

A by-law relating generally to the  
conduct of the affairs of

**SOCIETY OF CANADIAN AQUATIC SCIENCES**  
(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definition**

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

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Member" shall mean any Member of the Society of Canadian Aquatic Sciences notwithstanding the category of Membership;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special meeting of members" includes a meeting of any class or classes of members and/or a special meeting of members entitled to vote at an annual meeting of members;

"voting member" means an Active, Student, Honorary, Retired or Early Career Member in good standing in the Corporation.

## **2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any the Treasurer or one other Director who has been identified as a signing officer by the Board. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **5. Financial Year End**

The financial year end of the Corporation shall be determined by the board of directors.

## **6. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from

time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **7. Borrowing Powers**

If authorized by a by-law which is duly adopted and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

1. borrow money on the credit of the corporation up to the amount approved in the annual budget of the Corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **8. Annual Financial Statements**

The Corporation 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 its Members stating that the annual financial statements and documents provided in subsection 172(1) are available on line at the SCAS WEB site and at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge by downloading the online statement or by contacting the Secretary. Additionally, copies of the Annual Financial Statements shall be made available to the Members immediately prior to the commencement of the meeting of Members at which time the approval of the Annual Financial Statements is being sought.

## **9. Membership Conditions**

Subject to the Articles, Membership in the Corporation shall be available to

individuals interested in furthering the Corporation's purposes and Members in good standing of Society of Canadian Limnologists (SCL)/Société Canadienne de Limnologie (SCL) who have applied for and been accepted into Membership in the Corporation by Resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of and attend all meetings of the Members of the Corporation. The term of Membership shall be annual, subject to renewal in accordance with the policies of the Corporation. Differing member fees (active, active student, Honorary, Retired, and Early Career) do not affect or influence the obligations, rights or privileges of Membership.

### 9.1 *Application for Membership*

The Board of the Corporation may establish policies for application for Membership in the Corporation by persons who qualify for Membership in accordance with Section 9.2 of these bylaws.

### 9.2 *Member Categories*

The categories of Members in the Corporation shall be:

#### 1. Active Members

An Active Member is an individual who is interested in furthering the Corporation's purposes and who has applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as maybe determined by the board and whose dues are currently paid in full.

#### 2. Active Student Members

An Active Student Member is an individual who is currently registered as a student at an educational institution and who is interested in furthering the Corporation's purposes and who has applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as maybe determined by the board and whose dues are currently paid in full.

#### 3. Honorary Members

An Honorary Member is an individual who has been provided with complimentary membership by a decision of the Board and who is interested in furthering the Corporation's purposes and who has applied for

and been accepted into membership in the Corporation by resolution of the board or in such other manner as maybe determined by the board and whose dues have been waived.

4. Retired Members

A Retired Member is an individual who has retired from full time work and who is interested in furthering the Corporation's purposes and who has applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as maybe determined by the board and whose dues are currently paid in full.

5. Early Career Members

An Early Career Member is an individual who graduated from their terminal degree at a post-secondary educational institution less than 5 years ago and who is interested in furthering the Corporation's purposes and who has applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board and whose dues are currently paid in full.

Pursuant to subsection 197(1) of the Act, a special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

## **10. Membership Transferability**

A membership may only be transferred into the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **11. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by any of the following means:

1. by mail, courier, personal delivery or distribution at Conference registration to each member entitled to vote at the meeting, during a period of 1 to 25 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 1 to 25 days before the

- day on which the meeting is to be held.
3. If a member requests that the notice be given by non-electronic means the notice will be sent by mail, courier or personal delivery

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **12. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **13. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted. In a vote conducted by a show of hands, the record will only show the number of abstentions and the number of votes cast in favour of, or opposed to the motion.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **14. Membership Dues**

Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the member's term of membership shall be considered expired and the members in default shall automatically cease to be members of the Corporation notwithstanding their membership category except honorary members whose dues have been waived.

## **15. Termination of Membership**

When a membership is terminated, the dues from the affected member are retained by the Corporation. A membership in the Corporation is terminated when:

1. the member dies or resigns,
2. the member is expelled or is otherwise terminated in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws, including the non-payment of fees;
3. the member's term of membership expires; or
4. the Corporation is liquidated or dissolved under the Act.

## **16. Effect of Termination of Membership**

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

## **17. Discipline of Members**

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

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation 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 Corporation.
4. bankruptcy
5. criminal offense

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, 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, 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 president, or

such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

#### **18. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **19. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **20. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or outside of Canada as determined by the board.

#### **21. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

#### **22. Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose another member of the board to chair the meeting or, if all members of the board are absent, members may choose one of their number to chair the meeting.



### **23. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 30 (thirty) members entitled to vote at the meeting. If the total membership of the Corporation is less than 30 members then a quorum shall be all members of the Corporation. 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.

### **24. Voting to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

### **25. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **26. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **27. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the

articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

## **28. Term of Office of Directors and identification of signing officers**

There will be three (3) signing officers:

1. President
2. Treasurer
3. Secretary

In 2022 following the approval of this By-law,  
Appointed for one (1) year, to serve until 2023:

- President,
- Vice-President,
- Member at Large (one of the two Members at Large will be appointed for a one year term to stagger Board turnover)
- Student and
- Early Career Representative

Appointed for two (2) years, to serve until 2024:

- Treasurer,
- Secretary, and
- The second Member at Large (shall be appointed for a two (2) year term)

In 2023 and all subsequent years the positions noted below shall be elected when their current term expires for terms as specified below:

- Appointed for One (1) year:
  - President – The Vice President will be appointed, if this appointment cannot proceed the President will be elected by the Board.
- Elected for One year:
  - Vice-President,
  - Student, and
  - Early Career Representative.
- Elected for Two Years:
  - One Member at Large (to replace the member who was appointed for only one year)

In 2024 and in all other even numbered years in addition to elections for:

- Vice-President,
- Student, and

- Early Career Representative

In 2024 the following positions shall be filled by election for a two year Term:

- Treasurer,
- Secretary, and
- One Member at Large

In the event that a vacancy occurs on the Board, and a quorum (a majority of Directors then holding office) of Directors does not exist, the remaining Directors shall forthwith call a general meeting of Members (in person or electronically) for the purpose of filling the vacancy on the Board. If a quorum of Directors does exist, at the material time, the vacancy shall be filled by the remaining Directors.

### **29. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

### **30. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **31. Regularly Scheduled Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of

Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **32. Quorum at Meetings of the Board of Directors**

At all meetings of the Board, a quorum shall be a majority of the Directors then holding office at the material time.

### **33. Voting at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **34. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **35. Appointment of Officers**

The board may designate the offices of the Corporation, 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 Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **36. Officers of the Corporation**

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

1. **President and Chair of the Board** – The president and chair of the board, if one is to be appointed, shall be a director. The president and chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The president and chair shall have such other duties and powers as the board may specify.

2. **Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice Chair will normally become President and Chair when the President and Chair leaves office. The vice-chair shall have such other duties and powers as the board may specify.
3. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
4. **Treasurer** – If appointed, the treasurer shall have such powers and duties as the board may specify. The Secretary may act as the Treasurer.
5. **Executive Director** – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation

Other Directors, may be identified as members of a specific group, e.g., Francophone, student, etc. Such designation of Board members does not automatically add these members to the executive of the corporation. 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 or president 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.

### **37. Management of Vacancies**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of

- appointment)or  
4. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **38. Indemnification**

1. Every Director and Officer of the Corporation in exercising the powers and discharging the duties of a Director or Officer shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any Director or any Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
2. Every Director, Officer, member of a committee, employee or agent of the Corporation and his or her heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
  - All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceedings that is brought, commenced, or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
  - All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

3. If any employee of the Corporation is named in a civil suit and the subject matter relates to the person's employment by the Corporation, the Corporation will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay, in connection with the matter but, if the court finds that the employee has been deliberately dishonest or has committed a criminal offence, the Corporation will not be liable for such payment.
4. Any indemnification under Article 38.2 of the present article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, member of a committee, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

### **39. Insurance**

The Association shall be required to purchase and maintain insurance, on behalf of each and every of its Directors, Officers, former Directors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors, Officers or members of a committee of the Association. The Association shall purchase insurance in respect of potential liabilities of the Directors, Officers and members of committees whether or not the Association would have the power to indemnify them against any such liability.

### **40. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the

Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **41. Invalidity of any Provisions of this 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.

#### **42. 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 Corporation 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.

#### **43. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or



repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members 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 to the members at the next meeting of members or if it is rejected by the members at the meeting.

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.

END