

BY-LAW NUMBER 1

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

HARRY CROWE FOUNDATION (the Corporation)

1. GENERAL

1.1 Definitions

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

- (a) **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;
- (b) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **Board** means the board of directors of the Corporation and **director** means a member of the board;
- (d) **By-laws** means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **meeting of members** includes an annual meeting of members or a special meeting of members; **special meeting of members** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (f) **ordinary resolution** means a resolution passed by a majority of the votes cast on that resolution;
- (g) **Proposal** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the *Act*;
- (h) **Regulations** means the regulations made under the *Act*, as amended, restated or in effect from time to time; and
- (i) **special resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and **person** includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

1.3 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.

1.4 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) of its officers or directors. In addition, the Board may from time to time direct the manner in which 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

1.5 Financial Year End

The financial year end of the Corporation shall be the last day of June in each year.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company credit union 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 be resolution from time to time designate, direct, or authorize.

1.7 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.

2. MEMBERSHIP

2.1 Membership Conditions

Subject to the Articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The following conditions of membership shall apply:

a. Class A Member

- i. Subject to sub-paragraph ii of this paragraph “a.,” there shall be one Class A member only, the Canadian Association of University Teachers (**CAUT**).
- ii. If CAUT either withdraws from membership in the Corporation or is dissolved, then the Board may, by resolution, approve the admission of another organization to be the Class A member of the Corporation.
- iii. As set out in the Articles, the Class A member is entitled to receive notice of, attend and vote at all meetings of members and the Class A member shall be entitled to one vote on each matter for decision that comes before such meetings or by written resolution as may be provided for from time to time under this By-law or at law, except for meetings at which only members of another class are entitled to vote separately as a class.

b. Class B Members

- i. Class B membership shall be available only to those individuals who, from time to time, are elected to be directors of the Corporation, and such individuals shall remain Class B members for so long as they remain directors of the Corporation. Upon ceasing to be a director of the Corporation, an individual shall automatically cease to be a Class B member of the Corporation.
- ii. As set out in the Articles, Class B members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation, and Class B members shall be entitled each to have one vote on each matter for decision that comes before such meetings or by written resolution as may be provided for from time to time under this By-law or at law, except that Class B members shall not be entitled to vote (either at a meeting of the members or otherwise):
 - (A) in the election of, or otherwise have the right to elect, the directors of the Corporation;
 - (B) on any proposed enactment or repeal of, or amendment to, a By-law of the Corporation;
 - (C) on any proposed amendments to the Articles of the Corporation;
 - (D) at which only members of another class are entitled to vote as a separate class; or
 - (E) as a separate class, on any amendments to add, change or remove the rights or conditions of membership that form part of Class B membership in the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions of membership.

3. MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

There shall be no membership fees or dues unless otherwise directed by an ordinary resolution duly passed by the Board.

3.2 Termination of Membership

A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 2.1 of these By-laws;
- (c) the member resigns by delivering a written resignation to the head office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member's term of membership expires; or
- (e) the Corporation is liquidated or dissolved under the *Act*.

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

Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4. MEETING OF MEMBERS

4.1 Place of Members' Meetings

Subject to compliance with section 159 of the *Act*, meetings of the members may be held 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. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation.

4.2 Persons Entitled to be Present

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

4.3 Notice of Meeting of Members

Subject to the requirement under the *Act* and the regulations, notice of the time and place of a meeting of members shall be given in the manner and subject to the terms and conditions of Section 10.1 of this By-law to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 35 days before the day on which the meeting is to be held.

4.4 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Chair of the Meeting

The president of the Board will chair a meeting of the members. If the president and the vice-president of the Board are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.6 Quorum

A quorum at any meeting of the members (unless a greater number of members is required to be present by the *Act*) shall be a majority 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. If the Corporation has only one member, the member present in person or by proxy constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.11 of this By-law, by telephone or by other electronic means.

4.7 Votes to Govern

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

4.8 Show of Hands

Subject to the *Act* and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the

absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.9 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

4.10 Resolution in Lieu of Meeting

Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A majority vote of the members shall be required to approve any matter that can be voted on by written resolution. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

4.11 Participation by Electronic Means at Meetings of Members

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

4.12 Meeting of Members Held Entirely by Electronic Means

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

5. DIRECTORS

5.1 Election and Term

Subject to the Articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

5.2 Number of Directors

The property and business of the Corporation shall be managed by a Board comprised of five directors.

5.3 Books and Records

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

5.4 Vacancy in Office

The office of director shall be automatically vacated:

- (a) if a director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- (b) if he/she is found by a court to be of unsound mind;
- (c) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- (d) if at a special general meeting of members an ordinary resolution is passed by the Class A members that he/she be removed from office;
- (e) on death; or
- (f) if a director is absent from 3 consecutive Board meetings without leave of the Board.

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director's term.

5.5 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

6. POWERS AND DUTIES OF THE BOARD

6.1 Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation, and in connection with the management and operation of the Corporation the Board may prescribe such rules and regulations not inconsistent with the By-laws of the Corporation it deems expedient.

6.2 The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

- 6.3** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 6.4** The Board is hereby authorized, from time to time:
- (a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 6.5** The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 6.6** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 6.7** Remuneration for all officers, agents and employees and committee members shall be fixed by the Board by ordinary resolution.

7. INDEMNITIES TO DIRECTORS AND OTHERS

- 7.1** Subject to the Articles and any requirements or limitation under the *Act* and law applicable to charities, every present or former 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 company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, which such director, officer or other person sustains or

incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and

- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

7.2 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

8. MEETINGS OF DIRECTORS

8.1 Calling of Meetings

Meetings of the Board may be called by the president of the Corporation or any two directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

8.2 Notice of Meeting

Unless sent by regular mail, 48 hours notice of a meeting of the Board shall be given to each director. Notice of any such meeting that is sent by regular mail shall be served in the manner specified in Section 10.1 of this By-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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.

8.3 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

8.4 Regular Meetings

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

8.5 Chair of Meeting

In the event that the president of the Corporation and the vice-president of the Corporation are absent, the directors who are present shall choose one of their number to chair the meeting.

8.6 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question is lost.

8.7 Quorum

A majority of the Board shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority vote of those present.

8.8 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 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 ordinary resolution of the Board.

8.9 Participating Directors Meetings by Electronic Means

A director may, in accordance with the Regulations, if any, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

9. OFFICERS

9.1 Description of Officers

Unless otherwise specified by the Board, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by resolution designate other officers of the Corporation:

- (a) **President** – The president, shall, when present, preside at all meetings of the Board and of the members. He/She shall have such other duties and powers as the board may specify.
- (b) **Vice-president** -- The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.

- (c) **Secretary** – The secretary, when in attendance, shall be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** – The treasurer shall be responsible for ensuring the custody of the funds and securities of the Corporation, the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He/she shall be responsible for the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The Board may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

- 9.2** Officers of the Corporation shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members.
- 9.3** Except for the offices of president and the vice-president, any two offices may be held by the same person and officers need not be directors.
- 9.4** Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 9.5** The officers of the Corporation shall hold office for one year from the date of appointment or election or until the earlier of their successors are elected or appointed in their stead, their resignation, their ceasing to be a director (if a necessary qualification of appointment) or their death. Any officer shall be subject to removal by ordinary resolution of the Board at any time.

9.6 Vacancy in Office

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

10. NOTICE

10.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the *Act*, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's address as shown in the records of the Corporation by prepaid ordinary or air mail; or
- (c) if sent by courier to such person at such person's address as shown in the records of the Corporation; or
- (d) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Corporation; or
- (e) if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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.

10.2 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.

10.3 Omissions and Errors

The accidental omission to give any notice to any members, 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.

11. RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this By-law as they may deem expedient.

12. **BY-LAW AMENDMENTS**

The Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation without having the By-law, amendment or repeal confirmed by the Class A member by ordinary resolution. The By-law, amendment or repeal is only effective on the confirmation of the Class A member and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

13. **REPEAL OF PRIOR BY-LAWS**

All prior By-laws of the Corporation shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Corporation shall invalidate any past act of any director, officer, member or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Corporation.

14. **EFFECTIVE DATE**

This By-law shall come into force and effect on the date that the Corporation is continued under the *Act*.