



**CANADIAN ASSESSMENT, VOCATIONAL EVALUATION  
AND WORK ADJUSTMENT SOCIETY**

**NATIONAL BY-LAWS**

**Approved: June 22, 1989**

**Revised: Board Approved: April 16, 2016**

**Current Revision: May 31, 2016**

## BY-LAW NO. 1

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

### THE CANADIAN ASSESSMENT, VOCATIONAL EVALUATION AND WORK ADJUSTMENT SOCIETY

**BE IT ENACTED** as a by-law of the Canadian Assessment, Vocational Evaluation and Work Adjustment Society as follows:

#### SECTION 1 – GENERAL

##### 1.01 Definitions

In this by-law and all other by-laws of the Society hereafter passed, 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 of the Society and any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society from time to time in force and effect;
- c) “board” means the board of directors of the Society and “director” means a member of the board;
- d) “by-law” means this by-law and all other by-laws of the Society from time to time, in force and effect;
- e) “CAVEWAS” means the Canadian Assessment, Vocational Evaluation and Work Adjustment Society (formerly known as the Canadian Association for Vocational Evaluation and Work Adjustment – CAVEWA), a national Society of the Vocational Rehabilitation Association of Canada;
- f) “Code of Ethics” means the VRAC National Code of Ethics as adopted by the Society from time to time;
- g) “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;
- h) “Member” means any person who becomes a Member of the Society in any category designated by the Board and a person who is afforded the rights and responsibilities of a category of Membership;

- i) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) “proposal” means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- l) “Society” means the Canadian Assessment, Vocational Evaluation and Work Adjustment Society;
- m) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- n) “VRAC” means the Vocational Rehabilitation Association of Canada (formerly known as the Canadian Association of Rehabilitation Professionals – CARP).

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Society may have a corporate seal in the form approved from time to time by the board. The Seal of the Society is in the form as prescribed by the original Directors of the Society and has the words CANADIAN ASSOCIATION FOR VOCATIONAL EVALUATION AND WORK ADJUSTMENT/SOCIETE CANADIENNE DES EVALUATEURS DE CAPACITIES DE TRAVAIL inscribed therein.

## **1.04 Execution of Documents**

- a) Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two (2) of the President, Past-President, President-Elect, Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- b) Historical and other important documents so designated by the Board of Directors shall be stored at Head Office or in another identified location as approved by the Board of Directors providing the storage of information meets best practice security procedures.

- c) The National Office of the Society shall mean the administrative office which shall be situated in Canada in a location determined by the CAVEWAS Board of Directors from time to time.
- d) The Society may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

#### **1.05 Financial Year End**

The financial year end of the Society shall be December 31<sup>st</sup> each year.

#### **1.06 Banking Arrangements**

The banking business of the Society 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 Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual Financial Statements**

An auditor will review the Society's financial activities. Financial statements of the Society will be presented each year to the Members of the Society at the Annual General Meeting.

#### **1.08 Signing Authority**

All cheques or other payment items issued or endorsed in the name of the Society shall be signed by any two (2) of three (3) Officers of the Society in such manner as shall be determined from time to time by resolution of the Board of Directors.

#### **1.09 Expenditures**

The Directors shall have power to authorize expenditures, through approved Board motions, on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Society.

The President shall have the power to authorize expenditures totaling up to \$5000 on an annual basis for items requiring immediate attention. For any expenditures over \$500 the Board of Directors will be notified by email within 72 hours.

#### **1.10 Dissolution**

In the event that the Society is dissolved, and after payment of all indebtedness of the Society, the remaining funds, investments and other assets shall be used for purposes of providing services for social welfare, health, education or other objects of a benevolent or charitable nature.

## **1.11 Amendments to By-Laws**

The By-laws of the Society may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting Members present in person or by proxy at an annual or special general meeting duly called for the purpose of considering the repeal or amendment of the By-laws.

## **SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.01 Conditions of Membership**

Membership in the Society shall be open to those interested in furthering the Society's objectives and who have agreed to respect and comply with the adopted Code of Ethics. There shall be no limit on the number of Members as long as a minimum of three (3) Members is maintained at all times.

CAVEWAS is a national society of the Vocational Rehabilitation Association of Canada and society membership is conferred through VRAC National.

### **2.02 Application for Membership**

The Board of Directors of the Society may establish rules and procedures for application for Membership in the Society by persons interested in furthering the objectives of the Society. The term of Membership shall be annual, subject to renewal in accordance with the policies of the Society.

### **2.03 Membership Categories**

Membership in the Society shall consist of such categories and types of Members as shall be authorized through approval of policy by the Board of Directors. At this time, categories of Membership shall include Professional, Associate, Fellow and Student Members.

### **2.04 Rights of Membership**

Professional Member – a member who has paid the prescribed fee and is actively engaged in the practice of some aspect of assessment, vocational evaluation or work adjustment. A Professional member shall have the right to serve on the Board of Directors and vote at the annual or special meetings of the Society.

Associate Member – a member who has paid the prescribed fee and is interested in, and supportive of, the objectives of the Society. An Associate member shall have the right to serve on the Board of Directors and vote at the annual or special meetings of the Society.

Fellow - an individual who has been granted the Fellowship of the Association (FVRAC – previously FCARP) by the VRA Board, in accordance with policies established by the Board from time to time, in recognition of the distinctive and exceptional achievements of such individual in the field of rehabilitation.

Student Member – a member who has paid the prescribed fee and is interested in, and supportive of, the objectives of the Society. A Student member shall not have the right to serve on the Board of Directors or vote at the annual or special meetings of the Society.

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

## **2.05 Notice of Meeting of Members**

- a) At least thirty (30) days prior notice of annual or special general meetings shall be given in writing and/or by electronic means to all Members.
- b) Where special business shall be conducted at a meeting of the Members, the notice of such meeting shall contain sufficient information of the special business to permit the Members to form a reasoned judgement therein. Notice of each meeting to Members must also state the Member's right to vote by proxy.

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

## **2.06 Absentee Voting by Proxy**

- a) Any voting Member may be represented by proxy at annual and special general meetings of the Society by another voting Member, provided such proxy shall be in writing on the form provided by the Society, or facsimile thereof. Members eligible to vote shall be provided with the proxy form thirty (30) days before the annual or special general meeting.
- b) A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given, or for any adjournment thereof. A proxy holder, who has been duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting and other rights that such Member appointing him or her would be entitled to exercise if present at that meeting.
- c) Proxies or notices of proxies held must be filed at the VRAC National office at least seven (7) working days before the meeting takes place.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change this method of voting by members not in attendance at a meeting of members.

## **2.07 Ethical Conduct**

All Members of the Society shall comply with the VRAC National Code of Ethics, which shall set out the conduct expected of Members.

## **2.08 Transfer of Membership**

Memberships are not transferrable.

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND WITHDRAWAL**

### **3.01 Membership Dues**

The annual fees payable by Members of the Society shall be those fixed from time to time by resolution of the VRA and / or Society Board of Directors and payable in accordance with policies approved by the VRA and / or CAVEWAS Board of Directors.

### **3.02 Termination of Membership**

A membership in the Society is terminated when:

- a) the member resigns by delivering a written resignation to the chair of the board of the Society in which case such resignation shall be effective on the date specified in the resignation; or
- b) the member's term of membership expires or
- c) the member has not met requirements for renewal or;
- d) the member has their membership revoked by the VRA or by CAVEWAS as a result of proven illegal or unethical behaviour.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist. A Member so terminated shall have the right to appeal to the VRA and / or Society Board of Directors, the decision of which shall be final and binding.

### **3.03 Withdrawal Privileges**

The VRA and / or the Society may grant a withdrawal to any Member who has made a written request for a defined period during which the Member shall be relieved of payment of fees but shall not be entitled to vote or hold office in the Society.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.01 Annual General Meeting**

The Annual General Meeting of the Society shall be held each year at such time and place as may be designated by the Board of Directors. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and any financial statements shall be presented.

#### **4.02 Special General Meetings**

Special general meetings of the Society may be held upon the call of the Board of Directors at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least five percent (5%) of voting Members within sixty (60) days after the filing of such request with the President. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at these meetings.

#### **4.03 Quorum**

At any annual or special general meeting, ten (10) voting Members present in person or by proxy shall constitute a quorum. Should the number of Members present in person or by proxy at an annual or special general meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

#### **4.04 Order of Business**

The usual order of business determined by parliamentary procedures shall govern the conduct of all meetings. In all matters not governed by By-Laws, procedures shall be in accordance with Robert's Rules of Order.

#### **4.05 Voting**

Voting Members of the Society shall not vote more than their own vote and four (4) proxy votes. Unless otherwise specifically provided, a majority of Members present, provided the quorum requirement is met, shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

#### **4.06 Written Resolution in Lieu of Meeting**

Subject to the provisions of the Act, a resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-law relating to meetings of Members.

### **SECTION 5 – DIRECTORS**

#### **5.01 Duties and Responsibilities**

The affairs of the Society shall be governed by a Board of Directors who shall establish policies and procedures for Board leadership/governance and Society operations.

#### **5.02 Election of Directors**

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual 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.



- a) The election of Directors shall occur at the Society's Annual General Meeting and shall follow procedures in compliance with Robert's Rules of Order and as outlined in policy set forth and established from time to time by the Board of Directors
- b) Each Society Member who is eligible to vote shall have one (1) vote for each of the available Board of Director positions. Directors will be declared elected on the basis of a plurality of votes cast by voting Members and appointed proxies.
- c) Any vote to elect a Director of the Society shall be held by secret ballot with the results of such vote recorded and announced by the Chair of the Nominations Committee.

### **5.03 Composition**

The Society shall be managed and governed by a Board of not less than three (3) and not more than eleven (11) Directors, with the following composition:

- a) President, who shall be elected for a term of two (2) years. The President shall be the chief executive officer of the Society and shall be responsible for implementing the strategic plans and policies of the Society. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Society;
- b) President-Elect, who shall be elected for a term of one (1) year being the year prior to the start of the term as President;
- c) Past-President, who shall serve for a period of one (1) year after the election of the President succeeding such Past-President;
- d) Secretary, who shall be appointed by the Board of Directors for a term of two (2) years. The Secretary shall have such powers and duties as the Board may specify. The offices of Secretary and Treasurer may be held by the same person, as directed by the Board from time to time.
- e) Treasurer, who shall be appointed by the Board of Directors for a term of two (2) years. The Treasurer shall have such powers and duties as the Board may specify. The offices of Treasurer and Secretary may be held by the same person, as directed by the Board from time to time.
- f) Up to a maximum of eight (8) directors at large.

### **5.04 Terms of Office**

- a) The Board of Directors will take office immediately upon conclusion of the Annual General Meeting at which they were elected.
- b) The Board of Directors are elected to a two (2) year term.
- c) Directors may serve as many terms on the Board for which they are duly elected by the Membership at an Annual General Meeting.

- d) If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

#### **5.05 Vacancies**

In the event that a Director is not able to serve, the Board of Directors may appoint a Member as Director and this Member so appointed will hold office until the election at the next Annual General Meeting. At that time, an election will take place to select a Director.

#### **5.06 Remuneration**

No Director or officer shall receive any remuneration for duties performed on behalf of the Society. Directors or officers may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

#### **5.07 Indemnification**

All Directors and Officers of the Society and their heirs, executors and administrators, and their estates and effects, shall at all times be indemnified and saved harmless out of the funds of the Society from and against:

- a) All costs, charges and expenses whatsoever which Directors or Officers sustain in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties on behalf of the Society.
- b) All other costs, charges and expenses that may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

#### **5.08 Removal**

A Director may be removed by resolution of the Board of Directors before the expiration of their term if they have been absent from three (3) consecutive meetings of the Board of Directors without reason deemed by the Board to be adequate. The Board of Directors shall pass a motion either to excuse the Director's absence or ~~the~~ to remove the Director in which case the vacancy will be filled as outlined in Section 5 – Directors, 5.05 – Vacancies.

#### **5.09 Agents and Employees**

- a) The Board may appoint such other agents and engage such other employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- b) The remuneration of agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of Members when it shall be confirmed by resolution of the Members, and in the absence of such confirmation by the Members, then the remuneration of such agents or employees shall cease to be payable from the date of such meeting of Members.

### **5.10 Appointment and Composition of Nominations Committee**

The Board of Directors shall annually appoint a Nominations Committee which shall be chaired by a Director appointed by the President and include at least two (2) other voting Directors. This Chair position may default to the Past-President as the last formal role.

### **5.11 Duties of Nominations Committee**

The duties of the Nominations Committee shall be set forth in terms of reference, which shall be established from time to time by the Board of Directors, such duties shall include the nomination of a full slate of candidates for election to the Board of Directors in accordance with Section 5 – Directors, 5.03 – Composition.

### **5.12 Special Committees**

The Board of Directors shall approve the formation of such committees and task forces as deemed necessary or required from time to time.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### **6.01 Regular Meetings**

- a) The Board of Directors shall meet as soon as practical following the Society's Annual General Meeting to appoint the officers of the Society. It shall meet at least a minimum of four (4) times each year, including a meeting(s) to be held in conjunction with the Annual General Meeting.
- b) Any or all Members of the Board of Directors or committees of the Board may participate by conference telephone or other means of communication that permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- c) The President of the Board may invite an observer as appropriate to report on any matter of interest to the Board.
- d) Business may be conducted via telephone, electronic media or by mailed ballots, using the same rules as a face-to-face meeting, provided that written confirmations are received from a majority of the Directors on any actions taken.

### **6.02 Special Meetings**

The President shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the Members of the Board of Directors. A maximum of five (5) business days' notice must be given and the business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

### **6.03 Quorum**

At any meeting of the Board of Directors, a quorum shall consist of a majority (50% plus one) of those entitled to be present and vote, unless otherwise specifically provided. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors at a Board meeting falls below the number required for quorum, there can be no further valid transaction of business until a quorum is again present.

### **6.04 Voting Rights and Procedures**

Only Directors in attendance at any meeting of the Board of Directors may vote. In the case of equality of votes, the President shall cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

## **SECTION 7 – OFFICERS**

### **7.01 Number of Officers**

- a) The Officers of the Society shall be a President, President-Elect or Past-President, Secretary and/or Treasurer, and any such other Officers as the Board of Directors may appoint in its sole discretion. These Officers shall constitute the Executive Committee of the Board.
- b) The President-Elect shall be elected at the Annual General Meeting of the Members. Following one (1) year, the President-Elect shall convert to the Presidency for a two (2) year term, after one (1) year of which the subsequent President-Elect shall be elected. Officers other than the President, Past-President, and President-Elect of the Society shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the meeting of Members in which the Directors are elected.

### **7.02 Duties**

- a) The President shall preside at all meetings of the Society and of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried into effect.
- b) The immediate Past-President shall be the person who last served as President of the Society and shall serve for a term of one (1) year. The Past-President shall be a Member of the Board of Directors with full voting rights, in order to provide continuity in the development and affairs of the Society from one Presidential term to the next.
- c) In the event of the absence or disability of the President, the President-Elect or Past-President will perform the duties as may be required by law, such as the title would indicate or as assigned by the Board of Directors from time to time.
- d) The Secretary shall act as clerk at meetings of the Board and Members and record all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Members and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.

- e) The Treasurer shall disburse the funds of the Society in accordance with direction given by the Board of Directors and render an account of all transactions and the financial position of the Society at all regular Board meetings, the Annual General Meeting, or whenever the Board may require it.
- f) The positions of Secretary and Treasurer may be held by the same person.

### **7.03 Term of Office**

The Officers shall hold office for such term as the Board of Directors decides or until their successors are elected or appointed in their stead.

### **7.04 Vacancies**

- a) Should the office of the President become vacant, it shall be filled by the Past-President or President-Elect. In the event the President-Elect is vacant, it shall be filled by the Board of Directors from amongst Society Members and confirmed at the next Annual General Meeting.
- b) Should the offices of Secretary, Treasurer and any other Officers as the Board of Directors may have appointed become vacant, these vacancies will be filled by appointment of the Board of Directors.

### **7.05 Removal of Officers**

An Officer may, by resolution of the Board of Directors, be removed before the expiration of their term.

## **SECTION 8 – NOTICES**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- 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 Society or in the case of a notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); 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 Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Invalidity of any provisions of this by-law**

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

### **8.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society 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 9 – DISPUTE RESOLUTION**

### **9.01 Mediation and Arbitration**

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

### **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Society 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 Society 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

- b) appoints one mediator, the other party (or if applicable the board of the Society) 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.
- c) the number of mediators may be reduced from three to one or two upon agreement of the parties.
- d) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- e) 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 10 - EFFECTIVE DATE**

### **10.01 Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Society, as enacted by the directors of the Society by resolution on the 6<sup>th</sup> day of April, 2016 and confirmed by the members of the Society by special resolution on the 31<sup>st</sup> of May, 2016.

Dated as of the 10<sup>th</sup> of June, 2016.



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Teri Pereira, Secretary



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Jennifer Chladny, President