



National Network for Mental Health
Réseau national pour la santé mentale

By-Laws

By -Law No. 1

Presented to the Membership
November 26, 2015

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

National Network for Mental Health
Réseau national pour la santé mentale
(NNMH-RNSM)

Definitions – Interpretation - Corporate Seal

1. Definitions

- i. "**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;
- ii. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- iii. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
- iv. "**by-law**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- v. The term "**contracts, documents or instruments in writing**" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.
- vi. "**member**" is a self-identified consumer/survivor who supports the articles of the corporation;
- vii. "**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;
- viii. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- ix. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- x. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- xi. "**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

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

3. Corporate Seal

The Seal, an impression whereof is stamped in the margin hereof, shall be the Seal of The Corporation. The custody of the Corporate Seal shall be at the Head Office of the Corporation.

Execution of Documents- Banking Arrangements- Financial Year End

4. 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 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.

5. 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.

6. Financial Year End

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be April 01 to March 31 of the following year.

Borrowing Powers - Annual Financial Statement- Appointment of the Auditor

7. Borrowing Powers

- i. The directors of the Corporation may, without authorization of the members,
 - a. borrow money on the credit of the corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
and
 - c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- ii. Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.
- iii. Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

8. Annual Financial Statement

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.

9. Appointment of the Auditor

The external accounting firm appointed to conduct the annual independent audit in accordance with generally accepted accounting principles at each Annual General Meeting shall hold office until the next annual general meeting. At that time, he/she may be re-appointed by the Board, or a new external accounting firm shall be chosen. Should the external accounting firm resign before the next annual meeting, the Board may choose a replacement external accounting firm. The Board of Directors shall set the remuneration of the external accounting firm.

Membership Matters Requiring Special Resolution

10. Condition of Membership

Membership in the Corporation shall be limited to those parties who support the Articles of Incorporation and shall consist of those parties whose application for admission as a member has been processed at Head Office.

11. The Corporation has the following Classes of Membership:

- i. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
- ii. **Individual** – A mental health consumer/survivor / a person with lived personal experience with mental health issues who supports the Articles of the Corporation. One individual member has one vote per motion at any general membership meeting of the Corporation.
- iii. **Supporting Individual** – is a person without the personal experience of mental health issues or concerns, in support of the Articles of the Corporation. A supporting Individual member has no voting rights within the corporation.
- iv. **Affiliates** – Mental health consumer/survivor driven organizations that support the Articles of the Corporation and make an application to the Corporation. Affiliates do not have voting rights.
- v. **Supporting Associations, Organizations, or Agencies** – that support the Articles of the Corporation and make an application to the Corporation. Supporting Associations, Organizations, or Agencies do not have voting rights.

Notice of Members' Meeting - Members Calling a Members' Meeting

12. Notice of Members' Meeting

- i. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- ii. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- iii. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

- i. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Membership Dues -Transfer of Membership -Termination - Effects of Termination

14. Dues/Fees

Annually the dues and fees, if any, will be set by the Board of Directors for the following year.

15. Transferability of Membership

No right or privilege of any member is transferable to another person. All rights, responsibilities and privileges cease when the member dies or resigns from the Corporation.

16. Termination of Membership

- i. A membership in the Corporation is terminated when:
- ii. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- iii. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- iv. 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;
- v. Failure to Maintain Current Contact Information – It is the responsibility of Members to maintain current contact information with the Head Office of the Corporation.
- vi. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- vii. the member's term of membership expires; or
- viii. the Corporation is liquidated or dissolved under the Act.

17. Effects of Termination of Membership

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.

Abuse Policy - Discipline of Members

18. Zero Tolerance Policy for Abuse

The Corporation has a framework for inclusion and a zero tolerance policy for abuse. In serious situations brought to the attention of the staff and Board of the Corporation, the Senior Staff and/or full Board of Directors have the right and responsibility to take action to cause the removal of the member, officer or Director or staff person from the premises immediately, without hearing and without appeal, in order to ensure the safety of all parties from all levels of the organization. The individual will be subject to the disciplinary measures outlined in Discipline of Members within these bylaws.

19. 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:

- i. violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. 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.
- iv. 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.

Proposals Nominating Directors at Annual Members' Meetings – Cost of Publishing Proposals for Annual Members' Meetings

20. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than of members entitled to vote at the meeting at which the proposal is to be presented.

21. Cost of Publishing Proposals for Annual Members' Meetings

- i. Applications and/or nominations for Directors will be received in sufficient time as announced by the National Head Office of the Corporation in order to prepare ballots for the election of Directors by members.
- ii. Individuals seeking nomination as Directors must supply the following:
 - a. Paragraph of a why you seek election to the Board of Directors
 - b. A biography of your life experience about yourself or a resume
 - c. A photo (optional)
 - d. Applications may be submitted by mail, email or facsimile to the National Head Office

Place of Members' Meeting – Persons Entitled to be Present at Members' Meetings – Chair of Members' Meetings

22. Place of Members' Meeting

The Board of Directors of the Corporation shall set the time, date and location of the Annual General Meeting, Members Meeting and Meetings requiring special resolution.

23. Persons Entitled to be Present at Members' Meetings

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.

24. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Quorum at Members' Meetings – Votes to Govern at Members' Meetings – Absentee Voting Participation by Electronic Means at Members' Meetings

25. Quorum at Members' Meetings

- i. 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.
- ii. Attendance of a minimum of twelve (12) voting members at the Members' Meeting constitutes a quorum.

26. Votes to Govern at Members' Meetings

- i. At any meeting of the members questions are decided either by:
 - a. Ordinary resolution - is a resolution passed by a simple majority (i.e., 50% plus 1) of those present and eligible to vote.
 - b. Special resolution - is a resolution that is passed by a two-thirds majority of those present and eligible to vote.

27. Absentee Voting (By mailed-in or electronic ballot.)

- i. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 - ii. enables the votes to be gathered in a manner that permits their subsequent verification, and
 - iii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- iv. Consensus decision making is not permitted
- v. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

28. Electronic Participation at Meetings

- i. If the directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- ii. Meetings by teleconference or other electronic means must permit all Members/Officers/Directors/Staff/Volunteers as applicable to communicate adequately with one another.
- iii. Each Members/Officers/Directors/Staff/Volunteer must have equal access to the technology being utilized.
- iv. Consent for participation in electronic meetings is signified by: members' appearance at a members meeting, election to the Board of Directors, or dialing/logging into the electronic meeting room signifies consent for participation in such a meeting.
- v. Quorum shall be as for Members, Directors and committee meetings as applicable and established by roll call. The recording of votes will be by each member indicating verbal or electronic Aye or Nay if permitted by the electronic conferencing software.
- vi. Security is the responsibility of the electronic service provider hosting the event.
- vii. The documents needed should be received prior to the meeting or available by email or web conferencing software visible to all members.

Members' Meeting Held Entirely by Electronic Means – Number of Directors – Term of Office of Directors

29. Members' Meeting Held Entirely by Electronic

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

30. Number of Directors

A Board of Directors consisting of a minimum of 3 and a maximum of 16 each of the 10 Provinces, 3 Territories, up to 3 additional Directors. The three additional Directors will be appointed or elected by the Board from anywhere in Canada to address an area of skill or diversity lacking from the group of elected Directors.

31. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election, at which point they may serve for re a maximum of 3 consecutive, 2 year terms after which time they must sit out a minimum of 1 year prior to seeking re-election.

Calling of Meetings of Board of Directors – Notice of Meeting of Board of Directors – Regular Meetings of the Board of Directors- Emergency Meetings

32. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

33. Notice of Meeting of Board of Directors

- i. The Board generally meets monthly, however, shall meet no less than 4 times per year.
- ii. Meetings of the Board of Directors may be held at any time and place to be determined by the directors and 48 hours notice of such meeting shall be given other than by mail to each director
- iii. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or by an electronic document in accordance with Part 17 of the Act.
- iv. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. And any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- v. A resolution in writing is acceptable in extraordinary circumstances. Such resolutions will be confirmed by the Directors at the next meeting so they are properly reflected in minutes

34. Regular Meetings of the Board of Directors

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.

35. Emergency Meetings

Emergency meetings may be held under emergency circumstances at any time without formal notice. Any directors calling such meetings must have clear rationales as to the urgency of the situation. The directors calling a meeting must have shown due diligence in convening of as many directors as possible for said meeting through proper documentation.

Votes to Govern at Meetings of the Board of Directors – Committees of the Board of Directors

36. Votes to Govern at Meetings of the Board of Directors

- i. Each Director is authorized to exercise 1 vote per motion; the question is decided by a simple majority of votes (50% plus 1) except for those matters which require Special Resolution in accordance with the Act.
- ii. At any meeting of the members questions are decided either by:
 - a. Ordinary resolution – is a resolution passed by a simple majority (i.e., 50% plus 1) of those present and eligible to vote.
 - b. Special resolution - is a resolution that is passed by a two-thirds majority of those present and eligible to vote.

37. Matters Requiring Special Resolution

Condition of Membership, Classes of Membership, Notice of Members Meeting, Absentee Voting, and Transfer-ability of membership require a two-thirds majority of those present and eligible to vote according to the Act.

38. Committees of the Board of Directors

- i. The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. 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 of directors.
 - a. **Ad hoc** – From time to time the Board of Directors of the Corporation may create ad hoc committees for a set time and purpose to address a particular need within the Corporation.
 - b. **Standing** – are established by the Board through by-law amendment. Standing committees are responsible for policy creation in their assigned area of responsibility for Board ratification; executive, personnel / nomination, and finance

38.1 Executive Committee:

- i. The Executive Committee functions on behalf of the Directors in between board of directors meetings and to carry out emergency and unusual business between meetings.
 - a. Develops the agenda for regular board meetings
 - b. Reports to the Board at each meeting and as required. In years the board is small, the Executive Committee will function in place of other standing committees described in this article of the bylaws
 - d. Carry out other duties as assigned by the Board.
 - e. Any 2 Board directors may compel an executive meeting by making a written request that states the purpose for the meeting.

38.2 Finance/Fundraising Committee:

- i. The Finance Committee functions on behalf of the Directors to ensure that a detailed account of revenue and expenditures is presented to the Board. Ensures all financial documentation of the Corporation is in safekeeping and responsible to ensure safekeeping of charitable donation receipts for income tax purposes.
 - a. Chaired by the Treasurer
 - b. Governs and administers the financial policy of the Corporation
 - c. Assists with budget and audit preparation for the upcoming year.
 - d. Ensures that all documents required for the maintenance of funding are submitted as required.

38.3 Personnel / Nomination Committee

- i. Administrates and governs Personnel Policies and Procedures; Ensures that elections are carried out in a fair and efficient manner through developing appropriate election and scrutinizing policies and procedures.
 - b. Oversees the supervision, evaluation and professional development of the Executive Director
 - c. Ensures that the Board of Directors of the Corporation has a broad spectrum of expertise and reflects the diversity of the consumer/survivor community and the diversity of society as a whole.
 - d. Recruits and seeks applicant nominations of appropriate candidates from the membership throughout Canada for Board Directors and committee members.
 - e. Exercises responsibility year round to ensure the ability to fill any interim vacancies as permitted by the Act that arise at short notice.

Appointment of Officers Description of Offices – Vacancy in Office – Method of Giving Any Notice

39. Appointment of Officers

The board may designate the offices of the Corporation, elect officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be elected from the Directors at the incoming Directors Meeting following the Annual Meeting of the Members. Two or more offices may be held by the same person.

40. Description of Offices

- i. Unless otherwise specified by the board, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- ii. **Chair of the Board** – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, 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.
- iii. **Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, 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.
- iv. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- v. **Treasurer** – If appointed, the treasurer shall have such powers and duties as the board may specify. . Ensures all monies paid to the Corporation are deposited in a chartered bank, treasury, or trust company chosen by the Board. Ensures a detailed account of revenue and expenditures is presented to the Board as requested. Ensures the annual financial review of the Corporation is prepared by an external accounting firm According to generally accepted accounting principles (GAAP) and is presented to the Annual General Meeting of the Corporation. Ensures all financial documentation of the Corporation is in safekeeping and responsible to ensure safekeeping of charitable donation receipts for income tax purposes.

41. Vacancy in Office

- i. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - a. the officer's successor being appointed,
 - b. the officer's resignation,
 - c. such officer ceasing to be a director (if a necessary qualification of appointment) or
 - d. such officer's death.
- ii. 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.

42. Method of Giving Any Notice

- i. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - ii. 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
 - iii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - iv. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or if provided in the form of an electronic document in accordance with Part 17 of the Act.
 - v. 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.
 - vi. 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.

Invalidity of any Provisions of this By-law – Omissions and Errors – Mediation and Arbitration - Indemnities to Directors and Others

43. 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.

44. 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.

45. 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 the section on dispute resolution mechanism of this by-law.

46. Indemnities to Directors and Others

- i. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, or any company controlled by it and their heirs, executors and administrators, and estate and effects, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- ii. All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- iii. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Dispute Resolution Mechanism- Distributing Assets and Dissolving the Corporation

47. Dispute Resolution Mechanism

- i. 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:
 - a. the two parties will try to meet in private to resolve the dispute
 - b. if the issue is not resolved they attempt a peer mediation process whereby they agree
 - c. select a peer whose opinion they both respect to help them work through the issue
 - d. if they cannot resolve the matter they are struggling with they may bring the matter
 - e. forward in a written brief for consideration by a meeting of the executive committee
 - f. if this is not successful, the parties may bring the matter to mediation at their own expense
 - g. parties must remain respectful and hold the matter confidential or be subject to disciplinary proceedings outlined in these bylaws.

48. Distributing Assets and Dissolving the Corporation

- i. The Corporation does not pay any dividends or distribute any property among its members. Before a corporation can be dissolved, it must dispose of its property. This involves: returning property to another person if the property was originally given to the corporation on the condition that it be returned when the corporation is to be dissolved:
- ii. paying any debt or other liabilities of the corporation;
- iii. distributing any remaining property according to the statement set out in this item of the articles. Property includes fixed property, movable property and other assets such as cash, bonds and shares.
- iv. If the Corporation is dissolved, any funds or assets remaining, after paying all debts, are paid to a registered and incorporated charitable organization in accordance with the Income Tax Act. Members select this organization by Special Resolution.

By-laws - Effective Date

49. Amendments of By-laws

- i. Directors make, amend or repeal by-laws **except those by-laws requiring a special resolution of the members**. The by-law, amendment or repeal is effective until the next meeting of members confirms, amend or reject it. Majority vote of the Board of Directors apply to other by-law provisions.
- ii. A special resolution of members is needed to make, amend or repeal by-law provisions dealing with: conditions of membership, notice of meetings to members, transferability of membership, or absentee voting. A special resolution is a resolution that is passed by at least two-thirds of the votes cast at a members meeting.
- iii. Making a change to any provision contained in a corporation's articles, once a Certificate of Continuance has been issued, requires a resolution of the members that is passed by at least two thirds of the votes cast at a meeting and an application to Corporations Canada for a Certificate of Amendment and payment of the appropriate fee.

49. 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 _____ day of _____, 2015 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2015.

Dated on this, _____ day of _____, 2015.

Signature: _____