

API | Atlantic Planners Institute

IUA | Institut des Urbanistes de l'Atlantique

NEW BYLAW

Approved by Council

May 9, 2017

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BYLAW

1.0 GENERAL

1.1 Purpose

The purpose of the corporation is, as stated in the Articles of Continuance, to:

- 1) Provide services to the members of the Institute;
- 2) Advance the study and practice of professional planning;
- 3) Represent the practice of professional planning to the public; and
- 4) Promote a high standard of competence and conduct in the study and practice of professional planning.

1.2 Definitions

(1) In this Bylaw:

- i. "Act" means the Canada Not-for-profit Corporations Act;
- ii. "API" means the Atlantic Planners Institute;
- iii. "articles" means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival.
- iv. "Atlantic Provinces" means the Provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island;
- v. "Board" means the Board of Directors of the Institute;
- vi. "CIP" means the Canadian Institute of Planners;
- vii. "corporation" means Atlantic Planners Institute;
- viii. "Director" means an individual elected by the Voting Members to serve on the Board pursuant to this bylaw;
- ix. "days" means calendar days and, with respect to notices required in this bylaw, shall include the day of the event;
- x. "Institute" means the Atlantic Planners Institute;
- xi. "Meeting of Members" means the Annual General Meeting of Members or a Special Meeting of Members;
- xii. "Member" means organizations and individuals comprising both classes of Members of the Institute, including, Voting Members and Non-Voting Members
- xiii. "Membership" means the Members of the Institute in all classes of membership unless otherwise stated in these bylaws;
- xiv. "Officer" means a Director elected, or in the case of the Executive Director, a staff person appointed by the Board, to perform specific duties;
- xv. "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- xvi. "Person" means an individual or entity;
- xvii. "Provincial Association" means any or all, as the context requires, of the following:
 - a. the Prince Edward Island Institute of Professional Planners;
 - b. the Licensed Professional Planners Association of Nova Scotia;
 - c. the New Brunswick Association of Planners;
 - d. the Newfoundland and Labrador Branch of the Atlantic Planners Institute;
- xviii. "Special Meeting of Members" means a meeting of any class or classes of Members or a Special Meeting of all Members entitled to vote at an Annual General Meeting of Members; and
- xix. "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Interpretation

(1) In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "Person" includes an individual, or an entity. Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.4 Corporate Seal

(1) The Institute may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Institute shall be the custodian of the corporate seal.

1.5 Execution Of Documents

(1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Institute shall be signed by any two of its Officers or Directors who are authorized by the Board as signing authorities. 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 authority may certify a copy of any instrument, resolution, by-law or other document of the Institute to be a true copy thereof.

1.6 Financial Year End

(1) The financial year end of the Institute shall be December 31 in each year.

1.7 Banking Arrangements

(1) The banking business of the Institute shall be transacted at such bank, trust company or other firm or incorporated entity 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 Institute and/or other Persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.8 Annual Financial Statements

(1) The Institute 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 Institute and informing members of the procedure for obtaining a copy of the documents free of charge.

1.9 Borrowing Powers

(1) The directors of the Corporation may, without authorization of the members,

- (i) borrow money on the credit of the corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (iii) give a guarantee on behalf; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

2.0 MEMBERSHIP

2.1 Membership Conditions

(1) Subject to the Articles, there shall be two classes of Members in the Institute, namely, Voting Members and Non-Voting Members. The Board of Directors of the Institute may, by resolution, approve the admission of the Members of the Institute. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

(2) Voting Members

- (i) Voting Member status shall be available only to the following organizations or their successor organizations:
 - the Prince Edward Island Association of Planners;
 - the Licensed Professional Planners Association of Nova Scotia;
 - the New Brunswick Association of Planners; and
 - the Newfoundland and Labrador Branch of the Atlantic Planners Institute.
- (ii) The term of membership of a Voting Member shall be annual, subject to renewal in accordance with the policies of the Institute.
- (iii) As set out in the Articles, each Voting Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Voting Member shall be entitled to one (1) vote at such Meetings.

(3) Non-Voting Members

- (i) Non-Voting Member status shall be available automatically to all individual members of a provincial association that are Voting Members.
- (ii) Non-Voting Member status shall also be available to individuals or organizations that have an interest in the planning profession and that have applied and have been accepted as Non-Voting Members in the Institute.
- (iii) The term of membership of a Non-Voting Member shall be annual, subject to renewal in accordance with the policies of the Institute.
- (iv) As set out in the Articles, Non-Voting Members are not entitled to receive notice of, attend or vote at Meetings of Members but may attend as observers at the invitation of the Chair.

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

2.2 Notice of Meeting of Members

(1) Notice of the time and place of a Meeting of Members shall be given to each Voting Member at the Meeting by the following

means:

a) by mail, courier, personal delivery, telephonic, electronic or other communication facility to each Member entitled to vote at the Meeting, during a period of not less than 21 days before the day on which the Meeting is to be held.

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

2.3 Voting by Mail-in or Electronic Ballot

(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in or electronic ballot if the Institute 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 Institute without it being possible for the Institute to identify how each Member voted.

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

2.4 Voting by Proxy

(1) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed by the member or by their agent or mandatary:
 - 1. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - 2. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - 1. indicate, in bold-face type,
 - i. the meeting at which it is to be used,
 - ii. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - iii. instructions on the manner in which the member may appoint the proxyholder,
 - 2. contain a designated blank space for the date of the signature,
 - 3. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - 4. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - 5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - 6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(2) Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3.0 MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

(1) The dues for membership in the Institute for a fiscal year shall be set at a level and in such a manner as prescribed by resolution of the Board.

(2) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the Members shall be considered to be in default.

3.2 Termination of Membership

(1) A Membership in the Institute is terminated when:

- a) the Member dies, or in the case of a member that is an incorporated entity, is dissolved;
- b) the Member fails to maintain any qualifications for membership described in Section 2.1 of these bylaws;
- c) the Member resigns by delivering a written resignation to the Chair of the Board of the Institute in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the Articles or by-laws;
- e) the Member's term of membership expires; or
- f) the Institute is liquidated or dissolved under the Act.

(2) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Institute, automatically cease to exist.

3.3 Discipline of Members

(1) The Board shall have authority to suspend or expel any Member from the Institute for any one or more of the following grounds:

- a) violating any provision of the Articles, by-laws, or written policies of the Institute;
- b) carrying out any conduct which may be detrimental to the Institute 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 Institute.

(2) In the event that the Board determines that a Member should be expelled or suspended from membership in the Institute, the Chair, 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 Chair, 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 Chair, 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 Institute. 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.

4.0 MEETINGS OF MEMBERS

4.1 Persons Entitled to be Present

(1) The only Persons entitled to be present at a Meeting of Members shall be those entitled to vote at the Meeting, the Directors and the public accountant of the Institute and such other Persons who are entitled or required under any provision of the Act, Articles or by-laws of the Institute 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

(1) 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 preside the Meeting.

4.3 Quorum

(1) A quorum at any Meeting of the Members shall be 75% of the Members entitled to vote at the Meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

4.4 Votes to Govern

(1) At any Meeting of Members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.

4.5 Participation by Electronic Means at Members' Meetings

(1) If the Corporation 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 by-law, 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.

4.6 Members' Meeting Held Entirely by Electronic Means

(1) 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.

5.0 THE BOARD

5.1 Composition

(1) The property and business of the Institute shall be managed by a Board of not more than ten Directors, which shall include:

- one individual nominated by the Prince Edward Island Association of Planners;
- one individual nominated by the Licensed Professional Planners Association of Nova Scotia;
- one individual nominated by the New Brunswick Association of Planners;
- one individual nominated by the Newfoundland and Labrador Branch of the Atlantic Planners Institute; and
- one individual who is a Student member.

(2) In addition to the above directors, the Board may, by ordinary resolution, add additional directors at large from among the members of the Institute up to the maximum as set out in the Articles of the corporation.

5.2 Election and Term

(1) Subject to these bylaws and the Articles, any Individual may be nominated in accordance with the policies and procedures established by the Board from time to time and elected by the Voting Members.

(2) Directors except for the Director who is a Student Member shall be elected for a term expiring not later than three years following their election. The Director who is a Student member shall be elected for a term expiring not later than two years following the Director's election.

(3) At the end of their term, a Director who is not a Student member may stand for, and be re-elected by the Voting Members to one additional three-year term as the case may be up to a maximum of six consecutive years, accordingly. The Director who is a Student member may stand for, and be re-elected by the Voting Members to one additional one-year term up to a maximum of three consecutive years, accordingly.

(4) Former Directors may stand for election by the Voting Members provided that they have not exercised the office of Director for a minimum of three years following the end of their most recent term.

5.3 Vacancy in Office

(1) Subject to subsections 132. (4) and (5) of the Act, the Board by ordinary resolution may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

5.4 Directors – Ceasing To Hold Office

(1) The office of Director shall be automatically vacated:

- a) if a Director resigns the office by delivering a written resignation to the Chair of the Institute;
- b) if a Director is found by a court to be of unsound mind;
- c) if a Director becomes bankrupt;
- d) if at a special Meeting of Members a resolution is passed by special resolution of the Members present at the Meeting that a Director be removed from office; or
- e) on death.

6.0 MEETINGS OF DIRECTORS

6.1 Calling of Meetings

(1) The Board shall meet in person or via teleconference or other electronic means and conduct the business of the Institute:

- a) at the call of the Chair not less than two (2) times annually, not less than one (1) of which shall be in person;
- b) at the call of the Secretary within (fourteen) 14 days of a written request from not less than three (3) Members of the Board.

6.2 Notice of Meetings

(1) The Secretary shall provide a notice to the Members of the Board in the manner provided in Section 8.1 of this bylaw not less than seven (7) days prior to the Meeting: of the date, time and place of the Meeting, an agenda of business to be conducted and any documentation available in connection with the agenda.

(2) 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.

(3) Notice of an adjourned Meeting is not required if the time and place of the adjourned Meeting is announced at the original Meeting.

(4) 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.

6.3 Quorum

(1) A quorum to conduct business at any Meeting of the Board of Directors shall require 75% of the Directors. If a quorum is present at the opening of a Meeting, the Directors present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

6.4 Votes to Govern

(1) Unless otherwise specified in this Bylaw, where a Meeting is in person or via teleconference:

- a) a simple majority shall decide motions put to a Meeting;
- b) each Member of the Board, except the presiding Officer, shall have one vote;
- c) a tie vote shall be broken by the vote of the presiding Officer.

6.5 Committees

(1) The Board may, at its sole discretion, establish such ad hoc or standing committees as it deems expedient to meet the objectives of the Institute. Any committee Member may be removed by resolution of the Board of Directors.

7.0 OFFICERS

7.1 Appointment of Officers

(1) The Board may designate the offices of the Corporation, 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 by-laws otherwise provide. Two or more offices may be held by the same person.

(2) The Board shall appoint the Executive Director as an Officer.

7.2 Duties of Officers

(1) 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:

1. Chair – The chair, if one is to be appointed, shall be a director. The chair, 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.
2. 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.
3. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
4. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
5. Executive Director – If appointed, the Executive Director, or other title as the Board may determine from time to time, shall be the chief staff person of the Institute and shall be responsible for managing the day-to-day operation of the Institute. The Executive Director shall attend Meetings of the Board in a non-voting capacity and, subject to the authority of the Board, have general supervision of the affairs of the Institute.

(2) The powers and duties of all other Officers of the Institute shall be such as the terms of their engagement call for or the Board or Chair 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.

7.3 Term

(1) Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve from the date of their election, and until their successors are elected as follows: the Chair, Vice-chair, the Secretary and the Treasurer may serve one-year renewable term.

(2) An Officer shall cease to be an Officer if removed by special resolution of the Board.

8.0 NOTICES

8.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the by-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Institute or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Institute in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) of the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice

so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Institute to any notice or other document to be given by the Institute may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of any Provisions of this By-Law

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

8.3 Omissions and Errors

(1) 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 Institute has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any Meeting of Members to which the notice pertained or otherwise founded on such notice.

8.4 Indemnification

(1) The Institute shall provide present or former Board Members or Officers with the indemnification described in section 151 of the Canada Not-for-profit Corporations Act.

9.0 BYLAWS

9. Bylaw Amendments

(1) The Board may, by ordinary resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Institute, as referred to in Part 10 subsection 152 of the Act, except in respect to fundamental changes as referred to in subsection 197(1). The Directors shall submit the by-law, amendment or repeal to the Members at the next Meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

(2) A special resolution of the Members shall be required to make any amendments to any section of the by-laws of the Corporation if those amendments involve fundamental changes that:

1. change the condition for being a Member;
2. add, change or remove a provision respecting transfer of a membership;
3. change the manner of giving notice to Members entitled to vote at a Meeting of the Members;
4. change the method of voting by Members not in attendance at a Meeting of the Members.

10.0 DISPUTE RESOLUTION

10.1 Dispute Resolution

(1) In the event that a dispute or controversy among Members, Directors, Officers, committee members, employees or volunteers of the Institute arising out of or related to the Articles or bylaws, or out of any aspect of the operations of the Institute 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 Institute 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 may be settled by a process of dispute resolution which may include alternative dispute resolution, mediation and arbitration as may be determined by the Board.

11.0 EFFECTIVE DATE

11.1 Effective Date

(1) Subject to matters requiring a special resolution of the Members, this by-law shall be effective when made by the Board.

(2) Once this Bylaw has been adopted by the Members of the Institute, the existing Directors shall continue to hold office until the next Annual General Meeting of Members at which time elections shall occur.

CERTIFIED to be By-Law No. 1 of the Institute, as enacted by the Directors of the Institute by resolution on the 9th day of May, 2017 and confirmed by the Members of the Institute by special resolution on the _____ day of _____, 2017.

Dated as of the [day] day of [Month], [Year].

[Indicate name of Director/Officer]