

Baby-Friendly Hospital Initiative Network [BFHI Network] Bylaws

Adopted
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BFHI NETWORK

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Bylaw No. 1

A bylaw relating generally to the conduct of the affairs of the Baby-Friendly Hospital Initiative Network ("BFHI Network" or the "Corporation")

BE IT ENACTED as a bylaw of the Corporation as follows:

Section 1 – General, Name and Purpose

0.01 Definitions and Interpretation

In this bylaw and all other bylaws 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;
- d. "Bylaw" means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Chair" means the president.
- f. "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;
- g. "National BFHI" is an independent organization that is recognized by the Corporation as a proponent of the Baby Friendly Health Initiative in its respective country;
- h. "Ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- i. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

In the interpretation of this bylaw, 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 bylaws.

1.02 Name

The name of the Corporation shall be *Baby-Friendly Hospital Initiative Network (BFHI Network)*, a not-for-profit corporation incorporated under 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.

1.03 Purpose

The aim of the Corporation is “to achieve the best care for mothers and infants through the WHO-UNICEF Baby-Friendly-Hospital Initiative (BFHI) and its expansion”.

1.04 Objectives:

In pursuing its aim, Corporation sets the following purposes:

1. To stimulate wider adoption and expansion of the Baby-Friendly Hospital Initiative (BFHI) best practice standards throughout countries.
2. To work towards the expansion of the Baby Friendly Hospital Initiative into the Community, Neonatal Wards, Universities, Work places and others settings.
3. To support the implementation of related WHA resolutions and WHO and UNICEF recommendations and standards of care as related to breastfeeding including the International Code of Marketing of Breast-milk Substitutes and related WHA resolutions.
4. To continually improve the knowledge on issues related to BFHI implementation and expansion by sharing knowledge and research findings and by stimulating related research.
5. To strengthen ties, to offer mutual support and to build agreements on common strategies that address constraints to National BFHI implementation and expansion, among members.
6. To share up-to-date information on BFHI implementation, experiences and good practices, barriers and difficulties and strategies to overcome them and help the expansion of the BFHI, among members.
7. To disseminate up-to-date information, research findings, experiences, good practices and strategies related to the implementation and expansion of the BFHI among any interested public, be it mothers and families around the world, breastfeeding support associations, international associations or any other BFHI committee or organization not member of the Corporation.
8. To help members and other interested code-compliant non-member persons implement and expand the BFHI, by sharing knowledge and expertise, experiences and strategies as deemed needed or asked for.
9. To raise increased support to BFHI implementation and expansion and to the work of the National BFHIs throughout the world;

1.04 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 board shall appoint a custodian of the seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if

any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.06 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.

1.07 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 2 - Membership – Matters requiring special resolution

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Ordinary members and Associate members. The board of directors of the Corporation will oversee the approval of the admission of the members of the Corporation. Members will be admitted by resolution in such manner as may be prescribed by the board by resolution.

The following conditions of membership shall apply:

Ordinary Members (OM)

- (i) **Ordinary (OM)** voting membership shall be available only to OM-eligible individuals who are the main representative of the national BFHI in each country, who may be the:
 - a. Coordinator (or leader) of the Baby Friendly Initiative at national level;
or
 - b. a person who has been specifically appointed by the National Coordinator (or BFHI team) to represent the national BFHI coordination in the BFHI network (the “Primary Representative”).

Only one individual per country may be granted Ordinary membership, i.e. either the National Coordinator or their Primary Representative.

To be eligible for Ordinary membership, the National Coordinator or their Primary Representative must be affiliated with a Baby Friendly Initiative organization recognized by the Corporation.

An OM-eligible individual who has applied and has been accepted by the board of directors shall become an OM voting member of the Corporation upon acceptance by the board of directors.

The term of membership of an OM voting member shall be two years, and shall be renewable without limit, in accordance with the policies of the Corporation. To maintain membership, they must remain appointed as the National Coordinator or remain the Primary Representative of the National Coordinator, as the case may be. If the National Coordinator or Primary Representative, as the case may be, is no longer appointed or otherwise an authorized representative of their national BFHI, their membership shall immediately be terminated.

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

Associate Members (AM)

Associate non-voting membership (**AM**) shall be available to persons who have applied, fall into one of the categories detailed below and have been accepted by the board for AM non-voting membership in the Corporation who are:

- a. a second representative for a country's national BFHI delegation ("Secondary Representative"), who wishes to become member, has been appointed by its country National Coordinator (or BFHI committee), accepts these bylaws and is approved by the board of the BFHI Network; or
- b. a delegate of a country that does not have a national BFHI but is in the process of implementing it, who wishing to become member, accepts these bylaws and has been approved by the board of the BFHI Network; or
- c. former directors or employees of the Corporation; or
- d. individuals who are otherwise proponents of BFHI and in the opinion of the board of directors would be of substantive benefit to the Corporation as an associate member.

The term of membership of an AM shall be two years, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act and the articles, an AM shall not be entitled to vote at meetings of the members of the Corporation.

Subject to the Act and the articles, an AM shall not be entitled to participate in a voting capacity at the administrative annual meeting of the Corporation. However, the Corporation may invite an AM to attend the administrative annual meeting in an observatory capacity only. The Board may also invite additional persons as necessary to support members.

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

2.02 Members responsibilities

All members:

By accepting membership, all members accept the obligation of collaborating with the rest of members for the achievement of the Corporation purpose and goals and to respect the Corporations policies inclusive of the International Code of Marketing of Breast-milk Substitutes.

After admission and annually afterwards, all members shall file an annual affirmation of maintaining their current position in their own National BFHI, their compliance with the Corporation's goal the Corporations policies inclusive of the International Code of Marketing of Breast-milk Substitutes.

Compliance with this requirement will define a member's good standing in the Corporation.

Public statements and policy positions:

From time to time the Corporation may issue a public statement on a topic or take a position on a policy matter. Draft materials will be sent to the membership prior to release. Ordinary members hold the responsibility of reviewing and voting on such materials within the requested time frame. The Corporation will take a position based on the majority vote. An ordinary member in opposition to an approved organizational position may request that their opposition be publicly reported.

2.03 Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

2.04 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to participate at the meeting by the following means:

- a. by telephonic, electronic or other communication mechanism to each member entitled to vote at the meeting, during a period of a minimum of 35 days for non in person meetings and at least 60 days before in person meetings on which the meeting is to be held.

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

2.05 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of

the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.06 Email or electronic voting

Pursuant to section 171(1) (Absentee Voting) of the Act, in the case of meetings held by electronic means (teleconferences) or, in cases that the board decides that there is a matter that needs to be voted on by members, in-between meetings, members entitled to vote at a meeting of members may vote by answering a survey 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.

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

Section 3 - Membership dues, termination and discipline

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, board of directors may, at its discretion, terminate membership in the Corporation.

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. a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or bylaws;
- e. the member's term of membership expires; or
- f. 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 member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, or written policies of the Corporation;

- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. 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 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.

Section 4 - Meetings of members

4.01 Persons Entitled to be Present

Members, 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 bylaws of the Corporation to be present at the annual meeting are entitled to be present at the annual or special meetings of the members of the association.

However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at any meeting.

4.02 Chair of the Meeting

The chair of the board or in its absence, the vice-chair of the board will chair the annual meeting of members. 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.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 40% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, members present will proceed with the business of the meeting even if there is a loss of quorum below 40% throughout the meeting.

4.04 Votes to Govern

Unless otherwise required by the Act or the articles of the Corporation, the majority of questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting.

Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the members.

The following exceptions may apply:

a. The chair of the meeting may determine when, due to its specific nature, a particular question shall be decided by a majority vote of the members.

In case of an equality of votes, either on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.05 Place of Members' Meeting

Subject to the Act and the Articles:

- a. in years where the Corporation hosts the international BFHI conference (the "Conference"), the annual meeting of the members shall be held at the same location as the Conference, and at a time that falls within the Conference schedule; and
- b. in years where the Conference is not held, the annual meeting of the members shall be held via online video conference.

4.06 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication mechanism that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication mechanism in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.07 Members' Meeting Held Entirely by Electronic Means

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

Section 5 – Board of Directors

5.01 Board of Directors

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

5.02 Qualification of Directors

Directors shall state their willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

5.03 Number of Directors

Subject to the Articles, the Board of Directors shall be comprised of a variable number of members as determined from time to time by the members by ordinary resolution.

5.04 Term of office

At the first election of directors following the approval of these bylaws, one-half (1/2) of the directors shall be elected for a four-year term and one-half (1/2) of the directors shall be elected for a two-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for four-year (4) terms.

A Board member's term of office shall be four years. There shall be a maximum of three renewal of terms.

5.05 Nominations and Elections

Subject to the articles, the members will elect directors at the first membership meeting 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 fourth annual meeting of members following the election. There shall be a maximum of three renewal of terms.

OM-members may nominate other members, including her or himself, for the Board of Directors by submitting the candidate's name and resume to the Chair of the Governance Committee.

The Chair of the Governance Committee shall provide a list of all candidates to all OM-members of the corporation at least thirty (30) calendar days prior to the election. Election shall occur at the Annual Meeting of the Corporation in the year during which the specific members' terms expire. Each OM-member shall cast one vote, by ballot only, for each open position. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

The board of directors may then appoint additional directors for a term expiring not later than the close of the next annual meeting of members, but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

5.06 Duties

The Directors shall exercise the duties of care, loyalty, and obedience to the Corporation's mission in all matters related to their work with this corporation. The Directors shall be responsible for the oversight of the Corporation, shall ensure the proper functioning of the Corporation, and shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these Bylaws.

5.07 Resignation and Removal

Any Director may resign by delivering a written resignation to the Chairman or Clerk of the Board. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

In the event that a member of the Board of Directors misses more than 2 consecutive meetings or fails to meet the requirements of "good standing", the Board shall review this situation and, if deemed appropriate, may, by a vote of the majority of the then acting directors, request the resignation of such a member.

Any director may be removed with or without cause by affirmative vote of two-thirds of the Board of Directors. A director may be removed for cause only after reasonable notice and opportunity to be heard has been given to such Director.

5.08 Vacancies

A vacancy of a director occurring in the interim between annual meetings regardless of cause, may be filled by the Board of Directors

5.09 Compensation

Directors shall serve voluntarily and without compensation. However, directors may be reimbursed for approved legitimate expenses incurred on behalf of the Corporation.

Section 6 - Meetings of directors

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 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 not less than 14 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 7 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 bylaw 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.

6.03 Emergency Meetings

In the event of an emergency, the notice requirements set out in Section 6.02 may be waived by the president. More specifically, a notice of meeting need not be given to any director who signs a waiver of notice of a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the Corporation's records and made a part of the minutes of the meeting.

6.04 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)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.05 Votes to Govern

Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote".

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 chair of the meeting in addition to an original vote shall have a second or casting vote.

6.06 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.

Each committee will have a chair, a vice-chair and a secretary. The Board will nominate the chair of each committee. Any member, ordinary or associate, may volunteer to be part of a committee. Members must be in good standing condition as defined by section 2.02.

Section 7 - Officers

7.01 Appointment of officers

The Board may designate the offices of the Corporation and appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director

unless these bylaws otherwise provide. Two or more offices may be held by the same person.

7.02 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 of Directors 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 of Directors and of the members. The Vice-chair shall have such other duties and powers as the board may specify.
- c. **President** of the Corporation– If appointed, the president 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. The president shall be appointed by the chair of the board.
- d. **Secretary** of the Corporation– If appointed, the Secretary shall attend and be the secretary of all administrative and members meetings 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.
- e. **Treasurer** of the Corporation- If appointed, the Treasurer shall have such powers and duties as the board may specify.

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 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.

7.03 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.

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 bylaws 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); 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 bylaw 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.

8.02 Invalidity of any provisions of this bylaw

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

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 Corporation has provided notice in accordance with the bylaws 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 Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this bylaw.

9.02 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 bylaws, 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, bylaws 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.

Section 10 - Effective date

10.01 Effective Date

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the board.

MADE by the board as of June 12, 2023.

MT Hernández-A

Maria-Teresa Hernández-Aguilar

Patricia T. Macenroe

Patricia T. MacEnroe

K. O'Grady

Kathleen M. O'Grady