

## **Appendix V**

### Stewardship Ontario Bylaws



## GENERAL BY LAW GOVERNING THE AFFAIRS OF STEWARDSHIP ONTARIO

### **SECTION 1.0 INTERPRETATION**

**1.01 Definitions.** In this By-Law, unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act*; R.S.O. 1990, c.C-38 as amended
- (b) “**Applicable Law**” means all requirements which the Corporation has agreed to meet, imposed by governments, courts or other regulatory bodies, including this By-Law, as amended or supplemented from time to time.
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Board Resolution**” means:
  - (i) a resolution passed at the meeting of the Board by a simple majority of the votes cast by the Directors entitled to vote at such meeting; or
  - (ii) a resolution that is consented to in writing by all of the Directors;
- (e) “**Brand Owner**” means:
  - (i) a person who is the owner, licensee of, or first importer of a product bearing a trademark under which a consumer product is sold or otherwise distributed, whether the trademark is registered or not;
  - (ii) an association representing one or more persons referred to in (i);
  - (iii) a party who has accepted responsibility for products of a person referred to in (i).
- (f) “**By-Law**” means this regulation as amended from time to time;
- (g) “**Chair**” means the Chairman of or the Chairman of any meeting of, the Board of Directors;
- (h) “**Corporation**” means Stewardship Ontario;
- (i) “**Director**” means a director of the Corporation;
- (j) “**Founding Member**” shall have the meaning ascribed in paragraph 3.01 hereof;

(k) “**Member**” means a member of the Corporation and includes a Founding Member;

(l) “**Membership**” means the membership or a Member in the Corporation;

(m) “**WDA**” means Waster Diversion Act, 2002, .S.O., 2002 as amended.

Words importing the singular number include the plural and vice versa; and words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **SECTION 2.0 AFFAIRS OF THE CORPORATION**

**2.01 Head Office.** The head office of the Corporation shall be in the City of Toronto in the province of Ontario, Canada or at such location therein as the Board from time to time determine. The location of the head office may be changed in accordance with this By-Law and the Act.

**2.02 Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of December in each year.

**2.03 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments must be signed on behalf of the Corporation by two persons, one whom holds the office of the Chair of the Board or Directors and the other of whom holds the office of Chief Executive Officer or Secretary or any other office created by By-Law or by the Board. In addition, the Board may from time to time authorize such person or persons to execute any particular instrument or class of instruments.

**2.04 Banking Arrangements.** The banking business of the Corporation including, without limitation the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board.

**2.05 Authority.** The maximum amount of funds which the Corporation can borrow will be limited by budgets approved from time to time by the Board. Upon this By-Law being sanctioned by at least two-thirds of the votes cast at a special general meeting of the Members duly called for considering this By-Law, the Directors may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;

(d) pledge or sell such debentures or other securities for such sums and at a price as may be deemed expedient; and

(e) secure any such debentures, or other securities, or any other future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently-owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board may from time to time delegate to such officers of the Corporation or Directors as they deem appropriate the foregoing borrowing powers to the extent and manner, as the Board deem appropriate. 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.

**2.06 Auditors.** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Members or by the Board, if they are authorized to do so by the Members.

**2.07 Minutes.** The minutes of the Board or any committee thereof shall not be available to the Membership of the Corporation but shall be available to the Board, each of whom shall, upon request, receive a copy of such Minutes.

**2.08 Rules and Regulations.** Subject to the Act and the WDA, the Board may establish rules and regulations not inconsistent with the By-Laws relating to the management and operation of the Corporation.

### **SECTION 3.0 MEMBERS**

**3.01 Members.** Subject to the Act and the letters patent, the Members shall consist of the applicants for incorporation of the Corporation and of such other persons that are admitted by the Board as Members pursuant to this By-Law.

Within 60 days of incorporation the Directors shall admit 7 additional members (Founding Members) namely:

Food & Consumer Products Manufacturers of Canada  
Refreshments Canada  
Canadian Council of Grocery Distributors  
Retail Council of Canada  
Canadian Newspaper Association  
Canadian Paint & Coating Association/Canadian Consumer Specialty Products Association  
Liquor Control Board of Ontario

**3.02 Qualifications and Rights.** Any person may be admitted to Membership by the Board and assigned such grouping or classification as the Board may determine. Each Founding Member shall be entitled to receive notice of and attend all meetings of the Members and shall be entitled to one vote on any vote taken at any meeting of Members.

**3.03 Term of Membership.** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death in the case of an individual, or dissolution in the case of a corporation, or when the Member ceases to be a Member by resignation or otherwise in accordance with this By-Law.

**3.04 Membership Fees.** The fees payable by Members shall from time to time be fixed by a Rule made by the Corporation pursuant to the Section 30 of the WDA passed by the Board. A notice of the fees payable at any time shall be sent to each Member by the Secretary promptly before the due date.

**3.05 Resignation.** Any Member wishing to withdraw from Membership may do so upon giving 12 months notice in writing to the Board. Members shall remain liable for payment of any assessment or other sum levied or which become payable by the Member to the Corporation prior to acceptance of such resignation.

**3.06 Termination by the Board for Non-Payment.** The Membership of any Member who is in arrears in payment of fees in excess of 90 days may be terminated by or under the authority of the Board if such arrears or fees are not paid within the designated time; and if such arrears are not paid by such designated time the Board may pass a resolution authorizing the removal of such Member from the Register of Members of the Corporation and thereupon such persons cease to be a Member of the Corporation. Any such Member may reapply for Membership in the Corporation.

**3.07 Removal by Members.** Upon 30 days notice in writing to a Member of the Corporation, Members may after giving the Member an opportunity to be heard pursuant to the Dispute Resolution section of this Regulation, pass a resolution authorizing the removal of such Member from the register of Members of the Corporation and thereupon such persons shall cease to be a Member of the Corporation. The notice may be delivered personally or mailed to the last address of the Member as shown on the register of Members.

## **SECTION 4.0 DIRECTORS**

**4.01 First Directors.** The applicants for incorporation shall be the first directors of the Corporation, and the first members of the Corporation.

Within 60 days of incorporation the directors shall admit 7 additional members (Founding Members) namely:

Food & Consumer Products Manufacturers of Canada  
Refreshments Canada  
Canadian Council of Grocery Distributors  
Retail Council of Canada  
Canadian Newspaper Association  
Canadian Paint & Coating Association/Canadian Consumer Specialty Products Association  
Liquor Control Board of Ontario

Upon admission of the above members, the number of directors of the Corporation shall increase from 3 to 9, 7 of which shall be appointed by each of the above-mentioned seven members each as to one director replacing the initial 3 directors (Founding Member Directors). Such seven directors shall hold office during the pleasure of their respective Founding Member.

An eighth director may be appointed by the Founding Member Directors, who will serve as an at-large director, and hold office until the next annual meeting of Members. The Founding Member Directors shall appoint a ninth director who shall serve as Chief Executive Officer of the Corporation.

**4.02 Qualification.** No person shall be qualified for election as a Director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual or has the status of a bankrupt. No person shall be qualified for election as a Founding Member Director unless he or she shall be a chief executive or general manager of a Founding Member or a person designated in writing by such an officer of a Founding Member.

**4.03 Election and Term.** The appointment of Founding Member Directors may take place at such time or times as each Founding Member may determine, which appointment shall be effected by written instrument of appointment signed by the respective Founding Member.

**4.04 Vacation of Office.** A director ceases to hold office on death, on removal from office by the Members, on ceasing to be qualified for election as a director, on receipt of a written resignation by the Corporation or, if a time is specified in such resignation, at the time so specified whichever is later.

**4.05 Vacancies.** Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy on the Board of the at large director.

**4.06 Action by the Board.** The Board shall manage the business and affairs of the Corporation. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

**4.07 Meeting by Telephone or Other Electronic Means.** If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as all directors consent to the use of in advance of the meeting, to

which all Directors have equal access and as permit all persons participating in the meeting to communicate adequately with each other. A Director participating in such a meeting is deemed to be present at the meeting, and may be counted in the quorum present at such meeting. Voting at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the board for approval. If the electronic means of communication is not secure, each Director shall be so advised by the Chair and a procedure to secure discussion and voting on matter before the Board shall be agreed upon in advance of the meeting.

**4.08 Place of Meetings.** Meetings of the Board may be held at any place in or outside Ontario.

**4.09 Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair, Vice-Chair or any two Directors may determine.

**4.10 Notice of Meeting.** Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 9 to each Director not less than forty-eight hours (48 hrs) before the date of the meeting. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**4.11 First Meeting of New Board.** Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

**4.12 Regular Meetings.** 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

**4.13 Chair.** The Chair of the Corporation shall be the chair of any meeting of the Board. If the Chair is not present, the Vice-Chair shall be the chair of any meetings of the Board. If the Chair and Vice-Chair are not present, the Directors present shall choose one of their members to be chair of the meeting.

**4.14 Quorum.** The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors.

**4.15 Votes to Govern.** At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

**4.16 Remuneration and Expenses.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such position. However, directors will be entitled to be reimbursed for travelling and other expenses properly incurred-by them in attending meetings of the Board or any committee thereof. Nothing herein shall preclude any

Director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.

## **SECTION 5.0 COMMITTEES**

**5.01 Committees of the Board.** The Board may appoint such committees as it, from time to time, considers advisable. No committee shall have the power to act for or on behalf of the Board but shall only have the power to make recommendations to the Board. Any committee member may be removed by a majority vote of the Board. The Board may, from time to time, determine if members are entitled to receive an honorarium for their service on a committee. Members of the committee are entitled to reasonable expenses incurred in the exercise of their duty.

**5.02 Future Structure Committee.** There shall be a Future Structure Committee which shall be comprised of three current directors and other persons as the Directors may from time to time determine. The Future Structure Committee shall prepare a written proposal for the directors recommending a proposed future structure of the Board and their method of appointment, which would take effect at the end of the second year of the Company's existence. Such proposal shall take into consideration the amounts of monies paid to the Company by its Members, the industry groups of such Members and such other factors as the committee may determine.

**5.03 Other Committees of the Board.** Subject to 5.01, the Board may establish one or more other committees of the Board and fix their terms of reference and composition as it sees fit.

**5.04 Procedure.** Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

## **SECTION 6.0 OFFICERS**

**6.01 Appointment.** The Board may from time to time appoint a Chair, Vice-Chair, a Chief Executive Officer, a Secretary and Treasurer, and other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with this By-Law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 6.02 and 6.03, an officer may but need not be a director.

**6.02 Chair of the Board.** The Board shall appoint a Chair of the board who shall be a Director. The Chair shall be subject to the authority of the Board, preside at all meetings of the Board and Members; and shall have such other powers and duties as the board may specify.

**6.03 Vice-Chair.** The Board shall also appoint a Vice-Chair. The Vice-Chair shall have such powers and duties as the Board may specify. During the absence or disability of the Chair, the Vice-Chair shall also have the powers and duties of that office.

**6.04 Chief Executive Officer.** The Board shall also appoint a Chief Executive Officer who shall subject to the authority of the Board have general supervisions of the affairs of the Corporation.

**6.05 Secretary:** The Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in the records kept for the purpose of minutes of all proceeding thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to Members, Directors, officers, auditors and members of committees of the Board and shall be the custodian of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and have such other powers and duties as otherwise may be specified.

**6.06 Treasurer:** The Treasurer, or person performing the usual duties of a Treasurer, shall arrange to keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. He shall arrange to disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of him, a written account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.

**6.07 Powers and Duties of Officers.** The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

**6.08 Term of Office and Remuneration.** The Board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the Board shall hold office until a successor is appointed or until the Corporation receives an earlier resignation. The officers shall be paid such remuneration for their services as the board may from time to time determine.

**6.09 Agents and Attorneys.** The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **SECTION 7.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**7.01 Limitation of Liability.** Every Director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on the part of such Director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder.

**7.02 Indemnity.** Subject to the Act, the Corporation shall indemnify Directors or officers, former Directors or officers, or persons who act or acted as Directors or officers of the Corporation or at the Corporation's request as directors or officers of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if (a) they acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful. The Corporation shall also indemnify such persons in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

## **SECTION 8.0 MEETINGS OF MEMBERS**

**8.01 Annual Meetings.** The annual meeting of Members shall be held at such time in each year and, subject to section 8.04 at such place as the Board, the Chair or the Vice-Chair may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon, and the report of the Board, appointing auditors, and for the transaction of such other business as may properly be brought before the meeting.

**8.02 General Meetings.** The Board shall have power to call a general meeting of Members at any time.

**8.03 Special Meetings.** A special meeting of the Members shall be called by the Chair or Secretary upon receipt by either of them of a petition requesting the meeting signed by one-third of the Members in good standing, setting out the reasons for calling such meeting.

**8.04 Place of Meetings.** Meetings of Members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situated or, if the Board shall so determine, at some other place in Canada or, if all the Members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

**8.05 Notice of Meetings.** Notice in Writing of the time and place of each meeting of Members shall be given in the manner provided in Section 9 not less than fifteen days before the date of the meeting, to the auditor and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered register of Members of the Corporation. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report and Board's report, and reappointment of the incumbent auditor shall state the nature of the business to be transacted in sufficient detail to permit the Member to form a reasoned judgement thereon. Any notice to Members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of any adjourned meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting

**8.06 Meetings Without Notice.** A meeting of Members may be held without notice at any time and place permitted by the Act (a) if all the Members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of Members may transact. If the meeting is held at a place outside Canada, Members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

**8.07 Chair, Secretary and Scrutineers.** The chair of any meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: Chair of the Board, Vice-Chair and the Secretary. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair of the meeting. If the Secretary of the Corporation is absent, the chair of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, maybe appointed by a resolution or by the chair with the consent of the meeting.

**8.08 Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the officers, the Directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or By-Law to be present at the meeting. Any other person

may be admitted only on the initiation of the chair of the meeting or with the consent of the meeting.

**8.09 Quorum.** The quorum for the transaction of business at any meeting of Members shall be six (6) Founding Members.

**8.10 Right to Vote.** Subject to the Act and the letters patent, at any meeting of the Members every Founding Member shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Founding Member.

**8.11 Proxies.** At any meeting of Members a proxyholder duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the Member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a Member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

**8.12 Votes to Govern.** Unless the Act, the letters patent, provide at any meeting of Members every Founding Member shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Founding Member. Each Founding Member shall have the right to exercise one vote.

**8.13 Show of Hands.** Any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

**8.14 Ballots.** On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner, as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Founding Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon the said question.

**8.15 Equality of Vote.** In case of an equality of vote at any meeting of the Members either upon a show of hands or upon a ballot, the resolution shall be defeated.

**8.16 Adjournment.** The chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## **SECTION 9.0 NOTICES**

**9.01 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the By-Law or otherwise to a Director, officer, auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's recorded address including fax number address or if mailed to such person at such recorded address by prepaid ordinary or air mail or if sent to such person at such recorded address by any means of prepaid transmitted or recorded communication. 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 for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, officer, auditor or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

**9.02 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

**9.03 Omissions and Errors.** The accidental omission to give any notice to any Member, Director, officer, auditor or member of a committee of the board or the non-receipt of any notice, by any Member, Director, officer, auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**9.04 Waiver of Notice.** Any Member (or duly appointed proxyholder), Director, officer, auditor may waive any notice required to be given to under any provision of the Act, the letters patent, the By-Law or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice.

## **SECTION 10.0 DISPUTE RESOLUTIONS**

**10.01 Disputes.** Disputes among Members, and between any Member and the Corporation shall be referred to a Dispute Resolution Task Force ("Task Force") established by the Directors within 10 days of receipt of a written notice of dispute from any member.

The Task Force shall convene a meeting following 10 days written notice and all affected parties, and entitle the Corporation or Member as the case may be to attend with legal counsel and written documentation as it may see fit. The Task Force shall follow the principles of natural justice and not permit a Task Force member to participate in the event of a real or perceived conflict.

Any decision of the Task Force shall be made in writing.

#### **SECTION 11.0 AMENDMENT**

**11.01 Amendment.** This By-Law may be amended by a resolution of the directors confirmed by a majority of the Members, and accepted as to paragraphs 4.01 to 4.05 inclusive by confirmation as a regulation by the Minister of Environment or his successor under the WDA as amended.

#### **SECTION 12.0 EFFECTIVE DATE**

**12.01 Effective Date.** This By-Law shall come into force when made by the board in accordance with the Act.

