**SCOTS OF CANADA**

*formerly Clans and Scottish Societies of Canada*

# Articles of Incorporation

*and*

# By-Laws

*A By-law relating generally to the conduct of the affairs of the Corporation*
*Corporation No. 0726508 · Registered office: Ontario*

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# Part I — Articles of Incorporation

*Form 2 — Articles of Incorporation under the Canada Not-for-profit Corporations Act, Corporation No. 0726508. Reproduced as published by Scots of Canada.*

| ITEM | PROVISION |
|---|---|
| **1a** Corporate Name | Scots of Canada |
| **1b** Corporate Name in the other official language (if applicable) | Canadécosse |
| **2** Corporation Number | 0726508 |
| **3** The province or territory in Canada where the registered office is situated | Ontario |
| **4** Minimum and maximum number of directors | Minimum: 5 Maximum: 20 |
| **5** Statement of the purpose of the corporation | To advance Scottish Cultural Heritage whether in Canada or wherever Scottish Culture may be expressed or the Scottish Diaspora exists; and<br>To foster the organization of co-operation and communication between organizations, groups, communities and individuals who are interested, associated with, or participating in Scottish Culture and Heritage; and<br>To support the preservation of and research into Scottish-Canadian and Scottish history, culture, customs, language, sports and arts; and<br>To undertake activities ancillary and incidental to the attainment of the above purposes. |
| **6** Restrictions on the activities that the corporation may carry on, if any | None |
| **7** The classes, or regional or other groups, of members that the corporation is authorized to establish | The corporation is authorized to establish Class A members and Class B members as follows:<br>(1) Class A Members:<br>-Rights and Responsibilities:<br>Entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.<br>Each Class A member shall have one (1) vote per meeting, exercisable upon full payment of dues.<br>(2) Class B Members:<br>-Rights and Responsibilities:<br>Not entitled to receive notice of, attend, or vote at meetings of the members of the Corporation, except as required by the Canadian Not-for-profit Corporations Act. |
| **8** Statement regarding the distribution of property remaining on liquidation | Any property remaining after discharge of liabilities upon liquidation of the Corporation shall be distributed to one or more qualified donees within the meaning of the Income Tax Act of Canada. |
| **9** Additional provisions, if any | None |

## Part II — By-Laws

*A By-law relating generally to the conduct of the affairs of Scots of Canada, formerly Clans and Scottish Societies of Canada (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:

a. "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;

b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

c. "Board" means the board of directors of the corporation and "director" means a member of the Board;

d. "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;

e. "Household" is a group of individuals having a common kinship living together at the same physical postal address and "household representative" means an individual of the household designated by them to represent the household in dealing with the corporation.

f. "Kinship" refers to relationships that exist between individuals who have blood ties, affinal relationships such as spousal, in-laws, and step-siblings plus those with extended relationships through dependency for care in various forms;

g. "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;

h. "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

i. "Patron" is an individual of significant social, political or economic standing who provides support, protection, or sponsorship to the organization while exemplifying integrity and commitment plus serving as a role model within the society and the broader community

j. "Proposal" means a proposal submitted by a member of the corporation that meets the requirements of the Act;

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

l. "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. Execution of documents

The Board may, by ordinary resolution, from time to time direct the manner in which and the person or persons by whom deeds, transfers, assignments, contracts, obligations and other instruments in writing 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.

## 4. Financial year end

The financial year end of the corporation shall be August 31 in each year.

## 5. Banking arrangements

The banking business of the corporation shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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 may by resolution from time to time designate, direct or authorize.

## 6. Borrowing Powers

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

a. borrow money on the credit of the corporation;

b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

c. give a guarantee on behalf and 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.

## 7. Annual financial statements

The corporation shall send to the members a copy of the annual financial statements and other documents referred to in the Act or a copy of a publication of the corporation reproducing the information contained in the documents. Instead of sending the documents, the corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## 8. Policies, Procedures and Resolutions

Policies, procedures and applicable resolutions as prescribed by the Board shall be formally documented in the corporation’s policies and procedures guide and made available for access by any member through an online facility.

## 9. Fundamental changes

Pursuant to the Act, a special resolution of the members is required to make any amendment to the By-Laws of the corporation if those amendments affect:

a. membership rights and/or conditions

b. transferring membership

c. notice of a meeting of members

d. absentee voting of a meeting of members

## 10. Membership Conditions

The Board, guided by the corporation's Aims and Objectives, may, by resolution, approve the admission of members to the corporation. Members may also be admitted in such other manner as may be prescribed by the Board.

No person, group, or association shall in their application for membership in the Corporation, be discriminated against based on a protected characteristic as outlined in the Canadian Human Rights Act.

Subject to the articles, there shall be three subclasses of members in the corporation, namely:

a. Class A

Organization Members, being the groups, societies, federations, associations, clubs and enterprises whom the Board may admit as Organization members. Each Organization member is entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation. Each Organization member shall have one (1) vote per meeting, exercisable upon full payment of dues.

Household Delegates, being the persons who are elected on an annual basis by the Household Representatives in such manner as may be prescribed by the Board. Each Household

Delegate shall be entitled to receive notice of, attend and have a single vote at all meetings of the members of the Corporation. Eligibility, restrictions, acceptance, suspension, termination and discipline of a Household Delegate shall be as prescribed by the Board.

b. Class B

Household Members, being the groups of individuals having a common kinship living together at the same physical postal address to whom the Board may admit as a Household Members. Persons accepted as Household Members shall, upon full payment of dues, appoint a Household Representative.

Household Delegates and Household Representatives must be of the age of majority as defined by the jurisdiction of Canada.

### 11. Transferring Membership

A membership may only be transferred to the corporation.

### 12. Notice of a meeting of members

Notice of the time and place of a meeting of members shall be given to each person entitled to attend 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.

### 13. Members calling a meeting of members

In accordance with the Act, the Board shall call a special meeting of members on written requisition of persons 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 person who signed the requisition may call the meeting.

### 14. Director and proxy restriction

A director may not appoint a proxyholder for meetings of members, meetings of directors or to transact any other official business on behalf of the director.

### 15. Absentee voting at meeting of members

In accordance with the Act, a person entitled to vote at a meeting of members may vote by proxy in the manner prescribed by the Board and the requirements of the Act, Regulations and bylaws.

### 16. Membership term, year, dues and status

a. Membership term for Organization Members and Household Members is perpetual, ending only per termination as described in Termination of Membership.

b. The term of membership by a Household Delegate as a voting member begins upon election by the Household Representatives in the manner prescribed by the board and automatically ends upon the call for new Household Delegate elections by the Board or upon disqualification/inability of the Household Delegate to perform the Household Delegate's duties.

c. The membership year for Organizational Members and Household Members shall be an annual period with anniversary date as determined by the Board for one, several or an entire class of membership.

d. Organization Members and Household Members may have a status of Active or Inactive with rights, privileges and benefits for said status as determined by the Board on an individual basis or for one or more members at the discretion of the Board.

e. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within a prescribed period set by the Board, the member will be deemed to be in a status of Inactive until such time as the dues for the current membership year are paid or the Board, at its sole discretion, designates the status for the member to be Active.

### 17. Termination of membership

All memberships in the corporation cease to exist when the corporation is liquidated and dissolved under the Act.

The membership in the corporation for Organization Members is terminated when:

a. the member ceases to exist or resigns;

b. the member is expelled or their membership is otherwise terminated in accordance with the articles or By-Laws.

The membership in the corporation for Household Members is terminated when:

c. the member ceases to exist or resigns;

d. the member is unable or unwilling to designate a Household Representative;

e. the member has not been able to be contacted for a period of time as prescribed by the Board;

f. the member is expelled or their membership is otherwise terminated in accordance with the articles or By-Laws.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the corporation (which must immediately be returned to the corporation), automatically cease to exist.

### 18. 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;

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 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 they are 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 of 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.

### 19. Proposals nominating directors at annual meetings of members

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.

### 20. Cost of publishing proposals for annual meetings of members

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.

### 21. Place, method of holding and participation at meetings of members

Subject to compliance with 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 so long as electronic, telephonic, or other communication facility is available to members unable to attend the meeting in person.

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, for the purposes of their attendance, with each other during the meeting.

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.

### 22. Persons entitled to be present at meeting of members

Meetings of members are open to members, directors, and the corporation's public accountant. Other persons may be admitted by the invitation of the Board. However, only Household Delegates and delegates representing Organization Members who are eligible to vote under the provisions of the Act, articles, and By-Laws may cast a vote at the meeting.

### 23. Chair of meetings of members

In the event that the chair of the Board, a vice-chair of the Board or director 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.

### 24. Quorum at meetings of members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent (%) of those 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.

### 25. Voting at meeting of members

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.

### 26. 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, in absence of an ordinary resolution determining the number, by resolution of the Board.

### 27. Term of office of directors

At the first election of Directors following the approval of this By-Law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

### 28. Code of conduct for directors and officers

A code of conduct for directors and officers is to be provided in the Corporation's Policies and Procedures Guide.

All directors and officers are required to be familiar with this Code of Conduct and consider adherence to it as being a contractual obligation to conduct themselves according to its provisions and to uphold its provisions with regards to other directors and officers.

Per the Act, every director and officer of the corporation shall:

a. act honestly and in good faith with a view to the best interests of the corporation; and

b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

c. comply with the Act, regulations, the articles, the By-Laws and any unanimous member agreement; and

d. verify the lawfulness of the By-Laws, policies, procedures, and the activities of the corporation.

### 29. Resignation of a director

Per the Act, a director is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

Per the Act, notice shall be given to the members of the statement in the same manner as provision of a notice of a meeting of members.

Per the Act, a copy of the statement shall be sent immediately to the Director.

### 30. Calling of meetings of Board

Meetings of the Board may be called by the chair of the Board, a vice-chair of the Board or any two (2) directors at any time.

### 31. Notice of meeting of Board

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the corporation not less than 5 days before the time when the meeting is to be held by one of the following methods:

a. delivered personally to the latest address as shown in the last notice that was sent by the corporation in accordance with the Act;

b. mailed by prepaid ordinary mail to the director's address as set out in (a);

c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or

d. by an electronic document in accordance with the Act.

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 the Act that is to be dealt with at the meeting.

### 32. 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 the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### 33. Quorum at meetings of the Board

A quorum at any meeting of the Board shall be the greater of either the minimum number of directors in the articles or 1/3 of the number of directors on the Board. If a quorum is present at the opening of a meeting of the Board, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### 34. Meeting of directors held entirely by electronic means

The Board may determine that a meeting of the Board 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.

### 35. Voting at meetings of the Board

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.

### 36. Committees of the Board

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.

### 37. 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.

### 38. Officers of the corporation

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:

a. Chair of the Board – The chair of the Board, if one is to be appointed, shall be a director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify.

b. Regional Vice-Chairs of the Board – The regional vice-chairs of the Board, if one or more are appointed, shall each be a director. If the chair of the Board is absent or is unable or refuses to act, a regional vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The regional vice-chairs shall have such other duties and powers as the Board may specify.

c. Associate Vice-Chair of the Board – The Associate Vice-Chair of the Board, if one is to be appointed, shall be a director. The Associate Vice-Chair is responsible for representing the interests of young adults in our members and the broader community and shall have such other duties and powers as the Board may specify.

d. 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.

e. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the corporation's minute book, minutes of all proceedings at such meetings; 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.

f. Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.

The duties and powers of all other officers of the corporation are determined based on their mandate or the needs of the Board or the president. Subject to the Act, the Board may modify, increase, or limit the duties and powers of any officer.

### 39. Officer vacancies

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.

### 40. Term limits for directors and officers

The Board may, by resolution, set term limits for directors and officers.

### 41. Advisory Board and Patrons

The Board may, by resolution, establish an Advisory Board for the organization with such members of the Advisory Board being non-voting and with terms and conditions as prescribed by the Board of the organization.

The Board may, by resolution, appoint one or more Patrons of the organization with such Patrons acting in a non-voting advisory capacity. The terms and conditions for such Patrons as being prescribed by the Board of the organization.

### 42. Method of giving notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, 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 the Act;

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 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 on any notice or other document to be given by the corporation may be executed using handwritten, stamped, typewritten, printed, electronic, or digital signatures, or any combination thereof, in accordance with applicable laws and the corporation's policies on electronic signing.

### 43. Invalidity of any provisions of this By-Law

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions.

### 44. 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.

### 45. 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.

### 46. 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, the 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) 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.

### 47. By-Laws and effective date

Subject to the articles, the Board 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 business 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 the Act because such By-Law amendments or repeals are only effective when confirmed by members.

## Appendix A — Note on the structure and naming of the By-Law

*Published by Scots of Canada alongside its bylaws and reproduced here in full, because the note governs how the sections of this By-Law are cited.*

There is no mandated naming of the sub-divisions of bylaws. In the context of organizational bylaws, the terms "articles" and "sections" are often used to denote different levels of structural hierarchy.

To simplify terminology and avoid confusion with the use 'Articles' we are only using the term Section for each part of the bylaw and the term Sub-section for an index sub-part of a section.

> For example the following will be called Section 2
>
> 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.
>
> In the following, the highlighted line will be referred to as Sub-section 17.b.1
>
> 17. Termination of membership
>
> a. All memberships in the corporation cease to exist when the corporation is liquidated and dissolved under the Act.
>
> b. the membership in the corporation for Organization Members is terminated when:
>
> 1. the member ceases to exist or resigns;
>
> 2. the member is expelled or their membership is otherwise terminated in accordance with the articles or By-laws.

The term sub-section will apply to any sub-part of a section. Please do not use the term 'sub-sub-section' for the above.