

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

FOOTPRINT DATA FOUNDATION (FODAFO)

(“FODAFO”)

BE IT ENACTED as a by-law of FODAFO as follows:

ARTICLE 1- INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws of FODAFO, 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 FODAFO or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of FODAFO;

“**board**” means the board of directors of FODAFO, and “**director**” means a person who serves on the board;

“**by-law**” means this by-law and any other by-law of FODAFO as amended and which are, from time to time, in force and effect;

“**Host Institution**” means York University or such successor institutional host as may provide physical and institutional support to FODAFO from time to time, provided that the Host Institution may only be designated as a different institution by a 2/3 majority vote of the board;

“**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;

“**National Footprint and Biocapacity Accounts**” means data collected to measure the ecological resource use and resource capacity of nations over time;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**Proposal**” means a proposal submitted by a member of FODAFO that meets the requirements of section 163 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.

1.02 Interpretation

- (1) 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.
- (2) Other than as specified above, definitions in the Act apply to these by-laws.

ARTICLE 2 - CONTRACTS

2.01 Corporate Seal

FODAFO 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 FODAFO shall be the custodian of the corporate seal.

2.02 Execution of Documents

- (1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by FODAFO may be signed by any two (2) of its officers or directors.
- (2) The board may from time to time appoint any person or persons on behalf of FODAFO to sign specific deeds, transfers, assignments, contracts, obligations and other instruments. All such deeds, transfers, assignments, contracts, obligations and other instruments so signed will be binding on FODAFO without any further authorization or formality.
- (3) Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- (4) Any signing officer may certify a copy of any instrument, resolution, by-law or other document of FODAFO to be a true copy

ARTICLE 3 – FINANCIAL

3.01 Financial Year

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

3.02 Banking Arrangements

The banking business of FODAFO shall be transacted at such bank, trust company or other firm or corporation carrying on a 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 FODAFO and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

3.03 Borrowing Powers

The directors of FODAFO may, with authorization of the members, borrow money on the credit of FODAFO, issue, reissue, sell, pledge or hypothecate debt obligations of FODAFO, and give a guarantee on behalf, and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of FODAFO, owned or subsequently acquired, to secure any debt obligation of FODAFO.

3.04 Annual Financial Statements

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

ARTICLE 4 - MEMBERSHIP

4.01 Eligibility for Membership

- (1) Subject to the articles, there shall be one class of members of FODAFO.
- (2) Global Footprint Network and York University, being the initial Host Institution, shall be the first members of FODAFO.
- (3) Membership in FODAFO shall be available only to the first members and such other individuals, not-for-profit entities, corporations or government entities interested in furthering FODAFO's purposes and who have applied for and been accepted into membership in FODAFO by resolution of the existing members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of FODAFO. The person representing a member at a members meeting shall not be a current director or officer.
- (4) 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 4.01 of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

4.02 Transferability of Membership

- (1) Membership in FODAFO is not transferable.
- (2) Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section 4.02 of the by-laws.

4.03 Duties

Each member of FODAFO will uphold the articles and comply with these by-laws.

4.04 Term of Membership

Each member of FODAFO will remain a member until such member's membership is terminated in accordance with section 4.07 of these by-laws.

4.05 Membership Dues

Subject to the articles, the amount of membership fees or dues may be determined by the board from time to time. In the absence of any determination by the board of membership fees or dues, no membership fees or dues are payable.

4.06 Good Standing

All members of FODAFO will be deemed to be in good standing except a member of FODAFO who has failed to pay the current annual membership fee or due, if any, or any other fee, due, subscription, levy, debt or other amount due and owing by the member to FODAFO and the member will not be deemed to be in good standing so long as the amount remains unpaid.

4.07 Termination of Membership

A membership in FODAFO is terminated when:

- (1) the member dies or ceases to exist;
- (2) the member ceases to be the Host Institution;
- (3) the member resigns;
- (4) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- (5) the member's term of membership expires, if there is a term; or
- (6) FODAFO is liquidated and dissolved under the Act.

4.08 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 FODAFO, automatically cease to exist.

4.09 Discipline of Members

- (1) The board shall have authority to suspend or expel any member from FODAFO for any one or more of the following grounds:
 - (a) violating any provision of the articles, by-laws, or written policies of FODAFO;
 - (b) carrying out any conduct that may be detrimental to FODAFO 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 FODAFO.
- (2) In the event that the board determines that a member should be expelled or suspended from membership in FODAFO, the executive director, 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 executive director, 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 executive director, the executive director, 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 FODAFO. 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.

ARTICLE 5 - MEETINGS OF MEMBERS

5.01 Annual Members' Meeting

- (1) An annual meeting of the members of FODAFO will be held at such time and at such place as the board may determine and on such day no later than 6 months after the end of FODAFO's fiscal year as the board may appoint, but at least once in each calendar year and not more than 15 months after the adjournment of the previous annual meeting of the members or, in the case of the first annual meeting of the members of FODAFO, not more than 18 months after the date of incorporation of FODAFO.

- (2) At every annual general meeting of members of FODAFO, in addition to any other special or general business that may be transacted, directors will be elected, the report of the board given, and the most recent financial statements of FODAFO reviewed, any report of the public accountant thereon presented and, if FODAFO is required to have a public accountant, the public accountant appointed for the ensuing year.

5.02 Notice of Members' Meeting

- (1) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 30 days before the day on which the meeting is to be held; or
 - (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, not less than 30 days before the day on which the meeting is to be held.
- (2) 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 FODAFO to change the manner of giving notice to members entitled to vote at a meeting of members.

5.03 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 25% 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.

5.04 Absentee Voting at Members' Meetings

- (1) Pursuant to Section 171(1) 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 FODAFO 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 FODAFO without it being possible for FODAFO to identify how each member voted.
- (2) 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 FODAFO to change this method of voting by members not in attendance at a meeting of members.

5.05 Proxy Voting

A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of FODAFO.

5.06 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.

5.07 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, a Proposal for the nomination for the election of directors may be made if the Proposal is signed by not less than 10% of members entitled to vote at the meeting at which the proposal is to be presented.

5.08 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.

5.09 Persons Entitled to be Present at Members' Meetings

- (1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of FODAFO and such other persons who are entitled or required under any provision of the Act, articles or by-laws of FODAFO to be present at the meeting.
- (2) Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.10 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.

5.11 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 a majority 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.

5.12 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 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.

5.13 Quorum Not Present

If within 30 minutes after the time appointed for a meeting of members of FODAFO, a quorum is not present, the meeting, if convened on the requisition of members of FODAFO, will be terminated; but in any other case it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the holding of the meeting, the members of FODAFO present, provided that there are at least two, will constitute a quorum.

5.14 Resolutions

A resolution proposed at a meeting of members need not be seconded before a vote is taken. The chair of a meeting of the members may move or propose a resolution.

5.15 Adjournment

Any meeting of members of FODAFO may be adjourned from time to time and from place to place, but business will not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.16 Notice of Adjournment

Notice of an adjournment of a meeting of members need not be given except when a meeting of members is adjourned for 10 days or more, in which case notice of the adjourned meeting of members will be given as in the case of the original meeting of members.

5.17 Deficiencies in Notice

No accidental error or omission in giving notice of any meeting of members of FODAFO will invalidate such meeting or make void any proceeding taken thereat.

5.18 Participation by Electronic Means at Members' Meetings

If FODAFO 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 FODAFO has made available for that purpose.

5.19 Members' Meeting Held Entirely by Electronic Means

If the directors or members of FODAFO 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.

5.20 Consent Resolutions

Any reference in these by-laws to a meeting of members includes a reference to resolutions consented to in writing by all members, as contemplated by the Act.

ARTICLE 6 – BOARD OF DIRECTORS

6.01 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. If FODAFO is a soliciting corporation as defined in the Act, the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of FODAFO or its affiliates.

6.02 Qualifications

- (1) Each director will be at least 18 years of age and have power and capacity under law to contract. The directors will be such individuals as are elected by the members of FODAFO from time to time; provided that, each director named in the first board of directors submitted with the articles of incorporation shall hold office from the issue of the certificate of incorporation until the first meeting of members.
- (2) One director will at all times be a person nominated by Global Footprint Network, one director will at all times be a person nominated by the Host Institution from time to time.

6.03 Determination of Directors

Subject to section 5.20, the members of FODAFO will at every annual meeting of the members determine the individuals who will fill such directors' positions as are vacant at that meeting. Newly designated directors will take office commencing at the close of such meeting.

6.04 Term of Office of Directors

The term of office of elected directors shall normally be three years. However, the Board may, in its discretion, determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the Board. Elected directors may be elected to two consecutive terms but then must cease to be an elected director for at least one year before being eligible for re-election.

6.05 Removal of Director

- (1) The members of FODAFO may, by ordinary resolution at a special meeting, remove any director or directors from any office.
- (2) The board may remove, whether for cause or without cause, any director or directors from any office of FODAFO by a vote of three-quarters of the votes cast at a meeting of the board on the question of the termination of the officer.

6.06 Vacancy in Office

Unless otherwise removed, a director shall hold office until the earlier of:

- (1) the director's successor being appointed,
- (2) the director's resignation,
- (3) such director ceasing to qualify as a director within the meaning of the Act; or
- (4) such director's death.

6.07 Remuneration

A member of a committee may not be remunerated for services rendered in his or her capacity as a member of a committee but a member of a committee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of FODAFO as determined by a board resolution.

ARTICLE 7 – BOARD MEETINGS

7.01 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.

7.02 Notice of Meeting of Board of Directors

- (1) Notice of the time and place for the holding of a meeting of the board shall be given to every director of FODAFO not less than seven days before the time when the meeting is to be held.

- (2) 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.
- (3) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (4) Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.03 Regular Meetings

- (1) There shall be at least two meetings per year of the board of directors.
- (2) Any director absent from three meetings in succession of four meetings in a twelve month period will trigger the following process:
 - (a) The Secretary will send notice to the members of a special meeting soliciting a vote on whether to remove the absentee director;
 - (b) The absentee director will receive notice of the meeting;
 - (c) The absentee director may provide written reasons for his or her absenteeism, and request that he or she not be removed from the board;
 - (d) The members will receive a copy of the absentee director's written reasons at the meeting of the members, and due consideration will be given to such written reasons; and
 - (e) The members of FODAFO will determine whether the director should be removed from the board, in accordance with section 6.05(1).

7.04 Votes to Govern at Meetings of the Board of Directors

- (1) Each director in attendance at a meeting of the board will be entitled to one vote, provided that a director materially interested in a contract or transaction with FODAFO may not vote in respect of that contract or transaction except in the case of a contract or transaction relating to insurance for the benefit of such director against personal liability incurred by him or her as a director.
- (2) 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 shall not have a second or casting vote.

7.05 Quorum

At a meeting of the board, a quorum will consist of a majority of the directors in office at the time of the meeting.

7.06 Resolutions

A resolution proposed at a meeting of the board need not be seconded before a vote is taken. The chair of a meeting of the board may move or propose a resolution.

7.07 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 shall not have a second or casting vote.

7.08 Proxies

No director may at any time appoint a proxy or alternate or attorney to represent him or her at a meeting of the board.

7.09 Participation by Electronic Means at Meetings of the Board of Directors

If FODAFO 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 the board of directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A director so participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any director participating in a meeting of the board of directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that FODAFO has made available for that purpose.

7.10 Unanimous Written Resolutions

A resolution in writing signed by all directors is as valid and effective as had it been passed at a duly constituted meeting of the board.

7.11 Deficiencies in Notice

No accidental error or omission in giving notice of any meeting of the board will invalidate such meeting or make void any proceeding taken thereat.

ARTICLE 8 – DUTIES AND POWERS OF THE BOARD

8.01 Management of Affairs

The board will manage or supervise the management of the affairs of FODAFO.

8.02 Powers

The board may exercise all such powers and do all such acts and things as FODAFO may exercise and do, and which are not by the articles, these bylaws or the Act otherwise required to be exercised or done by the members of FODAFO in a meeting of members. In particular, but without limiting the generality of the foregoing, the board may:

- (1) make or cause to be made for FODAFO, in its name, any kind of contract which FODAFO may lawfully enter into;
- (2) set policies to enable FODAFO to comply with its objects;
- (3) authorize expenditures on behalf of FODAFO from time to time;
- (4) enter into a trust arrangement with a trust company for the purpose of creating one or more trust funds in which the capital and interest of FODAFO may be held for the benefit of FODAFO in accordance with such terms as the board at its discretion may deem expedient;
- (5) borrow money upon the credit of FODAFO from any bank or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board at its discretion may deem expedient;
- (6) when authorized by special resolution, issue or cause to be issued debentures of FODAFO and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as the board at its discretion may deem expedient;
- (7) issue or cause to be issued bonds or other securities of FODAFO and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as the board at its discretion may deem expedient;
- (8) secure any present or future borrowing or liability of FODAFO by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of FODAFO, and the undertaking and rights of FODAFO;
- (9) retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as the board determines may be helpful;
- (10) invest and deal with the monies of FODAFO not immediately required by FODAFO in such manner as the board may from time to time determine;

- (11) take such steps as it may deem requisite to enable FODAFO to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of FODAFO; and
- (12) appoint such agents and engage such employees as it may deem requisite, which persons will have such authority and perform such duties as the board may prescribe from time to time.

ARTICLE 9 - COMMITTEES

9.01 Committees of the Board of Directors

- (1) The board may from time to time appoint any committee or other advisory body, including but not limited to the Scientific Advisory Committee described in section 9.02, 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 make, from time to time.
- (2) Any committee member may be removed by resolution of the board of directors. A committee member may, but need not be, a director.

9.02 Science Advisory Committee

- (1) At all times there shall be a Science Advisory Committee. The purpose of the Science Advisory Committee will be to advise FODAFO about proposals to improve and implement changes in the methodology of the National Footprint and Biocapacity Accounts, and such other purposes as the board may direct from time to time. The Board shall establish a Terms of Reference of the Science Advisory Committee, and the committee may formulate its own rules of procedure, subject to such regulations or directions as the board may make, from time to time.

ARTICLE 10 - OFFICERS

10.01 Appointment of Officers

- (1) The board may designate the offices of FODAFO, appoint officers on an annual basis or upon a vacancy arising in any office, specify the duties of an officer and, subject to the Act, delegate to such officers the power to manage the affairs of FODAFO. A director may be appointed to any office of FODAFO. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.
- (2) The board may appoint the officers of FODAFO at the close of an annual meeting of the members of FODAFO or otherwise from time to time as the board determines.

10.02 Vacancy in Office

- (1) In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of FODAFO. 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.
- (2) If the office of any officer of FODAFO shall become vacant, the directors may by resolution, appoint a person to fill such vacancy.

10.03 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 FODAFO, if designated and if officers are appointed, shall have the following duties and powers:

(1) Chair of the Board

The board shall appoint a chair. The chair will:

- (a) be a director;
- (b) when present, preside at all meetings of the board of directors and of the members; and
- (c) have such other duties and powers as the board may specify.

(2) Vice-Chair of the Board

If the board appoints a vice-chair of the board, the vice-chair will:

- (a) be a director;
- (b) if the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board of directors and of the members; and
- (c) have such other duties and powers as the board may specify.

(3) President

If the board appoints a president, the president will:

- (a) be responsible for implementing the strategic plans and policies of FODAFO;
- (b) oversee the general and active management of the affairs of FODAFO;
- (c) see that all orders and resolutions of the board are carried into effect; and
- (d) subject to the authority of the board, have general supervision of the affairs of FODAFO.

(4) Secretary

If the board appoints a secretary, the secretary will:

- (a) attend and be the secretary of all meetings of the board, members and committees of the board;
- (b) enter or cause to be entered in FODAFO's minute book, minutes of all proceedings at such meetings;
- (c) give, or cause to be given, as and when instructed, notices of meetings to members, directors, the public accountant and committee members;
- (d) change the registered address of any member, director or officer of FODAFO upon receipt of and in accordance with any information believed by him or her to be reliable;
- (e) be responsible for the conduct and correspondence of FODAFO; and
- (f) be the custodian of all books, papers, records, documents and other instruments belonging to FODAFO.

(5) Treasurer

If the board appoints a treasurer of FODAFO, the treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the articles of FODAFO, these by-laws, the Act, and any other applicable statute or law;
- (b) the custody and control of the assets of FODAFO, including the implementation of instructions of the board as to:
 - (i) the investment of assets of FODAFO; and
 - (ii) FODAFO's banking transactions;

- (c) the rendering of financial statements to the board or to other parties as the board may direct;
- (d) the disbursement of the funds of FODAFO as may be directed by property authority; and
- (e) the performance of such powers and duties as the board may specify.

Officers of FODAFO will have such authority and perform such duties as will be prescribed by the board at the time of their appointment and as may be directed by the board from time to time. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

ARTICLE 11 - MISCELLANEOUS

11.01 Method of Giving Any Notice

- (1) Any notice, other than notice of a meeting of members or a meeting of the board of directors, to be given pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of FODAFO or in the case of notice to a director to the latest address as shown in the last notice that was sent by FODAFO in accordance with section 128 of the Act (notice of directors) or 134 of the Act (notice of change of directors);
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.
- (2) 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 on the third day after it has been 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.
- (3) 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.
- (4) 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.

- (5) The signature of any director or officer of FODAFO to any notice or other document to be given by FODAFO may be printed or otherwise mechanically reproduced.

11.02 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.

11.03 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 FODAFO 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.

11.04 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of FODAFO 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.

11.05 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of FODAFO arising out of or related to the articles or by-laws, or out of any aspect of the operations of FODAFO 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 FODAFO 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:

- (1) 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 FODAFO) 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.
- (2) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (3) 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 FODAFO 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.

- (4) 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.

11.06 By-laws and Effective Date

- (1) Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of FODAFO. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- (2) This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.