

**BY-LAW NO. 1**

A By-Law relating generally to the  
conduct of the affairs of

**CANADIAN ASSOCIATION OF COUNSEL TO EMPLOYERS**

**(the “Association”)**

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**BE IT ENACTED** as a bylaw of the Association as follows:

**SECTION 1 - GENERAL**

**1.01 Definitions**

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

- (a) “Act” shall mean 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” shall mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- (c) “board” or “directors” shall mean the board of directors of the Association and “director” means a member of the board;
- (d) “By-law” shall mean this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- (e) “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;
- (f) “ordinary resolution” shall mean a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) “proposal” shall mean a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (h) “Regulations” shall mean the regulations made under the Act, as amended, restated or in effect from time to time;
- (i) “Special Resolution” shall mean a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Extended Definitions**

Unless defined in section 1.01, words and phrases in the By-laws shall have the meaning set forth in the Act. Words importing the singular shall include the plural, and the converse shall also apply. Words importing gender shall include the masculine, feminine and neuter. Words importing persons shall include individuals, partnerships, associations, bodies corporate, trustees, executors, administrators, associations and legal representatives.

## **1.03 Corporate Seal**

The Association 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 Association shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignment, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular documents 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 Association to be a true copy thereof. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds and other securities of the Association.

#### **1.05 Financial Year End**

Unless otherwise ordered by the board of directors, the fiscal year end of the Association shall be June 30.

#### **1.06 Banking Arrangements**

The banking business of the Association 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 Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Auditors**

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next 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. The remuneration of the auditor shall be fixed by the board of directors.

#### **1.08 Amendment of By-laws**

The by-laws of the Association may be repealed or amended by by-law, or a new by-law relating to the requirements of the Act, may be enacted 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 members at an annual meeting, a general meeting of the Association or at a meeting duly called for the purpose of considering the said by-law.

#### **1.09 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 an applicable statute or law are regularly and properly kept.

#### **1.10 Annual Financial Statements**

The Association 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 at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **1.11 Rules and Regulations**

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.01 Membership Conditions**

Subject to the articles, there shall be four classes of members in the Association, namely, full members, associate members, affiliate members and honorary members. The board of directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

#### **Full Membership**

- (i) Full voting membership in the Association shall be limited to:
  - management-side labour and employment lawyers in Canada who devote the majority of their practice to the representation of employers in labour and employment law matters, who do not generally act for trade unions or associations of employees, who are members in good standing of a law society in Canada and whose application for admission as a member has been approved by the Association; and
  - lawyers acting as in-house or corporate counsel, who devote a portion of their practice to labour and employment law matters on behalf of their employer, who are members in good standing of a law society in Canada, and whose application for admission as a member has been approved by the Association.
- (ii) The term of membership of a full voting member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iii) As set out in the articles, each full voting member is entitled to receive notice of, attend and vote at all meetings of members and each such full voting member shall be entitled to one (1) vote at such meetings.

### **Associate Members**

- (i) Associate membership shall be available only to lawyers who meet the general membership requirements, but have been called to the Bar less than three (3) years, and whose application for admission as a member has been approved by the Association.
- (ii) The term of membership of an associate member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iii) Subject to the Act and the articles, an associate member shall be entitled to receive notice of and attend meetings of the members of the Association, but shall not be entitled to vote thereat.

### **Affiliate Membership**

- (i) Affiliate membership shall be open to management-side labour and employment lawyers outside Canada who devote the majority of their practice to the representation of employers in labour and employment law matters, who do not generally act for trade unions or associations of employees, who are members in good standing of a law society outside of Canada and whose application for admission as a member has been approved by the Association.
- (ii) The term of membership of an affiliate member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iii) Subject to the Act and the articles, an affiliate member shall not be entitled to receive notice of, attend or vote at a meeting of the members of the Association.

### **Honorary Membership**

- (i) Honorary membership shall be open to others upon approval by the board of directors of the Association.
- (ii) The term of membership of an honorary member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iii) Subject to the Act and the articles, an honorary member shall not be entitled to receive notice of, attend or vote at a meeting of the members of the Association.

### **Special Resolution**

Pursuant to subsection 197(1) (Fundamental Changes) 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).

## **2.02 Notice of Meeting of Members**

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

- (a) fourteen (14) days written notice (by mail, e-mail or facsimile transmission) 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 judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.03 Absentee Voting by Proxy**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Association.

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

## **2.04 Errors or Omissions**

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 his last address recorded on the books of the Association.

# **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

## **3.01 Membership Dues**

There shall be an annual membership fee which shall be fixed from time to time by the Association. Additional assessments may be levied as required by the board of directors of the Association.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

### **3.02 Termination of Membership**

A membership in the Association is terminated when:

- (a) the member dies;
- (b) a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- (c) the member resigns by delivering a written resignation to the secretary of the Association in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) 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.

### **3.03 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:

- (a) violating any provision of the articles, by-laws, or written policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- (c) 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 thirty (30) 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 officers as may be designated by the board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the president, the

president, or such other officers as may be designated by 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 or contestation.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Annual Meeting**

The annual meeting of the members shall be held within 120 days after the end of the Association's fiscal year, in the city where the head office of the Association is situated, or at the location of the annual conference, or at another location determined by the board of directors.

### **4.02 General Meeting**

The board of directors shall have the power to call, at anytime, a general meeting of the members of the Association at such location determined by the board of directors.

### **4.03 Special Meetings**

The board of directors shall call a special meeting of members of the Association on written requisition of members signed by not less than twenty five (25%) percent of the membership. Such meeting shall be held within thirty (30) days following delivering to the Association of the written requisition.

### **4.04 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors 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.

### **4.05 Chair of the Meeting**

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 one of their number to chair the meeting.

### **4.06 Quorum**

A minimum of ten (10) members present in person or by proxy at the annual or any other general meeting of the members will constitute a quorum.



#### **4.07 Votes to Govern**

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 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.08 Business to be transacted**

At every annual meeting, the following business shall be transacted:

- (a) Receiving the report of the President;
- (b) Receiving the report of the auditors (which shall include the financial statements of the Association);
- (c) The appointment of auditors for the ensuing year;
- (d) Election of the directors; and
- (e) Any other business, either special or general.

### **SECTION 5 – DIRECTORS**

#### **5.01 Board of Directors**

The property and business of the Association shall be managed by a board of directors, comprised of seventeen (17) directors:

- (a) One (1) director representing the Province of Newfoundland and Labrador, and the Territory of Nunavut;
- (b) One (1) director representing each of the Provinces of Nova Scotia, Prince Edward Island, New Brunswick, Manitoba and Saskatchewan;
- (c) Two (2) directors from the Province of Quebec;
- (d) Three (3) directors from the Province of Ontario;
- (e) One (1) director representing the Province of Alberta and the Northwest Territories;
- (f) One (1) director representing British Columbia and the Yukon Territory;
- (g) Two (2) directors “at large”, one of which will be the immediate past president of the Association; and

- (h) Two (2) directors representing corporate counsel.

Each director shall be a member of the Association and shall maintain the qualifications for which he or she was appointed.

## **5.02 Election and Term**

Subject to the articles:

- (a) On the recommendation of the nominating committee, a slate of directors shall be elected for a staggered term of two (2) years at the annual meeting of members;
- (b) The officers of the Association shall be appointed for one year terms by resolution of the board of directors.

## **5.03 Vacancy**

The directors may, by resolution, appoint any person to fill a vacancy on the board arising during the term of a director until the next annual meeting of members.

## **5.04 Removal**

The directors may, by Special Resolution, remove any person from the board. Without limiting the generality of the foregoing, a director may be removed from the board if the director misses three consecutive meetings without reasonable excuse communicated to the president of the Association and the absences excused by the board.

## **5.05 Borrowing Matters**

The directors may and are authorized, from time to time:

- (a) to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors; and
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

### **5.06 Appointment of Authority**

The directors may 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 directors at the time of such appointment.

### **5.07 Remuneration**

Remuneration for all officers, agents and employees and committee members shall be fixed by the directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

## **SECTION 6 – MEETING OF DIRECTORS**

### **6.01 Calling of Meetings**

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.

Meetings of the board of directors may be held at any time and place to be determined by the directors, including by conference call, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 6.01 of this by-law to every director of the Association. Notice of a meeting shall not be necessary if all of the directors are present, 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.

### **6.03 Regular Meetings**

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.

#### **6.04 Votes to Govern**

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.

#### **6.05 Quorum**

A majority of directors in office, from time to time, 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.

#### **6.06 Indemnity**

Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such director, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability.
- (b) all other costs, charges and expenses which the director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the directors own willful neglect or default.

#### **6.07 Committee**

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.

Without limiting the generality of the foregoing, a nominating committee shall be established whose members shall be the president, the vice-president, the treasurer and the immediate past president of the Association. The duties of the nominating committee shall be to identify, recruit and review candidates for election to the board.

#### **6.08 Minutes of Board of Directors**

The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the Association but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

## **SECTION 7 - OFFICERS**

The officers of the Association shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers shall be directors.

Officers of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

The officers of the Association shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

### **7.01 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** – The president shall be the chief executive officer of the Association. The president shall have the general and active management of the affairs of the Association. The president shall see that all orders and resolutions of the board of directors are carried into effect. The president shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association and in the absence of an appointment of a secretary, the president shall also assume the duties and powers of the secretary.
- (b) **Vice-President** – The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon the vice-president by the board of directors.
- (d) **Secretary** – If appointed, the secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Association generally under the supervision of the officers thereof and 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 Association'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

and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

- (e) **Treasurer** – If appointed, the treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the board of directors.

The powers and duties of all other officers of the Association 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, add to or limit the powers and duties of any officer.

## **7.02 Vacancy in Office**

The board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director; or
- (d) such officer's death.

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

## **SECTION 8 - NOTICES**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a meeting of members or a meeting of the board of directors, 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.02 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.

## **8.03 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 9 – EFFECTIVE DATE**

**9.01 Effective Date**

Subject to matters requiring a Special Resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the Association by Special Resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

DATED as of the [day] day of [Month], [Year].

\_\_\_\_\_  
(Indicate name of director/officer)