

BY-LAW NO. 1

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

Canadian Cinema Editors

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

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

"**board**" means the board of directors of the Corporation and "director" means a member 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;

"**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;

"**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 (Member Proposals) 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.

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" means a natural person.

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

3. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

4. 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 officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

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

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- iii. give a guarantee on behalf of the Corporation; and
- iv. 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.

8. Annual Financial Statements

The Corporation will present annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members in a newsletter preceding the Annual General Meeting ("AGM"), and also at the AGM.

9. Membership Conditions

Subject to the articles, there shall be four classes of members in the Corporation, namely, Student Members, Associate Members, Full Members and Lifetime Members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Only natural persons are eligible for membership. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

Student Members

- i. Student non-voting membership shall be available only to applicants who, at the date of application and for so long as he/she shall remain a member within this category, be undertaking a full time course of study (recognized by the board of directors) or be obtaining co-op work experience in the post production industry, and who have applied and have been accepted for Student non-voting membership in the Corporation.
- ii. The term of membership of a Student non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Student non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- iv. Student non-voting members shall be invited to attend meetings, but will not be offered voting rights.

Associate Members

- i. Associate voting membership shall be available only to persons who, at the date of application are not eligible for admission to membership in any other category, but can include editors, post production supervisors and persons performing other post production positions, and who have applied and have been accepted for Associate voting membership in the Corporation.
- ii. The term of membership of an Associate voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Associate voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Associate voting member shall be entitled to one (1) vote at such meetings.

Full Members

- i. Full voting membership shall be available only to persons who have been selected by the membership committee in accordance with the procedures described in the "Full Membership By-Law," enacted and confirmed by the membership on November 5, 2011, and as amended from time to time.
- ii. The term of membership of a Full voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Full voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Full voting member shall be entitled to one (1) vote at such meetings.
- iv. Full voting members will be accredited the initials "C.C.E." after their names.

Lifetime Members

i. Lifetime voting membership shall be available to persons who have Lifetime voting membership conferred on them by the awards committee, a membership committee, or in any other manner prescribed by the board of directors by ordinary resolution. When considering an individual for Lifetime voting membership, the awards committee, membership committee, or the board of directors, as appropriate, shall consider the selection criteria described in the "Full Membership By-Law," enacted and confirmed by the membership on November 5, 2011, and as amended from time to time.

ii. The term of membership of a Lifetime voting member shall be for the life of the member unless their Lifetime voting membership is revoked by a membership committee, or in any other manner prescribed by the board of directors by ordinary resolution, in accordance with sections 15, 16 and 17 of these by-laws.

iii. Lifetime voting members will be accredited the initials "C.C.E." after their names.

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 of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation. 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 of the by-laws.

11. Notice of Members Meeting

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, during a period of 21 to 60 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, during a period of 21 to 35 days before the day on which the meeting is to be held.

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 the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. 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 5% 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.

13. Absentee Voting at Members' Meetings

i. Each voting member present at a meeting shall have the right to exercise one vote. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may, by means of a written proxy, appoint a proxy-holder, and one or more alternate proxy-holders, to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy, subject to the requirements in Section 74(2) of the *Canada Not-for-profit Corporations Regulations*, SOR/2011-223. A proxy holder may hold a maximum of 3 proxies.

ii. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail.

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 the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing, electronically or otherwise, of the membership dues at any time payable by them. If a member's dues remain unpaid on June 1 of any year, their membership status shall expire, and they shall automatically cease to be members of the Corporation. Expired memberships may be reinstated by payment of the individual's unpaid membership dues.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member fails to maintain any qualifications for membership described in Section 9 of these by-laws;
- c. the member resigns by delivering a written resignation to the President 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 Section 17 below, or their membership 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 and dissolved under the Act.

16. 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.

17. 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;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that the President does not receive written submissions, 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.

18. Proposals Nominating Directors at Annual Members' 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 5% of members entitled to vote at the meeting at which the proposal is to be presented.

19. 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.

20. 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.

21. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be members in good standing, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

22. Chair of Members' Meetings

In the event that the President and the Vice President are absent, the Treasurer shall be appointed chair of that particular meeting.

23. 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 ten (10) percent 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.

24. 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 questions. 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.

At meetings of members, the following procedure for determining questions shall be followed:

a. At the beginning of the meeting, the chair of the meeting shall identify proxy-holders and the number of proxies held by each. Each proxy-holder shall receive a card indicating the total number of votes they will be permitted to make on each question.

b. Subject to the Act, votes shall be taken by show of hands of the members and proxy-holders present at the meeting. Members participating in the meeting by electronic means shall have their votes taken verbally.

c. An individual appointed by the chair of the meeting shall count the votes in favour and against the question, as well as the number of abstentions. He/she shall then inform the chair of the meeting of the results of the vote.

d. The chair of the meeting shall then declare whether the question was passed or rejected. The Secretary shall report the results of the vote in the minutes taken at the meeting.

25. Participation by Electronic Means at Members' Meetings

If the Corporation 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 the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation 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.

27. 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

28. Term of Office of Directors

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required.

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members, but the total number of directors appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the President, the Vice-President or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 36 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Votes to Govern at Meetings of the Board of Directors

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.

32. 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 of directors.

The directors may, from time to time, invite committee members to join a meeting of directors in order to provide a report on committee activities. Committee members invited to attend a meeting of the board of directors in this way will not have voting rights during the meeting. The directors may also require the committee members to leave the meeting at any time.

33. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be

appointed to any office of the Corporation. 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. A director may hold office for a maximum of three (3) two-year terms, after which they must observe a period of one (1) two-year term before seeking re-election.

The board of directors of the CCE, shall at all times, retain a minimum of one (1) member from all five (5) regions: Atlantic Canada (Nfld, PEI, NB, NS), Quebec, Ontario, Western Canada (MB, SK, AB, Nunavut, NWT), and BC (BC, Yukon). If a region is not represented after the election of board members at the AGM, then a regional seat shall be created on the board of directors for the current term, with the intent to ensure that region's participation and representation at the board level.

34. Description of Offices

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, National Membership Liaison, Education Advisor, Web Administrator, Events Coordinator, Social Media and Communications Chair, Industry Liaison, and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers must be Full, Lifetime, or Associate members, except Industry Liaison, who may be any individual from the industry at large.

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- i. President – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President, if any, shall, when present, preside at all meetings of the board of directors and of the members. The President, or another person designated by the President, shall be responsible for fulfilling the Corporation's reporting obligations under the Act and Regulations. The President shall have such other duties and powers as the board may specify.
- ii. Vice-President - If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-President shall have such other duties and powers as the board may specify.
- iii. Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the board and members. Committees of the board shall provide minutes of their meetings to the Secretary. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at meetings of the board, members, and committees of the board; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- iv. Treasurer – If appointed, the Treasurer shall ensure that the board of directors and committees of the board work within their given budgets, and shall update their budgets accordingly. The Treasurer shall call the motion at the Annual General Meeting to appoint the Auditor.

v. National Membership Liaison - If appointed, the National Membership Liaison shall assist the board of directors with issues of membership.

vi. Education Advisor - If appointed, the Education Advisor shall innovate and supervise the programming of workshops and other educational programs.

vii. Web Administrator - If appointed, the Web Administrator shall coordinate the maintenance and updating of the design and text of the website in collaboration with the board of directors.

viii. Events Coordinator - If appointed, the Events Coordinator shall innovate, promote and coordinate a schedule of events, and act as liaison with events committees nationally.

ix. Social Media and Communications Chair - If appointed, the Social Media and Communications Chair shall coordinate and manage the Social Media outlets for the C.C.E. and be responsible for regular communications with the membership regarding the Corporation's affairs and initiatives. The Social Media and Communications Chair shall maintain open communication between the Corporation and the public.

x. Industry Liaison - If appointed, shall advise the board of directors on industry matters. The Industry Liaison shall have such other duties and powers as the board may specify. The individual appointed to the position of Industry Liaison shall not be a member of the board of directors, nor shall he/she have any voting rights at meetings of the board of directors.

xi. Regional Chair - If appointed, the Regional Chair shall assemble and lead teams for local events, and act as liaison for that region's membership. The chair will present to the board ideas received for events from the membership in their region. The chair will develop a budget plan, seek sponsorship, and ensure proper event promotion in conjunction with the board. The chair ensures that events are held at a frequency satisfactory to the membership, fostering a roster of events in their region.

35. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

36. 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 17 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, typewritten or printed or partly written, stamped, typewritten or printed.

37. 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.

38. 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.

39. 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 Section 40 of this by-law.

40. 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 lawsuit 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.

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

41. 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.

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.