

SCHEDULE "A"

**BY-LAW NO. 1A OF THE ASSOCIATION**

A by-law relating generally to the transaction of the business and affairs of

**CANADIAN ASSOCIATION OF COMMUNICATORS IN EDUCATION/  
ASSOCIATION CANADIENNE DES AGENTS ET AGENTES DE  
COMMUNICATION EN ÉDUCATION**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of Canadian Association of Communicators in Education/Association canadienne des agents et agentes de communication en education (hereinafter called the "Corporation") as follows:

**SECTION I – GENERAL**

**ARTICLE 1 – NAME**

- 1.1 **Name.** The Corporation shall be known as the CANADIAN ASSOCIATION OF COMMUNICATORS IN EDUCATION (CACE) / ASSOCIATION CANADIENNE DES AGENTS ET AGENTES DE COMMUNICATION EN ÉDUCATION (ACACÉ).

**ARTICLE 2 – CORPORATE SEAL**

- 2.1 **Form.** The seal of the Corporation shall be in such form as shall be prescribed by the board of directors of the Corporation (the "Executive") and shall have the words Canadian Association of Communicators in Education/Association canadienne des agents et agentes de communication en education inscribed thereon.
- 2.2 **Location.** The Secretary of the Corporation shall maintain custody of the corporate seal.

**ARTICLE 3 – OFFICIAL LANGUAGES**

- 3.1 Written Communications.** The Corporation shall function in both official languages. For written and electronic communications, members shall be free to use the official language of their choice.
- 3.2 Official Documents.** The official documents of the Corporation, including the Letters Patent and By-Law No. 1A, any other By-Law of the Corporation, the proceedings of the general meetings of the members of the Corporation, the financial statements of the Corporation, the notices of general meetings and any other documents declared official by the Executive, shall be in both official languages. In declaring official documents, the Executive shall take into account the resources of the Corporation available for translation services.

## **SECTION II -- MEMBERSHIP**

### **ARTICLE 4 – CATEGORIES**

- 4.1 Categories.** The Corporation shall have four categories of members: Full Members, Associate Members, Honorary Members and Life Members.
- 4.2 Rights.** In addition to the rights specified below, members in each category shall enjoy such other rights and privileges as are accorded to members in that category from time to time under the Regulations passed pursuant to this By-law.

### **ARTICLE 5 – FULL MEMBERS**

- 5.1 Full Members.** Those eligible to become Full Members shall be individuals who occupy non-elected remunerated positions in a school, school board, college, university, school board/trustees' association, department of education, teachers' association or other educational body, with responsibility for communications/public relations/information, or who are engaged by such an institution to work in communications/public relations/information. Full Members may hold any office in the Corporation and may vote on any matters before the Corporation.

### **ARTICLE 6 – ASSOCIATE MEMBERS**

- 6.1 Associate Members.** An Associate Member shall be an individual who is not eligible to be a Full Member and who has an interest in communications/public relations/information in education. Associate Members may not hold any office in the Corporation and may not vote on any matters before the Corporation.

## **ARTICLE 7 – HONORARY MEMBERS**

- 7.1 Honorary Members.** Honorary Members shall individuals selected by the Executive from nominations submitted by the membership based on criteria as established by the membership. Honorary Members may not hold any elected office in the Corporation and shall not have a vote on any matters before the Corporation. The intent of this category of membership is to honor an individual who has never been eligible for a Full Membership but has made significant contributions toward communications in education.

## **ARTICLE 8 – LIFE MEMBERS**

- 8.1 Life Members.** Life Members shall be former Full Members selected by the Executive from nominations submitted by the membership based on criteria established by the membership. The intent of this category of membership is to honor individuals who have been involved in or contributed toward the growth and development of the Corporation. Life Members may not hold any elected office but may vote on any matter before the Corporation.

## **ARTICLE 9 – GENERAL MEETINGS**

- 9.1 Frequency.** The members of the Corporation shall meet at least annually at an Annual General Meeting and, in addition to any other business that may be transacted, the report of the Executive, the financial statements, and the report of the auditors shall be presented and the Executive elected/appointed and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Executive or President shall have the power to call a general meeting of the members.

- 9.2 Place.** The Annual General Meeting shall be held at such a place in Canada, and on such day in each year as the Executive may by resolution determine.
- 9.3 Special Meetings.** Special meetings of the Corporation shall be called by the President at the written request of not fewer than twenty (20) per cent of the eligible voting members of the Corporation, as determined on the day that the request is made to the President.
- 9.4 Notice of Meetings.** Notice of the time, place and date of meetings of members and sufficient information concerning the business to be transacted to permit a member to form a reasoned judgement on the decision to be taken shall be given at least twenty-one (21) days before the date of the meeting to each member (in the case of an annual meeting to the auditor of the Corporation) by ordinary mail, electronic mail or facsimile transmission to the last address of the member shown on the Corporation's records.
- When it is deemed to be urgent, it shall be sufficient notice if the members are summoned to a meeting on five (5) days notice by electronic mail, facsimile transmission, telephone or in any other practical manner.
- 9.5 Errors or Omissions.** No error or omission in giving notice of any general meeting of the members of the Corporation shall invalidate such meeting or a proceeding 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.
- 9.6 Quorum.** Twenty-five (25) per cent of the eligible voting members shall constitute a quorum at a general meeting. Fifty (50) per cent of the eligible voting members shall constitute a quorum at a Special Meeting. The number of voting members eligible shall be determined by the membership list as recorded in the head office of the Corporation on the date of the general or special meeting. Written proxies received by the chairperson of a general or special meeting at the commencement of the meeting will count towards the percentage required for a quorum. Notwithstanding the foregoing, there must be at least two members present at a meeting to constitute a quorum.
- 9.7 Voting by members.** Unless otherwise required by the provisions of the Canada Corporations Act or the by-laws of the Corporation, all questions

proposed for consideration at a meeting of the members of the Corporation shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the chairperson presiding at the meeting shall have a casting vote. Otherwise, the chairperson is not entitled to vote at a meeting of the membership.

- 9.8 Proxies. Every member of the Corporation, entitled to vote at meetings of members may by means of a proxy appoint another Full Member as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his or her attorney authorized in writing. Subject to the requirements of the Canada Corporations Act, a proxy may be in such form as the Executive from time to time prescribes or in such other form as the chairperson presiding at the meeting may accept as sufficient, and shall be deposited with the chairperson of the meeting before any vote is called under its authority or at such earlier time and in such manner as the Executive may prescribe.
- 9.9 **Show of Hands.** At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is requested by any five (5) members entitled to vote. Upon a show of hands, every member entitled to vote or proxy holder for a member entitled to vote, present in person shall have one vote.
- 9.10 **Adjournments.** The chairperson presiding at the meeting may, with the consent of the members at the meeting, adjourn such meeting to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **ARTICLE 10 – FEES**

- 10.1 Fees. The annual membership fee and any other fee or fees shall be determined from time to time by the Executive. All fees and increases to fees as determined by the Executive must be ratified by a majority of the members at the annual general meeting.

## **ARTICLE 11 – MEMBERSHIP REQUIREMENTS**

- 11.1 Requirements. Upon application and payment of the prescribed fee or fees, those eligible for the above categories of membership shall become members of the Corporation upon approval of the Executive. The Executive may require proof of eligibility from any or all prospective members in any or all categories.

## ARTICLE 12 – CESSATION OF MEMBERSHIP

- 12.1 Transfer of Membership. A Full or Associate Member of the Corporation may transfer their membership to another individual in their organization provided the new prospective member meets the membership criteria for the same category of membership to which the transferring member previously belonged to and the Executive approves of the transfer. No other category of membership in the Corporation is transferable.
- 12.2 **Revocation of Membership.** Any member may be expelled from the Corporation by a two-thirds (2/3) vote taken by a ballot of the members present and eligible to vote at an annual or other special meeting of members.
- 12.3 **Termination of Membership.** A membership in the Corporation automatically terminates upon the happening of any of the following events:
- (a) if the member, in writing, resigns as a member of the Corporation. Any member of the Corporation may resign as a member by sending a letter of resignation to the Corporation;
  - (b) if the member dies;
  - (c) if a member is expelled from the Corporation;
  - (d) if a member fails to pay any applicable fees; or
  - (e) if a member no longer meets the definition, qualifications or criteria for the membership category for which the member had been approved by the Executive.

## ARTICLE 13 - AUDITOR

- 13.1 **Audit.** The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for

report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the Executive may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Executive.

- 13.2 Fiscal Year.** The fiscal year of the Corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, unless otherwise determined by the Executive.

## **SECTION III –THE EXECUTIVE**

### **ARTICLE 14 – THE EXECUTIVE**

- 14.1 Composition of the Executive.** The Executive shall be composed of the Immediate Past President, President, President-Elect, Vice-President, Secretary, Treasurer and the chairperson of the next annual national conference. In any event, the Executive shall not be less than three (3) persons.
- 14.2 Qualifications of Executive Members.** Executive Members must be a Full Member, at least eighteen (18) years of age with the power under law to contract.
- 14.3 Residency.** A majority of the members of the Executive shall not reside in any one Province of Canada or region of Canada. The regions of Canada are defined as: the Atlantic Provinces; Quebec; Ontario; Saskatchewan and Manitoba; Alberta, Northwest Territories and Nunavut; and British Columbia and the Yukon Territory.
- 14.4 Language.** At least one member of the Executive shall be fluently bilingual, preferably of French Canadian background.
- 14.5 Powers of the Executive.** The Executive shall manage all of the affairs and business of the Corporation which shall include, without limiting the generality of the foregoing, the following:
- (1) the power to employ and pay salaries to staff and may delegate by resolution to an Officer or Officers of the Corporation the right to do so;

- (2) to authorize other expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation and may by resolution delegate this to an Officer or Officers of the Corporation;
- (3) establish such policies and regulations as it deems necessary to govern the management and operation of the Corporation;
- (4) appoint such committees, work groups, etc. as it deems advisable; and
- (5) may solicit, receive and administer grants, donations, devises, bequest of real and personal property, and other forms of direct and indirect financial support to further the work of the Corporation.

**14.6 Term of Executive Members.** Executive Members shall serve on the Executive of the Corporation for a term of one (1) year commencing on the date they are elected as an Officer or appointed as chairperson of the next annual national conference and shall hold office until the dissolution or adjournment of the next annual general meeting one year hence or until his or her successor is elected or appointed. No Executive Member shall serve more than six (6) consecutive years on the Executive. If during an Executive Member's term of office he or she ceases to meet the criteria of a Full Member, the Executive Member may complete his or her term of office, provided the remaining Executive Members approve it.

**14.7 Change of Resident Province or Region.** An Executive Member who moves to another province or region may continue to serve as an Executive Member for the remainder of his or her term of office.

**14.8 Vacancies.** So long as a quorum of the Executive Members remain in office, a vacancy on the Executive may be filled by the Executive Members when such vacancies arise in the interval between annual general meetings of the Corporation. If no quorum of Executive Members exist, the remaining Executive Members shall forthwith call a general meeting of members to fill the vacancies on the Executive.

**14.9 Removal of Executive Members.** The office of an Executive Member shall be vacated automatically upon the occurrence of any one of the following events:

- (1) if a person resigns his or her office by delivering a written resignation to the President, or, in the case of the President, to the Vice-President;
- (2) if the Executive Member dies;



- (3) if he or she does not meet the qualifications prescribed by any Act of Parliament which governs this Corporation; or
- (4) if at a special meeting of members of the Corporation, a resolution is passed that he or she be removed from office by two-thirds (2/3) of the members present at the meeting who are eligible to vote.

**14.10 Quorum.** A quorum for the transaction of business at meetings of the Executive shall be a majority of the members of the Executive but at no time shall it be less than two (2) members of the Executive.

**14.11 Meetings.** The Executive shall hold a meeting following the close of each annual general meeting of the Corporation and shall hold at least two additional meetings in each fiscal year of the Corporation. The President, or in his or her absence, the Vice-President of the Corporation shall chair the meetings of the Executive. If no such officer is present, the Executive Members shall choose one of its members to be chair.

**14.12 Calling of Meetings.** Meetings of the Executive shall be held at the call of the President or Vice-President. The meeting shall be held from time to time at such time and place as the President or Vice-President may determine.

**14.13 Notice of Meetings.** Notice of Executive meetings shall be given by ordinary mail, electronic mail, facsimile transmission or telephone to each Executive Member not less than ten (10) business days prior to the meeting. If the notice is given by ordinary mail, it shall be at least fourteen (14) days prior to the meeting. The notice of meeting shall set out the time, place and date of the meeting. No error or omission in giving notice of any meeting of the Executive or any adjourned meeting of the Executive of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Executive 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.

**14.14 Urgent Meetings.** An urgent meeting of the Executive may be held at the call of the President or Vice-President at such time and place as the President or Vice-President may determine. Notice of such meeting shall be given by electronic mail, facsimile transmission or telephone to each Executive Member not less than forty eight (48) hours before the meeting is to take place. No formal notice of a meeting is necessary if all the Executive Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

**14.15 Meetings by Communications Facilities.** Meetings of the Executive may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

**14.16 Teleconference Participation.** The Executive may meet by teleconference provided that either a majority of the Executive Members consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Executive at a meeting of the Executive members.

**14.17 Meetings by Other Electronic Means.** The Executive may meet by other electronic means that permits each Executive Member to communicate adequately with each other provided that:

- (1) the Executive has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (2) each Executive Member has equal access to the specific means of communication to be used; and
- (3) a majority of the Executive Members have consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

**14.18 Voting.** Unless otherwise required by the provisions of the Canada Corporations Act or the by-laws of the Corporation, all questions posed for consideration at a meeting of the Executive shall be determined by a majority of the votes cast at the meeting. In the case of an equality of votes, the chairperson presiding at the meeting shall have a casting vote. Otherwise, the chairperson is not entitled to vote at a meeting of the Executive.

At all meetings of the Executive, every question shall be decided by a show of hands or during a teleconference by voice identification, unless otherwise required by a by-law of the Corporation or a poll on the question is requested by any three (3) Executive Members. Every Executive Member entitled to vote shall have one vote.

## **SECTION IV – OFFICERS**

### **ARTICLE 15 – OFFICERS**

**15.1 Election and Appointment.** The members of the Corporation shall annually or more often as may be required, elect a President, President - Elect, Vice-President, Secretary and Treasurer of the Corporation. The Elected Officers of the Corporation shall be elected by a majority vote of the members of the Corporation having voting privileges at the annual general meeting upon the recommendation of the Nominations Committee. The order of election of the Officers of the Corporation shall be President, President-Elect, Vice-President, Secretary and Treasurer.

- 15.2 Officers.** The officers of the Corporation shall be the President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer and any such other officers as the Executive may by by-law determine. All Officers must be a Full Member in good standing.
- 15.3 Term of Elected Officers.** The election of the President, President-Elect, Vice-President, Secretary and Treasurer shall take place at the annual general meeting of the members. They shall be elected for a term of one (1) year commencing on the date they are elected as an officer and shall hold office until the dissolution or adjournment of the next annual general meeting one year hence or until his or her successor is elected or appointed. No Elected Officer shall serve more than six (6) consecutive years. If during an Officer's term of office he or she ceases to meet the criteria of a Full Member, the Officer may complete his or her term of office, provided the Executive approves it.
- 15.4 Change of Resident Province or Region.** An Officer who moves to another Province or Region (as defined above) may continue to serve as an Officer for the remainder of his or her term of office.
- 15.5 Vacancies.** If the President is unable to complete his or her term of office, the President-Elect shall assume the office of the President. If the President-Elect is unable to fill the office of the President, the Vice-President shall fill the office of the President until the next annual general meeting of the Corporation. If the Vice-President is unable to complete the term as President, a President shall be appointed, by a majority vote of the Executive.
- 15.6 Removal of Officers.** The position of an Officer shall be vacated automatically upon the occurrence of any one of the following events:
- (1) if a person resigns his or her office by delivering a written resignation to the President, or, in the case of the President, to the Vice-President;
  - (2) if the Officer dies;
  - (3) if he or she does not meet the qualifications prescribed by any Act of Parliament which governs this Corporation; or
  - (4) if at a special meeting of members of the Corporation a resolution that he or she be removed from office is passed by two-thirds (2/3) of the members present at the meeting who are eligible to vote.

- 15.7 Duties of Officers May be Delegated.** In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Executive may deem sufficient, the Executive may delegate all or any of the powers of such Officer to any other Officer or to any Executive Member for the time being.
- 15.8 Duties of President.** The President shall, when present, preside at all meetings of the Executive and members; call meetings of the Executive and members as set out in these by-laws; sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to her or him by the Executive or as are incidental to her or his office.
- 15.9 Duties of the President-Elect, Vice-President and Past-President.** The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall be vested with all the powers and shall perform all of the duties of the President in the absence or inability or refusal to act of the President and the President-Elect. The President-Elect, Vice-President and Past President shall sign such contracts, documents or instruments in writing as require her or his signature and shall also have such other powers and duties as may from time to time be assigned to her or him by the Executive.
- 15.10 Duties of Secretary.** The Secretary shall attend and act as recording secretary at all meetings of the Executive and members of the Corporation and shall ensure that minutes of those proceedings are produced and retained. The Secretary shall ensure that the lists of Executive Members, Officers and members of the Corporation are up to date. The Secretary shall have custody of the Corporate Seal of the Corporation which he or she shall deliver only when authorized by a resolution of the Executive to do so and to such person or persons as may be named in the resolution. The Secretary shall also have such other powers as may from time to time be assigned to her or him by the Executive.
- 15.11 Duties of Treasurer.** The Treasurer of the Corporation shall have responsibility for the funds and securities of the Corporation and shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation. The Treasurer shall also be responsible for deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such financial institution as may be designated by the Executive from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Executive at the regular meetings of the Executive, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be assigned by the Executive. He or she shall give the Corporation a bond, should the Executive so require, in a sum and with

one or more sureties satisfactory to the Executive for faithful performance of the duties of his or her office, and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

## SECTION V – MISCELLANEOUS

### ARTICLE 16 – NOMINATIONS COMMITTEE

- 16.1 Nominations Committee.** The Nominations Committee shall be composed of three (3) members of the Corporation who are entitled by their membership category to hold an elected office, two of whom shall be chosen by a majority vote of the members of the Corporation who are eligible to vote at the annual general meeting. The immediate Past-President shall be the third member of the Nominations Committee and shall serve as the chairperson of that Committee. The Nominations Committee shall serve for a one (1) year term or until the next annual general meeting.
- 16.2 Powers.** The Nominating Committee shall have such powers and duties as shall be determined by the Executive from time to time.
- 16.3 Selection Procedures.** A majority of the members of the Executive shall not reside in any one Province of Canada or region of Canada. The regions of Canada are defined as: the Atlantic Provinces; Quebec; Ontario; Saskatchewan and Manitoba; Alberta, Northwest Territories and Nunavut; and British Columbia and the Yukon Territory.
- 16.4** At least one member of the Executive shall be fluently bilingual, preferably of French Canadian background.

### ARTICLE 17 – LIABILITIES

**17.1 Limitation of Liability.** No Executive Member or Officer of the Corporation shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Executive Member or Officer, or for joining in any receipts or other act of conformity;
- (b) any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in which or upon which any monies of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
- (e) any loss occasioned by any error of judgement or oversight on their part, or
- (f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty or willful neglect.

**17.2 Indemnity.** Every Executive Member or Officer of the Corporation and their heirs, executors and administrators, and estate and effects respectively, shall at any time or from time to time be indemnified and saved harmless out of the funds of the Corporation, unless any of the following shall be occasioned through their own dishonesty or willful neglect, from and against:

- (a) all costs, charges and expenses whatsoever which such Executive Member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or presented against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the execution of the duties of his or her office.

## **ARTICLE 18 – REMUNERATION**

**18.1 Remuneration.** Executive Members or Officers, as such, shall not receive remuneration for their services, but by resolution of the Executive, the reasonable expenses of their attendances as Executive Members or Officers may be allowed and paid. Nothing herein contained shall be construed to preclude any Executive Member or Officer serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE 19 – CERTIFICATION OF DOCUMENTS**

- 19.1 Certification of Documents.** All documents of the Corporation shall be certified by the President or such other Officer of the Corporation as many from time to time be designated by the Executive.

## **ARTICLE 20 – EXECUTION OF DOCUMENTS**

- 20.1 Execution of Documents.** Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President or President-elect together with any other Executive Member, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Executive shall have the power from time to time by resolution to appoint an Officer or Executive Member on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents, and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by the President or any other Officer or Executive Member or staff appointed by the Executive.

## **ARTICLE 21 – AMENDMENT OF BY-LAWS**

- 21.1 Amendments of By-Laws.** By-laws of the Corporation may be enacted, and any by-law may be repealed, altered or amended at an annual general meeting of the Corporation by a two-thirds (2/3) vote of the members present, provided that written notice of motion of the enactment, repeal, alteration or amendment has been given at least seventy-two (72) hours before the meeting at which the motion is to be considered. The repeal, alteration or amendment of any by-law or by-laws of the Corporation and the enactment of any new by-laws relating to the requirements of subsection 155 (2) of the Canada Corporations Act shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

## **ARTICLE 22– REPEAL**

- 22.1 Repeal.** By-Law No.1, as amended is hereby amended, repealed and replaced in accordance with the provisions of this new By-Law. Such amendment and repeal shall not affect the previous operation of the by-law so amended and repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under it, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent.

## **ARTICLE 23 – RULES OF ORDER**

**23.1**

**Rules of Order.** The authority to whom reference should be made if any question is raised regarding rules of order is prescribed as Robert's Rules of Order.