

ADR INSTITUTE OF MANITOBA, INC.

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of
ADR INSTITUTE OF MANITOBA, INC.

SECTION 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions - In this by-law and all other by-laws of ADR Institute of Manitoba, Inc., unless the context otherwise specifies or requires:

- (a) "**Act**" means *The Corporations Act (Manitoba)* as amended from time to time and every statute that may be substituted in its place and, in the case of such substitution, any references in the by-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute;
- (b) "**Annual Meeting**" means the annual general meeting of Members of the Institute called in accordance with Section 12.1;
- (c) "**Auditor**" has the meaning ascribed in Section 4.2;
- (d) "**Board**" means the Board of Directors of the Institute;
- (e) "**By-laws**" means this by-law and any other by-laws of the Institute from time to time in force and effect;
- (f) "**Chair**" means the chairperson of any meeting convened or conducted under this by-law;
- (g) "**Director**" or "**Directors**" means a director or directors of the Institute;
- (h) "**General Meeting**" means a special general meeting of the Institute called in accordance with Section 12.2;
- (i) "**Institute**" means ADR Institute of Manitoba, Inc., a corporation incorporated under the Act;
- (j) "**Member**", unless the context otherwise requires, means a member in good standing of the Institute under one of the authorized membership categories established by the Board of Directors from time to time; "Members" means more than one Member; and "Membership" means membership in good standing in the Institute;
- (k) "**Officer**" or "**Officers**" means the officers of the Institute, namely, the President, Vice President, Secretary and Treasurer;

- (l) "**President**" means the president of the Institute and, for purposes of conducting meetings contemplated by this by-law, means the President or in her or his absence, the Vice President of the Institute, or the nominee of the President or Vice President;
- (m) "**Regulations**" means the regulations made under the Act as amended from time to time and every regulation that may be substituted therefor, and where such substitution takes place, any references in the by-law to provisions of the Regulations shall be read as references to the substituted provisions in the new regulations;
- (n) "**Secretary**" means the secretary of the Institute;
- (o) "**Secretary-Treasurer**" means the secretary and treasurer of the Institute when the combined roles are held by one person.
- (p) "**Special Meeting**" means a special general meeting of the Members called in accordance with 12.3;
- (q) "**Special Resolution**" means a resolution passed by not less than 75% of the Members present in person or by proxy and entitled to vote at a General Meeting of which prior notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (r) "**Treasurer**" means the treasurer of the Institute;
- (s) "**Vice President**" means the vice president of the Institute;

1.2 Interpretation – In the interpretation of this by-law:

- (a) all terms in the by-law and which are defined in the Act or the Regulations have the meanings given to the terms in the Act or the Regulations;
- (b) whenever there is a conflict between this By-law and the Act or the Regulations from time to time, the provisions of the Act and/or the Regulations shall prevail;
- (c) whenever there is a conflict between these By-laws and any policies, procedures or regulations established by the Board, the provisions of this By-law shall prevail;
- (d) to the extent this By-law, the Regulations or any policies, procedures or regulations established by the Board do not provide direction as to the conduct of any meetings contemplated herein, the direction shall be obtained by reference to the then-most recent version of *Bourinot 's Rules of Order* (Canada);

- (e) any reference herein to "including" or "includes" means "including or includes) but is not limited to" and shall not be construed to limit any general statement preceding it to the specific or similar items or matters immediately following it;
- (f) when calculating the period of time within which or following which any act is to be done or step taken pursuant to this By-law, the date which is the reference date in calculating such period shall be excluded;
- (g) any references herein to **any** law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto;
- (h) words importing the singular number shall include the plural and vice versa and words importing a specific gender shall include the other gender and the word "person" shall include bodies corporate, companies, partnerships, societies, syndicates, trusts and any number or aggregate of persons; and
- (i) the headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions of this by-law or to be considered in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION 2 - HEAD OFFICE

- 2.1 Head Office** - The head office of the Institute shall be in the City of Winnipeg, in Manitoba unless changed by Special Resolution, and at such place in Winnipeg as the Directors may from time to time fix by resolution.

SECTION 3 – DIRECTORS

- 3.1 Board of Directors** - The Directors elected by the Members shall comprise the Board.
- 3.2 Duties and Number** - The Board oversees the affairs of the Institute. In doing so, the Board shall be comprised of not less than **eight** Directors drawn from the Members. The Board may exercise all such powers and do all such acts and things including the development of directives, policies and regulations as may be exercised or done by the Institute which are not expressly directed or required by this By-law or any Special Resolution or by statute to be done in some other manner.
- 3.3 Qualifications** - Every Director shall be a Member on or before the date of nomination.
- 3.4 Term of Office** - Directors will be elected for a term of **three years**, and one-third of the Directors will be elected at each Annual General Meeting of Members. Directors may stand for re-election at the end of their terms, provided that no Director may serve more than two consecutive terms.

- 3.5 Vacancies** - A Director's position shall be vacated if such Director:
- (a) resigns her or his office by notice in writing to the Board; or
 - (b) ceases to be qualified as a Member; or
 - (c) has missed three consecutive regular Board meetings for reasons that are undisclosed or unsatisfactory to the Board, and by Resolution passed by two-thirds of the Directors the Board has declared that the office of such Director has been vacated due to such absences; or
 - (d) the Board determined to dismiss the Director for cause, in which case the Secretary shall provide the dismissed Director with a written statement setting out the cause or causes for the dismissal.
- 3.6 Vacancy on the Board** - So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term of the vacated Director by appointment by the Directors then in office. Otherwise such vacancy shall be filled at the next Annual Meeting at which such vacated Director's term would have expired. If there is no quorum of Directors, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy, and, in default, the meeting may be called by any Member. If the number of Directors is increased between the terms, a vacancy in the number of authorized Directors shall be considered to have occurred, which vacancy may be filled in the manner provided above.
- 3.7 Executive Committee** - The Board may from time to time appoint an Executive Committee comprised of three or more of the President, the Vice President, the immediate Past President, the Secretary and the Treasurer and such other Members as the Board may determine in their absolute discretion, who shall conduct the affairs of the Institute as delegated by the Board. A majority of the members of the Executive Committee shall form a quorum. Subject to the By-laws and resolutions of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, and subject to direction from the Board, the Executive Committee in its discretion shall determine when meetings of the committee will be held.
- 3.8 Finance Committee** - The Finance Committee, chaired by the Treasurer, with such other Members as the Board may determine in their absolute discretion, shall be responsible for budgetary and financial administration as assigned by the Board. Subject to this By-law and resolutions of the Board, the Finance Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, but if the Finance Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members.
- 3.9 Committees** - The Board may appoint such standing committees to carry out the business of the Institute as the Board determines from time to time.
- 3.10 Officers** - As soon as possible after each Annual Meeting, the Board shall elect the President, Vice President, Secretary and Treasurer (or Secretary-Treasurer). Each incumbent Officer shall continue in office until the earlier of:

- (a) her or his resignation;
- (b) the election or appointment of her or his successor;
- (c) she or he ceasing to be a Director or a Member; and
- (d) the meeting at which the Board annually elects or appoints Officers.

- 3.11 Replacement of Officers** - The Board may, as may be necessary from time to time, similarly appoint a replacement for any such Officer or of her or his replacement.
- 3.12 Powers and Duties** - All Officers shall have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Executive Committee or the Board, subject however, to any Special Resolution.
- 3.13 Delegation of Duties of Officers** - In the absence, inability or refusal to act of any Officer or for any other reason that the Board may consider sufficient, the Board may delegate all or any of the powers of the Officer concerned to any other Officer or to any Director for the time being.
- 3.14 President** - The President shall be the chief executive officer and spokesperson for the Institute unless otherwise determined by resolution of the Board. Subject to any Special Resolution, the President shall, when present, preside at all meetings of the Board, Executive Committee and all Members' meetings including the annual meeting.
- 3.15 Vice President.**- The Vice President assists the President in the carrying out of the President's duties, and shall act and preside in the place of the President during any and all absences or incapacities to act.
- 3.16 Treasurer** - Subject to any resolution of the Board, the Treasurer or Secretary-Treasurer, as the case may be, shall have the care and custody of all the funds and securities of the Institute and shall deposit or cause to be deposited the same in the name of the Institute in such bank or banks or with such depository as the Board may direct. The Treasurer shall oversee the books of account and accounting records and the preparation of financial statements. The Treasurer may be required to give such bond for the faithful performance of the duties of Treasurer as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Institute to receive any indemnity thereby provided.
- 3.17 Vacancies** - If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect a person from the Board of Directors or appoint a Member to fill such vacancy.
- 3.18 Nominating Committee** - The Board shall appoint a Nominating Committee to be chaired by the immediate past president of the Institute and consisting of no fewer than three other persons including no fewer than one Member not on the Board and one member of the Board for the purpose of receiving nominations from the Members for election of Directors. The Nominating Committee shall ensure that there is a sufficient number of candidates nominated to fill each elected position on

the Board and shall deliver the names of the nominated candidates to the Board in sufficient time for the notices to be issued in accordance with these By-laws to the Members for the election. The Nominating Committee report of the list of nominated candidates shall be made to the Board no later than fourteen (14) days prior to the day of the annual meeting excluding the date of such meeting.

SECTION 4 - AUDITOR

- 4.1. Financial Statements** - The Board shall place before the Annual Meeting for adoption, financial statements for the last completed financial year prepared in accordance with generally accepted accounting principles.
- 4.2 Appointment of Auditor** – At the Annual Meeting, a certified external accountant (for purposes of this By-law, the “Auditor”) shall be appointed to hold office until the close of the next Annual Meeting, to audit or review only (as directed by the Board from time to time) the annual financial statements of the Institute, at a remuneration to be negotiated by the Board. The Auditor shall not be a member of the Board.

SECTION 5 - MEETINGS OF DIRECTORS

- 5.1 Place of Meeting** - Meetings of the Board and of the Executive Committee may be held at any place within or outside Canada, and may be by telephone conference, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.
- 5.2 Notice** - The Board shall meet at least three times in each fiscal year. A meeting of the Board may be convened by the President, the Vice President or any two Directors at any time, and the Secretary, when so directed shall convene a meeting of Directors. The notice of any meeting so convened need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be given in the manner specified in these By-laws not less than two days, exclusive of the day on which the notice is sent or transmitted, but inclusive of the day for which notice is given, before the meeting is to take place. A Director may in any manner and at any time waive notice of a meeting of Directors, and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. However, a meeting of Directors may be held at any time without notice if all the Directors are present, except where a Director attends such a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, or if all of the absent Directors waive notice before or after the date of such meeting.

- 5.3 Adjournment** - Any meeting of the Board may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be considered to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 5.4 Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director immediately after being passed, but no further notice shall be required for any such regular meetings.
- 5.5 Quorum** - A quorum of Board for the transaction of business shall be a majority of the Directors holding office. Despite a vacancy among the Directors, a quorum of Directors then acting may exercise all the powers of Directors.
- 5.6 Voting** – Unless the Board determines that decisions are to be reached through consensus, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or deciding vote.

SECTION 6 - STANDARD OF CARE

- 6.1 Standard of Care** - Every Director, in exercising his or her powers and discharging his or her duties, shall:
- (a) act honestly and in good faith with a view to the best interests of the Institute; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

SECTION 7 - REMUNERATION OF DIRECTORS

- 7.1 Remuneration of Directors** - The Board shall serve as Directors without remuneration and no Director shall directly or indirectly receive any profit from her or his position as Director, but a Director may be reimbursed for reasonable expenses incurred by such Director in the performance of her or his duties provided that the President or Vice President has previously approved the expenses.

SECTION 8 - SUBMISSION OF CONTRACTS TO MEMBERS FOR APPROVAL

- 8.1 Submission of Contracts or Transactions to Members for Approval** - The Board may submit any contract, act or transaction for approval or ratification at any Annual Meeting or at any General Meeting or Special Meeting called for the purpose of considering it and any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Institute and upon all the Members as though it had been approved, ratified or confirmed by every Member.

SECTION 9 - INDEMNITIES TO DIRECTORS AND OTHERS

- 9.1 Conflict of Interest** - A Director who is or who becomes in any way whatsoever directly or indirectly interested in any actual or proposed contract with the Institute or any mandate, activity, committee, program or event run by, with, at or for the benefit of the Institute (individually and collectively, the "**Contract**"), shall fully and honestly disclose the nature and extent of such interest, both by email to the President or Vice President promptly upon her or his first knowledge of the Contract or the probability or realistic possibility of the Contract and, as applicable, at the next meeting of the Board at which the Contract is raised.
- 9.2 Definition of Terms** – The terms "**interest**" or "**interested**" include any financial or legal interest of any nature whatsoever in or with respect to the Contract; and any financial or legal interest of any nature whatsoever in or any financial, business, legal, familial or relevant personal relationship of any nature whatsoever in or with respect to the party or parties to the Contract, the supplier/organizer/promoter of the aforesaid program (the "**Promoter**"), any of the Promoter's directors, officers or individuals acting in a similar capacity, or any person having an ownership or controlling or material interest in the Promoter.
- 9.3 Voting Restrictions** - No Director who has a conflict of interest shall participate in the Board's discussion of the Contract unless the other Directors approve by a majority verbal vote or, at the request of any Director, by a majority written or electronic vote sent confidentially to the Board's designate, and no such Director shall vote on any resolution to approve such Contract.
- 9.4 Protection of Directors and Officers** - Subject to compliance with Section 9.5, the Directors and Officers shall not be under any personal duty or responsibility in respect of any contract, act or transaction except such as shall have been submitted to and authorized or approved by the Board.
- 9.5 Employment of Director or Officer** - If any Director or Officer shall be employed by or perform services for the Institute other than as a Director or Officer, or shall have any interest in or with respect to a person who is employed by or performs services for the Institute, then the mere fact of her or his being a Director or Officer shall not as such disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such employment or services, provided however Section 8.1 is complied with.

9.6 Indemnities to Directors - Every Director and her or his heirs, executors, administrators, legal representatives, estate and effects respectively may, with the consent of the Board, from time to time and at all times be indemnified and saved harmless out of the funds of the Institute, from and against:

- (a) all costs, charges and expenses that she or he sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her or him, in or about the execution of the duties of her or his office;
- (b) all other costs, charges and expenses which she or he sustains or incurs in or about or in relation to affairs of the Institute, except such costs, charges or expenses which are occasioned by her or his own wilful neglect or default; and
- (c) the Institute shall also indemnify any Director in such other circumstances as the law permits or requires. Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

9.7 Insurance - The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with these By-laws; the premiums for such insurance coverage shall be paid from the funds of the Institute.

SECTION 10 - MEMBERS

10.1 Membership - The Members of the Institute shall be those persons who may from time to time be admitted to Membership by the Secretary, provided however that a Member must be a resident of Manitoba or have an active practice in Manitoba. Each Member shall be promptly informed by the Secretary of her or his admission as a Member.

10.2 Withdrawal from Membership - Members may withdraw by notice in writing. In the case of withdrawal, the withdrawing Member shall remain liable for payment of any assessment or other sum levied or which became payable by her or him to the Institute prior to receipt of notice of withdrawal by the Institute.

10.3 Termination of Membership - The interest of a Member is not transferable and Membership lapses and ceases to exist upon death or when the period of Membership of a Member expires or when she or he ceases to be a Member by withdrawal or otherwise in accordance with the By-laws, but the Members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, terminate the Membership of any Member.

SECTION 11 - DUES

- 11.1 Dues** -Dues or fees payable by Members shall be determined by the Board of Directors from time to time, and any change shall be subject to ratification by a vote of the Members at the next Annual Meeting or General Meeting. The Secretary shall notify the Members of the dues or fees at any time payable by the Members and any not paid within ninety days of the date of such notice shall result in default by such Member, who shall thereupon automatically cease to be a Member, but such defaulting Member may be reinstated as a Member in good standing upon payment of all unpaid dues or fees and such administrative or other charges as may be levied by the Board, and upon compliance with such other requirements as may be determined by the Board from time to time.

SECTION 12 – MEETINGS OF MEMBERS

- 12.1 Annual Meetings** – The Annual Meeting of Members shall be held not more than six months following the Institute's fiscal year end, at any place within Canada, on such day in each year and at such time as the Board may by resolution determine or, in the absence of such determination, at the place where the head office of the Institute is located.
- 12.2 General Meetings** - Other meetings of the Members (whether virtual or in person) may be convened by the President or the Vice President or by the Board on any date and time and at any place within Canada or, in the absence of such determination, at the place where the head office of the Institute is located.
- 12.3 Special Meetings** – 20% of the Members may in writing request a meeting of the Members and the President or the Vice President or the Board shall give notice as provided by this By-law and shall convene such a meeting.
- 12.4 Notice of Meeting** - A written notice stating the date, hour and place of meeting and the general nature of the business to be transacted shall be given by sending such notice by prepaid ordinary mail, by facsimile transmission or by electronic transmission to each Member entitled to notice of such meeting and to the Auditor. Notice of the Annual Meeting shall be given not less than twenty-one days and not more than fifty days before the date on which such meeting is to be held to each Member, each Director and to the Auditor of the corporation. The Secretary shall publish or cause to be published notice of the Annual Meeting not less than twenty-one days before such meeting on the Institute website and in such other manner as determined by the Board, to ensure the Members, the Directors and the Auditor have reasonable notice of the Annual Meeting.
- 12.5 Waiver of Notice** - Any person entitled to attend a meeting may in any manner waive notice of a meeting of Members, and attendance by any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 12.6 Omission of Notice** - The accidental omission to give notice of any Annual Meeting, General Meeting or Special Meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or Director or by the Auditor shall not invalidate any resolution passed or any proceeding taken at any meeting of Members.
- 12.7 Conduct of Meetings of Members** - Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or deciding vote in addition to any vote to which the Chair may otherwise be entitled. At all Meetings of members:
- (a) no Member shall be entitled either in person or by proxy to vote at meetings of Members unless she or he has paid all dues, fees and charges, if any, then payable by her or him;
 - (b) unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact;
 - (c) a poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting;
 - (d) if at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 12.8 Chair of the Meeting** - In the event that the President and Vice President are absent, the persons who are present and entitled to vote shall choose another Director as Chair of the meeting and if no Director is present or if all the Directors present decline to be Chair, then the persons who are present and entitled to vote shall choose one of their number to be Chair.
- 12.9 Proxies** - Votes at meetings of the Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the Board or governing body of the body corporate or association to represent it at meetings of Members. At every meeting at which she or he is entitled to vote, every Member or person appointed by proxy to represent one or more Members or individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions of the Act, Regulations and By-laws, every Member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxy holder.

12.9 Form and Execution of Proxies - A proxy shall be executed by the Member or her or his attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney who is duly authorized. A person appointed by proxy shall be a Member for purposes of these By-laws. Subject to the provisions of these By-laws, a proxy may be in the following form:

The undersigned Member of ADR Institute of Manitoba, Inc. hereby appoints _____ failing him or her as the proxy of the undersigned to attend and act at the meeting of the Members of the Institute to be held on the day of _____, 20____ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments of such meeting.

DATED the _____ day of _____ ,

Signature of Member

12.10 Delivery of Proxies - The Board of Directors may from time to time make regulations regarding the lodging of proxies at a place other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by facsimile transmission, electronic transmission or in writing before the meeting or adjourned meeting to the Institute or any agent of the Institute for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of Members may accept a facsimile transmission, electronic transmission or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member despite the fact that no proxy conferring such authority has been lodged with the Institute, and any votes given in accordance with such a facsimile transmission, electronic transmission or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

12.11 Adjournment - The Chair of any meeting may with the consent of the meeting adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling that meeting.

12.12 Quorum - A quorum at any meeting of the Members shall be not less than **5%** of the Members present in person or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place, but may not transact any other business and the provisions with regard to notice shall apply to such adjournment.

SECTION 13 – NOTICES

- 13.1 Service** - Any notice or other document required to be sent to any Member, Officer or Director or to the Auditor shall be sent by prepaid ordinary mail, by facsimile transmission or by electronic transmission to any such Member, Officer or Director at her or his last address as shown in the records of the Institute and to the Auditor at the business address of the Auditor, or if no address is given, then to the last address of such Member, Officer or Director known to the Secretary. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice.
- 13.2 Signature to Notices** - The signature of any Director or Officer to any notice or document to be given by the Institute may be written, stamped, or printed or partly written, stamped or printed.
- 13.3 Computation of Time** - Where a given number of days notice or notice extending over a period is required to be given, the day of mailing, facsimile transmission or electronic transmission of the notice shall not, unless it is otherwise provided, be counted in the number of days or other period.
- 13.3 Proof of Service** - For every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in this By-law and put into a Post Office or into a letter box. A certificate of an Officer or the administrative assistant in office at the time of the making of the certificate as to facts in relation to the prepaid ordinary mailing, facsimile transmission or electronic transmission of any notice or other document to any Member, Director, Officer or Auditor of any notice or other document shall be conclusive evidence of such notice and shall be binding on every Member, Director, Officer or the Auditor as the case may be.

SECTION 14 - BOOKS & RECORDS, CHEQUES, MINUTES, NOTES, ETC.

- 14.1 Execution of Cheques, Drafts, Notes, Etc.** - All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Board may from time to time designate by resolution.
- 14.2 Custody of Money** - All money owned by the Institute or held by it on behalf of third parties shall be lodged in the name of the Institute with a Canadian chartered bank and if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.
- 14.3 Investment Policies** - The Board shall establish and maintain such investment and funds management policies as are appropriate for the due and proper protection of the Institute and in keeping with generally applicable best policies, practices and procedures from time to time.
- 14.4 Borrowing** - The borrowing powers of the Institute shall be exercised by Special Resolution.

14.5 Seal - The seal of the Institute shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.

14.6 Records - Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Institute and of the Board shall be the responsibility of the Secretary.

14.7 Member Inspection of Books and Records - The books and records of the Institute may be inspected by any Member at any reasonable time within two days prior to the Annual Meeting, at the registered office of the Institute.

14.8 Execution of Documents - Subject to any Special Resolution, contracts or documents in writing requiring the signature of the Institute may be signed by:

(a) either one of the President or the Vice President, together with any one of the Secretary, the Treasurer or the Secretary-Treasurer, as the case may be; or

(b) either one of the President or the Vice-President, together with any one Director;

and all contracts or documents in writing so signed shall be binding upon the Institute without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or any other person on behalf of the Institute either to sign contracts or documents in writing generally or to sign specific contracts or documents in writing.

14.9 Definition of Contracts - The terms "contracts" or "documents in writing" include cheques for payables, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, or other securities and all paper writings.

SECTION 15 - FINANCIAL YEAR

15.1 Financial Year - The financial year of the Institute shall terminate on the 31st day of **December** in each year or on such other date as the Directors may from time to time by resolution determine.

SECTION 16 - AMENDMENTS TO BY-LAWS

16.1 By-law Amendments - This By-law shall be amended only at a duly convened Annual Meeting, and only then if the text of the proposed amendment accompanies the required notice to the Members ahead of such Annual Meeting.

SECTION 17 - EFFECTIVE DATE

17.1 Effective Date - This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ENACTED by the Board the 22nd day of May, 2014.

President

Secretary

ADOPTED, APPROVED, RATIFIED, SANCTIONED AND CONFIRMED by the Members of **ADR INSTITUTE OF MANITOBA, INC.** at the Annual General Meeting of Members held on the 2nd day of June, 2014.

Secretary