

The International Committee  
for Study of  
Bauxite, Alumina and Aluminium

“ICSOBA”

**BYLAWS**

A bylaw relating generally to the conduct of the affairs of ICSOBA

DECEMBER 2015

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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:

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## 1. GENERAL

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### 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 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 signing officer 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 officer or officers 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 or an officer 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 officers, officials and employees of the Association.
- ii. A director, an officer or a member may receive reasonable remuneration and reimbursement of expenses for any services to the Association that are performed in any other capacity.

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## 2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

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### 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 annual, 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.

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## 3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

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### 3.1. Membership Dues

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

- i. CAD \$100 for individual members, unless a different amount, or exemption for certain members is decided by the Board;
- ii. CAD \$500 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 officer 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 or the Board of officers, in its absolute discretion, considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board or the board of officers determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board or the board of officers, 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 or the board of officers, 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 or the board of officers, 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 officers 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 officer's decision shall be final and binding on the member, without any further right of appeal.

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## **4. MEETINGS OF MEMBERS**

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### **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, officers or members of the Association call a meeting of members pursuant to the Act, those directors, officers 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.

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### **5. DIRECTORS**

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#### **5.1. Duties of Directors**

The directors, who shall be members of the Association, shall supervise the management of the activities and affairs of the Association. The most important responsibility and duty of directors is to assure continuity of ICSOBA and its wellbeing.

#### **5.2. Number of Directors**

The Board shall consist of the number of directors specified in the Articles. 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.

#### **5.3. Election and Term of Office of Directors**

At the first election of directors following the approval of this bylaw, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required;

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.

#### **5.4. Eligibility**

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

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## **6. MEETINGS OF DIRECTORS**

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### **6.1. Calling of Meetings of Board of Directors**

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.

### **6.2. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.1 of this bylaw to every director of the Association 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 bylaw otherwise provides, no notice of meeting needs to 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.

### **6.3. Votes to Govern at Meetings of the Board of Directors**

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.

### **6.4. 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.

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## **7. OFFICERS**

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### **7.1. Appointment of Officers**

By resolution the Board can appoint officers of the Association. A director can hold any office of the Association and any two or more offices may be held by the same person.

Officers 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 number of officers shall be determined from time to time by a majority 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.

### **7.2. Description of Offices**

The board of officers shall manage the business and property of the Association.

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 officers are appointed, shall have the following duties and powers associated with their positions:

#### **a. President**

- i. The President of the board of officers *shall be a director* and is elected by the board from among the active members for a one year term;
- ii. The President is the official representative of the Association in all official matters;
- iii. The President chairs all meetings of the board of officers and assures such meeting is conducted properly;

- iv. The President has the power to call a general meeting of the Association's members and chairs the meeting of the members;
- v. The President of the board of officers 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.

**b. Vice-President**

- i. The Vice-President of the board of officers, if one is to be appointed, shall be a director;
- ii. The Vice-President helps the President in his/her activities and represents the Association if necessary. If the President is absent or is unable or refuses to act, the Vice-President of the board, if any, shall, when present, chair at all meetings of the board of officers and of the members;
- iii. The Vice-President of the board has the power to call a general meeting of the Association's members;
- iv. The Vice-President 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 running the Association, 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 and the board of officers. 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, Board of directors and the board of officers;
- iv. The Secretary is the custodian of the Association's seal, if any.

**e. Program Director**

- i. The Program Director is responsible for all aspects involving the conference speaker program, and may nominate a member as associate, or shall nominate a substitute if he/she is not in a position to continue his work;
- ii. The Program Director can appoint subject organizers (**Council**) and assures that submitted papers and presentations are revised according to accepted standard;
- iii. The Program Director informs the board of officers of the resolutions and recommendations of the Council and preserves records of these resolutions and recommendations;
- iv. The Program Director shall have such powers and duties as the Board may specify.

**f. 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 officers at the regular meeting of the board of officers, 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 of directors 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 officers 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 officer.

**g. Past President**

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

### **7.3. Board of Officers Meetings**

- a. Meetings of the board of officers will be held as often as deemed necessary by at least 1/3<sup>rd</sup> of the members of the board of officers, but at least once a year;
- b. Meetings of the board of officers 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 officers may decide;
- c. 50% + 1 members of the board of officers shall constitute a quorum. Any meeting of the board of officers 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. The President will call for the meeting and give notice to all members of the board of officers at least a fortnight prior to the meeting, unless urgency of the matter requires a shorter notice;
- f. Meetings of the board of officers are chaired by the President and in his/her absence by the Vice-President;
- g. The minutes of the board of officers 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;
- h. Members of the board of officers may agree to make decisions outside a meeting through voting or approval by other means such as e-mail;
- i. The board of officers 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;
- j. The board of officers decides or approves according to a simple majority of the votes. Each officer 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.

## 7.4. 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 officer of the Association. Unless so removed, an officer shall hold office until the earlier of:
  - i. The officer's successor being appointed;
  - ii. The officer's resignation;
  - iii. Such officer ceasing to be a director (if a necessary qualification of appointment);
  - iv. Such officer's death;
- b. If the office of any officer 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 officer 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 officer;
  - ii. If such officer has resigned his office by delivering a written resignation to the Secretary;
  - iii. If such officer is found by a court to be of unsound mind;
  - iv. If such officer becomes bankrupt or suspends payment or compounds with his creditors;
  - v. On death.
- d. A retiring officer shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

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## 8. PROGRAM ORGANIZERS (THE COUNCIL)

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### 8.1. Composition and duties of the Council

The Council is the advisory board of the Association;

The Council is composed of the Program Director (of the board of officers) as its Chairperson and of 5 to 15 subject / session organizers;

Council members jointly represent the following areas:

- a. The technical areas: bauxite, alumina, carbon, electrolysis, aluminium, fabrication, 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 Council members' duties are:

- a. Advise the board of officers 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 Council, the Board or the board of officers may specify.

### 8.2. Appointment of Council Members

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

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

Council members who do not carry out any of the duties mentioned in clause 8.1 hereinabove and/or do not participate in two consecutive ICSOBA events, will be expelled from the Council.

In case a member of the Council resigns or is expelled, the board of officers and the Council can decide and induct a new member until the next meeting of members.

### **8.3. Council Meeting**

- a. Council meetings can be held as often as deemed necessary by at least 1/3rd of the Council members. The Council's chairperson will call for the meeting and give notice with the agenda proposed to all Council members at least a fortnight prior to the meeting unless urgency of the matter requires a shorter notice;
- b. Minutes of the Council meeting are taken by the Council member appointed by the chairperson to do so;
- c. Council 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 1/3<sup>rd</sup> of Council members in such meetings;
- e. There is no quorum in case of an adjourned meeting;
- f. Council members may agree to take decisions outside of a Council meeting through voting or approval by other means such as email;
- g. The Council 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.

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## **9. NOTICES**

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### **9.1. 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 Council, 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 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 officer 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, Council member, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary general to be reliable.

## **9.2. 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.

## **9.3. Omissions and Errors**

The accidental omission to give any notice to any member, Council member, director, officer 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.

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# **10. DISPUTE RESOLUTION**

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## **10.1. Mediation and Arbitration**

Disputes or controversies among members, directors, Council members, officers, 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.

## **10.2. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, Council members, officers, 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, Council members, officers, 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 in an attempt 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.

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## **11. BYLAWS AND EFFECTIVE DATE**

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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 29<sup>th</sup> day of November and 2<sup>nd</sup> day of December, 2015 and approved by the members of the Association on the 1<sup>st</sup> day of December, 2015. Dated as of the 2<sup>nd</sup> day of December, 2015.

SIGNED BY: Frank Feret, Andrey Panov, Michel Reverdy, Claude Vanvoren and Roberto Seno Junior