

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

DUFFERIN COUNTY CANADIAN BLACK ASSOCIATION

(the "Corporation")

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

1. **Definition**

In this by-law and all other by-laws of the Corporation, 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 Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation 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 Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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

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

2. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, 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 by-laws.

**3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

**4. Execution of Documents**

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

**5. Financial Year**

The financial year end of the Corporation shall be May 31 in each year.

**6. Books and Records**

The Board of Directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or any applicable statute or law are regularly and properly kept.

**7. Banking Arrangements**

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

**8. Borrowing Powers**

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.

## 9. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office, and any member may, on request, obtain a copy free of charge at the registered office.

## 10. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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 by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## 11. Membership Transferability

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

## 12. Annual Members Meeting

A Meeting of Members shall be held annually. In order of precedence the Chairman shall be the Chairman, or the Vice-Chairman of the Board of Directors, or a member of the Board of Directors appointed by the Membership. The agenda shall, subject to paragraph 12.1 below, conform to the following pattern:

- (i) Approval of Minutes of last meeting;
- (ii) Appointment of a Secretary to record the Minutes;
- (iii) The Chairman shall ascertain that a quorum has been constituted;
- (iv) Appointment of Scrutineers;
- (v) Election of the Board of Directors;
- (vi) Receipt and approval of the annual departmental and committee reports and the financial statements for the previous year;
- (vii) Approval of the annual budgets of the General Fund and activities of Restricted Funds;
- (viii) Consideration of any other matters of business, of which advance notice has been given to the Secretary and an Agenda thereof prominently posted one week in advance, or which may be in the sole discretion of the Chairman properly come before the meeting.

- 12.1 A separate Meeting may be called for receipt and approval of annual departmental committee reports, financial statements, and other matters properly brought forward to the meeting.

### **13. 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 telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

### **14. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### **15. Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

### **16. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **17. Discipline of Members**

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

- i. violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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

#### **18. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **19. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **20. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **21. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the president, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at

the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

**22. Chair of Members' Meetings**

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.

**23. 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 a majority 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.

**24. Votes to Govern at Members' Meetings**

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 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 has a casting vote if necessary in addition to any vote they have in their capacity as a member. The chair has discretion, both as to whether or not to use the casting vote and as to the way in which it is used.

**25. Participation by Electronic Means at Members' Meetings**

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.

**26. Members' Meeting Held Entirely by Electronic Means**

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

## **27. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

## **28. Term of Office of Directors**

The directors shall be elected to hold office for a term of 3 years from the date of election, but retiring members may stand for re-election thereafter.

The position of a director shall be automatically vacated in the event that:

- a) The member resigns his or her position by written notification to the Chairman of the Board and the Board of Directors accepts such notice. (If, however, the Board of Directors refuses to accept such notice the director shall serve until the next Annual Meeting); or
- b) The member is found to be mentally incompetent or of unsound mind; or
- c) The member becomes bankrupt; or
- d) The member shall place himself or herself in a position where there is a conflict of interest between his or her duties as a director and his or her other interests.
- e) If at a special general meeting of the members a resolution is passed by a simple majority of the voting members present at the meeting that he or she be removed from office; or
- f) The director dies.

In the above cases the Membership may propose the name of a replacement member who on approval of the Board of Directors shall serve until the next Annual Meeting.

## **29. Remuneration and Directors**

Directors as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties; and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

### **30. 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. If the Corporation has only one director, that director may call and constitute a meeting.

### **31. 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 the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **32. Regular Meetings of the Board of Directors**

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

### **33. 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 has a casting vote if necessary in addition to any vote they have in their capacity as a director. The chair has discretion, both as to whether or not to use the casting vote and as to the way in which it is used.

### **34. Appointment of Officers**

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.



### 35. Description of Offices

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

- i. Chair of the Board – It shall normally be the President prerogative to act as the chair of the board, failing which then the Board shall elect its chairman. The chair of the board, shall, when present, preside at all meetings of the board of directors and of the members, subject to the limitations stated in *Section 38 (c)*. The chair shall have such other duties and powers as the board may specify.
- ii. 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.
- iii. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- iv. 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.
- v. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
- vi. The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect until the next meeting of members when such resolution may be confirmed or amended by the members; in the absence of such confirmation or amendment, the resolution shall continue in effect until the next meeting of the members.
- vii. The officers may be removed by a two-thirds majority vote of directors present at a meeting. Such two-thirds majority vote would override the prerogative of any President to act as Chairman.

### 36. Vacancy in Office

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

- ii. the officer's successor being appointed,
- iii. the officer's resignation,
- iv. such officer ceasing to be a director (if a necessary qualification of appointment) or
- v. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### 37. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) 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:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or

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

### **38. Appointment of Executive Director**

- a) To call or remove an Executive Director, a quorum of 30% of the membership shall be present at a meeting duly called by the Board of Directors for the purpose and an 80% vote of those present shall be required to carry the motion. Upon removal, the Executive Director membership of the corporation may be terminated.
- b) The Executive Director shall have a job description approved by the Board of Directors which shall include but are not limited to the following: the day-to-day operations and activities of the corporation, oversight of programs, and facilities management.
- c) The Executive Director shall be an ex-officio member (without power to vote) of all director meetings except Finance meetings, notwithstanding situations where a casting vote may be required. He or she must excuse himself or herself from any Board of Director meetings during which his or her position and/or remuneration or the remuneration of other staff members is being discussed.
- d) Leave of absence may be granted to the Executive Director by the Board of Directors at their discretion.
- e) The stipend and other terms of office of the Executive Director shall be specified by the Board of Directors.
- f) Employees and other staff shall report to the Executive Director in all activities of the corporation, but when there is no Executive Director or the Executive Director is not available, they shall be responsible to the Board of Directors.

### **39. Indemnity**

Every person who acts on behalf of the corporation on the authorization of the Board of Directors will be indemnified and saved harmless out of the funds of the corporation against all costs incurred in the course of activities on behalf of the corporation, except where caused by his or her negligence or willful misconduct.

#### 40. Committees

##### Preamble:

The membership of all committees shall be approved by the Board of Directors annually. The Executive Director shall be an Ex Officio member of all committees except Finance. A quorum for a meeting shall be two-fifths of the members of the committee. The Standing Committees of the Corporation shall be: Finance, Education, Mentorship, Scholarship, Policy, Property and Management, and Staff Review. All committees shall submit reports of activities and recommendations to the Board of Directors for review and/or approval. Each Committee shall review annually its mandate and policies, submitting proposed additions and changes to the Policy Committee. No member shall place himself or herself in a position where there is a conflict of interest between his or her duties as a committee member and his or her other interests.

##### a) Education Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, or a director, and by invitation of the Chairperson shall consist of at least two appropriate persons from the Board of Directors and/or the membership. The committee shall be responsible for the appointment of the volunteer leaders of the various groups and for the general oversight of their program activities.

##### b) Mentorship Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, or a director, and shall consist of at least two persons from the membership. The committee shall be responsible for the appointment of professionals for the purposes of mentorship and appointment of the volunteer leaders of the various groups and for the general oversight of their program activities.

##### c) Finance Committee

It shall consist of at least two directors and shall administer all accounts. After consultation with the relevant Standing Committees, it shall have the power to modify the proposed budgets before presentation to the Board of Directors for final approval. The Treasurer may not serve as Chairperson or Vice-Chairperson of the Committee.

##### d) Scholarship Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, or a director, and shall consist of at least two persons from the membership. The committee shall be responsible for all the scholarship

interests and activities of the corporation and shall propose an annual budget to the Finance Committee. It shall be responsible for the appointment of the volunteer leaders of the various groups and for the general oversight of their program activities.

e) Staff Review Committee + Volunteer

It shall consist of at least two members appointed by the Board of Directors and shall be responsible for the periodic evaluation of the Executive Director and assisting the Executive Director in analyzing the staffing needs of the corporation, identifying any staffing changes that need to be made. The Committee shall report to the Board of Directors and make its recommendations.

f) Policy Committee

It shall consist of at least two members. It shall review periodically all corporate policies and forward to the Board of Directors recommended changes to policies, in a prescribed format, including but not limited to, Risk Management, Policies and Procedures.

g) Property Management Committee

It shall consist of two members and shall have the oversight of all real and personal property of the corporation, be responsible for the supervision of a Building Superintendent, and of additional staff when necessary, and for assignment of their duties. It shall arrange for and supervise alterations, repairs and general maintenance of all corporate properties. It shall recommend annually a budget to the Finance Committee, recommend to the Finance Committee for approval any expenditure in excess of the current budget before it is incurred. The Property Management Committee, in co-operation with the Board of Directors, shall consider requests for the use of property by groups or organizations, giving priority to those within the community, or organizations supported by the corporation.

h) Program Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, and shall consist of at least two appropriate persons from the Board of Directors and/or the membership. The committee shall be responsible for the periodic evaluation of all programs and activities of the corporation, and shall analyze the needs of the corporation to start or terminate programs and activities offered to those within the community. The Committee shall report to the Board of Directors and make its recommendations.

i) Fundraising Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, or a director, and shall consist of at least two persons from the membership. The committee shall be responsible for all the sponsorship interests and fundraising activities of the corporation. The Committee shall present fundraising activities to the Board of Directors for final approval.

j) Social Media Committee

It shall be composed of a Chairperson who shall be the Executive Director of the corporation, or a director, and shall consist of at least two persons from the membership. The committee shall manage all social media accounts, and after consultation with the relevant Standing Committees, shall be responsible for promoting and advertising activities of the corporation. The Committee shall present social media proposals to the Board of Directors for final approval.

**41. Auditor(s)**

The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

**42. Charitable Registration**

It shall be the duty of the Directors of the Corporation, upon registration as a charitable organization, to conduct the affairs of the Corporation in compliance with the provisions of the Income Tax Act and the attendant regulations, especially as that may further the limit the powers of the Corporation as set out in the Letters Patent and in these by-laws. The Directors shall not jeopardize the charitable registration in any way, and shall be obliged to be informed of such laws and regulations.

**43. Invalidity of any Provisions of this By-law**

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

**44. Omissions and Errors**

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

#### 45. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### 46. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 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 Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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.

### **By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, 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 by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, 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 by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified:

2021-05-25

IN WITNESS WHEREOF, we, the provisional members of the Board of Directors of DUFFERIN COUNTY CANADIAN BLACK ASSOCIATION, have hereunto set our hands to the 15 preceding pages of By-Laws regarding the affairs of DUFFERIN COUNTY CANADIAN BLACK ASSOCIATION on this 25<sup>th</sup> day of May, 2021.

*Alethia O'Hara-Stephenson*

ALETHIA O'HARA-STEPHENSON  
*President*

JHORDANE STEPHENSON  
*Director*