

**Canadian Country Music Association**  
**Amended General Operating By-law No. 2**  
**As of September 2019**

A by-law relating generally to the conduct of the affairs of the Canadian Country Music Association (the Corporation)

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

**Definitions**

In this by-law and all other by-laws of the Canadian Country Music Association (CCMA) (the Corporation), 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. **"AGM"** or **"annual general meeting"** or **"annual meeting of members"** means the annual meeting of members
3. **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
4. **"board"** means the Board of Directors of the Corporation and **"director"** means a member of the board;
5. **"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;
6. **"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;
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

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<b>By-Law #1</b>		<b>BUSINESS ITEMS</b>
1.01	Corporate 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 shall be the custodian of the corporate seal.
1.02	Financial Year	Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of December in each year.
1.03	Execution of Instruments	Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by a director and by the Secretary/Treasurer. In addition, the board may from time to time, direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.
1.04	Banking Arrangements	The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.
1.05	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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.
1.06	Borrowing Powers	The directors of the Corporation may, without authorization of the members, borrow money on the credit of the corporation; <ol style="list-style-type: none"> <li>1. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;</li> <li>2. give a guarantee on behalf and</li> <li>3. 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.</li> </ol>
1.07	Annual Financial Statements	The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.
<b>By-Law #2</b>		<b>DIRECTORS</b>
	Number of Directors and Quorum	<p>The affairs of the Corporation shall be managed by its board. The total number of directors at one time shall be a maximum of eighteen (18) and a minimum of ten (10).</p> <p>The board consists of eight (8) elected directors who have been nominated in accordance with by-</p>

		<p>laws 7.13 and 7.14. The board also consists of between two (2) and ten (10) appointed directors.</p> <p>A two-thirds majority of the directors at a properly called meeting of the board shall constitute a quorum for the purpose of transacting business of the Corporation.</p> <p>All directors must be a minimum eighteen (18) years of age, individuals, and have the capacity under law to contract.</p>
2.02	Election to the Office of Director	<p>Elected directors shall be elected at the annual meeting of members to serve a three-year term from those members who have been nominated in accordance with nomination regulations in place. Each nominee will be elected if they receive a plurality of the votes of the membership received through the online member voting process.</p> <p>The online voting shall commence at the Board's discretion no less than 30 days prior to the annual meeting and shall end 7 days prior to the annual meeting.</p> <p>No proxy vote will be allowed, while lobbying for votes is accepted, the vote is restricted to member online ID and must be submitted by that individual.</p> <p>Elections will be held each year at the annual meeting of members. Commencing in 2011, three (3) directors will be elected; in 2012, three (3) directors will be elected; and in 2013, two (2) directors will be elected. This three-year cycle of electing three directors in Year 1, then three directors in Year 2, and then two directors in Year 3, will carry on after 2013.</p> <p>Elected directors are limited to serve no more than two (2) consecutive terms (six years) of office and thereafter shall stand down for at least one year before seeking re-election.</p>
2.03	Voting for Directors	The nominated members receiving the greatest number of votes in the election of directors shall be declared elected. In the event that an equality of votes has occurred, the chairman of the meeting shall be entitled to a second or casting vote.
2.04	Appointed Directors	Between two (2) and ten (10) appointed directors shall be appointed by the elected directors at a properly constituted board meeting. Appointed directors must be reappointed each year. There are no limitations on the number of re-appointments for appointed directors.
2.05	Vacation of Office	<p>The office of an elected or appointed director shall be vacated upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>1. if a receiving order is made against them or if they make an assignment under the Bankruptcy Act; or</li> <li>2. if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs; or</li> <li>3. on death; or</li> <li>4. if by notice in writing to the Secretary/Treasurer of the board that they resign from office.</li> </ol>
2.06	Past Chair	The Past Chair position is for a one year maximum term and the only candidate to be eligible will be

		the current out-going Chair. This position will automatically be considered one of the seven appointed director positions unless the candidate was previously elected and still had a minimum one year remaining on his/her three year term. Otherwise this position will be treated the same as all other directors and officers.
2.07	Removal of Directors	<p>The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for the purpose, remove any director before the expiration of their term of office and may, by majority vote, elect any person for the remainder of the term.</p> <p>Any director who misses two (2) board meetings in any twelve (12) months period, without good cause as determined by the board, shall be subject to immediate dismissal from the board.</p> <p>Any director who fails to maintain their membership in good standing, shall be notified they have thirty (30) days to make payment and, if at the end of thirty (30) days, the membership is still not paid, they would be subject to dismissal from the board.</p> <p>The board may suspend or cancel the membership and/or terminate the directorship of a current director for any cause which the board may deem reasonable by the way of an objective standard, upon the approval vote of two-thirds of the directors at a duly constituted meeting of the board.</p>
2.08	Vacancies of Directors	<p>Vacancies occurring from time to time on the board (i.e. should a director resign, be unable to complete their term of office, or be removed) will be filled by appointment by the board (if the remaining directors constitute a quorum) to fulfill the unexpired term of said vacancy.</p> <p>In the absence of an appointment by the board to an open elected director position, the position shall remain vacant until the next annual meeting of members when the membership will elect a successor elected director for any then remaining unexpired term.</p>
<b>By-Law #3</b>		<b>BOARD MEETING</b>
3.01	Calling of Meetings of the Board of Directors	<p>Meetings of the board may be called by the Chair of the board, the Vice-Chair(s) of the board or any two (2) directors at any time.</p> <p>Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than fourteen days before the time when the meeting is to be held by one of the following methods:</p> <ol style="list-style-type: none"> <li>1. delivered personally 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 section 134 (Notice of Change of Directors);</li> <li>2. mailed by prepaid ordinary mail to the director's address as set out in (a);</li> <li>3. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or</li> <li>4. by an electronic document in accordance with Part 17 of the Act.</li> </ol> <p>Notice of a meeting shall not be necessary if all of the directors are present, and none objects to</p>



		the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, 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.
3.02	First Meeting of the New Board	Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the annual meeting of members at which such board is elected.
3.03	Regular Meetings of the Board	<p>The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. 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 meeting.</p> <p>Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada, or, if the board determines or all absent directors consent, at some place outside Canada.</p> <p>Meetings of the board may also be conducted via electronic means if a quorum of directors consent in advance to method of communication and each has equal access. If meeting is by electronic means, all directors participating in the meeting must be permitted to communicate adequately with each other. The Chair will confirm quorum and the Secretary/Treasurer will record all votes.</p>
3.04	Votes to Govern	Each director has one vote. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question; in the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote. Questions at meetings conducted via electronic means shall be decided by majority votes.
<b>By-Law #4</b>		<b>OFFICERS</b>
4.01	Chair	At the last meeting of directors prior to the annual meeting of members each year, the board shall elect a Chair, who shall have served a minimum of 1 year as a director immediately prior to this election, who shall serve as Chair for the board for a term of one year, following the annual meeting of members. Subject to by-law 2.01. The Chair will serve as a volunteer/non-paid position.
4.02	President	<p>The board shall appoint a President at a properly constituted board meeting. The President shall be a paid staff member of the Corporation and will not be a director. The President's term of office shall be at the pleasure of the board.</p> <p>The President shall have the general management and direction, subject to the authority of the board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the board. They shall have such other powers and duties as the board may prescribe. The President shall have their</p>

		permanent residence in the country of Canada at the time of their appointment to the office of President, and to the best of their knowledge, throughout their term.
4.03	Appointment of Other Officers	The board shall appoint one or more Vice-Chairs, a Treasurer/Secretary and such other officers as the board may determine at a properly constituted board meeting. The officers so appointed may or may not be directors. The term of office for the officers so appointed shall be at the pleasure of the board.
4.04	Terms of Office and Remuneration	The terms of employment and remuneration of officers elected or appointed by the board or the members, as the case may be, shall be settled by the board from time to time. No member of the Corporation, whether a director, officer, or employee, unless the terms of employment and remuneration for an officer or employee are settled by the board, shall be entitled to any remuneration or compensation, save and except repayment of reasonable out-of-pocket expenses incurred by them in their performance of duties undertaken at the request of the Corporation; provided that any director who is engaged in or who is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges of any professional business required to be done in connection with the administration of the affairs of the Corporation. The board may remove at its pleasure any officers of the Corporation and each officer elected or appointed by the board shall hold office until his successor is elected or appointed.
4.05	Secretary/Treasurer	<p>The Secretary/Treasurer shall ensure records of all meetings of members and directors to be entered in books kept for that purpose; the Secretary shall ensure all notices be given to members and directors; the Secretary shall ensure the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation be held safely; and the Secretary shall perform such other duties as the board or the President may prescribe.</p> <p>The Secretary /Treasurer shall ensure all regular accounting procedures and policies and reporting under the direction of the board, are established. The Secretary/Treasurer shall perform such other duties as the board or President may prescribe.</p>
4.06	Duties of Officers	The duties of all officers of the Corporation 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.
4.07	Vacancy in Office	<p>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:</p> <ol style="list-style-type: none"> <li>1. the officer's successor being appointed,</li> <li>2. the officer's resignation,</li> <li>3. such officer ceasing to be a director (if a necessary qualification of appointment) or</li> <li>4. such officer's death.</li> </ol> <p>If the office of any officer of the Corporation shall be or become vacant, the directors may, by</p>

		resolution, appoint a person to fill such vacancy.
<b>By-Law #5</b>		<b>PROTECTION ON DIRECTORS AND OFFICERS</b>
5.01	Limitation of Liability	No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.
5.02	Indemnity	<p>Every director and officer of the Corporation and his heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified by the Corporation and saved harmless from and against:</p> <ol style="list-style-type: none"> <li>1. All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought,</li> <li>2. Commencement or prosecution against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and</li> <li>3. All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;</li> </ol> <p>Except such costs, charges or expenses as are occasioned by their own wilful either/or neglect or default.</p>
<b>By-Law #6</b>		<b>MEMBERS</b>
6.01	Membership	<p>Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:</p> <p><u>Class A Members</u></p> <ol style="list-style-type: none"> <li>1. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.</li> <li>2. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.</li> <li>3. As set out in the articles, each Class A voting member is entitled to receive notice of and attend at all meetings of members and each such Class A voting member shall be entitled to one (1) vote through the online process.</li> </ol>

		<p><u>Class B Members</u></p> <ol style="list-style-type: none"> <li>1. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.</li> <li>2. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.</li> <li>3. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of or attend meetings of the members of the Corporation or vote through the online process.</li> </ol> <p>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).</p>
6.02	Membership Transferability	A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.
6.03	Termination of Membership	<p>A membership in the Corporation is terminated when:</p> <ol style="list-style-type: none"> <li>1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;</li> <li>2. a member fails to maintain any qualifications for membership;</li> <li>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;</li> <li>4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;</li> <li>5. the member's term of membership expires; or</li> <li>6. the Corporation is liquidated or dissolved under the Act.</li> </ol>
6.04	Effect 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. Such members will not be reimbursed for any fees paid.
6.05	Discipline of Members	<p>The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:</p> <ol style="list-style-type: none"> <li>1. violating any provision of the articles, by-laws, or written policies of the Corporation;</li> <li>2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;</li> <li>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.</li> </ol> <p>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</p>

		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.
<b>By-Law #7</b>		<b>MEETING OF MEMBERS</b>
7.01	Annual Meeting	The annual meeting of 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 of members, electing directors, appointing auditors and fixing or authorizing the board to fix the auditor's remuneration and for the transaction of such other business as may properly be brought before the meeting. This meeting cannot be conducted via electronic means.
7.02	Special Meetings	<p>The board 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.</p> <p>If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.</p>
7.03	Notice of Meeting	Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. 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.
7.04	Chair, Secretary and	The Chair of the board, or in their absence, another director, appointed by the board, shall be chair

	Scrutineers	of any meeting of members; if no such director is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary/Treasurer of the board is absent, the Chair shall appoint some person who need not be a member, to act as Secretary/Treasurer 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.
7.05	Persons Entitled To Be Present	The only persons entitled to attend a meeting of members shall be every person who is at the time of the meeting, entered in the books of the Corporation as a member of the Corporation, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws 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.
7.06	Quorum	A quorum at the annual meeting of members (unless a greater number of members are required to be present by the Act) shall be 50 votes through the online voting process by members entitled to vote at the annual meeting of members. 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.
7.07	Right to Vote	A voting member in any category who is duly registered on the roll of the Corporation shall be entitled to full voice and a vote at any regular, special or annual meeting of members of the Corporation.
7.08	Proxies	<b>Removed in accordance with July 1, 2019 Amendments.</b>
7.09	Show of Hands	Any question at a meeting conducted via non-electronic means of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.
7.10	Polls	After a show of hands has been taken on any question at meetings of non-electronic means, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present shall be entitled to one vote and the result of the poll shall be the decision of the members upon the said question.
7.11	Casting Vote	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.

7.12	Adjournment	The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
7.13	Election of Board	The election of elected directors of the board at the annual meeting of members shall be conducted through the online voting process. The board shall begin to solicit nominations from and by the membership at least ninety (90) days prior to the annual meeting of members. Subject to the rules and regulations in by-laws 2.01 and 2.02.
7.14	Close of Nominations for Election of Directors	Nominations for the election of directors shall be closed forty-five (45) days prior to the annual meeting of members and thereafter no further nominations shall be accepted, except in the event a nomination is received with the approval of 5% of the membership of the Corporation.
7.15	Cost of Publishing Proposals for Annual Meeting of Members	The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
7.16	Place of Meetings of Members	Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
<b>By-Law #8</b>		<b>NOTICES</b>
8.01	Method of Giving Notices	Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered by email or personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to them at this last address as recorded in the books of the Corporation or if sent to them at their email address by any means of transmitted or recorded communication. The member must ensure both mailing address and email address are accurate and current. The Corporation may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by them to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
8.02	Computation of Time	In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
8.03	Omissions and Errors	The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
8.04	Waiver of Notice	Any member (or his duly appointed proxy or representative), director, officer or auditor may waive any notice required to be given to him under any provision of the Act or the articles or the by-laws



		of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
<b>By-Law #9</b>		<b>AUDITOR</b>
9.01	Appointment and Remuneration	The members shall, at each annual meeting of members, appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting of members, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.
<b>By-Law #10</b>		<b>BY-LAW REPEAL AND AMENDMENT</b>
10.01	Repeal and Amendment	<p>The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.</p> <p>This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.</p>
10.02	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.
<b>By-Law #11</b>		<b>MEDIATION</b>
11.01	Mediation	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 as provided in the section on dispute resolution mechanism of this by-law.
11.02	Dispute Resolution Mechanism	<p>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:</p> <ol style="list-style-type: none"> <li>1. The dispute or controversy shall be submitted to an independent mediator selected by the parties. The mediator will then meet with the parties in question in an attempt to mediate a resolution between the parties.</li> <li>2. If the parties are not successful in resolving the dispute through mediation, then the parties agree to proceed to the laws and courts of Ontario.</li> <li>3. All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.</li> </ol>