

BYLAWS OF

ADR INSTITUTE OF ALBERTA

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Amended after AGM June 2016

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ADR INSTITUTE OF ALBERTA BYLAWS

ARTICLE 1 INTERPRETATION

1.1. DEFINITIONS

In the Bylaws:

Act means the *Societies Act (Alberta)*, as amended.

Adjourned Meeting means a meeting that takes place in lieu of an earlier Society or Board meeting that was adjourned.

ADR means appropriate dispute resolution.

ADRIC means ADR Institute of Canada, Inc.

AGM means the Society's annual general meeting.

Anniversary Date means the date marking the end of a 12 month period which commences on a member's date of admission to the Society, or renewal of membership, or such other date as determined by the Board and established in the Board Policies.

Appointed Director means a Society Director or past president serving on the Board under Subsection 4.2(c) or Subsection 4.8(2), and includes a replacement for such a Director.

Article means an article of the Bylaws in which the reference occurs.

Board means the Society's Board of Directors.

Board Policies mean the document entitled "Board Policies" containing policies of the Board, as amended, and located in the minute book at the registered office of the Society.

Bylaws mean these Bylaws, as amended.

Director means a current Board member of the Society.

Elected Director means a Director who is either elected by the Membership or acclaimed and who is not an Appointed Director.

Executive Director means a person or persons appointed under Subsection 4.1(2) and includes an interim Executive Director.

Fiscal Year means the Society's fiscal year ending on December 31 or such other date as the Board determines.

Full Member means a person that is a member of the Society as defined by the Board in the Board Policies.

Indemnified Person means each person serving, or who has at any time previously served, as a Director or Officer.

Membership means the status of belonging to any category of membership in the Society, as specified pursuant to the Bylaws.

Nominating Committee means the Nominating Committee established by section 4.4.

Officer means the President, Vice-President, Treasurer, Secretary or holder of any other office of the Society, in accordance with the context, and **Office** has a corresponding meaning.

President means the individual serving as the Society's President.

Secretary means the individual serving as the Society's Secretary.

Section means a section of the Bylaws in which the reference occurs.

Society means ADR Institute of Alberta, a society incorporated under the Act.

Society Meeting means a general or special meeting of members and, unless inconsistent with the context, includes the AGM.

Special Resolution means a special resolution as defined in the Act.

Subsection refers to a subsection of the section in which the reference occurs.

Treasurer means the individual serving as the Society's Treasurer.

Vice-President means the individual serving as the Society's Vice-President.

Derivatives have corresponding meanings.

1.2 OTHER INTERPRETATION MATTERS

1. The Bylaws will be read with all changes in number required by the context.
2. The captions and headings used in the Bylaws are inserted for convenience only and will not affect the meaning or interpretation of the Bylaws.

1.3 BINDING EFFECT

Subject to the Act, the Bylaws bind the Society and all present and future Society members to the same extent as if each had signed, sealed and delivered to each of the others a promise to comply with and be bound by the Bylaws and all acts, decisions, proceedings and things done and taken under the Bylaws.

ARTICLE 2 MEMBERSHIP

2.1 MEMBERSHIP, ADMISSION AND CATEGORIES

1. The Society is a membership society and is ultimately accountable to its members through an elected Board.
2. Categories of membership (if any) will be determined by the Board and defined in the Board Policies.
3. Application may be made to the Society for membership in the Society and, upon the application's approval by the Executive Director and, on payment and acceptance of the required fees, the applicant becomes a member.
4. A person or an organization may be deemed a member as determined by the Board.

2.2 NO TRANSFER

A member may not transfer in any way his, her or its membership to any other person or organization.

2.3 FEES

Membership, registration fees, and annual fees payable by the members will be determined by the Board.

2.4 TERM AND TERMINATION

1. Membership continues for the period starting on the date of admission to, or renewal of, membership and ends on the Anniversary Date.
2. Membership may be renewed annually within the membership year.
3. Membership in the Society will be terminated upon:
 - a. a member's failure to renew membership by payment of membership fees within 60 days of the Anniversary Date, or in the event of exceptional circumstances, within such time thereafter as determined by the Board;
 - b. the death of a member, in the case of an individual, or dissolution of a member, in the case of an organization;
 - c. withdrawal of a member by a written notice of withdrawal sent to the Executive Director; or
 - d. the Board's determination that a member is not or is no longer qualified for membership in accordance with criteria for membership then in effect and contained in the Board Policies.
4. Membership in the Society may be assigned to a another society, if:
 - a. the Society is subject to an amalgamation as set out in the Act;
 - b. the Society is subject to a dissolution or winding-up; or
 - c. the Board determines that the members of the Society would be better served by another organization.

ARTICLE 3 SOCIETY MEETINGS

3.1 ANNUAL GENERAL MEETING (“AGM”)

1. An AGM will be held in the first half of each calendar year at such location and at such time as the Board determines.
2. The following business will be transacted at the AGM, in addition to any other business that may properly come before the meeting:
 - a. presentation of the Board's report;
 - b. presentation of the auditor's report on the Society's audited financial statements;
 - c. appointment of auditor.

3.2 OTHER SOCIETY MEETINGS

1. In addition to AGMs, the Society will hold Society special and general meetings at such times, at such places and for such purposes as the Board determines.
2. The Board will call a Society Meeting to be held within 90 calendar days from the Secretary's receipt of a requisition signed by at least 10% of the Full Members stating in reasonable detail the reason for the meeting.

3.3 NOTICE

1. Members will be given notice of the time and location of a Society Meeting at least:
 - a. 21 calendar days before the meeting, or such lesser number of days before the meeting as may be agreed upon by all members, if a Special Resolution is proposed for passage at the meeting; and
 - b. 14 calendar days before the meeting, in all other cases.
2. Notice of an AGM will be accompanied with a draft agenda.
3. Notice of a Society Meeting at which will be proposed:
 - a. a Special Resolution; or
 - b. any other resolution requiring passage by more than a simple majority will specify the intention to propose the Special Resolution or other resolution.
4. Except as provided in Subsection 3, notice of a Society Meeting need not specify the purpose of the meeting or any business proposed to be transacted at the meeting.
5. Except as provided in Subsection 4, notice of an Adjourned Meeting is not required if the time and place of the Adjourned Meeting are announced at the original meeting.

3.4 MEETING PROCEDURES

1. Society Meetings will be chaired by the first of the following who is present at the Meeting:

- a. the President;
- b. the Vice-President;
- c. the Secretary;
- d. the Treasurer; and
- e. a Full member elected by those present at the meeting.

3.5 QUORUM

1. No business will be transacted at a Society Meeting unless at least 15 Full Members are present as a quorum for the meeting.
2. If a quorum is present at the opening of a Society Meeting, the business of the meeting may proceed even if a quorum is not present throughout the meeting.
3. If a quorum is not present at a Society Meeting within 30 minutes from the stated time for commencement, the meeting will be adjourned to the same time and location on the same day of the 2nd following week, with notice of the adjournment being given to all Full Members, and if a quorum is not present at the Adjourned Meeting:
 - a. the meeting will be dissolved if it was called pursuant to Section 3.2(2); and
 - b. in all other cases, the meeting will be deemed duly constituted with those present at the Adjourned Meeting constituting a quorum.
4. Society Meetings may be adjourned even if a quorum is not present at the time of adjournment, and an Adjourned Meeting will transact only such business as might have been transacted at the original meeting.

3.6 VOTING

1. Each Full Member is entitled to 1 vote at a Society Meeting or in a mail or electronic vote.
2. Votes at a Society Meeting may be cast only by Full Members present and votes may not be cast by proxy.
3. Except where the Act or the Bylaws provide otherwise, all resolutions and other matters before a Society Meeting will be determined by:
 - a. show of hands; and
 - b. simple majority vote of the Full Members present and who vote.
4. The declaration of the chair that a resolution or Special Resolution has been carried or defeated is conclusive.
5. The result of a vote at a Society Meeting or by mail or electronic vote will be deemed the decision of all members upon the matter in question.
6. A resolution in writing signed in one or more counterparts by all Full Members is:
 - a. as valid as if it had been duly passed at a Society Meeting; and
 - b. effective as of and from the stated effective date of the resolution.

7. Except where the Act requires a different voting method, the Board may direct that a mail or electronic vote by Full Members be conducted on any matter to be determined by the Full Members, in which case:
 - a. the vote will be conducted and completed in such manner as the Board prescribes;
 - b. the tabulation of votes as accepted by the Board will be final and conclusive; and
 - c. except with respect to votes conducted under Section 4.6, the Secretary will within 10 business days from tabulation of the vote, advise the members of the vote result.
8. A signed resolution or vote in a mail vote sent by fax, courier or email to and received at the Society's registered office by any applicable deadline will be effective.

ARTICLE 4 BOARD OF DIRECTORS

4.1 POWER TO GOVERN

1. The Board will govern the Society's business and affairs and may, on behalf of the Society, do or cause to be done all such acts and things as are:
 - a. within the Society's capacity and powers; and
 - b. not expressly prohibited or reserved to the authority of the members, under the Act or the Bylaws.
2. The Board may hire one or more paid manager(s) to be known as the Executive Director(s) to carry out management and operational functions of the Society. If more than 1 Executive Director is appointed, the Board Policies will clarify which Executive Director is the Executive Director as referred to in each Section of the Bylaws.
3. The Board will establish within the Board Policies who has the authority to approve and sign contracts on behalf of the Society and how many signatures are required to sign each type of contract or agreement.
4. The Board may incur and secure debt for the purpose of carrying out the objects of the Society.
5. Notwithstanding anything to the contrary, the Society's business and affairs will be conducted in a manner consistent with and preserving the Society's status as a non-profit organization under the *Income Tax Act* (Canada).
6. The Board has the ability to designate certain records of the Society as confidential, and unavailable to the membership.

4.2 COMPOSITION OF THE BOARD

The Board consists of:

- a. A minimum of 5 and a maximum of 9 Directors, not including the Past President and ADRIC National Representative, as determined by the Board from time to time who are elected by the Full Members of the Society, or as otherwise appointed pursuant to Article 4.8;

- b. the Society's immediate past president. If the past president is unable or unwilling to serve, the Board may, but is not required to, appoint another past president of the Society, and
- c. the ADRIC National Director elected by the Full Members of the Society.

4.3 DIRECTOR QUALIFICATIONS

1. The following may not serve as an Elected Director:
 - a. an individual who is not a Full Member;
 - b. an individual who has served as Director for 6 or more consecutive years ending within 3 years before the date of the election;
 - c. an individual who is bankrupt; and
 - d. an individual who has been removed as a Director.

Except as provided in this Section, retiring Elected Directors otherwise eligible for election to the Board may be re-elected to the Board.

2. Appointed Directors must meet the same qualifications as Elected Directors, and retiring Appointed Directors otherwise eligible for appointment to the Board may be reappointed to the Board.

4.4 NOMINATING COMMITTEE

1. The Nominating Committee is established as a standing committee of the Society and consists of at least 1 Director and at least 2 other Full Members appointed by the Board.
2. The Nominating Committee will prepare annually for the Secretary a list of qualified nominees for election as Elected Directors and National Director, equal in number to the number of Board vacancies to be filled, and they will be deemed validly nominated for election to the Board.
3. The Nominating Committee will endeavour to maintain gender balance and a balance of members from different areas of the province that represent different groups, organizations or individuals using or promoting ADR, however, the primary factor to be considered will be competency and ability to meet the Society's needs.
4. The list of qualified nominees will be sent to each Full Member at least 45 days before the AGM.

4.5 OTHER NOMINATIONS

1. During the period between 45 days and 30 calendar days before the AGM, 3 or more Full Members may nominate any other Full Member who is not on the list of qualified nominees as a candidate for director, if:
 - a. the nomination is in writing and received by the Executive Director at least 30 calendar days before the AGM; and
 - b. the nominee consents to stand as a candidate and so states in a written document or email received by the Executive Director at least 25 days before the AGM.

2. Nominations close at the end of the 30th day preceding the AGM.
3. A nominee may withdraw by giving written notice to the Executive Director at least 3 business days before the close of nominations.

4.6 ELECTION

1. If, on the date nominations close, there are the same number of candidates nominated as there are vacancies to be filled, those candidates will be acclaimed and no election vote will be required.
2. If a vote is required, then at least 21 calendar days before the AGM, the Executive Director will send to each member a ballot.
3. Each ballot will contain:
 - a. the name of each nominated candidate for Director with the names arranged alphabetically;
 - b. the name of each nominated candidate for National Director with the names arranged alphabetically; and
 - c. a brief explanatory note stating the maximum number candidates for which a vote may be cast.
4. When a ballot is sent out, it will be accompanied by a brief biography of each candidate in a form prescribed by the Board. If a candidate fails to provide such a biography to the Executive Director at least 25 calendar days before the AGM, then this requirement is waived with respect to that candidate.
5. Voting commences on the day a Full Member receives a ballot and ends at noon of the 10th day before the AGM, or such other day as may be set by the Board.
6. Each Full Member has the same number of votes as there are vacancies on the Board, but not more than 1 vote may be cast by a Full Member for each candidate.
7. A Full Member need not cast all the votes the member is entitled to cast.
8. Instructions for completing the ballot will accompany or be included upon the ballot.
9. Balloting may be conducted using paper ballots or by electronic means and following a procedure prescribed or approved by the Board.
10. Ballots cast that are not in conformity with the Bylaws and the procedure approved by the Board will not be counted.
11. The Board will appoint 2 scrutineers from the membership who, with the Executive Director, will count the votes and verify the integrity of the voting process.

12. The voting will be by secret ballot. The scrutineers and the Executive Director will rank the results on the basis of votes received and will keep this ranking on confidential file for possible filling of vacancies.
13. The scrutineers will break a tie vote by means of a draw.
14. The scrutineers will, on determining the results of the election, prepare a list of the elected candidates and certify the results as correct.
15. The list of elected candidates will be given to the Executive Director who will forthwith advise all candidates of the results of the election and publicize the results as soon as practically possible and no later than the AGM.

4.7 TERM OF OFFICE

1. Except when otherwise provided, the term of office of a Director is 3 years.
2. A Director may not be elected for more than 2 consecutive terms of office.
3. An Elected Director's term of office commences at the close of the AGM immediately following that Director's election and expires at the close of the AGM of the year in which that Director's term of office expires.
4. The ADRIC National Director may serve a maximum term of 3 years on the ADRIC board and as such is not subject to the 6 year maximum under this section.

4.8 VACANCIES

1. A Director ceases to be a Director and a vacancy on the Board exists when:
 - a. the Director dies or resigns;
 - b. the Director ceases to meet any applicable qualification for the Board under the Bylaws;
 - c. a resolution removing the Director from the Board is passed by:
 - i. a majority of the Directors voting on such resolution (excluding the vote of the person being voted upon); or
 - ii. 75% of those members who vote on the resolution at a Society Meeting or in a mail vote; or
 - d. the Director's term ends.
2. The Board may fill any vacancy (except that of a past president) by appointing to the Board an individual eligible to serve as Director.
3. A Director appointed or elected to fill a vacancy holds office until the end of the next AGM.
4. The Board may continue to act notwithstanding one or more vacancies, however, while the number of Directors is reduced below the quorum for Board meetings, the Board may only fill a sufficient number of

vacancies to achieve the quorum. When the Board appoints to achieve the quorum, it will forthwith give notice to the members of that fact.

4.9 COMMITTEES

The Board may establish special or standing committees and prescribe and delegate accordingly, and vary and revoke the authorities, powers and duties of committees.

4.10 NO REMUNERATION

Directors will not be paid for serving on the Board or in any Office, however, will be reimbursed for expenses reasonably incurred in connection with the Society and as prescribed by the Board from time to time.

4.11 IRREGULARITIES

An act, resolution or other proceeding of the Board is valid notwithstanding any irregularity or defect in the:

- a. election or appointment of a Director;
- b. qualifications of a Director; or
- c. calling, holding, constitution or proceedings of a Board meeting.

ARTICLE 5 BOARD MEETINGS

5.1 CALLING MEETINGS

1. Board meetings will be held at such time and place as the Board determines.
2. Any 2 Directors may also call a Board meeting.

5.2 NOTICE

1. A written notice will be sent to each Director at their primary Alberta address, at least 7 business days prior to each Board meeting, unless the date and location of the meeting have been determined previously by the Board and recorded in the minutes of that meeting.
2. Notice of an Adjourned Meeting is not required if the time and place of the Adjourned Meeting are announced at the original meeting.
3. A Board meeting will be held without notice immediately following the AGM.
4. Notice of a Board meeting will specify the purpose of the meeting or any business proposed to be transacted at the meeting.

5.3 MEETING PROCEDURES

1. Board meetings will be chaired by the first of the following who is present at the meeting:
 - a. the President;
 - b. the Vice-President;
 - c. the Secretary;
 - d. the Treasurer; and
 - e. a Director elected by the meeting.

5.4 BOARD MEETING QUORUM

1. Subject to Section 4.8 (4), no business will be transacted at a Board meeting unless at least 60% of the Board's Directors are present as a quorum for the meeting; in the event that 60% constitutes a fraction, the higher number of Board members will be required for quorum.
2. If a quorum is present at the opening of a Board meeting, the business of the meeting may proceed even if a quorum is not present throughout the meeting.
3. If a quorum is not present at a Board meeting within 30 minutes from the stated time for commencement of the meeting, the meeting will be dissolved.
4. Board meetings may be adjourned even if a quorum is not present at the time of adjournment, and only such business as might have been transacted at the original meeting may be transacted at the Adjourned Meeting.

5.5 VOTING

1. Each Director is entitled to 1 vote at a Board meeting.
2. Votes at a Board meeting may be cast only by Directors present in person or participating under Subsection 5 and 6, and votes may not be cast by proxy.
3. Except where the Act or the Bylaws provide otherwise, all resolutions at a Board meeting will be determined by:
 - a. show of hands or, for any Director participating under Subsection 5, by oral statement for or against the resolution; and
 - b. simple majority vote of the Directors present and who vote.
4. The declaration by the chair that a resolution has been carried or defeated is conclusive.
5. Directors may participate in Board meetings by telephone or other communication facilities that permit all persons participating to hear each other.

6. A resolution is valid as if passed at a Board meeting and effective as of and from the stated effective date of the resolution in the following circumstances:
 - a. The resolution is in writing and signed in one or more counterparts; or
 - b. The resolution is presented, and voted on, electronically provided that each Board member signifies that he or she consents to such electronic voting.

5.6 COMMITTEES

Article 5 applies, with the necessary changes, to committee meetings.

ARTICLE 6 OFFICERS

6.1 OFFICERS

1. The offices of President, Vice-President, Secretary and Treasurer are offices of the Society.
2. The Board may create other offices of the Society, specify the authorities, powers and duties of such offices and elect Directors to hold such offices.
3. One person may hold more than one Office.
4. Appointed Directors are not eligible to serve as President or Vice-President.
5. The National Director shall not serve as an officer while serving as National Director.

6.2 HOLDING OF OFFICE

1. On conclusion of the AGM, the Board will elect a President and Directors to fill the other Offices.
2. Officers will hold office for a one-year term ending at the close of the next following AGM.

6.3 VACANCIES

1. An Officer ceases to hold Office when:
 - a. the Officer resigns from the Office or dies;
 - b. the Officer ceases to be a Director; or
 - c. the Officer's term ends.
2. If the President ceases to hold Office, the Vice-President will become President and serve as President for the balance of the previous President's term.
3. A vacancy in any other Office will be filled by a Director elected by the Board, with the new Officer holding Office for the balance of the previous Officer's term.

6.4 PRESIDENT

The President will:

- a. have general responsibility under the Board's supervision for the Society's business and affairs;
- b. preside at all Board meetings and Society Meetings; and
- c. have all powers for and on behalf of the Society as are necessary or appropriate for the President effectively to carry out the duties of office.

6.5 VICE-PRESIDENT

The Vice-President will also act as President during the President's temporary absence or inability to act.

6.6 TREASURER

The Treasurer will:

- a. arrange for the implementation of all fiscal policy approved by the Board;
- b. arrange for receipt, maintenance, investment and disbursement of Society funds in accordance with the Bylaws;
- c. cause proper books of account and accounting records to be kept for the Society; and
- d. cause to be prepared and submitted to the Board for its approval:
 - i. an annual operating budget for the Society; and
 - ii. audited financial statements as required under the Bylaws.

6.7 SECRETARY

The Secretary will:

- a. attend and keep minutes of Board meetings and Society Meetings;
- b. maintain the minute book(s) which will be kept at the registered office;
- c. send or cause to be sent notices of Board meetings and Society Meetings;
- d. administer and conduct the Society's general correspondence; and
- e. maintain or cause to be maintained the Board Policies.

6.8 NATIONAL DIRECTOR

The National Director will:

- a. carry out the role of National Director as outlined in the ADRIC bylaws;
- b. attend the ADRIA board meetings;

- c. communicate information and issues between ADRIC and ADRIA;
- d. represent ADRIA interests and views to the ADRIC National Board;
- e. facilitate and enhance the national-affiliate relationship;
- f. have a minimum of 2 years on the ADRIA Board before being eligible for election as the ADRIC National Director; and
- g. be restricted to a maximum 3-year term on the ADRIC board.

6.9 DELEGATION

1. The authorities, powers and duties of Officers specified in Article 6 are in addition to the authorities, powers and duties:
 - a. specified in the Act or elsewhere in the Bylaws; or
 - b. customarily associated with such offices in similar organizations.
2. The Board may prescribe and delegate accordingly, vary and revoke:
 - a. additional authorities, powers and duties for any Office; and
 - b. authorities, powers and duties for the Executive Director(s) of the Society.

ARTICLE 7 FINANCIAL AND ADMINISTRATION

7.1 USE OF FUNDS AND INVESTMENT

1. The Society's income and capital funds, if any, may be used only for the development and improvement of the Society, specifically:
 - a. payment of the Society's operating expenses as approved by the Board; and
 - b. maintenance of a prudent reserve for the Society's authorized operating expenses and potential capital expenditures;
2. The Board may use its discretion to invest any reserve funds, subject to the Act and other relevant provincial and federal legislation, in order to promote the growth of the funds through sound and stable investments that yield a competitive rate of return.

7.2 BORROWING POWERS

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power will be exercised only under the authority of the Society, and in no case will debentures be issued without the sanction of a Special Resolution by the Society.

7.3 WINDING UP

1. The Society will not be voluntarily wound up unless a Special Resolution is passed by the membership.
2. If the Society is wound up or dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to that of the Society as determined by a Special Resolution of the Board.
3. In no event will any members receive any assets of the Society.

7.4 AUDIT

1. The Society's auditor will be appointed annually at the AGM.
2. Any vacancy in the position of auditor will be filled by the Board's appointee, with the replacement auditor serving for the balance of the previous auditor's term.
3. The auditor will:
 - a. conduct an annual audit of the Society's books, accounts and financial records following the end of the Fiscal Year; and
 - b. report at the AGM on the Society's audited financial statements, as approved by the Board.

7.5 CORPORATE SEAL

1. The Society's corporate seal in effect when the Bylaws are adopted continues to be the Society's corporate seal until the Board adopts a different seal.
2. Unless otherwise required by law or by the Board, agreements, instruments and documents to be executed by the Society need not be executed under the Society's corporate seal.
3. The corporate seal shall remain in the registered office.
4. The Society's corporate seal will be controlled by the person or persons authorized by the Board.

7.6 EXECUTION AND BANKING

Agreements, instruments and documents, including without limitation cheques, negotiable instruments and banking documents, will be executed on the Society's behalf by:

- a. 2 Officers or an Officer and a Director;
- b. An Executive Director and an Officer or a Director; or
- c. such other person or persons as the Board determines.

7.7 INSPECTION

1. Subject to Section 4.1 (6), the Society's minute book and books, accounts and financial records will be made available to any member, upon reasonable notice to the Secretary, for inspection at the registered office of the Society during normal business hours.
2. No member or other person will be entitled to information disclosing the identity of an anonymous donor.

ARTICLE 8 GENERAL

8.1 NOTICE

1. Notice to a member or Director may be given by:
 - a. Delivery, fax or email to the addressee's current address, fax number, or email address in the Society's records, in which case it will be deemed given to the addressee on the date delivered or sent; or
 - b. ordinary mail to the addressee's current address in the Society's records, in which case it will be deemed given to the addressee on the 5th business day after the notice was placed in the mail.
2. If the mail service is interrupted by labour disturbance during the 5 day period specified in Subsection 1(b), the notice must be given as specified in Subsection 1(a).
3. In computing the date by which a notice must be given, the day on which the notice is given will be excluded and the day of the meeting or other event in respect of which the notice is given will be included.
4. A certificate of the Secretary or other Officer or Executive Director of facts relating to the giving of notice is conclusive.
5. A Director or member may, in advance or after the fact:
 - a. waive any notice or abridge the time for the giving of any notice; and
 - b. ratify and approve any act, matter or thing done by the Board or an Officer.
6. A person present at a meeting without notice of the meeting is deemed to have waived the notice.
7. Failure to give notice, the non-receipt of notice by an addressee, or any error or omission in a notice will not invalidate:
 - a. a meeting held or action taken at a meeting held pursuant to the notice; or
 - b. any action otherwise founded on the notice.

8.2 BYLAW AMENDMENTS

The Bylaws may be rescinded, altered or added to only by Special Resolution passed or consented to and registered in accordance with the Act.

8.3 LIABILITY AND INDEMNIFICATION

1. No Indemnified Person is liable for:
 - a. acts, receipts, neglects or defaults of another Indemnified Person or any employee or contractor of the Society;
 - b. loss or damage sustained or suffered by the Society through the insufficiency or deficiency of a Society deposit or investment or of title to property;
 - c. loss or damage arising from the bankruptcy, insolvency or tortious act of a person with whom funds, investments, securities or other assets are deposited;
 - d. loss or damage caused by error of judgment or oversight on the Indemnified Person's part;
 - e. loss, conversion, misapplication or misappropriation of or damage resulting from dealings with funds, investments, securities or other assets of the Society; or
 - f. other loss or damage occurring in execution of the Indemnified Person's duties or otherwise in connection with the Indemnified Person's office or position with the Society, except only to the extent caused by the Indemnified Person's dishonesty or willful misconduct.
2. To the extent legally permissible, the Society will, out of the Society's funds, indemnify and save harmless an Indemnified Person from and against all costs, expenses and liabilities, including, without limitation, legal fees, judgments, fines, excise taxes, penalties and reasonable settlement payments:
 - a. sustained or incurred by or imposed upon the Indemnified Person in connection with any threatened, pending or completed claim, action, suit or proceeding respecting any act, matter, or thing done, permitted or omitted by the Indemnified Person relating to the Indemnified Person's office or position with the Society; or
 - b. which the Indemnified Person may at any time otherwise sustain or incur in relation to the Society's business and affairs, except to the extent caused by the Indemnified Person's dishonesty or willful misconduct as established by a final adjudication;
3. The indemnification provided under Subsection 2 will inure to the benefit of the heirs, executors, administrators and legal representatives of the Indemnified Persons.
4. The Society will, at the Board's discretion, place and maintain liability insurance to support or supplement the indemnity provided for in Subsection 3.
5. The right to indemnification under this Section will be in addition to, and not exclusive of, all other rights to which any person may be entitled.
6. No amendment or repeal of the provisions of this Section which adversely affects the right of an Indemnified Person under this Section will apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was made with the written consent of such Indemnified Person.

8.4 DISPUTE RESOLUTION

1. This Section applies to any dispute arising out of the Society's affairs or the application of these bylaws.
2. A dispute may be between:
 - a. members, or
 - b. the Society and its Directors or its Officers, or
 - c. the Society or its Directors or its Officers and either
 - i. a member, or
 - ii. a former member who was a member within the previous 6 months.
3. Any dispute subject to Subsection 1 and 2 will be resolved by:
 - a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - b. Mediation pursuant to the National Mediation Rules of ADRIC, or to mediation practices agreed upon by the parties. The language of the mediation will be English. If resolution is not achieved, then by:
 - c. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The language of the arbitration will be English, and the decision will bind all parties.
4. Members are obligated to comply with the Society's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with ADRIA or ADRIC complaint, dispute resolution and/or discipline processes shall be considered an act of professional misconduct, and may result in disciplinary procedures.