

Ottawa-Outaouais Chapter By-laws**June 26, 2025****1. GENERAL****1.1 Definitions**

In this by-law and other by-laws of the Corporation, unless the context otherwise requires:

- a) “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;
- b) “articles” means the original or restated articles of incorporation or articles of amendment amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “board” means the board of directors of the Corporation and “director” means a member of the board;
- d) “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;
- e) “meetings of members” includes an annual meeting of members or special meeting of members; “special meeting of members” includes a special meeting of all members entitled to vote at an annual meeting of members;
- f) “ordinary motion” means a motion passed by a majority of not less than 50% plus 1 of the votes cast on that motion;
- g) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- h) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and;
- i) “special motion” means a motion passed by a majority of not less than two-thirds (2/3) of the votes cast on that motion.

1.2 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 in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form “Financial Management Institute of Canada, Ottawa-Outaouais Chapter Inc.” and Institut de la gestion financiers du Canada- Section de l’Ottawa-Outaouais Inc. If a corporate seal is approved by the board, the Corporate Secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing require 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 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, motion, by-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year

The financial year of the Corporation shall be July 1 to June 30.

1.6 Banking Arrangements

- a) The banking arrangements 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 may designate, appoint, or authorize from time to time by motion. The banking business or any part of it shall be transacted by any officer or officers of the Corporation and/or other persons as the board may by motion from time to time designate, direct or authorize.
- b) Such funds shall be withdrawn only by cheque, electronic fund transfer, or wire transfer authorized by two of the members appointed by the board, by motion, for that purpose.
- c) The board may authorize the Treasurer to invest the funds of Corporation in accordance with an approved investment policy of the Board of Directors.

1.7 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 of the Corporation and any members may, on request, obtain a copy free of charge at the registered office or by pre-paid mail. The Corporation may, as permitted by the Act and Regulations, provide members with electronic copies of financial statements and other documents in electronic format, including posting documents on the Corporation's website.

1.8 Registered Office

The registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

2. PURPOSE

2.1 The purposes of the Corporation are:

- a) To be the leading advocate and pre-eminent source in the Ottawa-Outaouais Region on sound financial management practices related to the accountable, economical, and efficient management of public sector resources.
- b) To promote members' understanding of the best practices for the management of resources in the public sector through meetings, professional development days, seminars, lectures, articles and news published on the fmi*igf website, and other suitable means as determined by the Board of Directors.

- c) To provide continuous learning and networking opportunities for members to enhance their knowledge of developments in public sector resource management.
- d) To actively facilitate and encourage the networking among members and the broader public-sector resource management community.

3 MEMBERSHIP

When awarded a membership, each participant must specifically opt-in in order to accept the membership. No participants can be awarded a membership automatically without them specifically acknowledging their acceptance of the membership.

3.1 Membership in the Corporation

Membership in the Corporation is open to all persons interested in public sector resource management.

3.2 On Behalf of the Corporation

Members cannot speak on behalf of the Corporation, sign any documents or express opinions on behalf of the Corporation unless so authorized by the Board.

3.3 Notice of Meetings

All members shall be entitled to receive notice of meetings of members.

4. MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

4.1 Membership Fees

- a) Individual membership is free.
- b) The membership year for individuals shall be for a period of 12 consecutive calendar months starting on the date that the membership opt-in is received by the FMI OOC.

4.2 Termination of Membership

A Membership in the Corporation is terminated when:

- a) the member dies;
- b) the member resigns by delivering a written resignation to the President of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c) the member is expelled in accordance with Section 4.3 below or is otherwise terminated in accordance with the articles or by-laws;
- d) the member's term of membership expires; or
- e) the Corporation is 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.

4.3 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 provisions 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.
- d) In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, 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 other such Officer as may be designated by the Board, in response to a notice received within such twenty (20) day period. In the event that no submissions are received by the President, the President or other such 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 decisions within a further twenty (20) days from the date of receipt of the submissions. The Board's decisions shall be final and binding on the member, without any further right to appeal.

5. MEETINGS OF MEMBERS

5.1 Notice of Meeting of Members

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 electronic means 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; or
- b) By way of an electronic notice board on the Corporation's website where information respecting the Corporation's activities is regularly posted and that is located in a place frequented by the members, during a period no later than 21-35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Section: Fundamental Changes) of the Act, a special motion 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 the members.

5.2 Persons entitled to be present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the 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 President of the meeting or by motion of its Members.

5.3 Chair of the meeting

In the event that the President and Vice-Presidents are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

5.4 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least 25 members entitled to vote at the meeting. If a quorum is present at the opening of the meeting of members, the members may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.5 Meeting Types

The annual or special meetings of the members of the Corporation shall be held at such time and place as the Board may determine.

Annual Meeting: An Annual Meeting of the Corporation must be held in each calendar year, no later than fourteen (14) months after the last and previous Annual Meeting of the Corporation.

Special meetings: Special meetings of the Corporation's members may be held at such time and place as the Board of Directors may determine, or upon the request of at least 25 of voting members of the Corporation, at such time and place as the Corporate Secretary may determine, including online.

5.6 Meeting Business

Only the business referred to in the notice of the Annual Meeting, or of a special meeting, shall be dealt with at the Annual Meeting, or at the special meeting.

5.7 Annual Meeting of the Corporation

At each Annual Meeting of the Corporation, the Board shall report to the members the annual report, the most recent annual report of the Public Accountant, Directors shall be elected, and any other business may be transacted as may be properly brought before the meeting.

5.8 Notice of Meeting

Any notice of meeting of members shall be published on the Corporation's website and sent to a member at the last address (physical or e-mail) recorded for the member in the Corporation's database. No error or omission in giving notice of any annual or general meeting of the Corporation's members shall invalidate such meeting or make void any proceedings taken at the meeting. Any member may at time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at the meeting.

5.9 Votes to Govern

At any meeting of the Corporation's members every motion shall, unless otherwise provided by the articles or by-laws or the Act, be determined by a majority of votes cast on the motion. In case of 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.

At any meeting of the Corporation's members. each voting member present shall have one (1) vote and the President shall cast the deciding vote in case of an equality of votes.

5.12 Discipline of Directors

At a Special Meeting of the Members called for this purpose, the members of the Corporation may by ordinary motion remove any Director or Directors from office. Any vacancy created by the removal of a Director or Directors may be filled at the meeting of the members at which the Director is removed or if not so, may be filled in accordance with Article 132 of the Act.

6. DIRECTORS**6.1 Positions**

Subject to the Act, the Board should consist of a minimum of six (6) Directors and a maximum of no greater than twenty (20). The Board should consist of the following positions each elected to serve a two (2) year term. Directors may be elected by the members under staggered terms:

- a) President;
- b) Past President;
- c) Vice-President of Strategy;
- d) Vice-President of Operations;
- e) Corporate Secretary;
- f) Treasurer;
- g) Program Co-Chair;
- h) Program Co-Chair;
- i) Marketing & Communications Chair;
- j) Director of Administration
- k) IT Chair;
- l) Up to nine (9) Directors.

6.2 Election and Term

Subject to the articles, the members will elect the Directors at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required.

The Board will approve terms of reference for each of the positions designated as "Chairs" or "Co-Chairs".

The Board may create other Director positions and appoint members of the Corporation to these positions. The Board will also approve the terms of reference for such positions created. The total number of appointed Directors will not exceed one-third (1/3) of the number of directors elected at the most recent Annual Meeting.

6.3 Composition of the Board

Composition of the Board cannot exceed 40% of actively engaged private sector members. At no time should there be more than 1 private sector representative in each of the following roles (President, Vice President, and Corporate Secretary).

6.4 Board Management

Subject to the Act, the Board shall manage the Corporation's property and business. In particular, the Board shall:

- a) Prepare, review and approve the annual and any multi-year financial budget and/or Operational and/or strategic plan (including vision, mission and key objectives and fiscal outlook);
- b) Appoint Directors;
- c) Approve policies;
- d) Provide input into the statement of work and performance evaluations of the Corporation's Administrator;
- e) Approve the Annual financial statements and Annual Report; and
- f) Approve all reports on Corporate performance and any other reports to the membership or public.

6.5 Expenses

Directors shall not receive any remuneration for their services as Directors. Within the framework of policy set by the Board, reasonable expenses may be reimbursed for their attendance at regular and special meetings of the Board and for the expenses incurred in the performance of their duties in accordance with the Corporation's approved budget, subject to the approval of the signing officers of the corporation.

6.6 Liability

Subject to the Act, every Director of the Corporation or other person duly authorized, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall be indemnified and saved harmless out of the funds of the Corporation and a liability insurance policy, in or about the execution of the duties of his/her office provided that they have acted in good faith.

6.7 Conflict of Interest

Directors and Executive Committee members shall exclude themselves from any decision where they stand to benefit, directly or indirectly, from the outcome or where there could be a perceived conflict of interest.

7. MEETINGS OF DIRECTORS

7.1 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-Presidents or any two (2) Directors at any time.

7.2 Notice of Meeting

Notice of the time and place for the holding of the meeting of the Board shall be given by electronic means to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such a 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.

7.3 Regular Meetings

- a) An annual calendar of regular meetings of the Board will be provided to Directors at the beginning of each fiscal year as the President may determine.
- b) The Board of Directors shall hold at least six (6) meetings per year, one (1) immediately after the Annual Meeting of members, and others at intervals of approximately one (1) month.
- c) A copy of any motion 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.
- d) Board meetings may be held in person or by teleconference or web conference.

7.4 Votes to Govern

At all meetings of the Board, every motion shall be decided by a simple majority of the votes cast by Directors on the motion. In case of an equality of the votes, the President in addition to the original vote cast shall have a second or casting vote.

7.5 Vacancy in Office

The office of a Director is automatically vacated if a Director is absent from three (3) consecutive meetings, unless excused by a motion of the Board.

7.6 Member attendance at meetings

Any member of the Corporation may attend as an observer at meetings of the Board by communicating his/her request to the President at least one week in advance of the meeting. Such requests shall be accepted unless the Board has scheduled to discuss confidential or sensitive matters. A member attending as an observer may be required to leave for part of a Board meeting at the request of the chair of the meeting if confidential or sensitive matters are being addressed.

7.7 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject the Act, with such powers as the Board shall see fit. The Board shall approve the terms of reference and membership of any such committees and/or working groups. Any Committee not named in these by-laws may be removed by motion of the Board of Directors.

The following rules apply to all permanent committees of the Board unless otherwise provided for in this by-law:

- a) notice of the meeting of the committee shall be given by electronic means to each committee member not less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each committee member not less than fourteen (14) days before the meeting is to take place;

- b) no error or omission in giving notice of any meeting of the committee or any adjourned meeting of the committee shall invalidate such meeting or make void any proceedings taken there at and any committee member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;
- c) a meeting of the committee may be held at any time and place without notice if a majority of its members are either present or waive notice or otherwise consent to such meeting being held, whether before or after the meeting;
- d) meetings of the committee may be held by way of telephone conference call or other electronic means that permit all persons participating in the meeting to hear each other; and any Director who, through these means, participating in, votes at, or establishes a communications link to the meeting is deemed to be present at the meeting;
- e) the committee may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meeting no notice need to be sent;
- f) a quorum at a meeting of the committee shall consist of a majority of its voting Members; and
- g) motions on matters before the committee shall be decided by a majority of votes unless this by-law or the Act provide otherwise.

7.8 Finance and Audit Committee

- (1) The Finance and Audit Committee shall be responsible for:
 - a) Reviewing the annual operating budget and periodic financial reports of the Corporation and shall present its recommendations to the Board (or to the Executive Committee, if any);
 - b) Recommending policies concerning management of the financial resources of the Corporation, systems for internal finance control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenues;
 - c) Performing such other duties as are from time to time required by the Board and
 - d) Subject to the Act,
 - e) Recommending the appointment of the Public Accountant; and
 - f) Reviewing the reviewed or audited financial statements of the Corporation and any other financial documents it considers necessary and report thereon to the Board
- (2) The Committee shall be composed of:
 - a) the Treasurer;
 - b) at least two (2) other Directors appointed by Board; and
 - c) at least one (1) Corporation member representative who is not a current Board member.
- (3) The Directors appointed to the Committee by the Board shall serve a two {2} year term, and they may be reappointed.
- (4) The Treasurer shall be the Chair of the Committee.
- (5) A quorum at any meeting of the Committee shall consist of any three (3) voting members of the Committee.

8. ELECTION OF THE BOARD OF DIRECTORS

8.1 Oversight

The election of the Board and Officers is overseen by the Governance and Nominations Committee (GNC). This Committee is chaired by the President.

8.2 Governance and Nominations Committee

The goal of the GNC is to identify and review the qualifications of the candidates for election to the Board and their Officers and to make a formal recommendation to the Board. Following approval by the Board, the candidates' names and relevant information shall be posted to the Corporations website.

8.3 The Committee shall consist of:

- a) The President (GNC Chair);
- b) One (1) Board member who is not seeking election for the Vice-President or President positions; and
- c) One (1) Corporation member representative who is not a current Board member.

8.4 GNC appointment and terms

- a) The President of the Board and the Board member will be members of the Committee during their tenure on the Board.
- b) Committee members can be initially appointed for staggered terms of one (1) and two (2) years, coinciding with Board terms. The standard term is two (2) years. Member representatives can be re-appointed for an additional two (2) year term but must then stand down for at least two (2) years before they may be re-appointed.

8.5 Responsibilities

The specific responsibilities of the GNC include an annual review of the by-laws and the recommendation of nominees for election and re-election to the Board. This includes the development of formal nominations process for the selection of Board members.

8.6 Meetings

The GNC will meet as needed with one mandatory meeting prior to the AGM (either in person or via video conference) with authority to convene additional meetings as circumstances require.

8.7 Recommendations

The GNC's recommendations will be forwarded to the Corporate Secretary no later than sixty (60) days prior to the Annual Meeting.

8.8 Nominations

In addition to the slate of candidates recommended by the GNC, any member may be considered for election as Director, upon written nomination supported by five (5) members. Sixty (60) days prior to the Annual Meeting, notice shall be given by the Corporate Secretary to members for a call for such nominations. Nominations must be received by the Corporate Secretary at least thirty (30) days prior to any Meeting or special meeting of members at which Directors are to be elected. Directors shall be elected by ordinary motion of the members present at an Annual Meeting or special meeting of members.

8.9 Conflict of Interest

If there is a perceived conflict of interest that the person to whom this matter pertains that person will withdraw from that item of business during the GNC's meeting.

9. OFFICERS**9.1 Description of Offices**

The following paragraphs broadly define the duties of the Directors who are responsible as the **Executive Committee of FMI-OOC** to exercise general supervision and control of day-to-day administration and operation of the business and affairs of the Corporation.

9.2 The President: The President shall:

- a) Preside at all meetings of the members, the Board of Directors and the Executive Committee of the Corporation;
- b) Represent Corporation in all matters unless otherwise delegated;
- c) Provide leadership and direction to the Executive Committee and the Board;
- d) Promote the best interests of the Corporation at all times;
- e) Chair the Governance and Nominations Committee (GNC);
- f) Prescribe duties from time to time for the Officers; and
- g) Represent and address matters from fmi*igf.

9.3 The Past President: The Past President shall:

- a) Act as an advisor to the President, the Executive Committee, and the Board ;
- b) Provide historic knowledge and context to maintain consistency and sound decision making; and
- c) Provide mentorship to the President and the Board as needed.

9.4 The Vice-President of Strategy shall:

- a) In the absence or disability of the President, may be first in line to perform the duties and exercise the powers of the President;
- b) Provide leadership and direction to the Program Co-chairs; the Corporate Secretary, the Treasurer;
- c) Prepare strategic planning reports for presentation to the Executive Committee and Board; and
- d) Provide advice and guidance to the President and the Board.

9.5 The Vice-President of Operations shall:

- a) In the absence or disability of the President, may be second in line to perform the duties and exercise the powers of the President;
- b) Provide leadership and direction to the Director of Administration, the Marketing and Communications Director, and the IT Director;
- c) Provide advice and guidance to the President and the Board; and
- d) Oversee the contractual relations as appropriate.

9.6 The Corporate Secretary: The Corporate Secretary shall:

- a) Be responsible for the preparation of the agenda for meetings and keep such minutes of the Corporation as are necessary;
- b) Give notice of meetings to Directors and members as called for in these by-laws;
- c) Be responsible to notify any Director of any motion or policy that the Director is required to put into effect;
- d) Be the custodian of the corporate seal, the official papers, records, correspondence and contracts of the Corporation retained in accordance with the article titled "Corporate Records" in these by-laws; and
- e) In order to ensure that these duties are undertaken, the Secretary can direct the Corporation's Administrator to undertake the tasks noted herein.

9.7 The Treasurer: The Treasurer shall:

- a) Have responsibility for the financial oversight of the Corporation. including all banking matters;
- b) Chair the Finance and Audit Committee;
- c) Develop an annual operating budget for consideration and approval by the Board;
- d) Ensure full and accurate accounts of the assets, liabilities, receipts and disbursements of the Corporation are maintained and render to the Board and members a monthly and annual accounting of all transactions of the Corporation and a statement of financial position;
- e) Lead the development of the annual financial statements, inclusive of Chairing the Finance and Audit Committee and the nomination process for the public accountant to undertake annual reviewed financial statements.

9.8 Appointments

The Executive Committee may appoint within prior Board approved budget restrictions, such agents and engage such employees as it deems necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Committee at the time of such appointment.

9.9 Employment or Professional Service Contracts

All employment or professional service contracts will be signed by the President and one (1) other member of the Executive Committee. These contracts will be tabled at a meeting of the Executive Committee and could be made available to other members of the Board of Directors upon request.

9.10 Expenditures

The President and one (1) other member of the Executive Committee may approve expenditures, up to a ceiling approved annually by the Board, for items that were not otherwise approved in the budget. For example, the Treasurer and the President could approve an expenditure. This expenditure approval shall be reported to the Board at the next Board meeting.

9.11 Meetings

The Executive Committee shall hold at least six (6) meetings per year, one (1) immediately after the Annual Meeting of members and others at intervals of approximately two (2) months at such time and place as the President may determine.

9.12 Call to Meeting

Any two (2) members of the Executive Committee may request the Corporate Secretary to call a meeting. The Corporate Secretary shall call such meeting within twenty-one (21) days of such a request.

9.13 Quorum

At any meeting of the Executive Committee, three (3) of the members of the Committee shall constitute a quorum for the transaction of business.

9.14 Vacancies

Vacancy in office: Unless an Officer is 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 qualifications of appointment) or
- d) Such Officer's death.

If the office of any Officer shall be or become vacant, the Directors, may by motion, appoint a person to fill such vacancy.

9.15 Powers

The powers and duties of all Officers of the Corporation shall be such as the terms of their engagement calls for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add, or limit the powers or duties of any Officer.

10. APPOINTMENT OF PUBLIC ACCOUNTANT

10.1 Members of the Corporation Shall:

Subject to the Act, the members of the Corporation shall, by ordinary motion, at each Annual Meeting, shall appoint a Public Accountant to hold office until the next Annual Meeting.

10.2 Public Accountant

If a Public Accountant is not appointed at a meeting of members and if no motion is taken under section 182, the incumbent Public Accountant continues in office until a successor is appointed.

10.3 Remuneration

The remuneration shall be fixed by the Directors of the Corporation.

10.4 Public Accountant Entitlement

The public accountant is entitled to attend a meeting of the members at the expense of the corporation and be heard on matters relating to the public accountant's duties.

10.5 Public Accountant Reporting

After conducting an audit engagement or a review engagement, the Public Accountant shall report in the prescribed manner on the financial statements required by the Act to be placed before the members, except any financial statements or part of those statements that relate to the period referred to in subparagraph 172 (1)(a) (ii) of the Act.

11. AMENDMENT AND INTERPRETATION OF BY-LAWS**11.1 By-Law Creation, Amendment or Repeal**

Subject to the Act, the board of directors may, by motion, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the motion of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary motion. 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 motion of the members according to subsection 197(1) (Section: Fundamental changes) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

11.2 By-law Availability

The proposed by-law amendments must be made available to members at least 30 days in advance of the meeting duly called for the purpose of considering the said by-law.

11.3 Interpretation

Subject to the Act, in the event of any dispute arising as to the intent or meaning of these by-laws, the interpretation of the Board of Directors shall be final.

12. CONFLICT OF INTEREST**12.1 Non-profit**

No member of the Corporation shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Corporation, except as provided by these by-laws.

12.2 Corporation Engagement

The Corporation may engage in contracts or negotiations with members, elected members of the Board of Directors, appointed committee members or authorized representatives of the Corporation and any corporation, partnership or association in which one or more of the Corporation's Directors, appointed members or authorized representatives are Directors or officers, have a financial interest, or are employed by the other organization, provided the following conditions are met:

- a) The facts regarding the relationship or interest as they relate to the contract or transaction are fully disclosed to the Board of Directors prior to commencement of any such contract or transaction.
- b) The Board of Directors in good faith authorizes the contract or transaction by a majority vote of the Directors who do not have an interest in the transaction or contract.
- c) The contract or transaction is fair to the Corporation and complies with all applicable laws and regulations.

12.3 Corporation Shall Act:

All Directors, appointed committee members and authorized representatives of the Corporation shall act in an independent manner consistent with their obligations to the Corporation and applicable laws, regardless of any other affiliations, memberships or positions.

12.4 Disclosure of Interest or Affiliation

All Directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with an entity or individual with which the Corporation has entered, or may enter, into contracts, agreements, or any other business transactions and shall refrain from voting on, or influencing the consideration of, such matters.

13. DISPUTE MOTION MECHANISM

13.1 Summary

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 motion mechanism of this by-law.

13.2 Dispute Motion Process

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 motion 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 motion 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.

14. DISSOLUTION

14.1 Dissolution of Assets

Subject to the Act, should the Corporation dissolve for any reason, its assets shall in turn be transferred to fmi*igf National or to a registered charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

15 CORPORATE RECORDS

15.1 Summary

Subject to the Act, the Corporation shall keep permanent record of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a Committee of the Board of Directors acting in place of the Board of Directors and on behalf of the Corporation. The Corporation shall maintain appropriate accounting records.

15.2 List of Records

The Corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

- a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- b) its by-laws or restated by-laws and all amendments to them currently in effect;
- c) motions adopted by its Board of Directors;
- d) the Financial Statements furnished for the past three (3) years to the Board of Directors;
- e) a list of the names and business addresses of its current Directors;
- f) its most recent Annual Report; and
- f) other records required by the Act.