

Nepalese Canadian Community Services (NCCS)

Toronto, ON, Canada

Dated: July 26, 2015

By-laws

To conduct the affairs of Nepalese Canadian Community Services (the "NCCS")

Section 1 - General

1.01 Preamble

We, the people of Nepalese origin residing in the Greater Toronto Area, do hereby form a community organization for the purpose of the wellbeing and social progress of the people of Nepalese origin living in the GTA and beyond. The Board of Directors, elected from members of Nepalese origin, enthusiastically and unanimously declares the incorporation of Nepalese Canadian Community Services (NCCS) on October 27, 2000, with the approval of these By-laws on Saturday, July 26, 2015.

1.02 Name

The name of this corporation shall be Nepalese Canadian Community Services (hereinafter called "NCCS" or the "Corporation"). The NCCS shall be an inclusive, autonomous, non-political, independent, not-for-profit Provincial Corporation.

1.03 Vision, Mission, Objectives, and Commitment

a. Vision

NCCS's vision is a place in which all Nepalese Canadians realize their full potential in Canadian society while respecting people's rights and dignity. NCCS is committed to

facilitating the full participation of all persons of Nepalese origin in the social, cultural, and civic life of Canada, and to the preservation and promotion of their rich and diverse cultural heritage.

b. Mission

NCCS strives to achieve lasting improvements in the quality of life of Nepalese living in Canada through a process that unites Nepalese across Canada and adds meaning and value to their lives by:

- Enabling individuals, families, and their communities to participate and increase their own well-being;
- Promoting their rights and interests;
- Increasing understanding and unity among Nepalese of different cultures.

c. Objectives

1. Main

To facilitate the integration of Nepalese in Toronto into Canadian society and to foster the retention and development of their cultural heritage within the framework of multiculturalism.

2. Settlement

To facilitate and assist in the resettlement of newly arriving Nepalese and the adaptation of those residing in Toronto and the surrounding areas by:

2.1 Assisting new immigrants in their initial settlement by providing orientation services and information on housing, education, health care, job and business opportunities, legal aid, and other services.

2.2 Maintaining liaison with relevant public and private agencies, local, provincial, and federal organizations to promote the flow of information and services.

2.3 Encouraging and promoting individual and community development initiatives by providing support in terms of facilitation with private and public institutions and giving technical advice.

3. Communication

To act as a medium of communication between all residents of Nepalese origin by:

3.1 Maintaining and yearly upgrading a data bank containing names, postal addresses, phone numbers, and e-mail addresses of Nepalese living in Canada.

3.2 Creating a hard copy of item (3.1) and mailing it to all relevant addresses at the

beginning of each year.

3.3 Distributing a monthly newsletter and quarterly publications to circulate Nepalese community news.

4. Emergency

Render help to Nepalese living in Canada in times of emergency.

5. Promotion of Aims

To promote, encourage, and undertake projects and activities which will further the aims and activities of NCCS.

d. Commitment

NCCS is committed to achieving excellence in meeting the needs of the Nepalese Canadian people it serves by continuously improving its programs, processes, and services. NCCS is committed to transparency in communication about working practices, organizational structure, and financial policy. NCCS is also committed to maintaining healthy relations with other Nepalese and community organizations not only in Canada but worldwide.

1.04 Definitions

In this by-law, unless the context otherwise requires:

- "Board" means the board of directors of the Corporation;
- "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in effect;
- "Chair" means the chairman of the Board;
- "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- "Member" means a member of the Corporation and refers to both general members as well as life members of NCCS;
- "Members" means the collective membership of the Corporation;
- "Officer" in respect to the Corporation, means an officer appointed under the prevailing Act;
- "President" means an officer elected from the directors;

- "Meeting of members" means annual general meeting as well as special meeting of the members.

1.05 Interpretation

All terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.06 Seal

The seal of the Corporation, if any, shall be in the form below as determined by the Board:
NCCS

1.07 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may, from time to time, direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Section 2 - Members

2.01 Members

NCCS shall have the following members:

a. General Member

- The term of membership shall be two (2) years. Membership is limited to one term only; for subsequent terms, the applicant must re-register.
- Each member shall have one vote.
- Membership needs to be renewed after the expiry of the term of membership.

- Any individual eligible for membership must apply within the prescribed time frame set by the organization, along with the required membership fee.
- Applicants for membership must deposit or transfer the required amount to the organization's bank account using their personal bank account or that of an immediate family member. Deposits from third-party accounts or using one person's account to apply for multiple memberships are not allowed.
- Membership applications received shall be subject to necessary verification, and eligible applicants shall be granted membership in accordance with the rules.

b. Life Member

- There is a fee to become a life or general member, and this fee amount will be determined by the Board of the organization.
- The fee for nominations for the posts of the Board of Directors shall be as determined by the decision of the Board of the organization.
- A person eligible to become a member must submit an application along with the specified membership fee within the organization's set time limit.
- The person applying for membership should deposit or transfer the amount to the organization's bank account, either through their personal or family's bank account.
- The BOD will review applications for memberships to ensure all criteria are met before approval.
- Each life member shall have one vote.
- A life member shall not have the liability of renewing the membership.

c. Membership of the Corporation shall consist of the incorporators named in the articles and such other people interested in furthering the Corporation's purposes and who have been accepted into membership by resolution of the Board.

d. Members shall have the right to cast votes, attend annual general meetings, and special meetings of the members.

2.02 Membership

Membership in the Corporation is not transferable and is automatically terminated if the member resigns or such membership is otherwise terminated in accordance with the Act.

2.03 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
- c. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

Section 3 - Members' Meetings

3.01 Annual Meeting

The annual meeting shall be held on one day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, the auditor's report, or review engagement report, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. Receipt of the agenda;
- b. Receipt of the minutes of the previous annual and subsequent special meetings;
- c. Consideration of the financial statements;
- d. Report of the auditor or person who has been appointed to conduct a review engagement;
- e. Reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- f. Election of Directors; and
- g. Such other or special business as may be set out in the notice of meeting.

No other items of business shall be included on the agenda for the annual meeting unless a member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice.

3.02 Special Meetings

The Directors may call a special meeting of the members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act, or is otherwise inconsistent with the Act, within 21 days from the date of deposit of the requisition.

3.03 Notice

Subject to the Act, not less than 21 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.

3.04 Quorum

- a. A quorum for the transaction of business at a members' meeting shall be at least twenty-five percent of the total members entitled to vote at the meeting, whether present in person or by proxy.
- b. If a quorum is present at the opening of a meeting of the members, then members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.05 Voting of Members

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or this by-law, provided that:

- a. Each member shall be entitled to one vote at any meeting, including the Chairman;
- b. Votes shall be taken by secret written ballot or show of hands among all members present, and the chair of the meeting, if a Member, shall have a vote;
- c. Abstentions shall not be considered a vote cast;
- d. A written secret ballot shall be taken in such manner as the chair of the meeting shall direct;
- e. If there is a tie vote, the chair of the meeting shall require a second or casting secret written ballot to break the tie;

f. Whenever a vote by show of hands is taken on a question, unless a written secret ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

3.06 Adjournments

a. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.07 Persons Entitled to be Present at Members' Meetings

a. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

b. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

The Chair may, with the majority consent of any members' meeting, adjourn the same from time to time, and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

3.08 Documents for Annual Members' Meeting

At least 21 (twenty-one) days before the annual meeting of the members, the following documents shall be distributed to the members of NCCS:

- a. Approved annual financial statements;
- b. Annual Performance Report;
- c. Any changes to be made in by-laws;
- d. Any other documents requiring substantial time for review by the members and assisting in decision-making.

Section 4 - Directors and Board

4.01 Term

The provisions relating to the election and term of directors shall be:

- a. The term of office of the directors (subject to the provisions, if any, of the articles) shall be 2 (two) years from the date of the AGM for which they are elected.
- b. Any individual may serve in the same position for a maximum of two consecutive terms only. However, there shall be no restriction on serving in different positions.
- c. All positions of the organization, including the Executive Board of Directors, shall be filled through direct elections. The election shall be conducted in a transparent and legitimate manner, with results officially recorded.
- d. On Election Day, the candidate for director must be physically present.

4.02 Election

a. Candidacy

1. Candidacy of directors shall be filed online either by website or email on the prescribed form of the Election Commission by respective candidates. In-person submission shall not be allowed.
2. The candidate for director shall be nominated by and seconded by different members of NCCS.
3. All members who have joined according to the organization's by-laws are entitled to serve in any position within the organization.
4. All positions of the organization, including the Executive Board of Directors, shall be filled through direct elections. The election shall be conducted in a transparent and legitimate manner, with results officially recorded.

b. Election Commission (EC)

1. A group email including all the members of the Election Commission shall be created.
2. The Board shall announce an EC consisting of 3 to 5 members at least 2 (two) months before the election date.

3. The EC shall have one Chief Election Commissioner, one Secretary, and the rest as members.
4. The members of the EC shall not be candidates for director.
5. All documents, forms, rules relating to elections shall be generated by EC in line with the provisions in by-laws of NCCS, prevailing Acts, and regulations.
6. The decision of the EC shall be final.

c. Process

1. The Board shall announce the AGM date at least 2 (two) months before the annual general meeting (AGM).
2. The election of directors shall be held at least 1 (one) week before the AGM.
3. The result of the election of directors shall be announced by the EC on AGM Day.
4. After the announcement of election result, EC shall automatically be dissolved.

d. Handover Ceremony (HC)

1. An official handover ceremony shall be held within 21 days of AGM.
2. All documents, bank cards, credit cards, cheque books, receipts, and minute books shall be handed over on HC day.
3. User ID, passwords of websites, emails, and other online document storage domains shall be handed over on or before HC.
4. Assets of all types shall be handed over to the new Board on or before HC.

4.03 Vacancies

The office of a Director shall be vacated immediately:

- a. If the Director resigns from office by written notice to the Chair, and it is approved by the majority of the Board;
- b. If the Director dies or becomes bankrupt;
- c. If the Director is found to be incapable of managing property by a court or under Ontario law;
- d. 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;
- e. If a director misses the Board meeting 3 (three) times consecutively without providing any information;
- f. The resignation by any director or officer shall be submitted to the Chair.

4.04 Filling Vacancies

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 because 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;
- 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.

4.05 Committees

- a. Depending upon the requirement, the Board shall from time to time form a committee containing 3 (three) to 5 (five) members including Directors, members of NCCS, or anyone from the community.
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- c. The Board shall determine the composition and terms of reference for any such committee.
- d. The Board may dissolve any committee by resolution at any time.
- e. Each committee shall be headed by a coordinator; each coordinator shall be assisted by members of the committee.
- f. The committee shall be dissolved automatically with the election of a new set of Directors for the Board.
- g. The coordinator shall be the elected Director of the Board.
- h. The coordinator shall present reports in every Board meeting about the committee.

4.06 Remuneration of Directors

The Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in a capacity other than as Directors, provided that the amount of such remuneration or reimbursement is:
- i. Considered reasonable by the Board;
 - ii. Approved by the Board by resolution before such payment is made; and
 - iii. In compliance with the conflict-of-interest provisions of the Act;
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in another capacity if the Corporation is a charitable corporation unless the provisions of the Act and applicable law are complied with.

4.07 Board

- a. The Board shall consist of 15 (fifteen) Directors elected by the members.
- b. A member shall serve the Board a maximum of 2 (two) consecutive terms.
- c. The vacancies on the Board shall be filled as per Section 4.04 of the by-laws.
- d. Immediate past president and chairman shall be advisors to the newly elected Board without any voting rights.
- e. The Board shall appoint a legal advisor without voting rights for a period of up to two years.

Section 5 – Board Meetings

5.01 Calling of Meetings

The provisions relating to calling of board meetings shall be:

- a. The notice of Meetings of the Directors shall be served by the General Secretary.
- b. In the absence of the General Secretary, the President or any two Directors may call a meeting at any time and place on notice as required by this by-law; provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than seven (7) days' notice to each Director, stating the time and place of the meeting.

5.02 Regular Meetings

- a. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time to each Director. No other notice shall be required for such meetings.
- b. At least six (6) Board of Directors' meetings must be conducted annually, with a maximum gap of one and a half months between meetings.

5.03 Notice

The notice shall fulfill the following requirements:

- a.** Notice of the time and place for holding a Board meeting shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the meeting date.
- b.** Notice of a meeting is not necessary if all Directors are present and no one objects to the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of such a meeting.
- c.** If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

5.05 Voting

- a.** Each Director has one vote.
- b.** Questions arising at any Board meeting shall be decided by a simple majority of votes.
- c.** In case of an equality of votes, the Chair shall have a second or casting vote.

5.06 Participation by Telephone or Other Communication Facilities

If all Directors participating consent, a Board meeting may be held by telephone, electronic, or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time. A Director participating by such means is deemed to be present at the meeting.

5.07 Minutes of the Meeting

- a.** The Minutes of the meeting shall be taken by the General Secretary of NCCS.
- b.** The Minutes shall be maintained by the General Secretary of NCCS.
- c.** Minutes shall be signed by the Chair, President, and General Secretary of NCCS.
- d.** Minutes shall be released within twenty-one (21) days of the meeting by the General Secretary.
- e.** A summary of time-sensitive minutes shall be released as early as possible.
- f.** Minutes shall be passed in subsequent Board meetings, if required, with revisions.

5.08 Agenda of the Meeting

- a.** The General Secretary shall collect the agenda for the Board meeting.
- b.** The final agenda shall be circulated to all Directors at least seven (7) days before the meeting.
- c.** In the absence of the General Secretary, the President or any two Directors shall collect and circulate the final agenda at least seven (7) days before the meeting.
- d.** Agendas shall be collected from the Directors of the Board.

Section 6 – Financial Business

6.01 Banking

- a.** The Board shall, by resolution, designate the bank in which the money, bonds, or other securities of the Corporation shall be placed for safekeeping.
- b.** The bank cheque signatories shall be any two of the President, General Secretary, and Treasurer of NCCS.

6.02 Financial Year

The financial year of the Corporation ends on December 31 each year, or on such other date as the Board may determine by resolution.

6.03 Publication

- a.** NCCS shall publish its annual statements on the website and inform members by email that the statements are viewable and downloadable.
- b.** Members shall also be allowed to view or receive the annual statements free of charge at the registered office of NCCS or by prepaid mail.
- c.** Monthly financial updates shall be published on the website.
- d.** Statements of income and expenses of each program shall be shared with members and the community.

6.04 Payment

NCCS shall not make payments without a receipt.

6.05 Petty Cash System

A Petty Cash System shall be created by NCCS. The monthly amount of the system shall be \$300 (three hundred dollars) and shall be managed by the General Secretary.

6.06 Tax Filing

NCCS shall annually file taxes in accordance with prevailing Acts.

Section 7 – Officers

7.01 Officers

The Board shall appoint officers from among the Directors: A Chairman, a President, a Vice President, a General Secretary, a Secretary, and a Treasurer at its first meeting within

fifteen (15) days of the announcement of the Board in the AGM. The maximum term for officers shall be two (2) years.

7.02 Term

The maximum term of office for officers shall be two (2) years from the date of appointment.

7.03 Duties

Officers shall be responsible for duties assigned to them and may delegate the performance of any or all such duties.

a. Chairman

The Chair shall be an elected Director. The Board shall appoint a Chairman from among the Directors at its first meeting following the announcement of the Board in the AGM.

Responsibilities of the Chairman:

- Chair meetings of the Board, Annual General Meeting, and special meetings of the members.
- Set high standards for Board conduct and enforce policies and by-laws regarding Directors' conduct.
- Encourage members to present opinions on meeting agendas.
- Assist Directors in reaching consensus.
- Sign the minutes of meetings.
- Serve as a central point of communication for the Board to NCCS senior management.
- Invite community members or representatives of any Nepali organizations as observers to Board or member meetings.
- Serve as an ambassador of the organization to the outside world.
- Perform other responsibilities assigned or delegated by the Board.
- In the absence of the Chairman, the Directors shall appoint a Chairman for the meeting from among themselves.

b. President

The President shall be the Chief Executive Officer of the Corporation and is responsible for implementing strategic plans and policies. Responsibilities include:

- Supervise the general affairs of the Corporation subject to the authority of the Board.
- Ensure Board resolutions are effectively implemented.

- Develop standards for Board decision-support packages and reports.
- Monitor and evaluate senior management performance annually.
- Implement work plans including annual goals and continuous improvement initiatives.
- Serve as primary contact with the public.
- Report regularly to the Board on governance-related issues.
- Align agendas with corporate objectives and lead the organization.
- Mentor other Directors and ensure succession planning for senior management.
- Serve as a member on all Board committees.
- Sign the minutes of Board and member meetings.

c. Vice President

- Assume all responsibilities of the President in their absence.
- Perform other responsibilities assigned by the Board.

d. General Secretary

The General Secretary (GS) shall work collaboratively with the President to support the Board. Responsibilities include:

- Maintain high standards for Board conduct and uphold by-laws.
- Collect agendas and call Board and member meetings with the Chairman's consent.
- Maintain a roll of members' names, addresses, and contact numbers.
- Take, circulate, and maintain minutes of all meetings.
- Attend the correspondence on behalf of the Board.
- Maintain custody of all minute books, documents, registers, papers, and the seal.
- Ensure reports are prepared and filed as required.
- Give notice of all meetings.
- Attend all meetings and sign the minutes.
- Manage Petty Cash System.
- Respond to emails and circulate notices to the public and members.

e. Secretary

Responsibilities of the Secretary:

- Assist the General Secretary.
- Assume GS responsibilities in their absence.

- Perform other responsibilities assigned by the Board.
- Carry out delegated responsibilities from the GS.

f. Treasurer

Responsibilities of the Treasurer:

- Support the Board in achieving fiduciary responsibilities.
- Maintain custody of the Corporation's funds and securities and keep accurate accounts.
- Deposit monies, securities, and effects as designated by the Board.
- Disburse funds with proper vouchers.
- Render accounting and financial statements to the Chair and Directors.
- Uphold Board conduct and policies with fiduciary focus.
- Present financial statements to members at the annual meeting.
- Perform other duties as directed by the Board.

Section 8 – Protection of Directors and Others

8.01 Protection of Directors and Officers

a. No Director, Officer, or committee member of the Corporation shall be liable for the acts, neglect, or defaults of any other Director, Officer, committee member, or employee of the Corporation.

b. No Director, Officer, or committee member shall be liable for joining in any receipt or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation.

c. They shall not be liable for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation is placed or invested.

d. They shall not be liable for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or corporation with whom or which any moneys, securities, or effects are lodged or deposited, or for any other loss, damage, or misfortune which may happen in the execution of their duties, provided that they have:

- Complied with the Act and the Corporation's Articles and By-laws; and
- Exercised their powers and discharged their duties in accordance with the Act.

Section 9 – Conflict of Interest

9.01 Conflict of Interest

A Director who is in some way, directly or indirectly, interested in a contract, transaction, or proposed contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a Directors' meeting or vote on any resolution to approve such contract or transaction.

9.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit through a contract or otherwise from the Corporation if it is a charitable corporation, unless the provisions of the Act and laws applicable to charitable corporations are complied with.

Section 10 – Notices

10.01 Service

a. Any notice required to be sent to any Member, Director, auditor, or person appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means.

b. Notices shall be sent to Members or Directors at their latest address in the Corporation's records and to the auditor or review engagement person at its business address. If no address is available, the notice shall be sent to the last known address of such Member or Director. Notices may be waived, and the notice period may be shortened or abridged at any time with the written consent of the person entitled to the notice.

10.02 Computation of Time

Where a given number of days' notice is required, the day of service or posting of the notice shall not be counted, unless otherwise specified.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board or Members' meeting shall invalidate the meeting or void any proceedings taken at the meeting.

Section 11 – Dispute Resolution

11.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or

volunteers of the Corporation shall, as far as possible, be resolved through mediation and/or arbitration in accordance with the dispute resolution mechanism in this by-law.

11.2 Dispute Resolution Mechanism

If a dispute or controversy arising out of the Articles, By-laws, or any aspect of the Corporation's operations is not resolved in private meetings between the parties, then, without prejudice to the rights of the parties under the Articles, By-laws, or the Act, and as an alternative to legal action, the dispute shall be settled as follows:

- a.** The dispute shall first be submitted to a panel of mediators. One party appoints one mediator, the other party (or, if applicable, the Board of the Corporation) appoints another mediator, and the two mediators jointly appoint a third mediator. The mediators will meet with the parties to attempt a resolution.
- b.** The number of mediators may be varied by agreement of the parties.
- c.** If mediation fails, the dispute shall be settled by arbitration before a single arbitrator, who shall not be any of the mediators. Arbitration shall follow provincial or territorial legislation governing domestic arbitrations where the Corporation's registered office is located, or as otherwise agreed by the parties. Arbitration proceedings shall be confidential.
- d.** The arbitrator's decision shall be final and binding, not subject to appeal on any question of fact, law, or mixed fact and law.
- e.** All costs of the mediators shall be borne equally by the parties.
- f.** All costs of the arbitrator shall be borne as determined by the arbitrator.

Section 12 – Policies and Guidelines

Policies and guidelines required to implement this by-law shall be formulated by the Board.

Section 13 – Adoption and Amendment of By-laws

13.01 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions. If any provisions of the By-laws conflict with the Articles or the Act, the provisions of the Articles or the Act shall prevail.

13.02 Amendments to By-laws

- a.** Members may amend this by-law by a two-thirds (2/3) majority of votes cast. The Board may amend this by-law in accordance with the Act, except for provisions respecting the

transfer of membership or changing the voting method for members not in attendance at a meeting.

b. Each page of the By-laws shall be signed by the Chairman, President, and General Secretary of NCCS.

SIGNATURES

Chairman: _____

President: _____

Secretary: _____

