

BY-LAW NO. 3

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

DENTAL INDUSTRY ASSOCIATION OF CANADA

(the “Corporation”)

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

PART ONE **GENERAL**

1.1 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;
- (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;
- (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) “**Commercial Lab**” means an entity in Canada who provides dental laboratory services, dentures, crowns, caps, plates, implants etc. initiated by prescription from a licenced practicing dentist in Canada, or in compliance with their regulatory bodies and in accordance with all regulatory and legal requirements;
- (f) “**director**” means a member of the board;
- (g) “**Distributor**” means an entity in Canada who, in all aspects of its business, distributes Manufacturers’ products, technology, and service authorized or licensed to be sold and distributed in the Canadian dental health care community ;
- (h) “**DSO**” means a dental service organization, also known as a dental support organization, who operates as an independent business support center in Canada that contracts with twenty dental practices or more in Canada and which provides business management and support to a group of dental practices, including non-clinical operations;
- (i) “**entity**” means a person that is not an individual;
- (j) “**Governing Laws**” has the meaning ascribed to it in Section 2.1;
- (k) “**Governmental Entity**” means (i) any governmental or public department, central bank, court, minister, governor-in-council, cabinet, commission, tribunal, board, bureau, agency, commissioner or instrumentality, whether international, multinational, national, federal, provincial, state, county, municipal, local, or other; (ii) any subdivision or authority of any of the above; and (iii) any quasi-governmental or private body exercising any regulatory, expropriation, or taxing authority under or for the account of any of the above;
- (l) the terms “**including**”, “**includes**”, “**any**” and “**or**” are not exclusive or limiting unless expressly provided to the contrary;
- (m) “**Industry Sector**” means any of the following industries:
 - (i) Manufacturers;

- (ii) Distributors;
 - (iii) Commercial Labs;
 - (iv) DSOs; or
 - (v) Service Providers;
- (n) “**Laws**” means any and all applicable (i) laws, constitutions, treaties, statutes, codes, ordinances, orders, decrees, rules, regulations, and by-laws, (ii) judgments, orders, writs, injunctions, decisions, awards decrees, rulings, directives, and other similar requirements of, or enacted, adopted, promulgated, or applied by any Governmental Entity, and (iii) to the extent that they have the force of law, policies, guidelines, notices, and protocols of any Governmental Entity;
- (o) “**Manufacturer**” means an entity who carries on business in Canada as a manufacturer of equipment, products, and technology used in the delivery of dental health care across Canada in accordance with all regulatory and legal requirements;
- (p) “**MDL**” means a medical device license issued by Health Canada;
- (q) “**MDEL**” means a medical device establishment license issued by Health Canada;
- (r) “**meeting of members**” includes an annual meeting of members or a special meeting of members;
- (s) “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (t) “**person**” includes an individual, body corporate, sole proprietorship, partnership, syndicate, an unincorporated association or organization, joint venture, trust, employee benefit plan, government or any agency or political subdivision thereof, and a natural person acting as trustee, executor, administrator, or other legal representative;
- (u) “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;
- (v) “**Regulations**” means the regulations made under the Act;
- (w) “**Service Provider**” means an entity in the business in Canada of providing services to the dental health care community across Canada, including business consulting, financial consulting, education, coaching, and information technology in accordance with all regulatory and legal requirements;

- (x) “**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;
- (y) “**special resolution**” means a resolution passed by a majority of not fewer than two-thirds ($\frac{2}{3}$) of the votes cast on that resolution;
- (z) the term “**written**” includes, with respect to any document or instrument, any electronic or facsimile reproduction of such document or instrument from which a tangible copy may be produced or reproduced, and “**in writing**” has a corresponding meaning.

1.2 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, as required by context.

Other than as specified in Section 1.1 above or otherwise defined herein, words and expressions defined in the Act have the same meanings when used in these by-laws.

Unless otherwise expressly provided in these by-laws, any reference in these by-laws to any law shall include any by-law, regulation, order, act, or statute of any governmental body and shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.3 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.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by any two of the President, Vice-President, Treasurer, Secretary or Executive Director and shall be binding on the Corporation without any further formality.

In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof. The Executive Director shall be entitled to execute on behalf of the Corporation any document that has been approved by the board.

1.5 Financial Year End

The financial year end of the Corporation shall be determined by resolution of the board and unless and until changed by the board, the financial year end of the Corporation shall be June 30.

1.6 Banking

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.

1.7 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.

PART TWO **MEMBERSHIP**

2.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board may, by resolution, approve the admission of the members of the Corporation in accordance with Section 2.2. 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:

Class A Members

Subject to Section 2.3, Class A voting membership shall be available only to Distributors, DSOs, Commercial Labs, Service Providers, and Manufacturers who have applied and have been accepted for Class A voting membership in the Corporation, provided that each such entity (a) has paid such contributions and dues as are authorized to be charged by the Corporation from time to time, and (b) is and at all times while a member continues to be in full compliance with all applicable Laws, including those applicable to the regulation of the dental industry and the business being carried on by a member (the “**Governing Laws**”). For greater certainty, the term “Governing Laws” includes all legal requirements relating to the regulation and governing of the use of facilities, storage, and sale of products and service offerings, and the packaging of

products by members of the Corporation as well as the Corporation's code of conduct, inclusion policy and by-laws. .

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation in effect from time to time.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend, and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

Class B non-voting membership shall be available only to any entity providing products and services intended for dental professionals within Canada and who have applied and have been accepted for Class B non-voting membership in the Corporation, provided that the such entity is and continues to be in full compliance with Governing Laws.

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.

Subject to the Act and the articles, a Class B non-voting member shall be entitled to receive notice of and attend meetings of the members of the Corporation, but shall not be entitled to vote except as may be required by law.

Non-Transferability of Membership

Neither Class A members nor Class B members may transfer a membership.

2.2 Applications for Membership

Subject to the provisions of these by-laws, any entity may apply for membership in the Corporation. An application for membership may be made by submitting an application, in a form approved by the board, through the Corporation's website and otherwise in compliance with the rules for applications established by the board from time to time. Any application for membership that is approved by the board shall not become final until all relevant membership dues are received by the Corporation from such applicant.

All applications for membership are subject to review and approval by the board, in its sole discretion.

All duly completed application forms will be forwarded to the Membership Committee or its appointee(s). The Membership Committee or its appointee(s) shall review the membership application to ensure that the applicant meets all conditions of membership as set forth in the Corporation's by-laws. In considering an application for members, the Membership Committee shall be entitled to request from the applicant any additional information that the Membership Committee, in its sole but reasonable opinion, considers necessary and relevant to the application.

The Membership Committee or its appointee(s) shall recommend to the board whether the application in question should be accepted or rejected based on the information provided by the applicant. Each applicant will be promptly notified in writing as to the board's decision, and if membership is denied, the reason for such denial will be stated. An applicant who has been denied membership may re-apply at any time after three (3) months from the date of notification of the previous denial, and any subsequent application shall be subject to the foregoing procedure.

2.3 Membership Compliance

Each member shall, while a member, be and remain in compliance with all Health Canada requirements and shall hold all valid MDELs or MDLs as required, for the manufacture, sale, and/or distribution of products and services sold in Canada. Members must legally be able to conduct business in Canada, and will adhere to the Corporation's Code of Ethics, Inclusion Policy, and by-laws and the Governing Laws as defined herein.

2.4 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to attend the meeting, in accordance with the Act and the Regulations.

Notice of each meeting of members shall remind each voting member of the right to vote by proxy. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy and any such proxy is valid for one (1) year from its date.

2.5 Absentee Voting by Mail Ballot

Pursuant to Subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by emailed or mailed-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

PART THREE

MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE

3.1 Membership Dues

Members shall be notified electronically or in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date, July 1 annually, the members in default shall automatically cease to be members of

the Corporation. The amount of any dues or other contributions shall be determined by the board.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member has its charter or corporate status revoked or cancelled for any reason, or becomes insolvent or bankrupt, as the case may be;
- (b) the member fails to maintain any qualifications for membership described in these by-laws;
- (c) the member fails to abide by its obligations under these by-laws;
- (d) the member resigns by delivering a written resignation to the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (e) the member is expelled in accordance with Section 3.3 or whose membership is otherwise terminated in accordance with the articles or by-laws of the Corporation;
- (f) the member's term of membership expires; or
- (g) the member fails to pay membership dues;
- (h) the Corporation is wound-up or liquidated, or is 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 including use of the Corporation's logo and a member is not entitled to a refund of any membership dues, if applicable, in whole or in part.

3.3 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the by-laws code of ethics or written policies, guidelines, rules, or protocols of the Corporation in force from time to time;
- (b) violating or failing to comply with Governing Laws applicable to such member;
- (c) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (d) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board, after due inquiry by the Membership Committee or such other person designated by the board, determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Where the subject matter of an inquiry referred to above relates to Subsection 3.1(b), in the course of such inquiry the board (or the Membership Committee or such other person designated by the board, as the case may be), shall have the authority to require the member in question to deliver to the board such evidence as may be satisfactory to the board in its sole discretion that the member is in compliance with all Governing Laws, code of ethics, and inclusion policy.

Where the board delegates the responsibility for conducting an inquiry to the Membership Committee, no member who or whose representative serves on the Membership Committee shall be entitled to participate in any inquiry relating to such member.

PART FOUR

MEETINGS OF MEMBERS

4.1 Members Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote on behalf of the member at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. The person holding the position of Executive Director and any staff members necessary to the execution of the meeting's purpose may attend all meetings of members.

4.2 Chair of the Meeting

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

4.3 Quorum

Where there is only one member, that member shall constitute a quorum for the transaction of business at any meeting of members, otherwise a quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty per cent (20%) of the members entitled to vote at the meeting. 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.

4.4 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. 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 not have a second or casting vote.

PART FIVE **DIRECTORS**

5.1 Election and Term

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring four (4) years from the time of election.

Unless and until otherwise fixed by special resolution of the members, the board shall consist of between twelve (12) to eighteen (18) directors ideally comprising at least one member from each Industry Sector. No member company may occupy more than two (2) board positions and no Industry Sector shall at any time have more than 49% representation on the board. The term of office for each director shall be four (4) years. Directors, as such, shall not receive any stated remuneration for their attendances at meetings of the board but, by resolution of the board, expenses of their attendances at meetings on behalf of the Corporation may be allowed.

5.2 Policies, Guidelines, Etc.

The board is hereby expressly authorized at all times to enact, implement, and/or publish policies, guidelines, rules, and protocols applicable to the affairs of the Corporation and the membership thereof, provided that such policies, guidelines, rules, and protocols (a) are provided or made available to the members, (b) are of general application and are not intended to target any one or more specific members, and (c) are reasonable. If there is any inconsistency between such policies, guidelines, rules, or protocols and these by-laws, these by-laws shall govern to the extent of such inconsistency.

PART SIX
MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the board may be called by the Executive Director, the Chair of the Board, the Vice Chair of the Board, the President, the Vice President, or by any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. 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) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President shall, in addition to an original vote, have a second or casting vote.

6.5 Committees

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.

The following standing and special committees are hereby authorized, provided that the board may at any time cancel any such committee or grant or alter the powers of any such committee:

- (a) Executive, Governance & Nominating Committee;
- (b) Regulatory & Government Affairs Committee
- (c) Finance Committee;
- (d) Membership Committee;
- (e) Market Research & Data Committee; and,
- (f) Technorama & Conventions Committee.

The Executive Committee shall comprise the persons for the time being holding the offices of President, Vice-President, each of whom shall be a director as well as the immediate past President and the Executive Director. The duties of each of the said standing committees shall be established by the board from time to time. Save as otherwise set forth herein, each of the said standing committees shall have a lead director and be comprised of members or their representatives. Each of the said standing committees shall provide regular reports to and recommendations to the board.

The board may establish *ad hoc* working sub-committees to effect the immediate business of the Corporation. Each such sub-committee shall be led by a member and comprised of members or their representatives. Each of the said sub-committees shall provide regular reports to and recommendations to the board.

At least two months prior to each annual meeting, the Executive, Governance and Nominating Committee shall prepare a list of candidates nominated for election for vacancies on the board and the Secretary shall cause such list to accompany the agenda of the annual meeting. Additional nominations may be made by any two members, if they are received in writing by the Secretary before the day of the annual meeting. No nominations may be made from the floor of the meeting.

PART SEVEN **OFFICERS**

7.1 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a director. The Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.

- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The Vice-Chair of the Board shall have such other duties and powers as the board may specify.
- (c) **President** - If appointed, shall be a director, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) **Vice-President** - If appointed, shall be a director, and shall preside at meetings of the board or of the members in the absence of the President. The Vice-President shall have such other duties and powers as the board may specify.
- (e) **Secretary** - If appointed, the Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (f) **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the board may specify.
- (g) **Executive Director** - The board may employ or retain an Executive Director of the Corporation on such terms and for such remuneration and with such responsibilities, powers and duties as the board may from time to time determine.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or the President requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

No person shall hold more than two (2) offices. No person shall serve as President for more than two (2) years.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,

- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment), or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the expiration of the original director's term.

PART EIGHT

NOTICES

8.1 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, 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 or 134 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.

8.2 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.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

PART NINE **DISPUTE RESOLUTION**

9.1 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 Section 9.2 of this by-law.

9.2 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 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 Corporation 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.

- (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.

PART TEN

PROTECTION OF DIRECTORS AND OFFICERS

10.1 Limitation of Liability

No director or officer of the Corporation shall be liable for damages caused by any other director or officer or other person acting on behalf of the Corporation

10.2 Indemnity

Every director, officer, or other person who has undertaken a liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects may, with the consent of the Corporation given at a meeting of members, be indemnified out of the funds of the Corporation against:

- (a) all losses which that director, officer, or other person suffers in proceedings that are brought or threatened to be brought against him or her or resulting from something done or omitted to be done by him or her in the execution of his or her duties of office; and
- (b) all other losses which he or she suffers in relation to the affairs of the Corporation

except such losses resulting from his or her own wilful neglect or default.

10.3 Insurance

The board shall cause the Corporation to maintain a policy of liability insurance wherein the Corporation is a named insured and each of the directors, officers and committee members of the Corporation is an unnamed insured, such policy to exclude any right of subrogation by the insurer against any insured, named or unnamed.

PART ELEVEN

OTHER

11.1 Borrowing and Giving of Security

The board may from time to time borrow money upon the credit of the Corporation in such

amounts and on such terms as may be deemed expedient by obtaining lines of credit, loans or advances or by way of overdraft or otherwise.

From time to time, the board may authorize any director or officer of the Corporation to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the board may authorize, and to generally manage, transact, and settle the borrowing of money by the Corporation.

11.2 Affinity Program

The Corporation is specifically authorized to enter into agreements to participate in affinity programs with third party service or product providers on behalf of or for the benefit of its members and the members' employees, including but not limited to affinity insurance, credit card, telecom programs, etc. The members of the Corporation, and where applicable, the members' employees, can therefore elect to participate in such affinity programs.

PART TWELVE
EFFECTIVE DATE

12.1 Effective Date

This by-law shall become effective without further formality when enacted by the board.

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CERTIFIED to be By-Law No. 3 of the Corporation, as enacted by the directors of the Corporation and confirmed by the members of the Corporation as of the 5th day of May, 2021.

DocuSigned by:
Jim Waring
FC7B8A21285C405...

President

DocuSigned by:
Bonnie Tan
3953A40DC1B64B9...

Secretary