

The International Committee
for Study of
Bauxite, Alumina and Aluminium

“ICSOBA”

BYLAW

This document guides conduct of the affairs of ICSOBA registered as a not-for-profit organization under the *Canada Not-for-profit Corporations Act* (NFP Act). ICSOBA is registered at: Corporations Canada, Ontario: No. 802906-7, and Registraire des entreprises, Québec: No. 1167982181

OCTOBER 2017

TABLE OF CONTENTS

1. GENERAL	3
1.1. Definitions	3
1.2. Interpretation	3
1.3. Execution of Documents	3
1.4. Financial Year	4
1.5. Banking Arrangements	4
1.6. Borrowing Powers	4
1.7. Annual Financial Statements	4
1.8. Distribution of Property, Accretions or Profits	4
1.9. Remuneration and Reimbursement	4
2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION	4
2.1. Membership Conditions	4
2.2. Notice of Members Meeting	5
3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE	5
3.1. Membership Dues	5
3.2. Termination of Membership	5
3.3. Discipline of Members	6
4. MEETINGS OF MEMBERS	6
4.1. Persons Entitled to be Present	6
4.2. Chair of the Meeting	6
4.3. Place of Members' Meeting	6
4.4. Quorum at Members' Meetings	6
4.5. Votes to Govern at Members' Meetings	6
4.6. Participation by Electronic Means at Members' Meetings	7
4.7. Meeting Held Entirely by Electronic Means	7
5. BOARD OF DIRECTORS	7
5.1. Number of Directors	7
5.2. Election and Term of Office of Directors	7
5.3. Eligibility	7
5.4. Appointment of Offices	7
5.5. Description of Offices	7
5.6. Board of Directors Meetings	9
5.6.1 General Interpretations	9
5.6.2 Notice of Meeting of Board of Directors	10
5.7. Committees of the Board of Directors	10
5.8. Vacancy in Office	10
6. TECHNICAL COMMITTEE	11
6.1. Composition and Duties of the Technical Committee	11
6.2. Appointment of Technical Committee Members	11
6.3. Technical Committee Meeting	11
7. ORGANISING COMMITTEE	12
7.1. President of ICSOBA	12
7.2. Composition and Duties of the Organizing Committee	12
8. NOTICES	12
8.1. Method of Giving Notice	12
8.2. Invalidity of any Provisions of this Bylaw	13
8.3. Omissions and Errors	13
9. DISPUTE RESOLUTION	13

9.1. Mediation and Arbitration	13
9.2. Dispute Resolution Mechanism	13
10. BYLAWS AND EFFECTIVE DATE	14

A bylaw relating generally to the conduct of the affairs of ICSOBA (the "Association")

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

1. GENERAL

1.1. Definitions

In this bylaw and all other bylaws of the Association, unless the context otherwise requires:

"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;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Board" means the board of directors of the Association and "director" means a member of the Board;

"Bylaw" means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force and effect;

"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;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2. Interpretation

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 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors 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 signing director may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

1.4. Financial Year

The financial year of the Association has been defined by the Board as starting on January 1 and extending through to December 31.

1.5. Banking Arrangements

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

1.6. Borrowing Powers

Unless authorized by the members, the directors of the Association may not:

- i. Borrow money on the credit of the Association;
- ii. Issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- iii. Give a guarantee on behalf of the Association;
- iv. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association;

1.7. Annual Financial Statements

The Association 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.8. Distribution of Property, Accretions or Profits

- i. Subject to subsection (ii), no part of the Association's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director of the Association except in furtherance of its activities or as otherwise permitted by the Act.
- ii. If a member of the Association is an entity that is authorized to carry on activities on behalf of the Association, the Association may distribute any of its money or other property to the member to carry on those activities.

1.9. Remuneration and Reimbursement

- i. The directors of the Association may fix the reasonable remuneration of the directors, officials and employees of the Association.
- ii. A director or a member may receive reasonable remuneration and reimbursement of expenses for any services to the Association that are performed in any other capacity.

2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1. Membership Conditions

Subject to the Articles, there shall be two (2) classes of members in the Association, namely Individual Members and Corporate Members. The Board of directors of the Association may, by resolution, approve the admission of the members of the Association. 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:

Individual voting Membership shall be available only to natural persons interested in furthering the Association's purposes and who have applied and have been accepted for Individual Membership in the Association. As set out in the Articles, each Individual voting member is entitled to receive notice of, attend and vote at all meetings of members of the Association and each Individual voting member shall be entitled to one (1) vote at such meeting.

Individual membership gives to the member reduced event registration rates.

Corporate voting Membership shall be available only to corporations interested in furthering the Association's purposes and who have applied and have been accepted for Corporate Membership in the Association.

Corporate Membership gives the corporate member individual membership rights for two (2) appointed employees. As set out in the Articles each of the two employees of the Corporate voting member with individual membership rights is entitled to receive notice of, attend and vote at all meetings of members of the Association and each of the two appointed employees of the Corporate voting member shall be entitled to one (1) vote at such meeting.

Corporate membership gives to the corporate member reduced event sponsor fees.

The term of either membership shall be approximatively annual (from one Annual International Conference to the next one), subject to renewal in accordance with the policies of the Association.

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).

2.2. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, personal delivery, telephonic, electronic or other communication facility to each member entitled to vote at the meeting not less than twenty-one (21) days before the time when 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 Association to change the manner of giving notice to members entitled to vote at a meeting of members.

3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1. Membership Dues

Every Member of the Association shall pay an annual membership fee, amounting to the equivalent of:

- i. U\$100 for individual members, unless a different amount, or exemption for certain members is decided by the Board;
- ii. U\$1000 for corporate members, unless a different amount is decided by the Board.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within twelve (12) calendar months of the membership renewal date, the members in default automatically cease to be members of the Association.

3.2. Termination of Membership

A membership in the Association is terminated when:

- i. The member dies, or in case of a member that is a corporation, the corporation is dissolved;
- ii. The member fails to maintain any qualifications for membership described in section 2.1 of these bylaws.
- iii. The member resigns by delivering to any Board member a written resignation and lodging a copy of the same with the Association's director in charge of membership administration in which case such resignation shall be effective on the date specified in the resignation;
- iv. The member is expelled in accordance with section 3.3 below or is otherwise terminated in accordance with the Articles or bylaws; or
- v. The Association is liquidated 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 Association, automatically cease to exist.

3.3. Discipline of Members

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

- i. Violating any provision of the Articles, bylaws, or written policies of the Association;
- ii. Carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- iii. For any other reason that the Board, in its absolute discretion, considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the Chairman of the Board, or such other director 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 Chairman of the Board, or such other director as may be designated by the Board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the Chairman of the Board, or such other director as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board of Directors 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 or director's decision shall be final and binding on the member, without any further right of appeal.

4. MEETINGS OF MEMBERS

4.1. Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or bylaws of the Association 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.

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. Place of Members' Meeting

Meetings of the members will be held in conjunction with an event (congress, conference, symposium, seminar, etc.) of the Association or at any places determined by the Board.

4.4. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% 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.

4.5. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the Articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.6. Participation by Electronic Means at Members' Meetings

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

4.7. Meeting Held Entirely by Electronic Means

If the directors, directors or members of the Association call a meeting of members pursuant to the Act, those directors, 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.

5. BOARD OF DIRECTORS

The Board of Directors is accountable to the members and is responsible for managing and supervising the activities and affairs of the corporation. The directors have legal responsibility for ICSOBA and are registered with Canadian authorities.

5.1. Number of Directors

The Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. The number of directors shall be determined from time to time by most of the directors at a meeting of the directors and sanctioned by an affirmative majority of the votes cast in favor of the resolution at a general meeting of members.

5.2. Election and Term of Office of Directors

Generally, the directors are elected by the members at the annual meeting. The directors shall hold office for two (2) years from the date of election with an optional extension of another two (2) years, or until their successors are elected or appointed in their stead. A director needs to be re-elected after the period of four (4) years if he/she wants to continue work on the Board.

5.3. Eligibility

Candidates for a Director's position are eligible only after having been ICSOBA members for at least two (2) consecutive years.

5.4. Appointment of Offices

Upon election to the Board the directors need to settle on the office they take. A director can hold any office of the Association and any two or more offices may be held by the same person.

Directors shall hold office for two (2) years from the date of appointment with an optional extension of another two (2) years, or until their successors are appointed in their stead. The directors may appoint additional directors between annual meetings to hold office for a term that must expire on or before the next annual meeting of members.

5.5. Description of Offices

The Board of Directors shall manage the business and property of the Association. One of the responsibility and duty of directors is to assure continuity of ICSOBA and its wellbeing.

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

a. Chairman of the Board

- i. The Chairman of the Board is appointed by the Board from among the elected directors for a two year term;
- ii. The Chairman of the Board is the official representative of the Association in all official matters;
- iii. The Chairman of the Board chairs all meetings of the Board of Directors and assures such meeting is conducted properly;
- iv. The Chairman of the Board has the power to call a general meeting of the Association's members and chairs the meeting of the members;
- v. The Chairman of the Board shall, subject to the authority of the Board, have general supervision of the affairs of the Association, shall initiate actions that are in the best interest to the Association, and shall have such other duties and powers as the Board may specify.
- vi. The Chairman of the Board assures compliance of actions with Bylaw

b. Vice-Chairman of the Board

- i. The Vice-Chairman of the Board, if one is to be appointed, shall be a director;
- ii. The Vice-Chairman of the Board helps the Chairman of the Board in his/her activities and represents the Association if necessary. If the Chairman of the Board is absent or is unable or refuses to act, the Vice-Chairman of the Board, if any, shall, when present, chair at all meetings of the Board of Directors and of the members meeting;
- iii. The Vice-Chairman of the Board has the power to call a general meeting of the Association's members;
- iv. The Vice-Chairman of the Board shall have such other duties and powers as the Board may specify.

c. Chief Executive Officer (CEO)

- i. The CEO shall be a director;
- ii. The CEO shall be responsible for implementing the strategic plans and policies of the Association;
- iii. The CEO is responsible for executing decisions of the Board of Directors, for reporting obligations under the Canada Not-for-profit Corporations Act, prepares the Annual Report and holds liaison to the members;
- iv. The CEO can appoint members as ICSOBA Officials, and/or non-member for contracted services to perform part of the CEO's duties;
- v. The ICSOBA Officials, if appointed, are responsible to report to the CEO and complement his/her activities in a specific area such as event organization, acquisition of sponsors, creation and issuing of Newsletter; promotion and public relations.

d. Secretary General

- i. If appointed, the Secretary General of the Board shall attend and be the administrator of all meetings of the Board of Directors. Accordingly, the Secretary shall record, or cause to be recorded, all votes and shall enter, or cause to be entered, in the Association's minute book, minutes of all proceedings of such meetings;
- ii. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association;
- iii. The Secretary is responsible for communication and external affairs, including promotion and the management of information through the internet website etc., and for and carrying on correspondence and communication on behalf of the Association, and the Board of Directors;
- iv. The Secretary is the custodian of the Association's seal, if any.

e. Treasurer

- i. If appointed, the Treasurer shall be responsible for the financial management of the Association, which also includes maintaining bank accounts, making payments, complying with tax obligations, etc.;
- ii. The Treasurer, with the help of members, and/or contracted services, shall keep an account of all financial transactions of the Association and of all the sums of money received and spent by it;
- iii. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to it and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Association;
- iv. The Treasurer shall render to the Board of Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association;
- v. The Treasurer shall prepare, together with the CEO, the annual accounts, has the accounts audited by an accountant appointed by the Board every year at the close of the accounting year, and prepare, together with the CEO, the budget for the next year;
- vi. The Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other directors of the Association shall be such as the terms of their engagement call for or the Board or CEO 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 director.

f. Past Chairman of the Board

If appointed and accepted, a past-Chairman of the Board will serve in the Board of Directors as an advisor in order to ensure a smooth transition and continuity of the organization's affairs.

5.6. Board of Directors Meetings

5.6.1 General Interpretations

- a. Meetings of the Board of Directors will be held as often as deemed necessary by at least 1/3rd of the members of the Board, but at least twice a year;
- b. Meetings of the Board of Directors shall be held in conjunction with an Event of the Association, or at any time and place to be determined by the members of such board or will be conducted by tele-conferencing at any moment that the Board of Directors may decide;
- c. 50% + 1 members of the Board of Directors shall constitute a quorum. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Association;
- d. In case of an adjourned meeting there shall be no quorum;
- e. Meetings of the Board of Directors are chaired by the Chairman of the Board and in his/her absence by the Vice-Chairman of the Board;
- f. The minutes of the Board of Directors meeting shall not be available to the general membership of Association but shall be available to the directors, each of whom shall receive a copy of such minutes;
- g. Members of the Board of Directors may agree to make decisions outside a meeting through voting or approval by other means such as e-mail;
- h. The Board of Directors decides on the final version of the business plan, contracts for services for administration and/or Event organisation, and on any issue regarding legal matters of the Association;

- i. The Board of Directors decides or approves according to a simple majority of the votes. Each director is authorized to exercise one (1) vote. In case equal numbers of votes are for and against the proposal; the vote of the Chairperson is decisive.

5.6.2 Notice of Meeting of Board of Directors

- a. 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;
- b. Notice of the time and place for the holding of a meeting of the Board shall be given at least a fortnight prior to the meeting to every director of the Association, but typically 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;
- c. 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 needs to specify the purpose or the business to be transacted at the meeting.

5.7 Committees of the Board of Directors

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.

5.8 Vacancy in Office

- a. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any director of the Association. Unless so removed, an director shall hold office until the earlier of:
 - i. The director's successor being appointed;
 - ii. The director's resignation;
 - iii. Such director ceasing to be a director (if a necessary qualification of appointment);
 - iv. Such director's death;
- b. If the office of any director of the Association shall be or become vacant, the directors may, by resolution, appoint a member of the Association to fill such vacancy;
- c. The office of director shall be automatically vacated:
 - i. If at a special general meeting of members, a resolution is passed by 75% of the votes cast in favor of the removal of the director;
 - ii. If such director has resigned his office by delivering a written resignation to the Secretary;
 - iii. If such director is found by a court to be of unsound mind;
 - iv. If such director becomes bankrupt or suspends payment or compounds with his creditors;
 - v. On death.
- d. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

6. TECHNICAL COMMITTEE

6.1. Composition and Duties of the Technical Committee

The Technical Committee oversees maintaining and enhancing the reputation of ICSOBA through rigorous selection of high quality papers as well as of the practical organization / running of the sessions during the annual conference.

The Technical Committee is composed of the Program Director (of the Board of Directors) as its Chairperson and of 5 to 15 subject / session organizers and vice subject organizer.

Technical Committee members jointly represent the following areas:

- a. The technical areas: bauxite, bauxite residue, alumina, carbon, electrolysis, aluminium, environment, etc.;
- b. Scientific areas such as academies of sciences, universities, scientific institutions, etc.;
- c. International societies such as TMS, GDMB, AIM, EAA, etc.;
- d. The regional areas: Asia, Australia, Americas, Middle East, Europe, Africa; A formula should be used to ensure regional representation;

The Technical Committee members' duties are:

- a. Advise the Board of Directors on the course of action;
- b. Actively contribute to the organisation of activities of the Association, such as Events, Newsletters etc.;
- c. Promote the Association's wellbeing and standing;
- d. Other duties as the Board of Directors may specify.

6.2. Appointment of Technical Committee Members

The Technical Committee and the Board of Directors may propose members of the Association as new Technical Committee member for appointment by the Board of Directors, and their appointment is approved in the meeting of members by simple majority. Candidates for a Technical Committee member's position are eligible only after having been ICSOBA members for at least one (1) year.

The members of the Technical Committee are appointed for the period of two (2) years and they can be re-appointed.

The members of the Technical Committee are preparing the future by identifying members who have the potential, skills and willingness to become tomorrow's subject organizers and appointing them as Deputy Subject Organizer. In case a member of the Technical Committee resigns or is expelled, the Board of Directors and the Technical Committee can decide and induct a new member until the next meeting of members.

6.3. Technical Committee Meeting

- a. Technical Committee meetings can be held as often as deemed necessary by at least 1/3rd of the Technical Committee members. The Technical Committee's chairperson will call for the meeting and give notice with the agenda proposed to all Technical Committee members at least a fortnight prior to the meeting unless urgency of the matter requires a shorter notice;
- b. Minutes of the Technical Committee meeting are taken by the Technical Committee member appointed by the chairperson to do so;
- c. Technical Committee meetings will be held during or adjacent to an event of the Association or will be conducted by tele-conferencing;
- d. The quorum is a minimum of 1/3rd of Technical Committee members in such meetings;
- e. There is no quorum in case of an adjourned meeting;

- f. Technical Committee members may agree to take decisions outside of a Technical Committee meeting through voting or approval by other means such as email;
- g. The Technical Committee decides or approves according to a simple majority of the votes. In case equal numbers of votes are for and against the proposal, the vote of the chairperson is decisive.

7. ORGANISING COMMITTEE

ICSOBA's international success is founded on the practice of rotating the venue of International Meetings to countries that play an important role in the global aluminium industry. To recognize importance among the industry leaders of an organization, which becomes host to the ICSOBA conference and to recognize accomplishments and highlight individual who earned his elevated position in the organization, a post of President is offered.

7.1. President of ICSOBA

- i. The President is elected by the Board of Directors from among the active industry executives for a one year term and becomes patron of the Organizing Committee;
- ii. The President is not a director, so he has no legal responsibility for ICSOBA and he is not registered as such with Canadian authorities.
- iii. The President opens and closes the annual conference;
- iv. The Presidents becomes a high calibre keynote speaker or nominates one with subject pertinent to the global context;
- v. The President facilitates support of his/her organization in setting up an annual event (for example: technical excursions to selected plants);
- vi. The President may initiate actions that are in the best interest to the Association, after consultation with the Board of Directors.
- vii. The President shall have such other duties and powers as the Board may specify.

7.2 Composition and Duties of the Organizing Committee

Every year, a subset of the ICSOBA Board is appointed as the Organizing Committee of the Annual International ICSOBA Conference. The composition of the Organizing Committee includes at least the ICSOBA President, the Chairman of the Board, CEO, the Program Director, the Director for Conference management and Treasurer. The President can propose to add representative(s) of the host sponsor as member(s) of the Organizing Committee.

The Organizing Committee manages the Conference organization either directly or manages Conference Organizers, if the conference organization is delegated or outsourced.

8. NOTICES

8.1 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the bylaws or otherwise to a member, director, member or Technical Committee, director 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- 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 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 director of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

The Secretary may change or cause to be changed the recorded address of any member, director, Technical Committee member, director, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary general to be reliable.

8.2 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.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, Technical Committee member, director, director or public accountant, or the non-receipt of any notice by any such person where the Association 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.

9. DISPUTE RESOLUTION

9.1. Mediation and Arbitration

Disputes or controversies among members, directors, Technical Committee members, directors, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, Technical Committee members, directors, committee members or volunteers of the Association arising out of or related to the Articles or bylaws, or out of any aspect of the operations of the Association 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, Technical Committee members, directors, committee members, employees or volunteers of the Association 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:

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 Association) 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 to mediate a resolution between the parties;

The number of mediators may be reduced from three to one or two upon agreement of the parties;

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 Association 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.

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.

10. BYLAWS AND EFFECTIVE DATE

Subject to the Articles, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Association. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

CERTIFIED to be Bylaw No1 of the Association, as enacted by the Directors of the Association by resolutions on the 1th day of October 2017 and approved by the members of the Association on the 3rd day of October 2017. Dated as of the 3rd day of October 2017.

SIGNED BY:

Claude Vanvoren

Frank Feret

Andrey Panov

Michel Reverdy

Houshang Alamdari

Matthieu Arlettaz

BS Pani