



## Articles of incorporation

Name of corporation	Belarusian Canadian Alliance Alliance Bélarussienne du Canada
Other Name	Згуртаваньне Беларусаў Канады; ЗБК
Alternate name outside Canada)	Згуртаваньне Беларусаў Канады; ЗБК

### Minimum and Maximum number of directors

Min. 3, Max. 10

### Schedule

#### Purpose of Corporation

1. Preservation and cultivation of the Belarusian national and cultural heritage.
2. Uniting Belarusians in Canada.
3. Moral and financial assistance to Corporation members.
4. Cultural and educational outreach.
5. Defending the interests of Belarusians in Canada and worldwide.

### Schedule

#### Additional Provisions

1. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the following sections of the Bylaw No.1:
  - a. Subsections 1.01 (“Definitions”), 1.02 (“Interpretation”), 1.03 (“Corporate Governing and Audit Bodies”), 1.04 (“Organization Structure of the Corporation”), 1.11 (“Importance of By-Laws and Articles”), 1.12 (“Language of this By-Law”) of Section 1 (“General”).
  - b. Section 2 (“Membership”).
  - c. Section 3 (“Membership dues, termination and discipline”).
  - d. Section 4 (“Meetings of members”).
  - e. Section 5 (“Directors”).
  - f. Section 7 (“Officers”).
  - g. Section 8 (“Notices”).
2. A special resolution is also required to authorize purchasing and selling fixed assets of the Corporation.
3. The decision of liquidation of the Corporation can only be made at a Meeting of Members and requires support of majority of 75% of all voting members of the Corporation not counting any proxy votes.
4. The Corporation adheres to Vision and Values of “25 March” (Belarusian statehood)



**Schedule**

**Classes of Members / Catégories de members**

The corporation is authorized to establish Voting Members class and Volunteer Members class as follows:

1. The Voting Members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Voting Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
2. Except as otherwise provided by the Canada Non-for-Profit Corporations Act, S.C. 2009, c23 the Volunteer Members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.



# By-law No. 1

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

*Belarusian Canadian Alliance*

(the "Corporation")

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

## Section 1 - General

### 1.01. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:



a. "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;

- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "Board" means the Board of Directors of the Corporation and "director" means a member of the Board except when "Chapter Board" is used;
- d. "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;
- e. "Meeting of Members" includes an annual Meeting of Members or a special Meeting of Members; "special Meeting of Members" includes a meeting of all members entitled to vote at an annual Meeting of Members;
- f. "ordinary resolution" means a resolution passed by a majority (50% plus 1 vote) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- j. "Statutory Office" means special office of the Corporation that is governed differently from other ("Non-Statutory") Corporation offices pursuant to this By-Law.

## 1.02. Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders.



Other

than as specified above in §1.01 of this By-Law, words and expressions defined in the Act have the same meanings when used in this By-Law.

### **1.03. Corporate Governing and Audit Bodies**

The Corporation has the following governing bodies:

- a. Meeting of Members
- b. Board of Directors
- c. Boards of Chapters

The Corporation has the following audit bodies:

- d. Meeting of Members
- e. Audit Committee

### **1.04. Organization Structure of the Corporation**

The Corporation may have regional Chapters.

Members of a region that has 5 or more Voting Members can form a Chapter. The Chapter starts to exist after the Board has approved its creation.

General meeting of Voting Members of the Chapter elects the Chapter Board for 2 years term that includes the following officers: Chapter Chief, Chapter Secretary, Chapter Treasurer. The Chapter Board can co-opt other members of the Chapter as needed.

The Chapters can file proposals and notices to the Board but cannot override the Board's decisions.

The Chapters must transfer 25% of their member fees and 2% of all profit to the Board (excluding donations collected by Chapters or the Corporation).

The Board can liquidate any Chapter if it has less than 5 Voting members.



The Board can suspend any Chapter Board, call meeting of all Voting Members of the Chapter that elects new Chapter Board if the Chapter activity diminishes or the Chapter is carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

The Board can appoint Trusted Members in a region that has less than 5 Voting members. Their task is to co-ordinate local activities and, if possible, to prepare creation of local Chapter.

#### **1.05. 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.

#### **1.06. 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 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.

#### **1.07. Financial Year End**

The financial year end of the Corporation is June 30th of each year.

The Chapters must provide financial statements to the Board 30 days after the financial year end.



### **1.08. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

### **1.09. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or by means of secure electronic information transfer (e.g. protected website, encrypted e-mail).

### **1.10. Corporate sources of funding**

The Corporation is funded from the following sources:

- a. member dues;
- b. donations and subsidies;
- c. profit from events and other activities.

### **1.11. Importance of By-Laws and Articles**

This Corporation is formed based on the original unincorporated association “Belarusian Canadian Alliance”. As such, it proudly inherits history of the association. This By-Law as well as Articles are derived from the Constitution of the association originally adopted at



the 2nd Member Meeting of the association on April 28, 1950 in Toronto and amended by later Member Meetings.

#### **1.12. Language of this By-Law**

This By-Law is adopted in English and Belarusian languages and both versions are considered equally binding. In case of a dispute between the two versions, English version prevails.

### **Section 2 - Membership**

#### **2.01. Membership Conditions**

Subject to the Articles, there shall be two classes of members in the Corporation, namely, Voting Members and Volunteer Members.

The Board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation.

The Chapters may admit Voting and Volunteer members pursuant to conditions of membership laid out below. Chapters shall notify the Board of such admissions within 30 days and provide a copy of application which contains member information (full name, address, e-mail and phone number if member chooses to share e-mail/phone).

Voting Members may also be admitted in such other manner as may be prescribed by a resolution of the Board.

The following conditions of membership shall apply:

- a. All Voting and Volunteer Members shall agree with and follow all provisions of the Articles, By-Laws, or written Policies of the Corporation.
- b. All Voting and Volunteer Members shall adhere to vision and values of “25 March” as defined in the Articles.
- c. All Voting and Volunteer Members shall fulfil all decisions of the Corporation governing bodies.



- d. All Voting and Volunteer Members shall care about national honour of Belarusian people and this Corporation.
- e. All Voting and Volunteer Members shall take part in activities of their Chapter.
- f. All Voting and Volunteer Members are allowed to wear symbols of the Corporation except if the symbol/insignia is specifically designated for certain membership type (e.g. Voting, Volunteer or Honoured Voting) in which case only members of the corresponding type/class are allowed to wear it.
- g. All Voting and Volunteer Members are entitled to receive help from the Corporation if one is available.

### **Voting Members**

- h. Voting membership shall be available to a person who is a resident of Canada, is at least 18 years old, supports the Purpose of the Corporation and is grounded in the values and vision of “25 March” (Belarusian Statehood)
- i. Voting membership shall be available only to persons who have been Volunteer Members for at least 10 months, and who have applied and have been accepted for Voting membership in the Corporation.

### **Exception**

Any person who is a member of unincorporated association “Belarusian Canadian Alliance” as of June 27, 2021 is entitled to be automatically accepted as Voting Member of the Corporation upon submitting a written application to the Board. The Board cannot deny such application. There is no requirement for such persons for previous Volunteer Membership.

- j. Application for Voting membership shall be in writing.
- k. All Voting Members are obliged to pay member dues.



- l. Members Meeting can award “Honoured Member” status based on submission by the Board. Hounoured members are Voting Members except they have no obligation to pay membership dues (§2.01.k of this By-Law does not apply to them). Honoured member can only be suspended or expelled by Members Meeting.
- m. Each Voting member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Voting member shall be entitled to one (1) vote at such meetings. Voting Members are not entitled to vote if they have outstanding member dues.
- n. All Voting Members are entitled to apply for any elected corporate-level positions in the Corporation and any elected positions withing their local Chapter.

### **Volunteer Members**

- n. Volunteer Member non-voting membership shall be available only to persons who are at least 18 years old, supports the Purpose, Vision and Values of the Corporation as laid out in the Articles.
- o. Volunteer Member status shall be available only to persons who have applied and have been accepted for Volunteer Membership in the Corporation.
- p. Application to Volunteer Membership shall be in writing or through electronic registration forms.
- q. There are no membership dues for Volunteer Members.
- r. Subject to the Act and the Articles, Volunteer Members shall not be entitled to receive notice of, attend or vote at Meetings of Members of the Corporation. If admitted to the Meeting of Members by the Board or by resolution of a Meeting of Members, then can attend but cannot vote.



## **Section 3 - Membership dues, termination and discipline**

### **3.01. Membership Dues**

Voting Members shall be notified in writing of the membership dues at any time payable by them.

Membership renewal date is the end of Corporation financial year.

The amount of membership fees is set by Meeting of Members.

### **3.02. Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. the member resigns by delivering a written (or electronic as long as the sender can be authenticated) 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;
- c. the member is expelled in accordance with §3.03 of this By-Law;
- d. the Corporation is liquidated or dissolved under the Act.

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

### **3.03. Discipline of Members**

The Board shall have authority to suspend or expel any (except Honourable) member from the Corporation on any one or more of the following grounds:

- a. violating any provision of the Articles, By-Laws, or written policies of the Corporation or failure to maintain any qualifications for membership described in §2.01 of this By-Law;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;



- c. (Volunteer Members only) 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.
- d. Voting Members with outstanding dues longer than 24 months may be transferred to Volunteer Member status by Board decision.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair of the Board, 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 Chair of the Board, 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 Chair of the Board, the Chair of the Board, 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.

Suspension conditions & term shall be defined in written response, the term may not exceed 12 months

The Board's decision of suspension or expulsion can be appealed at Meeting of Members. The membership will be suspended until Meeting of Members vote.



## **Section 4 - Meetings of Members**

### **4.01. Purpose of Meetings of Members**

Meeting of Members is the supreme legislative, executive and controlling body of the Corporation.

The purpose of Meetings of Members is as follows:

- a. consideration of activity reports and financial statements;
- b. Board activity review;
- c. approval of activity and spending plans;
- d. election of directors, appointment of Chair of the Board, Secretary and Treasurer (Statutory Officers), Audit committee;
- e. appointment of public accountant (if public accountant is required by the Act or By-Laws);
- f. adoption of resolutions, including special resolutions pursuant to the Articles;
- g. Chapters activity review;
- h. awarding “Honoured Member” status.

### **4.02. Annual and special Meetings of Members**

Meeting of members can be annual and special.

- a. Pursuant to section 160(1) (Calling annual meetings) of the Act, and section 61(2) of the Regulations, currently in force, annual Meetings of Members should be called (by sending notices pursuant to below §4.04 of this By-Law) not later than 15 months after the last preceding annual meeting but not later than six months after the end of the corporation’s preceding financial year.
- b. Special Meeting of Members can be called any time the Board decides necessary.
- c. Special Meeting of Members can also be called if members of the Corporation who hold 5% of votes that may be cast at a Meeting of Members sought to be held requisition the Directors



to call the meeting for the purposes stated in the requisition pursuant to section 167(1) (Requisition of meeting) of the Act and section 72(1) of the Regulations. The Board should call (by sending notices pursuant to below §4.04 of this By-Law) the Special Meeting of Members not later than 21 days after receiving the requisition, otherwise any member who signed the requisition may call the Special Meeting of Members.

#### **4.03. Place of Meeting of Members**

The Board chooses place and time of Meeting of Members. Pursuant to sections 159 (4), (5) of the Act, Meetings can be held completely by electronic means or some participants may assemble in a place designated by the Board and some participants may take part in the Meeting by electronic means.

#### **4.04. Notice of Meeting of Members**

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:

- a. 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; or
- b. 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.

Pursuant to sections 162(9), (10) of the Act Notice of a meeting of members at which special business is to be transacted shall:

- a. state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- b. state the text of any special resolution to be submitted to the meeting.



Pursuant to section 163 of the Act if a voting member submits a proposal for an upcoming Meeting of Members it shall be included in the Notice subject to limitations laid out in the Act and the Regulations.

#### **4.05. Special Notice**

Text of any special resolution to be submitted to a Meeting of Members must be communicated to all voting members in the same way as Notice of Meeting of Members (§4.04 of this By-Law) and in addition to it not later than 90 days before the meeting scheduled date.

#### **4.06. Absentee Voting**

Pursuant to section 171(1) (Absentee Voting) of the Act, and section 74 of the Regulations, currently in force:

- a. The Corporation does not have a system that enables mailed-in ballot. Consequentially, absentee voting by mailed-in ballot is not allowed.
- b. The Corporation allows voting during the Meeting of Members or special Meeting of Members by means of a telephonic, electronic or other communication facility that
  - i) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.
- c. Members not in attendance at such a meeting or special Meeting of Members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy. No proxyholder can represent more than three (3) members.



#### **4.07. Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation (if any) 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 Board or by resolution of the members.

#### **4.08. Quorum**

A quorum at any Meeting of Members shall be 50% + 1 vote of the persons entitled to vote at the meeting. The count includes members present at the meeting (including by electronic means) and proxy votes appointed pursuant to §4.05.c of this By-Law.

If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **4.09. Votes to Govern**

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-Laws, be determined by a majority of the votes cast on the question (50% plus 1 vote).

Pursuant to the Articles, any decision that requires a special resolution must be passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Pursuant to the Articles, the decision of liquidation of the Corporation requires support of majority of 75% of all voting members of the Corporation not counting any proxy votes appointed pursuant to §4.06.c of this By-Law.



#### **4.10. Credentials Committee**

At the beginning of the Meeting of Members, Credentials Committee is elected that consists of Chief of the committee, secretary of the committee and one ranking member of the committee.

The Credentials Committee confirms the validity of the Meeting of Members including confirmation of all proxy approval letters and establishing the Quorum pursuant to §4.08 of this By-Law.

After the validity of the meeting is confirmed, the Chief of the Credentials Committee holds the election of Bureau of the meeting that consists of Chief of the Bureau, Secretary of the Bureau and one ranking member of the Bureau.

After being elected, the Chief of the Bureau of the meeting acts as Chair of the Meeting.

### **Section 5 - Directors**

#### **5.01. Election and Term**

Subject to the Articles, the members elect the directors at the first Meeting of Members and at each succeeding Meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election.

### **Section 6 - Board of directors**

#### **6.01. Purpose of the Board**

The purpose of Board of Directors is as follows:

- a. governs the Corporation activities;
- b. is responsible for implementing resolutions of Meetings of Members;
- c. represents the Corporation outside;



- d. assists Chapters and co-ordinates their activities;
- e. co-operates with other organizations.

### **6.02. Calling of Meetings**

Meetings of the Board may be called by the chair of the Board, provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

Meetings can be called either at a place chosen by the Chair of the Board or by means of telephonic, electronic or other communication. Regardless of the location of the meeting, any attendee can join by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **6.03. Executive Bureau**

The Statutory Officers as defined below in §7.02 of this By-Law form Executive Bureau which meets from time to time as needed without other directors or with any directors whose presence is needed for the business of the meeting.

### **6.04. Regular Meetings**

Meeting of all Board members should be called at least once in 3 months.

### **6.05. Quorum**

The Meeting of the Board has quorum if all Statutory Officers as defined below in §7.02 of this By-Law are present. One or more Statutory Officers can waive notice of a meeting, in such case the meeting has quorum if at least one Statutory Officer is present.

### **6.06. Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation by one of the following methods:



- a. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- b. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to 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.

#### **6.07. Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question, with the exception defined in §7.05 of this By-Law. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **6.08. Committees**

With the exception of the Audit Committee which is acting as defined in the Section 8 -Section 6 - of this By-Law, 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.



## 6.09. Suspension of directors

The Board of Directors can decide to suspend any director until the next Meeting of Members in the following cases:

- a. the director is acting against the Articles, By-Laws or the Act;
- b. the director is carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

## Section 7 - Officers

### 7.01. Description of Offices

The Corporation shall have Statutory Offices and Non-Statutory Offices. Officers shall be directors.

### 7.02. Statutory Offices

Statutory Offices holders can only be appointed by Meetings of Members except in case of vacancy pursuant to §7.04, §7.05 of this By-Law. Unless removed from the Office by a Meeting of Members, the Officers hold their position until the end of their term as Directors pursuant to §5.01 of this By-Law.

The Statutory Offices of the Corporation shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The Chair of the Board shall, when present, preside at all meetings of the Board of directors. The Chair shall have such other duties and powers as specified in By-Laws and as the Board may specify. The Chair of the Board cannot hold the Office for more than two consequential terms as director as set in §5.01 of this By-Law. Yet, the same person has the right to be elected as Chair of the Board again after at least one full term of another person occupying the position of Chair of the Board.



- b. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and committees of the Board except the Audit Committee. 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. The Secretary shall have such other duties and powers as specified in By-Laws.
- c. **Treasurer** - The Treasurer shall have such powers and duties as specified in By-Laws and as the Board may specify.

### 7.03. Non-Statutory Offices

Subject to the Articles, By-Laws and the Act, the Board may designate Non-Statutory Offices of the corporation, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation.

The powers and duties of all Non-Statutory officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may, from time to time and subject to the Act and By-Laws, vary, add to or limit the powers and duties of any Non-Statutory officer.

### 7.04. Vacancy in Office

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 or
- d. such officer's death.



### **7.05. Filling vacancies**

The Board can fill a vacant Statutory Office by passing a resolution by a majority of not less than two-thirds (2/3) of the votes cast.

## **Section 8 - Audit Committee**

### **8.01. Purpose of the Audit Committee**

The purpose of Audit Committee is as follows:

- a. review Board of Directors activity at least twice a year;
- b. review Chapters activity annually;
- c. provide Board of Directors audit report to be reviewed by Meetings of Members;
- d. in case of need can request external financial audit of the Corporation;
- e. reviews the financial statements of the corporation before they are approved under section 178 of the Act.
- f. fulfils other duties pursuant to section 194 of the Act.

### **8.02. Independence**

The Audit Committee is independent of the Board of Directors and only reports to Meetings of Members.

## **Section 9 - Notices**

### **9.01. Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members, Special Notice as per §4.05 of this By-Law, notice of a meeting of the Board of directors, pursuant to the Act, the Articles, the By-Laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:



- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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



### **9.02. 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.

### **9.03. Omissions and Errors**

Non-receipt of any notice by any person such as any member, director, officer, member of a committee of the Board or public accountant where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 10 - Dispute resolution**

### **10.01. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in §10.02 of this By-Law.

### **10.02. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:



- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties should request the Board to act as an arbiter. The decision of the Board can further be appealed to the Meeting of Members.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Section 11 - Effective date**

### **11.01. Effective Date**

Subject to matters requiring a special resolution, 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 27 day of June 2021 and confirmed by the members of the Corporation by special resolution on the 27 day of June 2021

Dated as of the 14 day of September 2021

Alena Liavonchanka, Chair of the Board  
[Indicate name of director/officer]