upon completion of a term as the President-Elect, the President-Elect shall automatically ascend to the office of President. Upon completion of a term as the President, the President shall automatically become Immediate Past-President.

7.02 Description of Offices

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

- (a) President – The President shall be a director. The President shall, when present, preside at all meetings of the Board and of the members. 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. The President shall conform to all lawful orders given by the Board of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The President shall have such other duties and powers as the Board may specify.
- (b) President-Elect – The President-Elect, if one is to be elected, shall be a director. If the President is absent or is unable or refused to act, the President-Elect, if any, shall, when present, assume the duties and responsibilities of the President.
- (c) Vice-President – The Vice-President, if one is to be elected, shall be a director. The Vice-President shall assist the President in all areas of the administration of the Corporation. If the President, or the President-Elect, as the case may be, is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the members and assume the duties and responsibilities of the President. The Vice-President shall have such other duties and powers as the Board may specify.
- (d) Treasurer – The Treasurer, if one is to be elected, or his designate, shall be a director. The Treasurer shall be responsible for the care and custody of the funds and securities of the Corporation and shall ensure the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in books belonging to the Corporation. He, or his designate, shall be responsible for the deposit of 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, with such registered dealer in securities as may be designated by the Board. The Treasurer shall have such other duties and powers as the Board may specify.

- (e) Secretary – The Secretary shall be a director. The Secretary, or his designate, shall attend all meetings of the Board, the members and committees of the Board and act as clerk thereof, record all votes and minutes thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary or a designate shall give or cause to be given notice of all meetings of the members and of the Board. The Secretary, or such other officer or employee as designated by the Secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.
- (f) Immediate Past-President – The Immediate Past-President shall be a director. The Immediate Past-President shall Chair the Nominating Committee and report any recommendations thereof to the Board and to the members of the Corporation.

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 the 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. In the event that any of the officers above are not elected, to the extent that such officers have any responsibilities pursuant to any other provisions of this By-law, the Board may assign those responsibilities to another officer or employee of the Corporation.

7.03 Vacancy in Office

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

- (a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the officer's successor being elected;
- (c) that officer ceasing to be a director;
- (d) the officer's death.

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

SECTION 8 - PROTECTION AND INDEMNITY

8.01 For the Protection of Directors and Officers

Except as otherwise provided in the Act or any other legislation or law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

8.02 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 8.03 herein, or purchasing insurance provided in section 8.04 herein, the Board shall consider:

- (a) the degree of risk to which the director or officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

8.03 Director and Officer Indemnity

Every director and officer of the Corporation and his heirs, executors, administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director or officer, for or in respect of any act, deed, matter or thing

whatsoever, made, done or permitted by the director or officer, in or about the execution of the duties of his office; and

- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

It is specifically provided that a director or officer who is seeking to be indemnified must provide prompt notice to the Corporation regarding the existence of a claim or other potential liability as well as full disclosure regarding the events giving rise to the claim and if a legal action is involved, such director or officer must give the Corporation the opportunity to participate in the defence.

8.04 Insurance

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its directors, officers or other persons acting on behalf of the Corporation as the Board may from time to time determine.

SECTION 9 - NOTICES

9.01 Service

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-law to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or fax or electronic mail to any such member or director at his latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

9.02 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the Act, the By-law or Letters Patent, the day of service or posting of the

notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.04 Proof of Service

With respect to every notice or other document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 9.01 hereof and deposited into a Post Office or into a mail box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

SECTION 10 - AUDITORS

10.01 Auditors

Subject to the exemption contained in section 96.1 of the Act, the members shall at each annual meeting appoint an auditor to hold office until the next annual meeting, provided that if an appointment is not so made, the auditor in office shall continue until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

SECTION 11 - DISPUTE RESOLUTION

11.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Letters Patent or By-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. 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; and

- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 12 - AMENDMENT OF BY-LAW

12.01 By-law

Any proposed amendment or repeal of any by-law or any proposed new by-law that regulates the activities or affairs of the Corporation must receive pre-approval from AFCC. Subject to the aforesaid, the Board may not enact, amend or repeal any by-law that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members. The by-law, amendment or repeal is only effective on the confirmation by a majority (unless a greater number of votes is required under the Act for the specific by-law) of the votes cast at an annual meeting of members or a special general meeting of members and in the form in which it was confirmed.

SECTION 13 - REPEAL

13.01 Repeal

Upon ratification by the members of the Corporation of this By-law No.2, By-Law No. 2009 – 1 is hereby repealed.

WITNESS the seal of the Corporation.

ENACTED by the Board of Directors on the _____ day of _____, 20__ .

Andrea Himel - President

Linda Esther Feldman - Secretary

CONFIRMED by the members entitled to vote thereon on the _____ day of _____, 20__ .

Andrea Himel - President

Linda Esther Feldman - Secretary