

Windsor Park Community League Bylaws

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This document contains the bylaws governing the Windsor Park Community League Edmonton, as approved by its membership through special resolution in accordance with the Alberta Societies Act. These replace all previous Bylaws.

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Article 1. Name

1.1 The name of the Society shall be **Windsor Park Community League Edmonton** and is referred to hereinafter as the “League” or **WPCL**.

Article 2. Definitions

Ad Hoc Committee: A temporary committee created to address a specific task or issue, with a defined duration.

Board: The Board of Directors of the League.

Bylaws: The Bylaws of the League as amended from time to time.

Code of Ethics: means the League’s written guidelines for expected conduct by Directors, Officers, volunteers, and members when acting on behalf of the League.

Director: An individual elected or appointed to the Board in accordance with these Bylaws.

Executive Committee: A subset of the Board composed of the President, Vice-President, Treasurer, and Secretary.

Ex Officio: By virtue of one’s office or position. An ex officio member of a committee has the right to attend and participate in meetings and discussions but may or may not have voting rights, as specified by the Board or bylaws.

EFCL: The Edmonton Federation of Community Leagues

Finance Committee means the committee chaired by the Treasurer that assists in developing the budget, monitoring the League’s finances, and recommending financial policies or practices.

General Meeting: A meeting of the membership, which may be an annual general meeting or a special general meeting.

League: The Windsor Park Community League governed by these Bylaws.

Member: A person who holds membership in the League and is in good standing.

Member at Large: An elected board director who represents the membership and supports the board without holding a specific portfolio.

Nominating Committee means the committee responsible for identifying, recruiting, and recommending candidates for the Board and for supporting leadership succession planning.

Officer: A Director who holds a designated position on the Executive Committee.

Operating Account: The League’s primary bank account used for day-to-day transactions, including program costs, utilities, salaries, supplies, and other routine operational expenses.

Policy Committee means the committee responsible for developing, reviewing, and recommending League policies and procedures to ensure consistency, compliance, and effective governance.

Quorum: The minimum number of participants required to conduct a meeting as defined in these Bylaws.

Special Resolution: A resolution passed by at least 75% of the votes cast at a General Meeting, for which 21 days' notice has been provided, outlining the intention to propose the resolution.

Standing Committee: A permanent committee established by the League to oversee specific areas of responsibility.

Signing Authority: A Director or Officer authorized by resolution of the Board to sign financial instruments and legal documents on behalf of the League.

Societies Act will mean the Societies Act R.S.A 2000, Chapter S-14 as amended or any statute substituted for it.

Voting Member: A Member who is eligible to vote in accordance with Article 4.

Article 3. Boundaries

3.1 The League encompasses the area of the City of Edmonton bounded by 112 Street (east), University Avenue (south), and the North Saskatchewan River (west and north), following the centre lines of roads and the river. These boundaries do not prevent areas within them from separating in future, provided the Edmonton Federation of Community Leagues' procedures are followed.

Article 4. Membership

4.1 Membership in the League is open to any individual who supports the League's purposes and wishes to participate in its activities. Membership in good standing requires the individual to abide by the WPCL **Code of Ethics**.

4.1.1 **Voting members:** Any adult residing within the boundaries defined in Article 2 may become a Voting Member if they:

- Have paid any applicable membership fee of the League for the current membership year; and

- Have submitted a completed Member Registration Form to the Board of Directors.

Voting Members may vote at General Meetings and stand for election to the Board.

4.1.2 Honorary members: Individuals who have provided extraordinary service to the League may be granted Honorary Membership. Such membership must be approved by the Board of Directors and ratified by the Membership at a General Meeting. Honorary Members are non-voting members of the League. They may participate in League activities and be recognized for their contributions, but they do not count toward quorum and may not vote at General Meetings or stand for election to the Board.

4.1.3 Affiliate Members: Businesses, institutions, or organizations located within the League's boundaries may become Affiliate Members by:

- Submitting a completed Member Registration Form; and
- Paying the applicable membership fee.

Affiliate Members are non-voting but may participate in League events and initiatives.

4.1.4 Associate Members: Individuals who live outside the League's boundaries but who wish to support its activities may become Associate Members by:

- Submitting a completed member registration form; and
- Paying the applicable membership fee.

Associate Members are non-voting but may participate in League events and volunteer activities.

4.2 Membership may be voluntarily terminated by submitting a written request to the Board of Directors.

4.3 A member of the League in good standing may:

- Participate in league programs (subject to space and capacity, and program specific requirements).
- Receive notice of general meetings,
- (If a voting member) observe Board of Directors meetings.

Non-members may attend Board of Directors meetings at the discretion of the Board.

4.3.1 Members are expected to uphold the values of the League, treat others with respect, and abide by League policies and bylaws.

4.4 The League's membership fees shall be established annually by the Board of Directors.

4.4.1 The League's membership year shall align with the membership year set by the Edmonton Federation of Community Leagues (EFCL).

4.5 A Member may be designated as **Not in Good Standing** by the Board of Directors for conduct deemed harmful to the League or its purposes. Members Not in Good Standing:

- May not vote at general meetings;
- May not attend Board of Directors meetings;
- Are ineligible to attend members-only events or programs.

Such members may apply to the Board to be reinstated to good standing.

4.6 A Member may be expelled by Special Resolution of the Board of Directors for actions harmful to the League or its purposes.

4.6.1 Members subject to potential expulsion are entitled to:

- Forty-eight (48) hours' notice prior to the Board vote;
- An opportunity to present their case to the Board immediately before the vote;
- Written notice of the decision within forty-eight (48) hours following the vote.

4.6.2 Expulsion is effective immediately upon the completion of the vote.

4.6.3 Expelled Members have the right to appeal the decision through the dispute resolution process outlined in Article 20.

4.7 The League shall maintain active membership in the Edmonton Federation of Community Leagues (EFCL), and shall comply with its membership requirements, including participation in the EFCL membership year and other relevant policies.

Article 5. General Membership Meetings (Annual or Special)

5.1 A quorum for a general meeting shall consist of ten (10) registered Voting Members of the League who are not members of the Board of Directors.

5.2 All Voting Members present at a general meeting are entitled to vote on matters brought before the meeting. Voting by proxy is not permitted.

5.3 Voting shall be conducted by a show of hands unless otherwise specified. Contested elections must be conducted by secret ballot.

5.4 The Board of Directors may determine that a general meeting be held entirely or partially by virtual means.

5.5 If a virtual meeting is held:

5.5.1 The platform used must allow participants to communicate effectively, identify speakers, view motions, and observe voting results.

5.5.2 Directors participating virtually shall be considered present for the purposes of quorum and decision-making.

5.5.3 If secret ballot voting is required, the platform must support anonymous voting. Anonymous electronic voting shall be deemed equivalent to a secret ballot.

5.6 If quorum is not reached within thirty (30) minutes of the scheduled start time of a general meeting:

5.6.1 The meeting shall be adjourned and rescheduled by the Board of Directors, with notice given in accordance with these bylaws.

5.6.2 The rescheduled meeting shall take place no sooner than seven (7) days and no later than twenty-one (21) days from the original date. Quorum requirements shall still apply to the rescheduled meeting.

Article 6. Annual General Meetings

6.1 The Annual General Meeting (AGM) of the League shall be held within seven (7) months of the end of the financial year, on a date determined by the Board of Directors.

6.2 Notice of the AGM shall be provided at least twenty-one (21) days in advance. Notice must be sent via email to all registered members at the time of distribution and may also be communicated through other methods approved by the Board. The notice shall include the date, time, location (or virtual access details), agenda, and any items requiring a Special Resolution.

6.3 The accidental omission of notice to any member, or the non-receipt of such notice, shall not invalidate proceedings at the meeting, provided the omission did not materially affect the meeting's purpose or outcomes.

6.4 The agenda for the AGM shall be prepared by the Board of Directors and included with the meeting notification. At a minimum, the agenda must include:

- An annual report from the Board;
- A presentation of the Board's planned activities for the upcoming year;
- A presentation of the organization's financials (as outlined in clause 11.4);
- Appointment of auditors for the next financial year (as outlined in clause 11.1);
- Election of Board members to fill any vacant positions (as outlined in clause 8.9).

Article 7. Special General Meetings

7.1 A Special General Meeting of the League may be called in any of the following ways:

- By the President, at their discretion;
- By written request signed by a minimum of three (3) members of the Board of Directors;
- By written request signed by at least fifteen (15) Voting Members or 20% of the total membership of the League, whichever is greater.

7.2 Notice of a Special General Meeting shall be given in the same manner as notice for the Annual General Meeting, in accordance with clause 6.2. The notice must include the date, time, location (or virtual access details), the purpose of the meeting, and a proposed agenda.

Article 8. Governance Structure: Board Composition, Officer Duties and Terms of Office

8.1 The Board of Directors shall have full control and management of the affairs of the League, subject to these Bylaws, the League's policies, and any resolutions passed at a General Meeting.

8.2 The Board shall consist of no fewer than seven (7) and no more than twelve (12) Directors.

8.3 The Board shall include the following positions: President, Vice President, Treasurer and Secretary. Additional Directors may include Programs, Membership, Communications, Civics, Facilities, Member at Large, or others as determined by the Board. The Past President shall serve in a non-voting, ex-officio advisory role to the Board. This position does not count toward the minimum or maximum number of Directors set out in section 8.2.

8.4 Officer Duties

8.4.1 The President shall:

- Preside over all meetings of the League or designate another individual to do so;
- Serve as an **ex-officio** member of all committees;
- Oversee the general supervision of the League's activities;
- Act as a signing authority throughout their term;
- Serve as the official spokesperson of the League or appoint a designate;
- Chair the Executive Committee;
- Report regularly to the organization;
- Manage staff in accordance with Board directives.

8.4.2 The Vice President shall:

- Preside over meetings in the absence of the President;
- Assume the duties of the President as required;
- Act as a signing authority throughout their term;

- Chair the Policy Committee;
- Serve on the Executive Committee.

8.4.3 The **Secretary** shall:

- Attend and record minutes for all League, Board, and Executive Committee meetings;
- Collaborate with the President to prepare agendas and coordinate reports;
- Distribute meeting notices and minutes;
- Maintain the League's official records and correspondence;
- Act as a signing authority throughout their term;
- Serve on the Executive Committee.

8.4.4 The **Treasurer** shall:

- Ensure proper maintenance of the League's financial books and records;
- Oversee all League funds, receipts, and disbursements (or supervise a bookkeeper to do so);
- Present a financial report at every Board meeting;
- Present an audited/reviewed financial statement at the Annual General Meeting;
- Develop and review financial policies and procedures;
- Recommend an annual budget (in collaboration with the President);
- Act as a signing authority throughout their term;
- Chair the Finance Committee;
- Serve on the Executive Committee.

8.4.5 The **Past President** shall:

- Serve in a non voting role for (one)1 year following their term as President;
- Chair the Nominating Committee.
- Perform duties as assigned by the Board.

8.5 Directors shall be elected by Voting Members at the Annual General Meeting. Nominees must be Voting Members and must receive a simple majority of votes from those present.

Amendment: acclimation is not possible.

8.6 A person becomes a Director if:

- They are present at the meeting and do not decline the nomination; or
- They were not present but provided prior written consent to serve.

8.7 No more than one (1) member of a household may serve on the Executive Committee at the same time.

8.8 Directors elected at the Annual General Meeting shall assume office on the first day of the month following the election.

8.9 At the first Board meeting following the AGM, Directors will be assigned to lead or support priority areas as determined by the Board.

8.10 Vacancies and Appointments

8.10.1 If a position becomes vacant, the Board may appoint a replacement. Such appointments must be ratified at the next General Meeting and shall be valid until the end of the original term of the vacated position.

8.10.2 The Board may appoint additional Directors as long as the total number does not exceed twelve (12). These appointments require approval from two-thirds ($\frac{2}{3}$) of the sitting Board and take effect immediately.

8.10.3 Directors, including Officers, shall serve a term of up to two (2) years. To ensure continuity, elections will be staggered so that not all positions change at the same time. No Director may serve more than three (3) consecutive terms without taking a break of at least one (1) year before being eligible for re-election.

8.10.4 A Director may resign by submitting a written resignation to the Secretary. The resignation takes effect either 30 days after receipt or immediately if so requested in the letter.

8.10.5 Removal of a Director requires a motion passed by two-thirds ($\frac{2}{3}$) of the Board. Refer to Article 21.

8.10.6 Directors may be removed from the Board by a motion with two-thirds ($\frac{2}{3}$) of the Board in favour of removal.

8.10.7 In the event of a vacancy due to resignation, removal, or death, the Board may appoint a replacement for the remainder of the term, subject to ratification at the next General Meeting.

An appointed Director shall have all the rights and responsibilities of an elected Director. Upon completion of the appointed term, the individual may stand for election. Any appointed term of one year or less shall **not** count toward the maximum number of consecutive elected terms as set out in Section 8.10.3.

8.10.8 If no nominations are received for an Executive position, the Board may appoint an eligible member to fill the role until the next General Meeting, where the position must be elected or ratified by the membership.

8.10.8 If a majority or all members of the Executive Committee resign, are disqualified, or become unable to serve, the remaining Directors must:

- Convene an Emergency Board Meeting within 14 days to appoint interim Executive Officers from among current Directors or Members in good standing; and
- Call a Special General Meeting within 30 days to elect new Executive Officers and notify the membership and relevant organizations of interim governance measures.

8.10.9 If no Board Members remain, any three (3) Members in good standing may petition the EFCL for assistance in re-establishing governance and calling a Special General Meeting.

8.11 Remuneration of Directors

8.11.1 Directors shall not receive payment for their services. However, they may be reimbursed for reasonable expenses incurred in the performance of their duties.

Article 9. Conflict of Interest

9.1 Directors and Officers of the League shall act honestly and in good faith, in the best interests of the League, and in accordance with the *Societies Act* (Alberta) and all applicable laws and regulations.

9.2 A conflict of interest exists when a Director or Officer, or a person related to them, has a personal, financial, or other interest that could improperly influence their duties or decision-making on behalf of the League.

9.3 Any Director or Officer who perceives a potential or actual conflict of interest must immediately disclose the nature and extent of the conflict to the Board of Directors. This disclosure shall be recorded in the minutes of the meeting.

9.4 A Director or Officer who has declared a conflict of interest:

- Shall not participate in any discussions or decisions related to the matter in conflict;
- Shall abstain from voting on the matter; and
- May be asked to leave the room during deliberation.

9.5 The remaining non-conflicted members of the Board shall determine whether an actual conflict exists and how it should be managed, in accordance with the League's policies and the *Societies Act*.

9.6 Failure to disclose a conflict of interest may result in disciplinary action, up to and including removal from the Board or position, as determined by a two-thirds ($\frac{2}{3}$) vote of the Board.

9.7 The League shall maintain a written Conflict of Interest Policy, reviewed annually, and all Directors and Officers shall sign a declaration upon assuming office affirming their understanding and commitment to uphold it.

Article 10. Board Meetings

10.1 The Board of Directors shall meet at least once per calendar month, for a minimum of nine (9) meetings per year. Notice of each meeting must be provided to all Directors at least seven (7) days in advance, unless all Directors agree to waive or shorten the notice period.

10.2 A quorum for Board meetings shall be a majority of Directors, including at least two (2) Officers.

10.3 The Board may establish its own rules of order to govern meetings.

10.4 Voting at Board meetings shall be conducted by a show of hands unless two (2) Directors request a secret ballot. A secret ballot shall be used for all contested elections of Officers or Directors.

10.5 Directors must abstain from voting on any motion where they have declared a conflict of interest. Such abstentions must be recorded by the Secretary. Directors who abstain shall count toward meeting quorum but shall not be counted in the vote tally for or against the motion.

10.6 The President shall call a Special Meeting of the Board within fourteen (14) days upon receiving a written request signed by a majority of Board members. Notice of such a meeting must be provided at least seven (7) days in advance and must include the specific item(s) to be addressed.

10.7 The Board may determine that a meeting will be held wholly or partially via virtual means.

10.7.1 The virtual meeting platform must allow all participants to effectively communicate, identify speakers, and display motions and voting outcomes.

10.7.2 Directors participating virtually shall be considered present for the meeting.

10.7.3 If secret ballot voting is required during a virtual meeting, an anonymous voting method must be used. Anonymous voting shall be considered equivalent to a secret ballot.

10.8 The President may initiate an electronic vote via email when necessary. The President shall outline the motion and request votes via email. The first affirmative response shall be considered the mover, and the second shall be the seconder. The President will tally the votes and communicate the results via email. The outcome shall be recorded in the minutes of the next Board meeting.

Article 11. Committees

11.1 The League may establish **standing or ad hoc committees** to support the League's operations, programs or governance of the League. Committees may consist of one or more individuals and may include Board members or other volunteers. The Board is responsible for defining the purpose, membership, and authority of each committee and may dissolve any committee at its discretion.

11.2 There shall be the following standing committees of the League: The Nominating Committee, Finance Committee, Policy Committee and Executive Committee.

11.2.1 The **Nominating Committee** shall annually complete an assessment of the existing directors. They shall recommend new candidates for Board membership at the annual general meeting, based on the qualifications of outgoing directors and their perception of required qualifications for new directors.

11.2.2 The **Finance Committee** shall be chaired by the Treasurer and shall oversee the accounts of League.

11.2.3 The **Policy Committee** shall recommend policies to the Board and periodically review all policies of the Board.

11.3 The **Executive Committee** of the League shall consist of the President (Chair), Vice President, Secretary, and Treasurer.

11.3.1 The Executive Committee shall meet as required. Notice of meetings must be provided at least seven (7) days in advance unless all Executive Committee members agree to waive or shorten the notice period.

11.3.2 The Executive Committee is responsible for ensuring the implementation of all policies and directives issued by the Board of Directors.

11.3.3 The **Executive Committee** may act on urgent matters where it is impractical to convene a full Board meeting. Such decisions must be presented to the Board for ratification at its next meeting. The Executive Committee may not make decisions reserved for the full Board under the Societies Act or these Bylaws.

Article 12. Audit

12.1 Each year, the Board of Directors shall recommend to the membership the appointment of auditors to review the League's financial records. The audit must be conducted by a minimum of two (2) individuals who are not signatories on any of the League's bank accounts and have not held signing authority within the previous two (2) calendar years. Auditors are appointed by the voting members at the Annual General Meeting.

12.2 The appointed auditors shall submit a complete and accurate report on the financial records of the League for the preceding fiscal year within three (3) months of the fiscal year end.

12.3 A professional audit conducted by a qualified accountant may be initiated at the discretion of the Board of Directors, if deemed necessary to ensure financial transparency and accountability.

12.4 Audited financial statements shall be presented annually by the Treasurer or their designate at the Annual General Meeting. This presentation shall include, at minimum, a summary of the organization's income, expenditures, assets, and liabilities.

Article 13. Inspection of Books and Records

13.1 The books and records of the League may be inspected by any member at the Annual General Meeting or at any other time, provided that the member gives at least fourteen (14) days' notice and arranges a mutually agreeable time with the director responsible for maintaining the records. Board members shall have reasonable access to the books and records at all times.

Article 14. Signing Authority and Financial Matters

14.1 A minimum of three (3) of the Executive Committee may be granted signing authority. Only individuals with signing authority may sign cheques or other financial instruments related to League affairs.

14.2 All cheques must bear two (2) signatures. No two signing authorities may reside in the same household. A signing authority shall not sign a cheque if they are the payee.

14.3 The Board of Directors may open one or more accounts with any Chartered Bank, Trust Company, Treasury Branch, or Credit Union. The Board shall appoint signing authorities and execute all necessary documents for the League's financial transactions.

14.4 All financial instruments (e.g., cheques, bills, debentures) must be signed by the Treasurer (or their designate) and one other officer or Director who has been granted signing authority by a resolution of the Board of Directors.

14.5 Contracts and other legal documents relating to the League's business must be signed by an officer or other individual authorised by resolution of the Executive Committee or the Board of Directors.

14.6 The Board of Directors may hire individuals as deemed necessary for the efficient operation of the League.

14.7 The Treasurer shall prepare and present the Annual Budget for the upcoming fiscal year to the Board of Directors for approval. The Treasurer is also responsible for ensuring accurate financial reporting and ongoing compliance with applicable policies and regulations.

14.8 The League may borrow, raise, or secure funds only by Special Resolution of the membership.

14.9 Prior to incurring any organizational debt, the Board of Directors must present a plan detailing the amount, intended use, terms, and method of repayment for approval.

14.10 Debt incurred by the League must be used exclusively for the purposes outlined in the approved debt plan under clause 14.9.

14.11 Any changes to the approved use of debt must be approved by the membership at a general meeting.

14.12 The financial year of the League shall end on **March 31** of each year.

14.13 The Board of Directors shall not authorize any single financial commitment, expenditure, or contractual obligation exceeding ten percent (10%) of the League's current operating account balance without prior approval by Special Resolution of the membership at a general meeting. This limit does not apply to expenditures already approved as part of the current annual budget.

Article 15. Seal of the Society

15.1 The League does not have, nor is it required to maintain, a corporate seal.

Article 16. Amendments to the Bylaws

16.1 These Bylaws may be rescinded, amended, or added to by Special Resolution at a general, special general, or annual general meeting, provided that at least twenty-one (21) days' written notice of the proposed changes has been given to the membership.

16.2 All proposed amendments must be reviewed and approved by the Board of Directors prior to being presented to the membership for consideration at any general, special general, or annual general meeting.

Article 17. Membership in the Edmonton Confederation of Community Leagues

17.1 The League shall, until dissolution occurs, maintain its membership in the Edmonton Federation of Community Leagues (EFCL) and abide by the EFCL's Code of Ethics and any membership requirements necessary to retain good standing, including those related to eligibility for municipal funding.

Article 18. Dissolution

18.1 The League may be dissolved by Special Resolution passed at a special general meeting convened specifically for the purpose of considering dissolution.

18.2 Upon dissolution of the league, all real property and fixtures shall revert to the City of Edmonton in accordance with the terms of the Tripartite License Agreement. All remaining assets, after payment of debts and liabilities, shall be held in trust by the Edmonton Federation of Community Leagues (EFCL). The EFCL shall hold such assets in trust until the League is reactivated or merged with another recognised Community League.

Article 19. Parliamentary Authority

19.1 The most current edition of *Robert's Rules of Order* shall govern the conduct of all general meetings and Board proceedings, insofar as such rules are applicable and not inconsistent with these Bylaws or the requirements of the *Societies Act*.

Article 20. Indemnification and Insurance

20.1 Each Director shall hold office with the protection from the League. The League shall indemnify each Director against all costs, charges, and expenses that result from any duties carried out in role. The League does not protect any Director for acts of fraud, dishonesty, or bad faith.

20.2 No Director shall be liable for the acts of any other Director or employee. No Director shall be responsible for any loss or damage due to bankruptcy, insolvency, or last wrongful act of any person, firm, or corporation dealing with the League.

20.3 Directors can rely on the accuracy of statements or reports prepared by the League's auditor or other professionals engaged by the League. Directors shall not be liable for any loss or damage resulting from acting on such information.

20.4 The League shall maintain appropriate insurance coverage, including directors and officers liability insurance, to support the indemnification of Directors and to protect the League and its Board from associated risks. The Board shall review such coverage on a regular basis.

Article 21. Dispute Resolution

21.1 In the event of any dispute or ambiguity regarding the interpretation or application of these Bylaws, the Board of Directors shall have the authority to make a binding determination. Such interpretation shall be final and conclusive, provided it does not contravene the *Societies Act (Alberta)* or any other applicable legislation.

21.2 Disputes may arise between:

1. Members of the League;
2. The League and its Directors or Officers;
3. The League, its Directors, or its Officers and:
 - a. A member; or
 - b. A former member who was a member within the previous 12 months.

21.3 Disputes will be addressed and resolved through the following escalating steps:

- a. **Direct Negotiation** – Between the parties, with or without assistance or facilitation.
- b. **Appeal to the Board** – If unresolved, a written appeal may be made to the Board or designated committee for a decision.
- c. **Mediation** – If still unresolved, mediation shall be pursued in accordance with the National Mediation Rules of the ADR Institute of Canada (ADRIC), or other mutually agreed-upon mediation practices.

d. **Arbitration** – If resolution is not achieved through mediation, the dispute shall be resolved through arbitration under the National Arbitration Rules of ADRIC or other agreed-upon practices. The arbitrator's decision shall be final and binding on all parties.

21.4 The process for selecting facilitators, mediators, or arbitrators shall be conducted in accordance with the League's policies.

21.5 All members are required to comply with the League's complaint resolution bylaws, policies, and procedures as a condition of membership. A member's failure to cooperate with dispute resolution or disciplinary processes may be deemed misconduct and subject to disciplinary action.

21.6 English shall be the language used in dispute resolution unless parties agree otherwise.

21.7 The costs of mediation and arbitration shall be shared equally by the parties involved.