

## **Ontario Romanian Canadian Association (ORCA)**

**Be it enacted** as a by-law of the Ontario Romanian Canadian Association (hereinafter referred to as this or the "Corporation" or the "ORCA") as follows:

### **1. Definition**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario Corporation Act, 1990 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation;

"**board meeting**" includes a meeting of the board.

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**director**" means a member of the board;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**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 the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special meeting of members**" includes a meeting of members, general, advisory, business, and youth

"**special resolution**" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

### **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

### **3. ORCA's mission, goal, values**

**ORCA's mission** is to promote community spirit among Romanian-Canadians residing in Ontario with the help of its members and local Romanian businesses.

Working Credo: when making decisions the ORCA, the board of directors, staff and volunteers will be accountable for and conscious of the following:

**Our goal:** ORCA's goal is to build and maintain a Romanian-Canadian cultural community in Ontario. . ORCA is dedicated to preserving Romanian identity and promoting Romanian spiritual and cultural values (traditions, culture, language) within the Romanian-Canadian community.

**ORCA's values:** The core reason for the founding of ORCA is to build a more united, stronger and visible Romanian-Canadian community. We believe in involvement, respect, compassion, integrity and humanity. ORCA's vision is that significant change can be accomplished if the whole community works together, and its members help one another succeed.

#### **4. Membership**

The Corporation is open to all who wish to join. There are four classes of membership: general, advisory, business, and youth. Membership is not limited to any one class of membership.

General members are entitled to attend and vote at meetings of members, but are not eligible to be nominated or ultimately elected as a director.

Advisory members are entitled to attend and vote at meetings of members, and may be nominated and ultimately elected as director of the board. Board members will approve all advisory memberships.

Business members are entitled to attend and vote at meetings of members and attend ORCA business meetings, but are not eligible to be nominated or ultimately elected as a director.

Youth members are members under the age of thirty-five (35) and are entitled to attend meetings of members, only youth members of eighteen (18) years of age or more are entitled to vote at meetings of members but are not eligible to be nominated or ultimately elected as a director .

Types of Membership:

General: Pay – Yes, Vote – Yes

Adviser: Pay – Yes, Vote – Yes

Business: Pay – Yes, Vote – Yes

Youth: Pay – Yes, Vote – Yes, if over the age of 18

#### **5. Membership Dues**

The board will establish the annual fees and update annually. Members shall be notified of the membership dues at any time payable by them and, if any are not paid within 3 (three) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

## **6. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

## **7. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;  
or
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion, only after seeking legal advice and counsel.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) day notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

## **8. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **9. Register**

The Corporation shall maintain a record (hereinafter called the "Register") which shall note the name and address of each advisory and business member and the name and email address of each general and youth member.

## **10. Annual Meetings**

The annual meeting of the members shall be held at such place within the Province of Ontario, and at such time on such day in each year as the board of directors the Corporation (hereinafter called the "board") may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Act and the by-laws of the Corporation to be laid before the members at an annual meeting, and for the purposes of electing directors and President, confirming by-laws passed by directors, and for the transaction of such other business as may be properly brought before the meeting. The board shall lay before each annual meeting of members a financial statement made in accordance with generally accepted accounting principles and such further information respecting the financial position of the Corporation as the by-laws may require.

## **11. Proposals Nominating Directors at Annual Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 1% of members entitled to vote at the meeting at which the proposal is to be presented.

## **12. The First Annual General Meeting**

The first annual general meeting shall be held not later than July 1, 2013.

## **13. Special Meeting of Members**

The board, or by written requisition by any group of members of twenty (20%) percent of the total members on the Register, may at any time call a special meeting of members of the Corporation for the transaction of any business, the nature of which shall be specified in the notice calling the meeting. The board shall, upon receipt of a requisition in writing made by any group of members of at least twenty (20%) percent of the total members on the Register, call and hold a meeting of the members, and if the meeting is not called and held within thirty (30) days of receipt of the requisition, any of the requisitions may call the meeting, and in such case, the meeting shall be held within sixty (60) days of the receipt of the requisition.

#### **14. Location of Special Meeting of Members**

Special meetings of members may be held within the Province of Ontario or virtual (through phone, phone conference, or internet – Skype, etc.) that permits all participants to communicate adequately with each other during the meeting. A person participating in a special meeting of members by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a special meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **15. Notice**

At least ten (10) days electronic notice of the time, place and date of each meeting of members shall be given to each member who is entered on the Register for at least twelve (12) days before the date of such meeting. At least ten (10) days in advance of each meeting of members the time, place and date shall be posted on the Corporation's website making it available to all members. Each notice of meeting, as of hereinbefore required, shall have appended to it an agenda of the matters to be considered at such meeting.

#### **16. Reports and Financial Statements**

The Corporation shall, at least ten (10) days before the date of any annual meeting, furnish to every member on the Register, a copy of the financial statement, and publish on the Corporation's website. A copy of the minutes of the meeting of members, and board meetings shall within ten (10) days of such meeting, be furnished to each member on the Register, and published on the Corporation's website.

#### **17. Persons Entitled to be Present**

The only persons entitled to attend a meeting of members shall be the members entered on the Register, the directors and officers of the Corporation, and any others who, although not entitled to vote, are entitled or required under the provisions of the Act or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the majority of those present at the meeting.

#### **18. Quorum**

At any meeting of members, a quorum shall be constituted when members on the Register not less than thirty-three and one-third (33-1/3%) percent are present in person or represented by proxy at such meeting (unless a greater number of members are required to be present by the Act). If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If thirty (30) minutes after the time appointed for the holding of any meeting of members has elapsed

and a quorum is not present, the meeting shall be dissolved and shall stand adjourned to the same time on the corresponding day, two weeks therefrom, at such place within the Province of Ontario. Notice of the time, day and place of the convening of such adjourned meeting shall be given not less than ten (10) days prior to the convening of such meeting.

#### **19. Proxies**

A member entitled to vote at a meeting of members may, by instrument in writing, appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, to the same extent, and with the same powers as if the member were present him or herself. The instrument appointing the proxy shall be in writing signed by the appointor or his or her attorney authorized in writing. The instrument appointing a proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority.

#### **20. Voting**

At any meeting of members, any question shall be decided by a show of hands unless a poll is demanded by a person entitled to attend such meeting as aforesaid, and unless a poll is so demanded, a declaration by the Chairman that such question, by show of hands, has been carried is prima facie proof of the same, without proof of the number of votes recorded in favour of, or against, any such 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. A demand for a poll, once given, may be withdrawn. Notwithstanding the above, the voting for the election of directors and the position of President shall be by ballot only.

#### **21. Chair of Members' Meetings**

In the event that the President and the Vice-President 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.

#### **22. Number of Directors**

At the first annual meeting of members five directors shall be elected to hold office for a term of one year each. At the second annual meeting and at each successive annual meeting thereafter, the number of directors, within the prescribed number set out in the Articles of Incorporation, and the term of office of each such director, as determined by a special resolution of members entitled to vote at such meeting, or as determined by the board if such board has been duly authorized to do so by special resolution of the members entitled to vote at such meeting, shall be elected for the term as so determined.

Until amended by special resolution, the number of directors of the Corporation shall be not less than 3 (three) nor more than 7 (seven). Fifty percent (50%) plus one (1) directors shall

constitute a quorum for the transaction of business at any board meeting. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

### **23. Qualifications of Directors**

Each director shall be eighteen (18) or more years of age. No undischarged bankrupt or mentally incompetent person shall be a director, and if a director becomes bankrupt or a mentally incompetent person, he or she shall thereupon cease to be a director.

### **24. Election and Term of Office of Directors**

The directors of the Corporation shall be elected in rotation and shall be eligible for re-election. The first board of ORCA shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of directors and office of the President. At the first annual meeting held to elect directors, two (2) directors shall be elected to hold office for a term of two (2) years, three (3) directors shall be elected to hold office for a term of one (1) year each. At each annual meeting thereafter, a number of directors equal to the number of directors retiring shall be elected.

### **25. Calling of Meetings of Board of Directors**

Meetings of the board shall be held from time to time at such place and at such time on such day as the President and any other two (2) directors may determine; and the Secretary shall call meetings when directly authorized by the President and any other two (2) directors to do so. In addition to any other provisions in the by-laws of the Corporation to the contrary, notice of any board meeting so called shall be given personally, by postal mail, by telegram, by telefax, or by electronic mail, to each director at the address for service given by each director of the Corporation (or if no such address for services has been given, then to his or her last known place of residence). Directors shall be provided with not less than 7 days prior notice (excluding Saturdays, Sundays or statutory holidays) of the time when the meeting is to be held (the "Directors' Notice Period"), save that no notice of a board meeting shall be necessary if all the directors are present and consent to the holding of such meeting.

### **26. Regular Meetings of the Board**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **27. First Meeting of New Board**

The board may, without notice, hold its first meeting for the purpose of the organization, and for the election and appointment of officers, with the exception of the office of the President, immediately following the meeting of the members during which time the directors of the board and President were elected, provided that a quorum of directors is present. Two or more offices may be held by the same person.

#### **28. Disclosure by Directors of Interest in Contracts**

Every director of the Corporation who has, directly or indirectly, any material interest in any material contract or transaction, to which the Corporation is or will be a party (other than one in which his or her interest is limited to remuneration as a director, officer or employee), shall declare his or her interest in such contract or transaction, at a meeting of the directors or the Corporation and shall, at that time disclose the nature and extent of such interest. Such director shall refrain from voting and shall not, in respect of such contract or transaction, be counted in the quorum. A general notice to the board by a director declaring that he or she is a director or officer or, or has a material interest in, any company or other entity that is a party to a contract or proposed contract with the Corporation, is a sufficient declaration of his or her interest in relation to any contract so made. If a director has made a declaration or disclosure of his or her interest, and has not voted in respect of the contract or transaction, then such director, if he or she was acting honestly and in good faith at the time of the contract or transaction was entered into, is not, by reason only of holding the office of director, accountable to the Corporation or to any members for any profit or gain realized from such contract or transaction, and such contract or transaction is not voidable by reason only of the director's interest therein.

#### **29. Votes to Govern at Board of Directors Meetings**

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

#### **30. Standard of Care:**

Every director and officer shall exercise the powers and discharge of his or her office honestly and in good faith.

#### **31. Indemnity of Directors and Officers**

Every director and officer of the Corporation and their respective heirs, executors, administrators and successors shall at all times be indemnified and save harmless by the Corporation from and against:

- a) All costs, expenses, charges, damages, and liabilities which any director or officer suffers, sustains or incurs in respect of any action, suit, or proceeding that is brought, commenced or prosecuted against him or her for or in respect of anything done or



permitted to be done by him or her in connection with the execution of the duties of his or her office (hereinafter collectively referred to as the "Liabilities"); and

- b) All other costs, charges and expense which such director or officer properly sustains or incurs in relation to the affairs of the Corporation.

unless the Act or the by-laws of the Corporation otherwise provide. The Corporation shall forthwith purchase and maintain insurance for the benefit of every director and officer of the Corporation in order to indemnify them against the Liabilities if same were incurred by such officer as a result of a contravention of section 23(1) of the Act.

### **32. Appointed Officers**

From time to time the board shall appoint a Secretary, and may appoint one or more Vice Presidents, a General Manager, a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The officer so appointed may, but need not be, a member of the board. One person may hold more than one office, and if the same person holds both the office of the Secretary and the office of the Treasurer, he or she may be known as the Secretary-Treasurer.

### **33. President**

The President shall, when present, preside at all meetings of members and of the board and shall be charged with the general supervision of the business affairs of the Corporation. Except when the board has appointed a General Manager or Managing Director, the President shall also have the powers and be charged with the duties of that office.

### **34. Vice-President**

During the absence of the President, his or her duties may be performed and his or her powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the board), save that no Vice-President shall preside at a meeting of the board or a meeting of members who is not qualified to attend such meeting as a director or member, as the case may be. If a Vice-President exercises any such duty or power, the absence of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the board may prescribe from time to time.

### **35. Secretary**

The Secretary shall give or cause to be given all notices required to be given to the members, directors, and all others entitled thereto. He or she shall attend all meeting of the directors and members and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings. He or she shall be the custodian of all books, papers, records,

documents and other instruments belonging to the Corporation and he or she shall perform such other duties as may from time to time be prescribed by the board.

### **36. Treasurer**

The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation, and under the direction of the board, he or she shall control the deposit of the money, the safekeeping of securities and the disbursement of funds of the Corporation. He or she shall render to the board at any meeting thereof, or whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Corporation, and he or she shall perform such other duties as may from time to time be prescribed by the board. The offices of Secretary and Treasurer may be combined.

### **37. Agents and Attorneys**

The board shall have the power to appoint, from time to time, agents or attorneys of the Corporation who shall have such powers of management or otherwise (including the power to sub-delegate) as the board may think fit in its sole discretion.

### **38. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

### **39. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **40. Banking Arrangements**

The banking business of the Corporation or any part thereof shall be transacted with such bank or trust company as the board may designate or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on the Corporations' behalf by any two (2) board of directors or officers, including, without restricting the generality of the foregoing, the operation of the Corporations' accounts, the making, signing, drawing, accepting,

endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders relating to property of the Corporation; three (3) board of directors or officers shall provide written authorization before any payment of one thousand (\$1,000.00) dollars or greater 'material decision limit' can be made, the written authorization can be in the form of postal mail, telegram, telefax, or by electronic mail; the execution of any agreement relating to any such banking business, and the defining of the rights and powers of the parties thereto; and the authorizing of any officer of such bank or trust company to do any act or thing on the Corporation's behalf to facilitate such banking business.

#### **41. Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

#### **42. Financial Year**

Unless otherwise determined by resolution of the board, the financial year end of the Corporation shall end on the 31st day of December in each year.

#### **43. Duties of the Corporation**

In addition to the duties and obligations set forth in the declaration of the Corporation, the duties of the Corporation shall include, but shall not be limited to the following:

- a) controlling, managing and administering assets of the Corporation;
- b) operating and maintaining assets of the Corporation in a fit and proper condition;
- c) collecting the expenses assessed against the members
- d) obtaining and maintaining such insurance as may be required by the Act, the declaration or the by-laws, together with any appraisals of the full replacement cost of assets of the Corporation for the purpose of determining the amount of insurance to be effected;

- e) obtaining and maintaining fidelity bonds where obtainable, in such amounts as the board may deem reasonable, for such officers and directors or employees as are authorized to receive or disburse any funds on behalf of the Corporation;
- f) causing financial statements to be made after every year-end and making them available to the members in accordance with the Act and the by-laws;
- g) effecting compliance by the members with the Act, the declaration, the by-laws and the rules; and
- h) taking all reasonable steps to collect from each member his or her membership dues.

#### **44. Records of the Corporation**

The Corporation shall maintain the following records:

##### **a) General**

- i. A copy of the registered Declaration of Description;
- ii. A copy of all registered by-laws;
- iii. A copy of all rules;
- iv. A copy of any resolution of the board changing the address for service or mailing address of the Corporation;
- v. A copy of all notices sent on behalf of the Corporation; and
- vi. A copy of all licences, leases, or agreements entered into by the Corporation.

##### **b) Membership**

- i. The names of general and youth members and email addresses for those general and youth members who have notified the Corporation of their entitlement to vote;
- ii. The names of advisory and business members and mailing addresses for those advisory and business members who have notified the Corporation of their entitlement to vote; and
- iii. The names of Directors and Officers and their mailing addresses and the dates upon which their terms of office commenced and ended.

##### **c) Meetings of Members**

Minutes of all proceedings at meetings of members including reference to the numbers in attendance and a record of the votes will be taken.

##### **d) Financial**

- i. A copy of all reports and financial statements of the Corporation;
- ii. A copy of all financial and business dealings of the Corporation;
- iii. A separate record of all receipts and disbursements;
- iv. A copy of all budgets;
- v. A copy of all reports; and
- vi. A copy of all special assessments.

- e) Board of Directors
  - i. Minutes of all proceedings at Board meetings; and
  - ii. A copy of all resolutions that were passed by the Board.

#### **45. Method of Giving any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- 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 the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 7 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **46. 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.

#### **47. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any

error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **48. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **49. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **50. By-laws and Effective Date**

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 the Corporation. 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.

DATED at the Town of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Ontario Romanian Canadian Association Inc. hereby enacts the foregoing by-law, having been duly approved by all of the directors of the Corporation and confirmed, without variation.

ONTARIO ROMANIAN CANADIAN ASSOCATION INC

Per \_\_\_\_\_  
President

Per \_\_\_\_\_  
Secretary