

A by-law relating generally to the activities and affairs of the

CANADIAN BOILER SOCIETY

(the “Society”)

(Amended and Restated ~~November [May ●], 2016~~2019)

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

**ARTICLE 1
INTERPRETATION**

1.1 Definitions

In this By-law of the Society, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-~~For-Profit~~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) “**Affiliates**” has the meaning set out in Section 3.2;
- (c) “**Articles**” means the original or restated articles of revival or articles of amendment, amalgamation, continuance, reorganization or arrangement of the Society;
- (d) “**Associate Affiliates**” has the meaning set out in Section 3.2(b);
- (e) “**Board**” means the board of directors of the Society, and “**Director**” means a member of the Board;
- (f) “**By-law**” means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;
- (g) “**~~Chairperson~~Chair**” means the ~~chairperson~~chair of the Society;
- (h) “**Executive Manager**” means the executive manager of the Society;
- (i) “**Honorary Affiliates**” has the meaning set out in Section 3.2(a);
- (j) “**Lifetime Members**” has the meaning set out in Section 3.7;
- (k) “**Officer**” means any one of the individuals who have been appointed as officers of the Society in accordance with the By-laws;
- (l) “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus one (50% + 1) of the votes cast on that resolution;
- (m) “**Past ~~Chairperson~~Chair**” means the past ~~Chairperson~~Chair of the Society;

- (n) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (o) “**Treasurer**” means the treasurer of the Society; and
- (p) “**Vice ChairpersonChair**” means the vice ~~chairperson~~chair of the Society.

1.2 Interpretation

- (a) 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.
- (b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The corporate seal of the Society (if any) shall be in such form as prescribed by the Board, and shall be held by the Executive Manager at the Society’s registered office.

2.2 Registered Office

Until changed in accordance with the Act, the registered office of the Society shall be situated in the City of Kingston, in the Province of Ontario.

2.3 Financial Year

Unless otherwise determined by the Board, the financial year end of the Society shall be December 31 in each year.

2.4 Banking Arrangements

The banking business of the Society 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 may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such Officer(s) of the Society and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

2.5 **Borrowing Powers**

The Board may from time to time:

- (a) borrow money on the credit of the Society;
- (b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Society;
- (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

Any such resolution may provide for the delegation of such powers by the Board to such Officers or Directors of the Society to such extent and in such manner as may be set out in the resolution.

2.6 **Execution of Documents**

- (a) Contracts, documents, or any instruments in writing requiring the signature of the Society shall be signed by the **ChairpersonChair**, or in his/her absence the Vice **ChairpersonChair** together with any one member of the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Notwithstanding the foregoing, the Executive Manager is authorized to sign contracts, documents or any instruments in writing in the usual and ordinary course of carrying out the activities and affairs of the Society, and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
- (b) Except as expressly set out herein or authorized by the Board, no Director, member, Officer, employee, or agent of the Society shall have power or authority to bind the Society by any contract, document or instrument in writing.
- (c) The **ChairpersonChair** or, in his/her absence the Vice **ChairpersonChair**, shall have authority to authorize affixing of the corporate seal of the Society.

2.7 **Annual Financial Statements**

The Society shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Society reproducing the information contained in the documents. Instead of sending the documents, the Society may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Society is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

**ARTICLE 3
MEMBERS AND AFFILIATES**

3.1 Membership Conditions

There shall be one (1) class of members in the Society. Membership in the Society shall be available to persons who:

- (a) are interested in furthering the purposes of the Society;
- (b) are engaged (1) in the manufacture and/or sale of commercial and industrial boilers, and/or major nuclear components in Canada, or (2) in the supply of equipment, materials or services related to the manufacture or use of boilers, powerhouse auxiliaries, or nuclear components in Canada; and
- (c) have applied for and been accepted into membership in the Society 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, attend, and vote at all meetings of the members of the Society, and except for members who have been designated as Lifetime Members, the representative of each member is eligible to become an Officer.

3.2 Affiliates

There shall be affiliates of the Society ("**Affiliates**") consisting of those persons who have been accepted as affiliates by the Board from time to time under one of the following subsections:

- (a) honorary affiliates ("**Honorary Affiliates**") are individuals: (i) who have substantially furthered the purposes of the Society or who have performed a special service for the Society; and (ii) whose nomination for Honorary Affiliate status has been approved by the Board, and by the members unanimously, after being nominated for Honorary Affiliate status by the applicable committee of the Board; and
- (b) associate affiliates ("**Associate Affiliates**") are individuals, including students, who (i) are interested in furthering the purposes of the Society; and (ii) have applied for and been accepted as an Associate Affiliate in the Society by resolution of the Board or in such other manner as may be determined by the Board.

For greater certainty, Affiliates are not members of the Society. Affiliates are not eligible to become Directors or Officers of the Society, and the extent of their participation in the activities and affairs of the Society will be determined from time to time by the Board.

3.3 Transfer of Membership or Affiliate Status

Membership or Affiliate status may not be transferred without the prior written approval of the Board.

3.4 Termination of Membership or Affiliate Status

Membership or Affiliate status in the Society is terminated when the member or Affiliate, as applicable:

- (a) resigns by delivering a written resignation to the Executive Manager, in which case such resignation shall be effective on the date specified in the resignation;
- (b) ceases to meet, as determined by the Board in its sole discretion, any applicable eligibility conditions herein, in which case the member or Affiliate, as applicable, shall cease to be a member or Affiliate at the end of the term for which dues have been paid (or if no dues have been paid, immediately); or
- (c) is removed in accordance with Section 3.5.

Upon the termination of membership or Affiliate status, the rights of the member or Affiliate, as applicable, will automatically cease.

3.5 Discipline of Members or Affiliates

The Board may suspend or remove any member or Affiliate from the Society for any one (1) or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or operating policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Board proposes that a member or Affiliate be expelled or suspended under this Section 3.5, the ~~Chairperson~~Chair shall provide twenty (20) days' notice of suspension or removal to the member or Affiliate and shall provide reasons for the proposed suspension or removal. The member or Affiliate may make written submissions to the ~~Chairperson~~Chair in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the ~~Chairperson~~Chair, he/she may proceed to notify the member or Affiliate that the member or Affiliate is suspended or removed. Where written submissions are received in accordance with this Section 3.5, the Board will consider such submissions in arriving at a final decision and shall notify the member or Affiliate concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

3.6 Reinstatement

A member or Affiliate who has resigned, been suspended, or been removed may be reinstated in the Society on the acceptance by the Board of an application to be reinstated, provided all dues that were due at the time of resignation, suspension or expulsion from the Society are paid.

3.7 Annual Dues

Annual dues for members and Affiliates shall be established from time to time by the Board and shall be payable by members and Affiliates. Dues shall not be refundable due to termination or suspension of membership or Affiliate status. Notwithstanding the foregoing, the Board may waive the dues of any member who has a record of outstanding achievement on behalf of the Society (“Lifetime Members”), and Honorary Affiliates will have no obligation to pay any dues.

ARTICLE 4 DIRECTORS

4.1 Number of Directors

The activities and affairs of the Society shall be managed by the Board. The Board shall consist of between three (3) and ~~nineteen~~ (910) Directors. The Board shall be elected by the members of the Society at annual meetings.

4.2 Qualifications of Directors

Each Director shall:

- (a) be an individual who is not less than eighteen (18) years of age;
- (b) be the representative of a member of the Society in good standing;
- (c) not have been found by a court in Canada or elsewhere to be incapable; and
- (d) not have the status of a bankrupt.

4.3 Term of Office of Elected Directors

~~The~~ Nine (9) Directors shall be elected by the members to hold office for a term of one (1) year or until their successors are elected.

4.4 Appointment of Additional Director

Following each annual general meeting of members, the Directors may appoint a tenth (10th) Director from among the Affiliates who shall hold office for a term expiring not later than the close of the next annual general meeting of members.

4.5 ~~4.4~~ Removal of Directors

- (a) The members may, by resolution, at a special meeting remove any Director from office for any reason.
- (b) The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Society or at the time specified in the resignation, whichever is later.

4.6 ~~4.5~~ **Vacancies**

- (a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
 - (i) a failure to elect the minimum number of Directors provided for in the Articles; or
 - (ii) an increase in the minimum or maximum number of Directors provided for in the Articles.
- (b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section ~~4.5~~4.6(a), the Directors then in office will forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.
- (c) A Director appointed under Section ~~4.5~~4.6(a) will only hold office for the unexpired term of their predecessor.

4.7 ~~4.6~~ **Remuneration**

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors may, if authorized by the Board, be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in performing their duties.

**ARTICLE 5
MEETINGS OF THE BOARD**

5.1 Calling of Meetings of the Board

The Board shall meet at least four (4) times annually at such dates and times as determined by the ~~Chairperson~~Chair in consultation with the Board, provided that one of the meetings shall be held in conjunction with the annual meeting of the members.

5.2 Notice of Meetings of the Board

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12.2 to every Director not less than seven (7) days before the time when the meeting is to be held.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present and none object 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.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

- (d) 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) of the Act that is to be dealt with at the meeting.

5.3 **Votes to Govern at Meetings of the Board**

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 shall not have a second or casting vote.

5.4 **Quorum**

A majority of Directors in office shall constitute a quorum for meetings of the Board.

5.5 **Chair of Board Meetings**

Failing the attendance of both the [ChairpersonChair](#) and the Vice [ChairpersonChair](#) at a meeting of the Board, the Directors attending shall have the right to appoint an acting [chairpersonChair](#) from the Directors present, for that specific meeting.

ARTICLE 6 OFFICERS

6.1 **Appointment of Officers**

The Board may, in its discretion, appoint any of the Officers named in this Article 6, as well as any other Officers. Except for the [ChairpersonChair](#) and Vice [ChairpersonChair](#), any two (2) offices may be held by the same individual. Unless otherwise specified, an Officer need not be a Director of the Society. For greater certainty, representatives of Lifetime Members are ineligible to become Officers.

6.2 **Duties of Officers**

- (a) **[ChairpersonChair](#)**: The [ChairpersonChair](#) shall be the Chief Executive Officer of the Society, in general charge of its activities and affairs. He/she shall preside at all meetings of the members and all meetings of the Board. He/she shall also appoint such companies as may be required to carry on the activities of the Society, and shall be an *ex-officio* member of all committees. No person shall be eligible for the office of [ChairpersonChair](#) for more than ~~two~~three (3) consecutive years.
- (b) **Vice [ChairpersonChair](#)**: The Vice [ChairpersonChair](#) shall, in the absence of the [ChairpersonChair](#), perform the [ChairpersonChair](#)'s duties and shall perform such other duties as may be assigned to him/her by the [ChairpersonChair](#) or the Board. The previous year's Vice [ChairpersonChair](#) is expected to become the [ChairpersonChair](#) in the current year. No person shall be eligible for the office of Vice Chair for more than three (3) consecutive years.
- (c) **Treasurer**: The Treasurer shall be responsible for the financial affairs of the Society. He/she shall submit to the meetings of the members of the Society a financial statement reviewed by the Society's public accountant.

- (d) **Past ~~Chairperson~~Chair:** The Past ~~Chairperson~~Chair will perform such duties as may be assigned to him/her by the Board from time to time.
- (e) **Executive Manager:** The Executive Manager (or Management Company) shall conduct the correspondence of the Society as directed by the Board and shall attend to the giving of notices of meetings of the Society. He/she shall have general charge of the office and of the records of the Society, including the collection of dues, and the payment of accounts of the Society. He/she shall maintain the financial records of the Society under the direction of the public accountant. He/she shall keep the minutes of the meetings of the members, of the Society and of the meetings of the Board. The Executive Manager (or Management Company) is appointed by the Board.
- (f) **Other Officers:** The duties of all other Officers of the Society shall be such as the terms of their engagement call for or the Board or the ~~Chairperson~~Chair requires of them. The Board may from time to time and subject to the Act, the Articles and these By-laws, vary, add to, or limit the powers and duties of any Officer.

6.3 **Term**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Society. 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) the Officer ceasing to be a Director (if a necessary condition of office); or
- (d) the Officer's death.

If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

6.4 **Remuneration**

The Officers shall not be remunerated, with the exception of the Executive Manager (or Management Company).

ARTICLE 7 COMMITTEES

7.1 **Committees**

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 or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee or advisory body member may be removed by resolution of the Board.

ARTICLE 8
PROTECTION OF DIRECTORS AND OFFICERS

8.1 Indemnity

Subject to the provisions of Section 8.4, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, another individual who acts or acted at the Society's request as a Director or Officer, or an individual acting in a similar capacity for another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 Society or other entity.

8.2 Advance of Costs

Subject to Section 8.4, the Society shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 8.3.

8.3 Limitation

The Society may not indemnify an individual under Section 8.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Society, or, as the case may be, to the best interests of the other entity for which the individual acted as director or Officer or in a similar capacity at the Society'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.

8.4 Derivative Action

The Society shall, with the approval of a court, indemnify an individual referred to in Section 8.1, or advance moneys under Section 8.2, in respect of an action by or on behalf of the Society or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Society or other entity as described in Section 8.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.3.

8.5 No Limitation

The Society shall also indemnify the individuals referred to in Section 8.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

8.6 **Directors' and Officers' Insurance**

The Board shall purchase such Directors' and Officers' insurance or any other insurance as it deems necessary or advisable to be paid for out of the funds of the Society.

ARTICLE 9 MEETINGS OF MEMBERS

9.1 **Notice of Member Meetings**

- (a) An annual meeting of members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Society's preceding financial year.
- (b) The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.
- (c) Notice of the time and place of a meeting of the members shall be given to the members by the following means:
 - (i) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (d) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

9.2 **Members Calling a Meeting**

Subject to the Act, the Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (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.

9.3 **Place of Member Meetings**

Meetings of the members may be held at any place within Canada as determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside of Canada.

9.4 **Persons Entitled to be Present at Member Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Society, and such other persons who are entitled or required under any provision of the Act, Articles, By-laws, or operating policies of the Society 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.

9.5 **Chair of Member Meetings**

In the event that the ~~Chairperson~~Chair and the Vice ~~Chairperson~~Chair are absent, the members who are present and entitled to vote at the meeting shall choose one (1) of their members to chair the meeting.

9.6 **Quorum at Member Meetings**

The quorum for a meeting of the members, whether annual or special, shall be five (5) members present in person and in good standing.

9.7 **Votes to Govern at Member Meetings**

At any meeting of members every question shall, unless otherwise provided by the Articles, By-laws, or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands, on a ballot, or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote.

9.8 **Participation by Electronic Means at Member Meetings**

If the Society 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 Society has made available for that purpose.

9.9 **Member Meeting held Entirely by Electronic Means**

If the Directors or members of the Society 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, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**ARTICLE 10
PUBLIC ACCOUNTANT**

10.1 Public Accountant

Subject to the Act, at each annual meeting, the members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

**ARTICLE 11
ANTI-TRUST LAW COMPLIANCE**

- 11.1 The Society is committed to anti-trust law compliance and anti-competitive practices in the marketplace. The Society will conduct itself in accordance with the (Canada) *Competition Act*, R.S.C., 1985, c. C-34, and any amendments to it.
- 11.2 Every Society meeting shall open with a statement regarding anti-trust law compliance. All meeting participants must agree to conduct themselves in accordance with anti-trust laws. Any participant that does not agree will be excluded from the meeting.

**ARTICLE 12
MISCELLANEOUS**

12.1 Conflicts of Interest

Where a Director or Officer has, directly or indirectly, or is employed by an entity that has, an interest in a material contract or material transaction, whether made or proposed, with the Society or otherwise has a conflict of interest, such Director or Officer shall:

- (a) disclose such interest in accordance with the Act and any code of conduct adopted by the Board from time to time; and
- (b) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act.

12.2 Method of Giving Any Notice

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a member, Director, Officer, Affiliate, public accountant, or member of a committee of the Board 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 Society, 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 12.2 to a member, Director, Officer, Affiliate, public

accountant, or member of a committee of the Board 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.

- (b) The Executive Manager 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 Executive Manager to be reliable.

12.3 **Omissions and Errors**

The accidental omission to give any notice to any member, Director, Officer, Affiliate, member of a committee of the Board, or public accountant; or the non-receipt of any notice by any such person where the Society 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.

12.4 **Amendments**

Except for those matters requiring determination by Special Resolution of the members in accordance with subsection 197(1) of the Act, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society and 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.

12.5 **Amendments Requiring a Special Resolution**

For illustrative purposes, subsection 197(1) of the Act requires a Special Resolution of the members to make any amendment to the Articles or the By-laws to:

- (a) change the Society's name;
- (b) change the province in which the Society's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Society may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

- (g) divide any class or group of members into two (2) or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Society;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Society;
- (l) change the manner of giving notice to members entitled to vote at a meeting of the members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

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Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	56
Deletions	49
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	105