

**CANADIAN SOCIETY FOR VASCULAR SURGERY/  
LA SOCIÉTÉ CANADIENNE DE CHIRURGIE VASCULAIRE**

**BY-LAW NO. 1**

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## BY-LAW NO. 1

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

### **CANADIAN SOCIETY FOR VASCULAR SURGERY/ LA SOCIÉTÉ CANADIENNE DE CHIRURGIE VASCULAIRE**

(hereinafter referred to as the "Corporation")

#### **DEFINITIONS AND INTERPRETATION**

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
  - 1.1. **"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;
  - 1.2. **"Annual General Meeting"** means the annual meeting of the Members at which, in addition to any other business that may be transacted, the report of the Board, the report of the auditors of the Corporation and the financial statements of the Corporation shall be presented to the Members;
  - 1.3. **"Associate"** means a supporter or former member of the Corporation who is not a member within the meaning of the Act or the By-Laws and shall have no right to vote at Members' Meetings;
  - 1.4. **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - 1.5. **"Board"** means the board of directors of the Corporation, also known as the **"Executive Committee"**;
  - 1.6. **"By-laws"** 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;
  - 1.7. **"Director"** means a member of the Board;
  - 1.8. **"Member"** means an individual that meets the requirements for membership set out in Article 13 of this by-law, has applied for and has been accepted into membership in

the Corporation by resolution of the Board or in such other manner as may be determined by the Board;

1.9. **"Members' Meeting"** means an Annual General Meeting, business meeting or special meeting of the Corporation and does not include Scientific Meetings;

1.10. **"Officer" or "Officers"** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;

1.11. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;

1.12. **"Proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act;

1.13. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

1.14. **"Scientific Meetings"** means a meeting of the Members to provide a forum for continuing medical education for Vascular Surgeons and to promote and support best practice in Vascular Surgery in Canada.

1.15. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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.

## **BUSINESS OF THE CORPORATION**

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. **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
5. **Language at meetings of Members** At the discretion of the Board, proceedings at Members' Meetings may be conducted in English, in French or in both English and French.

6. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
7. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Officers. 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.
8. **Financial Year.** The financial year end of the Corporation shall December 31<sup>st</sup> of each year or as otherwise determined by the Board.
9. **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 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 may by resolution from time to time designate, direct or authorize.
10. **Auditors.** At each Annual General Meeting the Members shall appoint an auditor to audit the accounts of the Corporation and to hold office until the next Annual General Meeting. If the role of auditor is vacant for any reason the Board may appoint an auditor to serve until the next Annual General Meeting. The remuneration of the auditor shall be as determined by the Board.
11. **Borrowing Powers.**
  - 11.1. The Directors of the Corporation may, without authorization of the Members,
    - (a) borrow money on the credit of the Corporation;
    - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
    - (c) give a guarantee on behalf of the Corporation; and
    - (d) 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;

12. **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) 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 Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### MEMBERSHIP IN THE CORPORATION

13. **Membership Conditions** Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes; who are certified vascular surgeons holding a certificate in surgery from the Royal College of Physicians and Surgeons of Canada, the Professional Corporation of Physicians of Quebec or another comparable body; who are members in good standing of a provincial or state medical society; who hold a license to practice medicine and 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, attend and vote at all meetings of the Members of the Corporation.
14. **Associate Conditions.** Associates shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to vote at meetings of the Members and shall not be considered Members within the meaning of the Act. The Executive may suspend or expel Associates from the Corporation at their discretion. An individual may become an Associate if they are interested in furthering the Corporation's purposes; if they have applied for and been accepted as an Associate of the Corporation by resolution of the Executive or in such other manner as may be determined by the Executive and if they are:
- 14.1. a person interested in vascular diseases; or
  - 14.2. a person who has made an outstanding contribution to the study of vascular diseases (each an "**Honorary Associate**"); or
  - 14.3. a trainee enrolled in a vascular surgery training program or one who has been accepted into a vascular surgery training program (each a "**Candidate Associate**"); or
  - 14.4. a Member who has retired from practice (each a "**Retired Associate**").

15. **Membership and Associate Dues.** The annual fees, dues, and assessments payable by the Members and the Associates shall be those from time to time established by the Board of Directors and approved by the majority of the Members present and voting at then next Annual General Business Meeting. If any such dues are not paid within one year of being due the Members and Associates in default shall automatically cease to be Members of the Corporation.
16. **Termination of Membership.** A membership in the Corporation is terminated when:
  - 16.1. the Member dies;
  - 16.2. a Member fails to maintain any qualifications for membership described in these By-laws;
  - 16.3. the Member resigns by delivering a written resignation to the Board in which case such resignation shall be effective on the date specified in the resignation;
  - 16.4. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
  - 16.5. the Corporation is liquidated or dissolved under the Act.
17. **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.
18. **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:
  - 18.1. violating any provision of the Articles, by-laws, or written policies of the Corporation;
  - 18.2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - 18.3. 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.

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.

19. **Membership Transferability.** A membership may only be transferred to the Corporation.

### **MEETINGS OF MEMBERS**

20. **Notice of Members Meeting .** Notice of the time and place of a Members' Meeting shall be given to each Member entitled to vote at the meeting by the following means:
- 20.1. by mail, courier or personal delivery to each Member entitled to vote at the meeting 21 days before the day on which the meeting is to be held; or
- 20.2. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
21. **Calling Members' Meetings.** A Members' Meeting may be called at any time by the President, President-Elect or by the Board.
22. **Members Calling a Members' Meeting .** The Board shall call a special meeting of Members in accordance with 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.
23. **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.
24. **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.

25. **Place of Members' Meeting** . Members' Meetings shall be held at the head office of the Corporation or, subject to compliance with the Act, at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
26. **Persons Entitled to be Present at Members' Meetings** . The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Associates, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation 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.
27. **Chair of Members' Meetings** . In the event all of the Officers of the Corporation are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
28. **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 fifteen (15) of the Members entitled to vote at the meeting. 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.
29. **Votes 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 the chair of the meeting in addition to an original vote shall have a second or casting vote. All questions at Members' Meetings shall be decided by a show of hands unless a poll is demanded thereon.
30. **Annual Scientific Meetings**. The Corporation shall hold at least one Scientific Meeting per year at a time and place to be determined by the Board.
31. **Further Scientific Meetings**. Additional Scientific Meetings may be held from time to time if
  - (a) so determined by the Board; or
  - (b) on the written request of at least ten (10) Members that is approved by the Members at the next Annual General Meeting

**BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION**

32. **Number of Directors.** The Board shall consist of up to fifteen (15) Directors who shall be elected by the Members for three (3) year terms, except for the Director elected by the Members and appointed to serve as the President-Elect who shall be elected and appointed for a four (4) year term, and the Scientific Meeting Program Chair and Local Arrangements Representative who shall be elected by the Members for one (1) year terms. All Directors shall be Members of the Corporation.
33. **Rolling Term.** The Directors shall be elected and officers shall be appointed by the Members on the following Schedule:
- 33.1. In each year at the Annual General Meeting the Members will elect a Director to be appointed to the role of President-Elect. Such Director will be elected and appointed for a four (4) year term, which will be divided as follows:
- (a) In the first year of their term will be appointed to the office of President-Elect,
  - (b) in the second year of their term they will be appointed to the office of President;
  - (c) in the third year of their term they will be appointed to the office of Past President;
  - (d) in the fourth year of their term they will serve as Past-Past President.
- 33.2. Beginning in 2013, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Research Chair**. Such Director will be elected and appointed for a three year term.
- 33.3. Beginning in 2013, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Member-at-Large, Central**. Such Director will be elected and appointed for a three year term.
- 33.4. Beginning in 2013, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Member-at-Large, East**. Such Director will be elected and appointed for a three year term.

- 33.5. Beginning in 2014, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Secretary**. Such Director will be elected and appointed for a three (3) year term
- 33.6. Beginning in 2014, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Education Chair**. Such Director will be elected and appointed for a three year term.
- 33.7. Beginning in 2014, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Member-at-Large, West**. Such Director will be elected and appointed for a three year term.
- 33.8. Beginning in 2015, in every third year at the Annual General Meeting the Members will elect one individual to the role of Director and appoint them to the role of **Treasurer**. Such Director will be elected and appointed for a three year term.
- 33.9. In every year at the Annual General Meeting the Members will elect a **Chair of the Program Committee** for the following Annual Scientific Meeting(s). Such Director will be elected and appointed for a one year term.
- 33.10. In every year at the Annual General Meeting the Members will elect a **Local Arrangements Representative** for the following Annual Scientific Meeting(s). Such Director will be elected and appointed for a one year term.
- 33.11. In every year at the Annual General Meeting the Members may elect up to two individuals to serve as a Directors for a term of three years. In the event the Board has fifteen (15) Directors and no Directors are retiring in a given year, the Members' will not elect any further Directors for that year.
34. **Term Limit on President.** On the expiration or termination of the term of a Director who has served as President such Director will not be not eligible to be elected or appointed as President-Elect for a period of at least one (1) year immediately following the four (4) year term in which they have served as President.
35. **Vacation of Office.** The office of Director shall be automatically vacated:
- 35.1. if a Director resigns as a director or from the Corporation by delivering a written resignation to the secretary of the Corporation;

- 35.2. if a Director is found by a court to be of unsound mind;
  - 35.3. if a Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
  - 35.4. if at a meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
  - 35.5. if a Director has a permanent disability such that they are unable to fulfill their duties;
  - 35.6. on the death of such Director;
36. **Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy in the Board and/or an Officer position, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting.
37. **Calling of Meetings of Board of Directors .** The Board shall meet at least once per calendar year. Meetings of the Board may be called by the President or President-Elect or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.
38. **Location of Meeting of Board of Directors .** Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.
39. **Participating in Meetings by Electronic Means .** If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
40. **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 of this By-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held if sent by mail and not less than 48 hours if sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all of the

Directors are present, and no one 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. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- 40.1. submit to the Members any question or matter requiring the approval of Members;
  - 40.2. fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
  - 40.3. issue debt obligations except as authorized by the Directors;
  - 40.4. approve any annual financial statements;
  - 40.5. adopt, amend or repeal by-laws; or
  - 40.6. establish contributions to be made, or dues to be paid by Members..
41. **Regular Meetings Section** . 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 the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
  42. **Quorum at Meetings of the Board of Directors** . A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.
  43. **Votes to Govern 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.
  44. **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.

## OFFICERS OF THE CORPORATION

45. **Roles of Officers.** An Officer may hold only one office at a time. 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:

45.1. **Past President.** The Past President shall be Chair of the Nominating Committee and shall perform such other duties as shall from time to time be assigned to them by the Board.

45.2. **President**

(a) The President shall be the Chief Executive Officer of the Corporation and shall preside at Scientific Meetings, Members' Meetings and meetings of the Board.

(b) The President shall oversee the management of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

(c) The President shall be an ex-officio member of all standing and special committees of the Corporation.

(d) The President shall perform such other duties as shall from time to time be assigned to them by the Board

45.3. **President-Elect**

(a) The President-Elect 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 assigned to them by the Board.

(b) The President-Elect shall assume the office of President at the close of the Annual General Meeting in the year following their election as President-Elect.

(c) The President-Elect shall be Chair of the membership committee of the Corporation.

45.4. **Secretary**

- (a) The Secretary shall give or cause to be given notice of Scientific Meetings, Members' Meetings and Board meetings, and shall keep the minutes all such meetings.
- (b) The Secretary shall, in general, perform all duties necessary or incidental to the office of Secretary and any other duties as may, from time to time, be assigned to them by the Board.
- (c) The Secretary shall be the custodial of the seal of the Corporation and shall maintain the records required by law to be maintained by the Corporation.

#### 45.5. **Treasurer**

- (a) The role of the Treasurer is to act as a source of financial information for the Corporation. In collaboration with the President, the Treasurer shall inform the Board of the financial performance of the Corporation.
- (b) The Treasurer shall attend meetings of the Board and the annual general meeting. The Treasurer, in collaboration with the President, shall assist in the development of a budget for presentation to the Board for approval. The Treasurer shall inform Directors of the association's financial status at Board meetings and also inform the membership of financial results and present the auditor's report at the annual general meeting.
- (b) The Treasurer shall assist in the development of financial policies and procedures in collaboration with the President and help the Corporation ensure that adequate resources are available to fund Corporation programs. The Treasurer shall oversee projects and assume other responsibilities the Treasurer shall perform such other duties as shall from time to time be assigned to them by the Board

46. **Vacancy in Office** . 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:

- 46.1. the Officer's successor being appointed;
- 46.2. the Officer's resignation;
- 46.3. such Officer ceases to be a Director (if a necessary qualification of appointment);  
or



46.4. 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.

### **REMUNERATION OF DIRECTORS AND OFFICERS**

47. **Remuneration of Directors and Officers** . The Directors and Officers of the Corporation shall not be remunerated for their services.

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS**

48. **Indemnification** - Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

48.1. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;

48.2. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 52.1, the Board may approve such advance.

### **GENERAL**

49. **Method of Giving Any Notice** . Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes,

without limitation, sent, delivered, received 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 accountant shall be sufficiently given:

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

- 50. **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.
- 51. **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.

- 52. **By-laws and Effective Date** . Subject to matters requiring a Special Resolution, this By-law shall be effective when approved by the Board.
  
- 53. **Repeal of Prior By-laws** . All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

DATED the \_\_\_\_ day of \_\_\_\_\_, 2014.

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