

ADR INSTITUTE OF ONTARIO, INC.

BY-LAW NO. 1

**ENACTED JANUARY 14, 1998 AND AMENDED AND RESTATED MAY 26, 2006;
JUNE 1, 2010; JUNE 16, 2011, JUNE 22, 2012**

11. Election of Directors and the Vice President/President Elect.
- (a) Nominations. Any nomination of a candidate for election to the Board of Directors shall be in writing signed by two (2) Members, shall have the written assent of the nominee appended thereto and shall be lodged with the Nominating Committee at least forty-five (45) days before the day of the annual meeting excluding the date of such meeting.
 - (b) The Executive Director or other appropriate person appointed by the Board of Directors shall prepare ballots containing the names of the candidates so nominated listed alphabetically and identifying whether such candidates reside within or outside Greater Toronto, brief biographical notes of not more than one hundred and fifty words provided by the candidates for election to the Board of Directors and shall send one such ballot and biographical notes together with a copy of this Paragraph 11 to each Member at least thirty (30) days before the day of the annual meeting, excluding the date of such meeting.
 - (c) Ballots shall be lodged with the Executive Director or other appropriate person appointed by the Board of Directors.
 - (d) The voting shall close at the time appointed for the commencement of the annual meeting.
 - (e) The Executive Director or other appropriate person appointed by the Board of Directors shall deliver the ballots lodged with him/her to three or more scrutineers appointed by the President from Members who are not candidates.
 - (f) The scrutineers shall count the votes cast by the ballots.
 - (g) For the election of Directors at any meeting after the 1998 annual meeting:
 - (i) the two (2) nominees with the largest aggregate number of votes among the nominees from outside Greater Toronto shall be elected as Directors. Such elected Directors will hold office from the date of the meeting at which they are elected until the second annual meeting after such election or until their successors are elected or appointed; and
 - (ii) the eight (8) nominees with the largest aggregate number of votes among the remainder of the nominees (whether from within or outside of Greater Toronto) shall be elected as Directors. Such elected Directors will hold

office from the date of the meeting at which they are elected until the second annual meeting after such election or until their successors are elected or appointed.

- (h) The scrutineers shall prepare, sign and deliver to the Chair of the annual meeting a certificate of the names of the candidates who have been elected. The scrutineers shall also prepare and sign a summary of the votes cast for each successful candidate which shall be lodged with the Executive Director or other appropriate person appointed by the Board of Directors.
- (i) Any ties shall be broken by lot drawn on privately by the scrutineers.
- (j) The Chair of the annual meeting shall declare to the annual meeting that the candidates named in the scrutineers' certificate have been elected to the Board of Directors for the ensuing year (in the case of one-half of the Directors elected at the annual meeting in 1998) and two years (in case of one-half of the Directors elected at the annual meeting in 1998, and all of the Directors elected at the annual meetings after the 1998 annual meeting), but the Officers of the Corporation shall notwithstanding continue to act until their successors are elected.
- (k) The ballots and the summary of votes shall be destroyed by the Executive Director following the annual meeting.