

ONTARIO SLEDGE HOCKEY ASSOCIATION

CONSTITUTION

&

BY-LAWS

Revised June 14, 2006

Further Revised June 26, 2020

*Constitution: Adopted September 26, 2020
Ontario Sledge Hockey Association
June 26, 2020*

ONTARIO SLEDGE HOCKEY ASSOCIATION

BE IT ENACTED as a part of the constitution of **ONTARIO SLEDGE HOCKEY ASSOCIATION** as follows:

PART 1 CONSTITUTION

Article One (1) Organization

- 1.1 The organization shall be known as the Ontario Sledge Hockey Association (“OSHA” or “Association”) and is incorporated as the Ontario Sledge Hockey Association, a not-for-profit Ontario corporation under the *Corporations Act* (the “**Act**”).

Article Two (2) Affiliations

- 2.1 The organization shall be a member of Hockey Canada, the governing body of amateur hockey in Canada, and, as an unalterable provision of this Constitution, shall operate in a manner consistent with the Constitution, By-Laws, Regulations and Rules of Hockey Canada and the Ontario Hockey Federation, as adapted and modified for sledge hockey.
- 2.2 In addition to the Association’s by-laws herein, each Member Club shall operate in a manner consistent with the Constitutions, By-Laws, Regulations and Rules of Hockey Canada, the Ontario Hockey Federation, the Ontario Sledge Hockey Association, and any organizations that are deemed relevant under the aforementioned organizations.

Article Three (3) Definition of an Amateur

- 3.1 The organization adopts the definition of an “**amateur**” contained in the Constitution, By-Laws, and regulations of Hockey Canada.

Article Four (4) Objects

Within the mission statement of the organization to develop, organize and co-ordinate sledge hockey activities in Ontario, the objects of this organization are:

- 4.1 Promote and encourage participation in the sport of sledge hockey; primarily for Individuals with physical and developmental challenges, and secondarily for able-bodied persons.
- 4.2 Assist in the development of the abilities and potential of persons with physical disabilities and advocate the integration of physically challenged athletes within the general community.
- 4.3 Provide information, instruction, and assistance to member clubs.
- 4.4 Act as the governing body for the sport of sledge hockey in Ontario.
- 4.5 Represent the interests of Ontario sledge hockey with Hockey Canada, the Ontario Hockey Federation, other hockey and sledge hockey associations, and special needs sports organizations.

Article Five (5) Membership

- 5.1 Full membership is open to any club in Ontario operating a sledge hockey program. Membership is not transferable and automatically terminates if the member resigns or such membership is otherwise terminated in accordance with the Act.
- 5.2 Associate membership is open to any sledge hockey club in or outside the province of Ontario, sharing the same interests and objectives. Associate members can attend meetings, receive information, and participate in OSHA activities; pay a reduced annual fee, as determined from time to time, by OSHA; apply and be accepted for full membership status based on individual proposals - acceptance requires a 2/3 majority vote of all clubs in good standing. Associate Members do not have voting privileges.

- 5.3 Full membership clubs must carry appropriate insurance coverage purchased through a CHA (Canadian Hockey Association) bona fide insurance program or equivalent.
- 5.4 Each member club may have up to three representatives in attendance at Association meetings.
- 5.5 Memberships in good standing must be up to date with the payment of annual membership fee and be in compliance with the Association's Constitution, By-laws and its approved rules, regulations, and procedures.
- 5.6 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 mail, email, courier, or personal delivery to each member entitled to vote at the meeting, during a period of three (3) weeks before the day on which the meeting is to be held; or
 - b. by telephonic, email, or other communication facility to each member entitled to vote at the meeting, during a period of three (3) weeks before the day on which the meeting is to be held.
- 5.7 Absentee Voting by Mail Ballot - A member entitled to vote at a meeting of members may vote by mailed-in ballot if the Association has a system that:
- a. enables the votes to be gathered in a manner that permits their subsequent verification; and
 - b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.
- 5.8 Membership Dues - Members shall be notified in writing of the membership dues at any time payable by them - 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 Association.

5.9 Termination of Membership - Membership in the Association is terminated when:

- a. the Member's Association is dissolved;
- b. a Member fails to maintain any qualifications for membership described herein as contained in these By-laws;
- c. the Member resigns by delivering a written resignation to the chair of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with the By-laws below, or is otherwise terminated in accordance with the articles or by-laws;
- e. the Member's term of membership expires; or
- f. the Association 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 Association, automatically cease to exist.

5.10 Discipline of Members - The Board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:

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

In the event that the Board determines a member should be expelled or suspended from membership in the Association, 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 Association. 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.

- 5.11 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 accountant of the Association if appointed, and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the Association 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.
- 5.12 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 sixty percent (60%) 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.
- 5.13 Votes to Govern - At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. 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.

Article Six (6)
Amendments to the Constitution, By-Laws, and Regulations

- 6.1 This constitution may be amended by approval of a motion by a two-thirds majority of votes cast at a general meeting, provided that at least fourteen (14) days' notice has been given of the intent to propose an amendment to the constitution.

BE IT ENACTED as a by-law of **ONTARIO SLEDGE HOCKEY ASSOCIATION** as follows:

PART II

BY-LAW No. 1

DEFINITIONS & INTERPRETATIONS

- 7.1 In this by-law and all other by-laws of the Association, unless the context otherwise requires:
- a. "**Act**" means the *Ontario Corporations Act* 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 an Association, or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
 - c. "**Board**" means the Board of Directors of the Association and "director" means an elected member of the Board;
 - d. "**by-law**" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
 - e. "**Chair**" means the chair of the Board;
 - f. "**Director**" means an individual occupying the position of director of the Association by whatever name he or she is called;

- g. **"Meeting of members"** includes an annual meeting of members, 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;
- h. **"Member"** means a member club of the Association;
- i. **"Members"** means the collective membership of the Association;
- j. **"Officer"** means an officer of the Association;
- k. **"Regulations"** means the regulations made under the Act, as amended, restated, or in effect from time to time; and

7.2 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.

7.3 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

7.4 **Corporate Seal** - The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Association shall be the custodian of the corporate seal.

7.5 **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association 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 Association to be a true copy thereof.

7.6 **Banking Arrangements** - The banking business of the Association shall be transacted

at such bank, trust company, or other firm or Association 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 Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

- 7.7 **Annual Financial Statements** - The Association may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Association, and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

DIRECTORS

- 8.1 Number of Directors - Until changed in accordance with the Act, the Board of Directors shall consist of not less than three (3) and up to a maximum of ten (10), as determined from time to time by a members' resolution.
- 8.2 The members of each respective Member Club shall elect the Directors to hold office for a term ending no later than the end of the first annual meeting of members following the election. For clarity, the term is fixed at one (1) year. There is no restriction on the number of terms that a Director can serve.
- 8.3 The Board of Directors of the Ontario Sledge Hockey Association shall consist of one representative elected/appointed by each Member Club, and one Players' Representative elected/appointed by the Players' Representative Committee.
- 8.4 Member Clubs shall be open and inclusive to all of the Province of Ontario.
- 8.5 Each Director, or designated alternate is elected by the Member Club present at a meeting shall be entitled to one vote on any matter properly placed before and considered by the Board. The Member Club must be in good standing as defined in the Association's Member in Good Standing Policy, to exercise voting privileges.

- 8.6 The elected Directors will assume responsibilities for specific activities or projects as agreed to and assigned by the Board of Directors, or at a General Meeting of the Association.
- 8.7 Quorum for the transaction of business at any Association meetings shall consist of the President or president designate, at least two (2) other officers and a number of directors representing at least (sixty percent) 60% of Member Clubs in good standing.
- 8.8 Except where otherwise provided in the Constitution or By-laws of this organization, any motion properly brought before the Board may be passed by a simple majority of the Directors present and voting. A vote may be held by secret ballot, upon approval of a two-thirds (2/3) majority vote of eligible votes present or at the discretion of the President.
- 8.9 Each Officer provided voting privileges, shall be entitled to vote on any matter properly placed before, and considered by, the Board.
- 8.10 The President of the Association shall not be entitled to vote, except in the case of a tie.
- 8.11 Calling of Meetings – 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.
- 8.12 Notice of Meeting - Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than seven (7) 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 Association 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 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 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 the Act that is to be dealt with at the meeting.

8.13 Regular Meetings - 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.

8.14 Votes to Govern - 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.

8.15 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 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.

8.16 The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;

- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

8.17 A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

OFFICERS

9.1. The appointed Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, and any other appointed officer position, at the discretion of the Board of Directors.

9.2 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 Association,

if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President**– If appointed, the President shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Association, and along with the Secretary, shall sign all constitutional documents and amendments.
- b. **Secretary** – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Association.
- c. **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the Board may specify, and shall be responsible for the funds and other financial assets of the Association and for making payments of all approved expenditures; maintains and reconciles records of accounts, presents financial position statements at general meetings and prepares an annual financial statement for the Annual General Meeting; and administers the insurance program, collects insurance payments and validates insurance coverage on behalf of the Association.
- d. **Vice-President** – If appointed, during the absence or inability of the President, the President's duties may be performed and their powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the Board of Directors) save that no Vice-President shall preside at a meeting of the Board of Directors, or at a meeting of shareholders, who is not qualified to attend the meeting as a director or shareholder, as the case may be. A Vice-President shall also perform such duties and exercise such powers as the President may from time-to-time delegate to him, or as the Board of Directors may prescribe.

The powers and duties of all other officers of the Association 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.

- 9.3 An Officer of the Association need not be a member of the Association and shall not be an elected member of the Board of Directors at the same time as their tenure as Officer of the Association.
- 9.4 Appointed Officers shall serve a term not less than two (2) years and said appointments shall be at the discretion of the Directors and shall take place at the Annual General Meeting.
- 9.5 Should an officer position become vacant before the two (2) year term is completed, a replacement can be designated by the Board of Directors, or a replacement will be elected for the remainder of the two (2) year term at the next general meeting.
- 9.6 Execution of Documents – Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association 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 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 Association to be a true copy thereof.

MEETINGS

- 10.1 The Annual General Meeting shall be held during the month of May of each year.
- 10.2 The Association shall hold two (2) other general meetings, one in September and one in January of each year.
- 10.3 Additional general meetings can be called by the President, the Secretary, or the Executive committee as required, given at least two (2) weeks prior notice of the time and

place, along with an agenda.

- 10.4 If all of the Directors of the Association consent, a Director may participate in a meeting of the Board, or of a committee of Directors, by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

COMMITTEES

- 11.1 Delegation by Directors to form Committees - From time to time, the Association's business may be transacted by resolutions passed at meetings of directors or committees comprised of directors, officers, and members at which a quorum is present, or by resolution in writing, signed by all the directors entitled to vote on that resolution, at a meeting of directors or a committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors. The Board may appoint from their number a managing director, or a committee of directors, and delegate to such managing director or committee any of the powers of the Board except those which relate to matters over which a managing director or committee shall, pursuant to the Act, not have authority. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman, and to regulate its procedure.

- 11.2 Executive Committee:

- The Executive Committee shall be composed of the President, the Vice-President, the Secretary and/or the Treasurer.
- The Executive Committee can make decisions on behalf of the Board of Directors.
- The Executive Committee is responsible for taking the initiative in preparing policies, Association objectives, and strategies to achieve these objectives.
- The President shall call meetings of the Executive Committee as required, a quorum being 3 of the 4 executive directors.

11.3 Standing Committees:

A. Rules Committee:

- Prepare and administer the rules and regulations governing the game of sledge hockey.
- Rule on infractions, arbitrate disputes, review complaints of improper conduct, and decide on appropriate disciplinary action.

B. Players' Committee:

- Each Member Club will approve one player representative
- The Players' Committee will designate one representative and one alternate to the Board of Directors of the Association.

C. Ad Hoc Committees:

- Committees can be established as required by the Executive Committee or the Board of Directors.

All committees will be required to present a report of their activities at the Annual General Meeting, or at any other general Meeting of the Association as requested, and any final decisions and outcomes of the committees shall be at the discretion of the Directors.

FINANCIALS

12.1 The financial fiscal year of the Association shall be from June 1 to May 31, or on such other date as the Board may from time to time by resolution determine.

12.2 Cheques to disburse the funds of the Association shall bear the signatures of the Treasurer and one other Officer with signing authority, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

- 12.3 The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies, or other financial institutions to be selected by the Board, or withdrawn from time to time, only upon the written order of the Club, in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 12.4 Annual membership fees shall be approved at the Annual General Meeting.
- 12.5 No Director, Officer or committee member shall receive any remuneration for duties performed on behalf of the Association, but those persons may be reimbursed for reasonable expenses incurred while performing these duties.

INDEMNITY OF DIRECTORS

- 13.1 Every director of the Association and his/her heirs, executors and administrators, and estate and effects, respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- a. All costs, charges, and expenses whatsoever which an officer sustains or incurs in or about any action, suit or proceeding against him or her, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office;
 - b. All other costs, charges, and expenses which he or she sustains or incurs in or about in relation to the affairs thereof;
 - c. Except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

PROTECTION OF DIRECTORS AND OFFICERS

- 13.2 No Director, Officer or committee member of the Association is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any

security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have;

- a. complied with the Act and the Association's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

DISTRIBUTION OF ASSETS

14.1 Upon the dissolution of the Association, and after payment of all debts and liabilities, its remaining property shall be disposed of or distributed to charitable organizations that are "registered charities" as defined by the *Income Tax Act*, which further the needs of those with physical disabilities, and who carry on activities in the province of Ontario.

VACANCY IN OFFICE

15.1 In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. 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 Association shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

NOTICES

DISPUTE RESOLUTION

- 18.1 Mediation and Arbitration - Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this by-law.
- 18.2 Dispute Resolution Mechanism - In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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 Association) 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 shall 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 Association 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.

- d. 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.

EFFECTIVE DATE

19.1 Effective Date - Subject to its being confirmed by the Members of the Association, this amended by-law shall come into force when enacted by the subject to the provisions of the Act.

ENACTED by the Board this 26th day of September 2020.

President

Secretary