

BY-LAW NO. 1

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

CANADIAN DEFENCE LAWYERS ASSOCIATION

(the “Corporation”)

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

SECTION 1 - GENERAL

1.1 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;

"**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 fifty percent (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

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

1.3 Execution of Documents

The board may from time to time designate the officer or officers or such other person or persons who may sign deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation. 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 on behalf of the Corporation may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.4 Financial Year End

The financial year end of the Corporation shall be determined by resolution of the board of directors.

1.5 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, or such officer or officers designated by the board from time to time, 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.

1.6 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.

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 member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.8 Office

The registered office of the Corporation shall be located in the City of Toronto in the Province of Ontario.

The Corporation may have such other offices located within Canada as the board may from time to time determine.

1.9 Records

The records of the Corporation shall be kept at the registered office of the Corporation.

SECTION 2 – MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Full members and Associate members. The board of directors of the Corporation may, by special resolution, approve the admission of the members of the Corporation.

The following conditions of membership shall apply:

Full Members

- i. To be eligible for Full voting membership an individual must:
 - a. be a member in good standing of any provincial or territorial Bar in Canada;
 - b. be engaged in the practice of law in Canada; and
 - c. have a genuine interest in any activity within the statement of purpose of the Corporation as set out in the Corporation's articles.
- ii. Full voting membership shall be available only to individuals who have applied and have been accepted for Full voting membership in the Corporation.
- iii. The term of membership of a Full voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iv. As set out in the articles, each Full voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Full voting member shall be entitled to one (1) vote at such meetings.
- v. Full voting members shall be entitled to receive the Corporation's newsletter and attend all conferences and seminars held by the Corporation.

Associate Members

- i. To be eligible for Associate non-voting membership an individual must have a genuine interest in any activity within the statement of purpose of the Corporation as set out in the Corporation's articles.
- ii. Associate non-voting membership shall be available only to individuals who have applied and have been accepted for Associate non-voting membership in the Corporation.

- iii. The term of membership of an Associate non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iv. Subject to the Act, articles and by-laws, an Associate non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- v. Associate non-voting members shall be entitled to receive the Corporation's newsletter and attend conferences and seminars of the Corporation dealing with substantive legal issues only.

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).

2.2 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- i. 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
- ii. 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.

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.

2.3 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 this method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP – MATTERS REQUIRING ORDINARY RESOLUTION

3.1 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.

3.2 Membership Dues

Membership dues may include, but shall not be limited to, initiation fees payable at the time of admission to or renewal of membership, fees for unusual expenditures of the Corporation, and fees for special projects or programs of the Corporation.

Members shall be notified in writing of the membership dues at any time payable by them, and if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.3 Termination of Membership

A membership in the Corporation is terminated when:

- i. the member dies or resigns;
- ii. the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- iii. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iv. the member's term of membership expires; or
- v. the Corporation is liquidated and dissolved under the Act.

3.4 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

3.5 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; or,
- 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 a request for a hearing 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 request for a hearing is 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 a request for a hearing is received in accordance with this section, the board shall schedule a hearing within sixty (60) days of the request and provide twenty (20) days notice of the hearing to the member. The member shall be given an opportunity to make oral submissions at the hearing in response to the notice of suspension or expulsion. The board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within twenty (20) days of the hearing. The board's decision shall be final and binding on the member, without any further right of appeal.

3.6 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 five percent (5%) of members entitled to vote at the meeting at which the proposal is to be presented.

3.7 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.

SECTION 4 – MEETINGS OF MEMBERS

4.1 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.

4.2 Persons Entitled to be Present at Member's Meetings

The only persons entitled to be present at meetings 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. Associate non-voting members may be present at the annual meetings of members but shall not be entitled to vote. Any other person may be admitted to a meeting of members only on the invitation of the chair of the meeting or by resolution of the members.

4.3 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.

4.4 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.5 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or 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 in addition to an original vote shall have a second or casting vote.

4.6 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.

4.7 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.

SECTION 5 - DIRECTORS

5.1 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.

5.2 Term of Office of Directors

At the first election of directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three (3) year terms.

There shall be no limit on the number of terms a director may serve.

5.3 Resignation

A director may resign by providing written notice of his or her resignation to the board, president or secretary.

A resignation of a director shall become effective at the time the written resignation is sent to the board, president or secretary, or at the time specified in the resignation, whichever is later.

5.4 Vacancies

A quorum of directors may fill a vacancy among the directors in accordance with the Act.

A director appointed to fill a vacancy shall hold office for a term expiring not later than the close of the next annual meeting of members.

5.5 Compensation

Directors shall not be entitled to receive remuneration for their services to the Corporation performed in that capacity.

5.6 Policies and Regulations

The board may from time to time adopt such policies and regulations it may deem advisable to carry out the affairs of the Corporation.

SECTION 6 – DIRECTORS’ MEETINGS

6.1 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Regular Meetings of the Board of Directors

The board or a committee of directors designated by the board from time to time 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 or committee 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.

6.3 Notice of Meetings 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 seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the 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.

6.4 Quorum at Meeting of Board of Directors

A quorum at any meeting of the board shall be a majority of the number of directors.

6.5 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 7 – OFFICERS

7.1 Appointment of Officers

The officers of the Corporation shall include a president, 1st vice president, 2nd vice-president, secretary/treasurer and past president. The board may designate additional offices of the Corporation.

The board shall appoint officers on an annual basis at a meeting of the board immediately following the annual members' meeting for a term expiring when the officer's successor is appointed at the meeting of the board immediately following the next annual members' meeting.

The board may specify the duties of officers and, subject to the Act, delegate to officers the power to manage the affairs of the Corporation. An officer may be a director provided that the Past President shall not be a director. Two or more offices may be held by the same person.

7.2 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 by the board or by-laws and if officers are appointed, shall have the following duties and powers associated with their positions:

- i. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- 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 – The president shall be a director. 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 and its officers. The president shall sit on all committees of the Corporation. No individual shall be appointed to the office of president for more than two (2) consecutive one (1) year terms. The individual holding the office of president shall be appointed to hold the office of past president upon the expiry of his or her term if he or she is not appointed to hold the office of president for an additional term and provided that he or she remains a director.
- iv. 1st Vice President – The 1st vice president shall be a director. If the president is absent or is unable or refuses to act, the 1st vice president shall perform the duties and exercise the powers of the president. The 1st vice president shall perform the administrative duties designated from time to time by the board. The individual holding the office of 1st vice

- president shall be appointed to hold the office of president upon the expiry of his or her term and provided that he or she remains a director.
- v. 2nd Vice President – The 2nd vice president shall be a director. If both the president and 1st vice president are absent or unable or refuse to act, the 2nd vice president shall perform the duties and exercise the powers of the president. The 2nd vice president shall perform the administrative duties designated from time to time by the board. The individual holding the office of 2nd vice president shall be appointed to hold the office of 1st vice president upon the expiry of his or her term and provided that he or she remains a director.
 - vi. Secretary/Treasurer – The secretary/treasurer shall be a director. The secretary/treasurer shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary/treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The secretary/treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary/treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary/treasurer shall have the care and custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of all monies received and paid by him or her on behalf of the Corporation. The secretary/treasurer shall exhibit such books of accounts and records to any of the directors at any time upon request at the registered office of the Corporation and shall render a detailed statement of accounts to the board as often as it shall require. The secretary/treasurer may execute all instruments requiring the signature of the treasurer. The individual holding the office of secretary/treasurer shall be appointed to hold the office of 2nd vice president upon the expiry of his or her term and provided that he or she remains a director.
 - vii. Past President – The past president shall not be a director and shall have such duties and powers as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.3 Resignation

An officer may resign by providing written notice of his or her resignation to the board.

A resignation of an officer shall become effective at the time the written resignation is sent to the board or at the time specified in the resignation, whichever is later.

7.4 Removal of Officer and 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:

- i. the officer's successor being appointed,
- ii. the officer's removal,
- iii. the officer's resignation,
- iv. the officer ceasing to be a director, or
- v. the officer's death.

In the event that the office of 2nd vice president becomes vacant the individual holding the office of secretary/treasurer shall be appointed to the office of 2nd vice president and the board shall appoint a secretary/treasurer.

In the event that the office of 1st vice president becomes vacant the individual holding the office of 2nd vice president shall be appointed to the office of 1st vice president, the individual holding the office of secretary/treasurer shall be appointed to the office of 2nd vice president, and the board shall appoint a secretary/treasurer.

In the event that the office of president becomes vacant the individual holding the office of 1st vice president shall be appointed to the office of president, the individual holding the office of 2nd vice president shall be appointed to the office of 1st vice president, the individual holding the office of secretary/treasurer shall be appointed to the office of 2nd vice president, and the board shall appoint a secretary/treasurer.

If the office of any other officer of the Corporation becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – COMMITTEES

8.1 Standing Committees

The board may appoint standing committees by ordinary resolution 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.

8.2 Special Committees

The board may from time to time appoint special committees by ordinary resolution 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.

SECTION 9 – AGENTS

9.1 Agents

The board may appoint such agents and representatives of the Corporation with such powers and to perform such duties as the board may specify.

SECTION 10 – INDEMNIFICATION

10.1 Indemnification

Present and former directors and officers of the Corporation and other individuals who act or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity shall be indemnified against all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity provided the individual seeking indemnity was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done.

Notwithstanding the foregoing, the Corporation shall not indemnify an individual unless the individual:

- i. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

10.2 Insurance

The board may authorize the purchase and maintenance of insurance for the benefit of present and former directors and officers of the Corporation and other individuals who act or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity against liability incurred by such individuals in that capacity.

SECTION 11 – NOTICE

11.1 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:

- i. 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) and received by the Director;
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. 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.

A director or officer may waive any notice required to be given pursuant to the Act, the articles, the by-laws or otherwise.

SECTION 12 – INVALIDITY, OMISSIONS AND ERRORS

12.1 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.

12.2 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.

SECTION 13 – DISPUTE RESOLUTION

13.1 Mediation and Arbitration

Except as otherwise provided in section 3.5 (Discipline of Members), 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.

13.2 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:

- i. 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.
- ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- iii. 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.

SECTION 14 – BY-LAWS AND EFFECTIVE DATE

14.1 By-laws and Effective Date

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by special resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

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.

SECTION 15 – TRANSITION

15.1 Transition of Membership

Notwithstanding section 2.1 of this by-law, all current Full members and Associate members of Canadian Defence Lawyers Association, an unincorporated association established in 1996, shall be deemed to be a member of the Corporation as a Full member or an Associate member, as the case may be, and shall be eligible to renew their membership upon the expiry of their current term of membership.

15.2 Withdrawal of Membership

A Full member or Associate member of the unincorporated Canadian Defence Lawyers Association who does not wish to be a Full member or an Associate member of the Corporation, as the case may be, may withdraw his or her membership by giving notice to the Secretary of the Corporation. Withdrawal of membership shall take effect on the date the notice of withdrawal is received by the Secretary of the Corporation.

15.3 Revocation of Transition Section

Notwithstanding section 14.1 of this by-law, this transition section shall be repealed on a date to be set by the board by special resolution.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the __ day of _____, 2013 and confirmed by the members of the Corporation by special resolution on the __ day of _____, 2013.

Dated as of the __ day of _____, 2013.

President

Secretary