

# General By-Law No. 1

A by-law relating generally to the conduct of the affairs of  
**Canadian Engineering Education Association/Association canadienne de l'éducation en génie**  
(the "Association")

**BE IT ENACTED** as a By-law of the Association as follows:

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## SECTION 1 - GENERAL

### 1.1 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "Association" means Canadian Engineering Education Association / Association canadienne de l'éducation en génie;
- d) "Board" means the Board of Directors of the Association;
- e) "By-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- f) "Declared Incapable" means that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or is declared to be incapable by any court in a jurisdiction outside Canada;
- g) "Director" means a member of the Board;
- h) "Meeting of members" includes an annual meeting of members or a special meeting of members;
- i) "Member" means a member of the Association, unless stated otherwise;

- j) "Officer" means an officer of the Board;
- k) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- l) "Public Accountant" means the public accountant appointed for the Association under paragraph 127(1) or subsection 181 (1) or 186 (1) or who fills a vacancy under subsection 184 (2) or 15 (1) of the Act;
- m) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- n) "Special Meeting of Members" includes a meeting of all members entitled to vote at an annual meeting of members; and
- o) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 Corporate Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

## **1.3 Head Office**

The head office of the Association shall be situated in Winnipeg, Manitoba.

## **1.4 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in the by-law.

In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.

## **SECTION 2 –MEMBERSHIP**

### **2.1. Conditions of Membership**

Membership in the Association shall be limited to persons and organizations interested in furthering the objects of the Association who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

Membership classifications and rights shall include:

- Voting Members: Voting Members shall be eligible to hold any office, to vote on all matters submitted to the membership, and to petition the Board of Directors on any matter.
- Non-Voting Members: Non-Voting Members may attend meetings of members but cannot vote on any other matters at meetings of members, nor endorse applications for any class of

membership. Non-Voting Members of the type “Student Member” have the exclusive right to select a Student Member to serve as the Student Director on the Board; otherwise, Non-Voting Members cannot hold other Board positions or offices. Non-Voting Members shall enjoy all other privileges of the Association.

The following types of membership belong to the Voting Member Class:

- **Honorary Member:** Honorary membership may be granted to any person who in the unanimous opinion of the Board of Directors is considered worthy of such honour by reason of unusual service to the Association or outstanding work in the field of Engineering Education. Honorary Members shall be elected for life.
- **Professional Member:** Membership may be granted to any person engaged or interested in Engineering Education.
- **Affiliate Member:** Affiliate membership may be granted to any Company or legally established organization having an active interest in supporting the objectives of the Association. This includes any Faculty of Engineering, Faculty of Applied Science, Engineering School or College that offers accredited engineering programs, or any Technical College that offers engineering technology programs. Affiliate Members shall identify a representative who will be entitled to all rights and responsibilities of a Voting Member.

The following types of membership belong to the Non-Voting Member class:

- **Student Member:** Student membership may be granted to any currently registered student having an active interest in supporting the objectives of the Association.

## **2.2 Membership Fees**

Membership fees will be established by the Board of Directors.

## **2.3 Termination of Membership**

A membership in the Association is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws;
3. the member resigns by delivering a written resignation to the President of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 2.4 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member’s term of membership expires; or
6. the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

## **2.4 Discipline of Members**

The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Association;
2. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, the Vice President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the Vice President, or such other Officer as may be designated by the Board, the Board may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 3 – MEETINGS OF MEMBERS**

### **3.1 Members' Meetings**

The annual or any other general/special meeting of the members shall be held at any place in Canada as the Board of Directors may determine and on such day and time as the said Directors shall appoint. An online meeting will be an acceptable format for such a meeting. The members may also resolve that a particular meeting of members be held outside of Canada.

### **3.2 Persons Entitled to Be Present**

The only persons entitled to be present at a meeting of members shall be Voting Members, Non-Voting Members, the Directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.3 Chair of the Meeting**

The President of the Board will chair any Meeting of the Members. In the event that the President is absent the Vice President will assume the role of chair. If both President and Vice President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **3.4 Quorum**

A quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting. Members joining by videoconference or teleconference, if such means are offered by the Board as part of the meeting, are included in the determination of quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.5 Business to Be Transacted**

At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented. The members may consider and transact any business either special or general at any meeting of the members.

### **3.6 Calling a Meeting of Members**

The Board of Directors or the President of the Board shall have power to call, at any time, a general or special meeting of the members of the Association.

The Board of Directors shall call a special general meeting of members on a written requisition of at least 5% of the active Voting Members.

### **3.7 Voting**

A member entitled to vote at a meeting of members may vote during the meeting by method of an electronic, telephonic, email ballot, or other communication facility if that method is offered by the Board, and provided that the method enables

- a. the votes to be gathered in a manner that permits their subsequent verification, and
- b. the tallied votes to be presented to the Association such that each vote remains confidential.

### **3.8. Notice of a Meeting of Members**

Twenty-one (21) to thirty-five (35) day's written notice shall be given to each Voting Member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each Voting Member shall have the right to exercise one vote.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association 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. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be their last address recorded on the books of the Association.

### **3.9. Votes to Govern**

A majority of the votes cast by the members shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws. In case of an

equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion is automatically negated.

## **SECTION 4 – BOARD OF DIRECTORS**

### **4.1 Size and Composition of the Board**

The Board shall consist of a minimum of five (5) Directors and a maximum of fifteen (15) Directors. Immediately following the confirmation of these by-laws, the number of Directors shall be fixed at eleven (11). The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, and such that the total number of Directors shall not exceed fifteen (15) and the total number of Directors appointed shall not exceed the larger of one or one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.

There shall be one Student Director who is a Student Member.

Not including the Student Director, there shall be at least one Director from each of four defined regions of Canada: Atlantic, Quebec, Ontario and West.

### **4.2 Qualifications**

Each Director shall

- a) be a member of the Association;
- b) be an individual;
- c) be at least eighteen (18) years of age;
- d) not have the status of a bankrupt; and
- e) not be a person who has been declared incapable by a court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 4.7.

### **4.3 Student Director**

The Student Director is nominated annually by Student Members. The Student Director must meet the qualifications to be a Director. At the first Board meeting after the Annual General meeting, the Board shall appoint the Student Director pursuant to s. 128(8) of the Canada Not-for-profit Corporations Act, for a term expiring at the next Annual General Meeting. The Board of Directors shall appoint as the Student Director the individual selected by the Student Members to represent themselves, in a process determined by the Student Members and facilitated by Association staff.

#### **4.4 Consent to Serve**

An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

- a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- b) the individual was not present at the meeting when the election took place but:
  - (i) consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or
  - (ii) has acted as a Director after the election.

#### **4.5 Election and Term of Directors**

Subject to the Articles, the members will elect the Directors at each general meeting of members at which an election of Directors is required.

Directors shall be elected to hold office for a term of three years, expiring not later than the close of the third annual meeting of members following the election; in the case of the Student Director this shall be for a term of one year, expiring not later than the close of the second annual meeting of members following the election.

Directors are eligible to be elected for up to two consecutive terms.

After completing the maximum number of consecutive terms, former Directors must wait a minimum of one year following the end of their most recent term before they may serve as a Director again.

#### **4.6 Removal or Resignation of Directors**

- a) The members may, by ordinary resolution, at a special meeting remove any Director from office for any reason before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office. Where the members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.7.
- b) A Director may resign as a Director of the Association by submitting a formal written resignation to the Secretary, which shall be effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

#### **4.7 Vacancies**

Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by ordinary resolution of the Directors of the Association for the balance of the term vacated. If no quorum of Directors exists, the remaining Directors shall call a special meeting to fill a vacancy on the Board.

The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the articles.

#### **4.8 No Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position.

#### **4.9 Retiring Director**

A Director completing their term on the Board shall remain in office until the dissolution or adjournment of the meeting at which their retirement from the Board is accepted and their successor is elected.

#### **4.10. Powers of the Board**

The Board shall manage or supervise the management of the activities and affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Without limiting the generality of the foregoing the Board shall have the power to

- a) authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
- b) take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
- c) appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- d) fix remuneration for all agents and employees by resolution by the Board.

#### **4.11 Conflict of Interest**

Directors shall act honestly, in good faith, leaving aside personal interest to advance the best interests of the Association. As such, Directors are required to take steps to ensure that conflicts of interest are avoided and that any conflicts of interest to which they may be unavoidably subjected to are disclosed and appropriately managed in accordance with Board policies, and that any such conflicts do not affect, or reasonably appear to affect, a decision taken by the Board.



## **SECTION 5 - MEETINGS OF DIRECTORS**

### **5.1 Meetings of Directors**

Meetings of the Board of Directors may be held at any time and place (including by videoconference or teleconference) to be determined by the Directors provided that 48 hours written notice of such meeting shall be given by email to each Director. Normally, notice of meetings will be sent by email at least 7 days prior to the meeting.

No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that 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. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

There shall be at least one (1) meeting per year of the of the Board of Directors

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

### **5.2 Quorum**

A majority of Directors in office, from time to time, but no less than four Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

### **5.3 Votes to Govern**

Each Director is authorized to exercise one (1) vote. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the vote shall be deemed to have been lost.

### **5.4 Meeting Following Annual Meeting**

The Board shall hold a meeting as soon as reasonably possible following the annual meeting of the Association for the purpose of the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

## **SECTION 6 - INDEMNIFICATION**

### **6.1 Indemnities to Directors and Others**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in the Act or the By-law, the Association shall indemnify a Director or Officer

of the Association, a former Director or Officer of the Association, or another individual who acts or acted at the Association's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

The Association may not indemnify an individual unless the individual:

- a) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer in a similar capacity at the Association's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

## **SECTION 7 – OFFICERS**

### **7.1 Appointment of Officers**

The Board may designate the offices of the Association, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. An Officer may, but need not be, a Director unless the By-law otherwise provide.

Unless otherwise determined by the Board, the term of office of each Officer who is not paid staff of the Association shall be one (1) year, to expire at the next Annual Meeting following election or appointment.

Any Officer who is paid staff of the Association shall hold office at the pleasure of the Board, or pursuant to terms of employment or contract.

### **7.2 Description of Offices**

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President of the Board:** The President shall be a Director and shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. In the absence of the President and Vice President, at a meeting of the Board of Directors, the Board shall determine who will chair the meeting. The President shall have the general and active management of the affairs of the Association and shall see that all orders of the Board of Directors are carried into effect. The President shall perform all such other powers and duties as prescribed by the Board from time to time.
- b) **Vice President of the Board:** The Vice President shall be a Director and will assume the responsibilities of the President in the event the President is unavailable or unable to fulfill their duties. The Vice President shall work with a local arrangement chair to plan the next annual conference. The Vice President shall perform all such other powers and duties as prescribed by the Board from time to time.

- c) Treasurer: The Treasurer shall be a Director and shall do or cause the following to be done:
- i. keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Association in proper books of account;
  - ii. deposit all moneys or other valuable effects in the name and to the credit of the Association in the bank or banks from time to time designated by the Board;
  - iii. disburse the funds of the Association under the direction of the Board;
  - iv. render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Association;
  - v. co-operate with the Public Accountant of the Association during any audit of the accounts of the Association; and
  - vi. perform the other duties prescribed by the Board.
- d) Secretary: The Secretary shall be a Director and shall do or cause the following to be done:
- i. act as secretary of each meeting of the members or of the Board;
  - ii. attend all meetings of the members and the Board and record all facts and minutes of those proceedings in the books kept for that purpose;
  - iii. give all notices required to be given to the members and to the Directors;
  - iv. be the custodian of all books, papers, records, correspondence and documents belonging to the Association; and
  - v. perform the other duties prescribed by the Board.

The offices of Secretary and Treasurer may be held by the same person.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

## **SECTION 8 – COMMITTEES**

### **8.1 Committees**

The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

### **8.2 No Executive Committee**

There shall be no executive committee of the Association. This function will be the responsibility of the Board of Directors.

## **SECTION 9 – ADMINISTRATION AND FINANCIAL MATTERS**

### **9.1 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

### **9.2 Financial Year End**

The financial year of the Association shall be from January 1 until December 31 of the same year.

### **9.3 Banking Arrangements**

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Association's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Association;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

### **9.4 Auditors**

The members shall appoint an auditor, through an ordinary resolution, to audit the accounts and annual financial statements of the Association for report to the members at the annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. Consideration of the re-appointment of an auditor shall take place at least every 3 years by a vote of the members. The remuneration of the auditor shall be fixed by the Board of Directors. The annual financial statements and documents are available from the Association Head Office and any Voting Member may, on request, obtain a copy.

## **9.5 Books and Records**

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

## **9.6 Liquidation of Property**

It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities, shall be provided to Engineers Canada with the condition that the funds be used in support of the Gold Medal Student Award or some similar Engineers Canada program in support of Engineering students.

## **SECTION 10 - NOTICES**

### **10.1 Method of Giving Notices**

A notice or document required by the Act, the Articles or the By-law, to be sent to a Member or Director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 10.1 to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

### **10.2 Invalidity of Any Provisions of By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **10.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 11 - EFFECTIVE DATE**

### **11.1 Effective Date**

Unless the Act, the Articles or the by-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any by-law and any such by-law or amendment or repeal shall be effective when approved by the Board. If the by-law amendment or repeal is so confirmed, or confirmed as amended, by the members entitled to vote thereon, it remains effective in the form in which it was confirmed. The by-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the members

at or before the next annual meeting or if it is so presented but rejected by the members entitled to vote thereon. If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members entitled to vote thereon.

This section does not apply to a by-law that requires a Special Resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

### **11.2 Effect of Repeal of By-laws**

The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

CERTIFIED to be General By-Law No. 1 of the Association, as enacted by the Directors of the Association on the 30<sup>th</sup> day of November, 2022.

As confirmed by the members of Association by resolution on the 19<sup>th</sup> day of December, 2022.

Dated as the 19<sup>th</sup> day of December, 2022.

Peter Ostafichuk, President