

NOTES ON THE PROPOSED BY-LAWS

The proposed By-law for the Canadian corporation mirror many of the provisions of the former U.S. IOJT Statutes. The important provisions that remain the same, subject to wording changes to comply with Canadian law, are:

- **Affiliation:** this provision defines the connection that a person wishing to become a Board member must have with their training institute.
- **Membership:** this defines what institutes are eligible for membership in IOJT
- **Nominations:** sets out the process for nominating candidates for the Board of Executive positions

There are three main categories of changes reflected in the new By-Law.

1. Modernization

The By-law has been updated to reflect contemporary governance practices, such as permitting virtual meetings and allowing electronic notice of meetings.

2. Streamlining the Governance Structure

The U.S. IOJT governance model included an Executive (all elected positions), 5 appointed Board of Executive positions. This group of 9 was responsible for running IOJT between the biennial meetings. In addition, there were 5 Regional Deputy Presidents whose role had never been fully developed, and the potential for up to 4 Governors at large, again with a role that was not well-defined. This resulted in a complex structure.

Under the Canadian corporation:

- There will be **up to 10 Directors**, replacing both the Executive and the Board of Executive.
- All Directors are **elected by the membership**.
- From amongst themselves, the Directors will elect the **President, Secretary General, Deputy Secretary General, and Treasurer**.
- As with the U.S. model, Directors serve **four-year terms**, renewable once. There is one exception to these term limits. The Secretary General may serve additional terms so long as the institute with which they are affiliated provides administrative and governance support to the Corporation.
- Also consistent with the U.S. approach, the Directors may **appoint a Director for up to one year** to fill a vacancy between member meetings.

In addition, a new **Committee of the Regions** replaces the former Regional Deputy Presidents. This Committee will represent the regions and will allow more flexibility in defining what the regions are, since there can be more than five.

3. Requirement to pay annual fees or obtain a waiver

To be a member in good standing, an institute must pay the annual membership fee or obtain a full or partial waiver of the fees. An application for a waiver must be made annually to the Board.

A by-law relating generally to the conduct of the affairs of
INTERNATIONAL ORGANIZATION FOR JUDICIAL TRAINING INC.
(the "Corporation")

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

A. GENERAL

1. Definitions

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;

"affiliation" means an official connection, a professional relationship, attachment or association. Examples of affiliation include: employment, active/ current participation, official governance position or connection, recognized/ titled relationship. Examples of relationships that do not meet the definition of affiliation include: consultant status, periodic involvement (occasional/ infrequent faculty), informal interaction;

"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; 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.

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. Head Office

The head office of the Corporation shall be located in the Province of Ontario, at such address as determined by the board from time to time.

4. Financial year end

The fiscal year of the Corporation shall be March 31.

5. Execution of Documents

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

6. Banking Arrangements

The banking business of the Corporation shall be transacted at a 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.

7. Borrowing powers

The directors of the Corporation may, without authorization of the members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf and
- d. 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.

8. Annual financial statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in the Act.

B. MEMBERSHIP

9. Classes and voting rights

The Corporation shall have one class of membership and each member shall have one vote.

10. Eligibility

Membership shall be open to organizations that are local, national and/or international judicial training institutions that offer training to potential or active professional judges. Institutions whose purposes, objectives and goals are consistent with those of the IOJT are eligible to be members. Acceptance of membership shall be by resolution of the board or in such other manner as may be determined by the Board.

11. Term of membership

The term of membership of a member shall be annual, subject to renewal in accordance with the policies of the Corporation.

12. Membership dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within four (4) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

13. Responsibilities

The members of the Corporation shall:

1. Determine the policies of the Corporation.
2. Receive the reports of the president, the secretary-general, the treasurer and any committees.
3. Elect the directors; and
4. Bestow honorary titles on individuals.

14. Notice of meetings:

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- b. 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.

15. Members calling a meeting of members

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 34% 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.

16. Proposals nominating directors

Subject to the Regulations under the Act, all members shall have the right to nominate directors for election by submitting a formal nomination to the Nominating Committee, or in such other manner as may be determined by the Nominating Committee.

17. Place of meetings of members

Meetings of the members may be held at any place within or outside Canada as determined by the board.

18. Persons entitled to be present at meeting of members

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 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.

19. Participation by electronic means at meeting of members

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.

20. Chair of meetings of members

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of the members to chair the meeting.

21. Quorum of meetings of members

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 percent 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.

22. Voting at meeting of members

At any meeting of members every question shall 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. Any electronic voting system must comply with the requirements of the Act and Regulations.

23. Termination of membership:

Membership is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the corporation, in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the corporation is liquidated or dissolved under the Act

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

24. Discipline of members:

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written

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

25. Transfer of membership:

Membership is not transferable.

****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).**

C. DIRECTORS

26. Number of directors

The board of directors shall consist of ten (10) directors. Three (3) of the directors may be appointed as directors by the board of directors in accordance with the articles and the Act. The remaining directors shall be elected by the members in accordance with the Act and the by-laws.

27. Eligibility for directors

To be eligible to be elected or appointed as a director, the director must:

- a. be at least 18 years old
- b. not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada
- c. be an individual
- d. not be in bankrupt status.
- e. be affiliated with a member;
- f. consent in writing to act as a director before or within ten (10) days after election or appointment.

28. Election and appointment of directors

Except for the incorporators and as stated herein, all directors shall be elected by the members at an annual meeting of members. Pursuant to subsection 128(8) of the Act, the Board may appoint additional directors, provided that the total number of directors appointed does not exceed one-third (1/3) of the number of directors elected at the most recent annual meeting of members. Each director appointed under this section shall hold office until the close of the next annual meeting of members, at which time they are eligible for election by the members.

29. Term of directors

Subject to the Act and these Articles,

- a. elected directors shall be elected for a term of four (4) years and shall be eligible for re-election or re-appointment for one (1) additional four (4) year term, for a maximum of two (2) consecutive terms; and
- b. appointed directors shall be appointed in accordance with the articles and shall hold office until the close of the next annual meeting of members.

Notwithstanding the foregoing and at the discretion of the Board of Directors, the director who serves as the Secretary General may not be subject to the term limits set out above and may remain a director for so long as the institute with which the Secretary General is affiliated provides administrative and governance support to the Corporation.

30. Calling of meetings of board of directors

Meetings of the board may be called by the president 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 to every director of the corporation not less than 10 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law 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.

32. Place of meeting of directors

Meetings of the director may be held at any place within or outside Canada determined by the board.

33. Persons entitled to be present at meeting of directors

The only persons entitled to be present at a meeting of directors shall be those entitled to vote at the meeting, 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 directors.

34. Participation by electronic means at meeting of directors

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 directors, 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 directors 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.

35. Chair of meetings of directors

In the event that the chair of the board is absent, the directors who are present and entitled to vote at the meeting shall choose one of the other directors to chair the meeting.

36. 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.

37. Quorum of meeting of directors

A quorum at any meeting of the directors shall be 50 percent of the directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting of directors, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

38. Voting at meetings of the board of directors

At any meeting of directors every question shall 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. Any electronic voting system must comply with the requirements of the Act and Regulations.

39. Director vacancies

A vacancy on the board may be filled by the appointment of a director by the remaining directors, so long as there is a quorum of directors, whereas the director shall serve until the next meeting of members. If there is no quorum of directors, the remaining directors shall call a special meeting of members to fill the vacancy. If no directors remain in office, any member may call a meeting to elect directors.

40. Removal of director

A director ceases to hold office when:

- (a) the director dies or becomes bankrupt;
- (b) the director is found to be incapable of managing property by a court or under applicable law;
- (c) the director delivers a written resignation to the Corporation, which becomes effective on the date specified in the resignation or, if no date is specified, when received by the Corporation;
- (d) the director is removed by an ordinary resolution of the members at a special meeting called for that purpose; or
- (e) the director ceases to meet the eligibility criteria set out in the Act or these by-laws.

If a director ceases to hold office and is also appointed as an officer, such director shall cease to be an officer.

41. Remuneration of directors

The directors shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position as such. The directors may be reimbursed for reasonable expenses incurred in the performance of their duties, provided such reimbursement is authorized by resolution of the board.

D. OFFICERS

42. 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.

43. Officers of the corporation

The officers of the corporation may include the positions listed below, or such other officers as the board may determine. Unless otherwise specified by the board (which may, subject to the Act

modify, restrict or supplement such duties and powers), the offices of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President - The president must be a director. The president shall also be the chair of the board. The president is responsible for the implementation of the decisions of the board and/or members. The President shall preside at all meetings of the board of directors and of the members and shall decide upon the agenda of the meetings. The President represents the Corporation in all official matters and provides general supervision of the affairs of the Corporation.
- b. Secretary-General – The secretary-general must be a director. The secretary-general shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary-general shall enter or cause to be entered in the corporation's minute book, minutes of all proceedings at such meetings. The secretary-general shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary-general shall be the custodian of all books, papers, records, documents and other instruments belonging to the corporation. The secretary-general shall arrange for any conferences of the Corporation.
- c. Deputy Secretary-General - The deputy secretary-general must be a director. The deputy secretary-general will assist the president and secretary-general in planning the scientific program for any conferences of the Corporation. The deputy secretary-general shall also be the chair of the nominating committee.
- d. Treasurer – The treasurer must be a director. The treasurer shall keep accounts, subject to audit, and shall deposit all monies of the Corporation in the name and the credit of the Corporation in banks or depositories as the board may designate.

The duties and powers of all other officers of the corporation are determined based on their mandate or the needs of the board of directors or the president. Subject to the Act, the board of directors may modify, increase, or limit the duties and powers of any officer.

44. Officer vacancies

The board may remove, whether for cause or without cause, any officer of the corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

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

45. Removal of officer

The board may remove any officer of the Corporation at any time, with or without cause, by resolution of the board.

E. 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 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:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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 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, typewritten or printed or partly written, stamped, typewritten or printed.

F. MISCELLANEOUS

46. Indemnification and insurance

The Corporation shall indemnify its directors, officers, and volunteers against all reasonable costs and liabilities incurred in the performance of their duties, except those resulting from willful misconduct or negligence. The Corporation may maintain directors' and officers' liability insurance.

47. Committees

The board may from time to time establish 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.

- a. **Nominating Committee:** The board shall establish a nominating committee composed of three directors, one of which shall be the deputy secretary-general, who shall serve as the chair of the nominating committee. The nominating committee shall coordinate the election process for the board of directors.
- b. **Audit and Finance Committee:** The board shall establish an audit committee composed of three directors. The audit committee shall periodically review the financial statements of the Corporation.
- c. **Committee of the Regions:** The board shall establish a committee of the regions composed of a minimum of 2 and a maximum of 7 representatives appointed among the member institutes. The committee of the regions shall assist the Board by facilitating communication and liaison between the Corporation institutes within their respective regions.

48. Conflict of interest and fiduciary duty

Every director and officer shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

A director or officer who is a party to, or has a material interest in, a contract or transaction with the Corporation, or who otherwise has a conflict of interest, shall:

- (a) disclose the nature and extent of such interest to the board as soon as possible and no later than the meeting at which the contract or transaction is first considered;
 - (b) abstain from voting on any resolution to approve the contract or transaction; and
 - (c) withdraw from any discussion or decision on the matter unless the board determines otherwise.
- The disclosure shall be recorded in the minutes of the meeting. Failure to comply with these requirements may result in disciplinary action, including removal from office, in accordance with these by-laws and the Act.

49. 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.

50. Invalidity of any provisions of this by-law

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

51. 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.

52. 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, the 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:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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.

53. Dissolution

In the event of the dissolution or winding-up of the Corporation, all of its remaining assets, after payment of its liabilities, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada), as determined by the members by special resolution. Under no circumstances shall any assets be distributed to members, directors, or officers of the Corporation.