

SONS OF NORWAY FOUNDATION IN CANADA

Est. 1971
(the "Foundation")

BYLAWS

(per new NFP Act)

TABLE OF CONTENTS

- Section 1 – General
- Section 2 – Membership Administration
- Section 3 – Meetings of Members
- Section 4 – Directors
- Section 5 – Board of Directors
- Section 6 – Officers
- Section 7 – Notices
- Section 8 – Audits
- Section 9 – Dispute Resolution
- Section 10 – Effective Date

SECTION 1 – General

1.01 Definitions

In these Bylaws and all other policies and procedures of this Foundation, 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 submitted, as amended from time to time;
- b) "Articles" means the original Articles of Incorporation (Letters Patent) or Articles of Continuance for this Foundation;
- c) "Audit Report" may also mean a *Notice to Reader* as defined by Revenue Canada;
- d) "Board" means the Board of Directors of the SONS OF NORWAY FOUNDATION IN CANADA and "Director" means a member of that Board;
- e) "Books of Account" are the financial records of the Foundation as recorded on paper and/or electronically as approved by the Board.
- f) "Bylaw" means this bylaw as amended and which are, from time to time, in force and effect;
- g) "Foundation" in this document means SONS OF NORWAY FOUNDATION IN CANADA;
- h) "meeting of members" includes the Annual General Meetings of members or other meetings of members where all members may attend but only members representing a voting membership are entitled to vote;

- i) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) "proposal" means a proposal submitted by a member or members of the Foundation for consideration at a meeting of the voting members;
- k) "regulation" means the regulations made under the Act, as amended, restated or in effect from time to time;
- l) "special resolution" means a resolution to amend bylaws passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- m) "voting member" means a person having a proxy authorization of a lodge, lodge group or an affiliate group that is in possession of a voting membership.

1.02 Interpretation

In the interpretation of these Bylaws, words in the singular include the 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.03 Corporate Seal

The Board of Directors is authorized to adopt a corporate seal for the Foundation and alter or change the same at its pleasure. In all cases the Foundation name shall have its name engraved in legible characters.

The custodian of the corporate seal shall be as directed by the Board.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation shall be signed by the President and the Secretary, unless otherwise directed by decision of the Board. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, Bylaw or other document of the Foundation to be a true copy thereof.

1.05 Financial Year End

The Fiscal Year of the Foundation shall terminate on the day in each year to be fixed by the Board of Directors.

1.06 Banking Arrangements

The banking business of the Foundation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as authorized from time to time by the Board of Directors. The banking business or any part of it shall be transacted by an

officer or officers of the Foundation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Foundation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to the members stating that the annual financial statements and documents provided in subsection 172(1) are available from the Secretary any voting member may, on request, obtain a paper or electronic copy.

1.08 Books and Records

- a) The Directors shall see that all necessary books and records of the Foundation required by the Bylaws of the Foundation or by any applicable statute or law are regularly and properly kept.
- b) The Secretary or some other officer, specially charged by the Board of Directors with that duty, shall maintain and have charge of the minute books of the Foundation and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors.
- c) The Secretary shall keep or cause to be kept a book or books wherein shall be properly recorded:
 - A copy of the petition and Memorandum of Agreement of the Foundation and any resolutions altering or adding to the same and a copy of the By-laws of the Foundation and any resolutions altering or adding thereto; and
 - Copies or originals of all documents, registers, and resolutions as required by law.
- d) The Treasurer shall be the custodian of all the records pertaining to the financial transactions of the Foundation, including (but not limited to):
 - A summary of all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;
 - A summary of all revenues and purchases by the Foundation;
 - A summary listing of the assets and liabilities of the Foundation; and
 - A summary of all other transactions affecting the financial position of the Foundation
 - Such records shall be available for inspection by any Director at a time and place as agreed upon by both parties.
- e) The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to inspection of members not being Directors, and no member not being a Director shall have any right of inspecting any account or book or document of the Foundation except as conferred by law or

authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

SECTION 2 – Membership Administration

2.01 Membership

Subject to the Articles, there shall be four classes of members, namely Voting members, Sustaining members, Life members and Honorary members. No membership in the Foundation shall be transferable without the consent of the Board of Directors.

2.02 Conditions of Membership

The following conditions of membership shall apply:

- a) Voting members shall be representatives or delegates of Canadian Sons of Norway lodges and associate groups who have acquired Voting Memberships. Associate groups may include a provincially or federally incorporated society, club or association. Voting memberships may be applied for by submitting a signed letter of request to the Board of Directors and upon approval by the Board and payment of any membership fee, the applicant organization shall become a Voting Member. Voting members will be represented at Foundation meetings by an individual authorized by their organization. One voting membership has been awarded to the International Director positions in Districts 4 & 7. If the Director of District 4 is not a Canadian resident, an alternate delegate may be appointed to represent that Voting membership. One voting membership has also been awarded to each of District 4 and 7 Lodge. Individuals representing a voting membership must be Canadian Residents.
- b) Sustaining members are all Canadian Sons of Norway members in good standing who shall have voice but no vote at membership meeting.
- c) Honorary members shall be such whom the Board of Directors may recommend to such membership as individuals who have shown a great interest in and have made a special contribution to the advancement of the Foundation and shall have voice but no vote at membership meetings.

2.03 Annual Membership Dues

There shall be no annual membership dues, fees or assessments payable by members except if such shall from time to time be fixed by a decision of the Board of Directors which shall become effective only when confirmed by a vote of the members at an Annual or Special General Meeting. The Secretary shall notify the members of the dues, fees or assessments at any time payable by them and if any are not paid within thirty (30) days after the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the

Foundation, but any such member may upon payment of all unpaid dues or fees be reinstated by majority vote of the Board of Directors.

2.04 Good Standing

A member shall be deemed to be in good standing when he has paid his or its current membership fee.

2.05 Termination of Membership

- a) Any member who desires to withdraw from membership in the Foundation may notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
- b) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or it to the Foundation prior to acceptance of his or its resignation.
- c) The Directors shall have the authority by a vote of two-thirds (2/3) of those present to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Foundation, or who willfully commits a breach of the Bylaws of the Foundation. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.
- d) A notice may be given by the Foundation to any member either personally or by sending it by post to him to his registered address, or if he has no registered address, then to the address if any supplied by him or it to the Foundation for the giving of notices to him or it. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day following the day of posting.
- e) Upon that failure of any member to pay annual membership fee, any subscription, or indebtedness due to the Foundation, the Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to the membership by the Directors upon such evidence as they may consider satisfactory.
- f) Any member who resigns, withdraws, or is expelled from the Foundation shall forthwith forfeit all right, claim and interest arising from or associated with membership of the Foundation.

2.06 Special Resolution Respecting Members' Rights

Pursuant to subsection 197(1) (Fundamental Changes) of the NFP Act, a special resolution of the members is required to make any amendments to these Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

SECTION 3 – Meetings of Members

3.01 Member Meetings

The President, the Vice-President or the Directors shall have the authority to call at any time a special meeting of the Foundation. No public notice or advertisement of any Annual General Meeting or other meeting of the Foundation shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post or electronic means at least fourteen (14) days before the time fixed for the holding of such meeting; provided that any general or special meeting of the Foundation may be held at any time and place without such notice if all the members of the Foundation are present thereat and at such meeting, any business may be transacted which the Foundation may lawfully transact, provided that nothing herein contained shall permit the Foundation to pass a special resolution except after due notice to the members as provided herein.

3.02 Attendance at Meetings

All members of the Foundation including Voting members, Sustaining members, Honorary members, and current Foundation Auditors are entitled to attend Meetings of Members, however, only Voting members are entitled to vote at such meetings.

3.03 Chair of the Meeting

The President, when present, shall preside at all meetings of the members of the Foundation and of the Board of Directors. In the event of the absence of the President, the Vice-President shall preside and in the event of the Vice-President being also absent, the members who are present and entitled to vote at the meeting, shall choose one of the voting members currently in attendance to chair the meeting.

3.04 Annual General Meetings

The Annual General Meeting of the Foundation called for the purpose of electing directors and transacting such other business as may properly come before an Annual General Meeting shall be held during the month of September at a place and on the day to be fixed by the Board of Directors. At every Annual General Meeting the reports of the Directors, the Financial Statement, and the report of the Auditors shall be presented, and Auditors selected for the ensuing year.

3.05 Other Member Meetings

Other meetings of the members whether general or special may be convened by Order of the Directors for any date and time and at any place as the Directors may determine.

Except where the law otherwise requires the members may consider and transact any business either special or general without any notice thereof at any meeting of the members, provided

that this provision does not permit the Foundation to pass a special resolution except upon due notice as specified herein.

3.06 One Vote

Each voting member of the Foundation in attendance at the meeting of the Foundation shall at all meetings of the Foundation be entitled to one vote providing such member represents a Lodge, an affiliate group or some other membership creature of provincial or federal statute.

No voting member shall be entitled to vote at meetings of the Foundation unless the membership sponsor has paid all dues, fees or assessments, if any, then payable.

3.07 Amending Bylaws

The Bylaws of the Foundation shall not be altered or added to except by special resolution of the Foundation as hereinafter specified, provided that a repeal or amendment of any Bylaw or Bylaws not embodied in the Certificate of Continuance shall not be enforced or acted upon until it has been filed with and received by *Corporations Canada*.

For all purposes of the Foundation a special resolution shall mean a resolution approved by a majority of not less than two-thirds of such voting members of the Foundation in attendance, at a general meeting of the Foundation of which appropriate notice has been given.

3.08 Quorum

Two-thirds of the voting members in good standing and present in person shall form a quorum at the Annual General Meeting or special meeting.

Acknowledgement of notice of meeting and waiver of notice by voting member will be included in the quorum calculation.

In the event that a quorum is not present at the hour given in the notice of meeting, the meeting shall stand adjourned until the same hour and at the same time on the day following, the Voting members then present will constitute a quorum.

3.09 Adjournment

Any meetings of the Foundation or of the directors may be adjourned to any time and from time to time and when reconvened may conduct such business as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made even though no quorum is present.

3.10 Voting

At any meeting of the voting members, every motion, unless it is a motion to amend the Bylaws, shall be determined by a majority of the votes cast. If the motion is to amend the Bylaws, the required majority vote for approval is two-thirds.

In the case of equality of votes, either by a show of hands or on a ballot, the chair of the meeting in addition to the original vote shall have a second or casting vote.

SECTION 4 – Directors

4.01 Director Election and Term

The Foundation shall have seven Directors each serving a four year term. Elections shall occur at the Annual General Meetings in even years with four Directors being elected one year and three Directors being elected at the next two year interval.

4.02 Alternate Directors

The Foundation shall also have two Alternate Directors that can either take the place of Directors at any membership meeting or to fill a vacant Director position if that position becomes vacant. Alternate Directors shall be elected every two years following election of Directors. The Alternate Director terms shall be for two years.

If an Alternate Director moves into a Director position, he completes the vacated Director's four year term. When the Alternate Director position becomes vacant, the Board may elect a replacement Alternate Director from the current Voting Members.

4.03 Qualifications

The qualifications of a Director shall be coincident with qualifications for voting membership in the Foundation. The Voting Member representative of that member society shall have the right to nominate candidate for election to the Board of Directors and such Voting Member nominee shall be qualified to act as a Director. A Director shall cease to be a Director at the time he ceases to be the nominee or appointee of that respective voting membership, or at the time that the member group who has appointed or nominated that Director shall cease to be a member of the Foundation.

4.04 Assume Office

Every Director of the Foundation shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Foundation and his heirs, executors, administrators, and estate and effects respectively shall from time to time and at all be indemnified and saved harmless out of the funds of the Foundation from and against all costs, charges and expenses whatsoever, which such Director sustains or incurs in or about any action, lawsuit or, proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or

in relation to the affairs thereof except such costs, charges and expenses as are occasioned by his own willful neglect or default.

The members of the Board of Directors of the Foundation shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with these Bylaws.

4.05 Remuneration

No remuneration of any kind shall be paid to the Directors or Officers of the Foundation except for out-of-pocket expenses; the remuneration paid to employees or contractors of the Foundation shall be such amounts as the Board of Directors may from time to time determine.

SECTION 5 – Board of Directors

5.01 Board of Directors Meetings

The Board of Directors may hold its meeting at such place or places within Canada as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

Directors meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing by two Directors.

Notice of such meetings shall be delivered, telephoned or electronically forwarded to each Director not less than TWO days before the meeting is to take place, or shall be mailed to each Director not less than four days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

The Board may appoint a day or days in the month or months for regular meetings at an hour to be named and of such regular meeting, no notice need to be sent. A Directors meeting may also be held without notice immediately following the Annual General Meeting of the Foundation.

The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

5.02 Management

The affairs of the Foundation shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Foundation and are not by the Bylaws of the Foundation or by law expressly directed or required to be done by the Foundation at a meeting of the members or otherwise.

The Board of Directors may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation in its name any kind of contract which the Foundation may lawfully enter into and, save as hereafter provided, generally may exercise all such other authority and all such other acts and things as the Foundation is by its objects or otherwise authorized to exercise and do.

Without in any way detracting from the foregoing, the Directors are expressly authorized from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights warrants, options, and other securities, lands, buildings, and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation for such consideration and upon such terms and conditions as they may deem advisable.

5.03 Board Meeting Process

Questions arising at any meeting of Directors shall be decided by a majority of votes. In cases of equality of votes, the chairman in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry made to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In the absence of the President, his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for that purpose.

A resolution in writing signed by all of the Directors of the Foundation personally shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

The Board of Directors may from time to time appoint such officers and agents and authorize the appointment of such other persons as they deem necessary to carry out the objects of the Foundation, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

5.04 Quorum

A majority of the Directors shall form a quorum for the transaction of business.

SECTION 6 – Officers

6.01 Officers

There shall be a President, Vice-President, a Secretary, and a Treasurer, or in lieu of a Secretary and Treasurer a Secretary-Treasurer, and such other officers as the Board of Directors may decide from time to time. One person may hold more than one office except the offices of the

President and the Vice-President. All Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.

The duties of all officers of the corporation shall be such as the terms of their agreement call for or the Board of Directors requires of them.

6.02 Description of Offices and Duties of Officers:

- a) The President shall, when present, preside at all meetings of the members of the Foundation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Foundation. The President with the Secretary or other officers appointed by the Board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President or such other Director as the Board may from time to time appoint.
- b) The Vice-President shall perform and assume all the duties of and be subject to the same rules as the President whenever the President shall cease to hold office for any reason or be prevented from attending to his duties and shall preside at all meetings of the Foundation or the Board of Directors in the absence of or upon request of the President.
- c) The Secretary shall be an ex officio clerk of the Board of Directors and shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the book kept for that purpose. He shall give all notices required to be given to members and to Directors and shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Foundation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and he shall perform all such other duties as may from time to time be determined by the Board of Directors.
- d) The Treasurer, or the person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account (or agreed upon electronic means) and shall deposit all monies or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Foundation under the direction of the Board of Directors, and shall render to the Board of Directors at the regular meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Foundation. He shall be the custodian of the seal of the Foundation and perform such other duties as may from time to time be determined by the Board of Directors.
- e) The Board of Directors may from time to time appoint a manager or a Board of Managers or both a Manager and a Board of Managers some of whom may, but need

not be, Directors of the Foundation, and may delegate to him or them full authority to manage and direct the business and affairs of the Foundation (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting) and to employ and discharge agents and employees of the Foundation, or may delegate to him or them any lesser authority. Such manager, Board of Managers, or manager and Board of Managers, shall conform to all lawful orders given to him or them by the Board of Directors of the Foundation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Foundation.

- f) All officers, managers, members of a Board of Managers, agents and employees shall be subject to removal from office or employment by the Board of Directors at any time with or without cause and with or without notice to the person so removed.
- g) In case of absence or inability to act of any officer, agent or employee of the Foundation or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such person or persons to any other person or persons.
- h) Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the President, or any other person authorized by the Board of Directors.
- i) The President, Vice-President, Secretary, Treasurer or Directors or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any or all shares, bonds, or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Foundation transfers or shares, bonds or other securities from time to time transferred to the Foundation, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all such instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Foundation.

SECTION 7 – Notices

7.01 Notice of Meetings

Notice of the time and place of all meetings and the nature of the business to be transacted such be communicated in any manner permitted by these Bylaws to each member so entitled to vote at least fourteen (14) days before the holding of the meeting provided always and subject to any laws or provisions to the contrary, meetings of members either general or special may be held at any time and place specified by the Board of Directors without such notice if each of the members either consents to the holding of the meeting or is present thereat or is represented

thereat by proxy duly appointed. Members may also by writing waive notice of general or special meetings of members.

7.02 Methods of Giving Notices

Whenever under the provisions of these By-laws of the Foundation, notice is required to be given, such notice may be given either personally, electronically or by depositing the same in a post office or public letter box in a post-paid sealed wrapper addressed to the director, officer, or member. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded in the books of the Foundation.

7.03 Changes to Meeting Notices

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to the Bylaws of the Foundation with respect to the manner of giving notice to members entitled to vote at a meeting of the members.

7.04 Errors or Omission

No error or omission in giving notice of any annual general meeting, general meeting, special meeting or Board of Directors meeting, or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

SECTION 8 –Audits

8.01 Appoint Auditor

- a) The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next Annual General Meeting.
- b) If an appointment of an auditor is not made at an annual general meeting or the annual general meeting is not held, the Directors may appoint an auditor of the Foundation for the current fiscal year and fix the remuneration to be paid to him by the Foundation for his services.
- c) The Directors may fill any casual vacancy in the office of the auditor, but while any such vacancy continues, the surviving or continuing auditor or auditors, if any, may act.

8.02 Auditor Remuneration

The remuneration of the auditors of the Foundation shall be fixed by resolution of the members, or if the members so resolve, by the Directors.

8.03 Auditor Eligibility

A Director, manager, officer or any employee of the Foundation and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed auditor of the Foundation; PROVIDED THAT the Foundation may by unanimous vote of all the members entitled to vote for the election of the directors, appoint as auditor a director, manager, officer or employee of the Foundation or any such person as aforesaid.

8.04 Audit Reports

The auditors shall make a report to the members and directors on the account examined by them and on every balance sheet and statement of incomes and expenditures laid before the Foundation at any annual meeting during their term of office, and the report shall state:

- i. Whether or not they have obtained all the information and explanations they have required, and
- ii. Whether in their opinion the balance sheet they referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Foundation's affairs as at the date of the balance sheet and the result of its operation for the year ended on that date according to the best of their information and the explanations given to them and as shown by the books of the Foundation.

8.05 Auditor Right of Access

Every auditor of the Foundation shall have right of access at all times to all records, documents, books, accounts and vouchers of the Foundation and is entitled to require from the directors and officers of the Foundation such information and explanation as may be necessary for the performance of the duties of the auditor.

8.06 Auditor Attendance at Meetings

The auditors of the Foundation are entitled to attend any meeting of members of the Foundation at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

8.07 Extent of Audit

The rights and duties of an auditor of the Foundation shall extend back to the date up to which the last audit of the Foundation books, accounts and vouchers was made.

SECTION 9 – Dispute Resolution

9.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Foundation arising out of or related to the Articles or Bylaws, or out of any aspect of the operations of the Foundation is not resolved in private meetings between the parties, then without prejudice to or in other way detracting from the rights of the members, directors, officers, committee members, employees or volunteers of the Foundation as set out in the Articles, Bylaws 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 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 anyone of the mediators referred to above, in accordance with provincial legislation governing domestic arbitrations in force in the province where the registered office of the Foundation is situated or as otherwise agreed upon by the parties in 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 arbitrator(s).

SECTION 10 – Effective Date

10.01 Effective Date

These Bylaws and subsequent amendment(s) thereof shall be effective when approved by the Voting members at the regular Annual General Meeting of the Foundation. However, if a Bylaw or amendment stipulates a certain date for implementation, that Bylaw or amendment will take effect on the stated date.

CERTIFIED for preliminary approval by the Board of Directors of Sons of Norway Foundation in Canada by resolution dated the 4th day of September, 2014, with Final Approval by the Voting members of Sons of Norway Foundation in Canada by special resolution dated the 6th day of September, 2014.

Dated: 6th day of September, 2014



President – Tore Pettersen



Secretary – Helen Evjen

Corporate Seal

