

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
African-Canadians Association of Ottawa referred to hereinafter as;

ACAO

(The "Corporation")

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BE IT ENACTED as a by-law of ACAA as follows:

SECTION 1 - GENERAL

1.01 Definition

In this by-law and all other by-laws of ACAA, 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 ACAA;
- c. "**board**" means the board of directors of ACAA and "director" means a member of the board;
- d. "**by-law**" means this by-law and any other by-law of ACAA 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;

- f. "**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;
- g. "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "**proposal**" means a proposal submitted by a member of ACAO that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Rules of Order

Unless otherwise specified in these Bylaws, or required by the ACT, Robert's Rules of Order Newly Revised will govern the association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order the association may adopt.

1.04 Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of ACAO. The secretary of ACAO shall be the custodian of the seal.

1.05 Status

1. ACAO is an independent, non-partisan, not for profit, community advocacy, and social organization.
2. ACAO shall be carried on without the purpose of gain for its members, and any profit of accretion to the association shall be used in furtherance of its purposes.
3. The business of ACAO may be conducted in any of the following languages: English and/or French.

1.06 Objectives of ACAO

1. Unite the people of African descent and building the capacities of ethnocultural associations to support community engagement and civic participation.
2. To enhance the economic, social and cultural wellbeing of people of African descent.
3. Enhance and further the cultural and social life within the community of Canadians of African Origin.
4. Cultivate and maintain African customs and traditions without clash with the mainstream Canadian Community,
5. Engage in various sport and recreational activities,
6. Foster understanding and cooperation with other communities and the multicultural heritage of Canada
7. Celebrate the African heritages and pass it on to the new generations and Canadian society at large.
8. Provide social and settlement services to new African immigrants, refugees, and students to enhance their better understanding and integration in the Canadian society.
9. Develop and provide program and services for women, men, children, youth, seniors, and persons with special needs.

1.07 ACAO: Scope of Activities

The scope of ACAO activities include, but not limited to the following:

1. Holding or facilitating, from a neutral stand, conferences, seminars, workshop about African or a Canadian national issue.
2. Commemorating and celebrating national and religious events such as Africa Day, Canada Day, African Democratic events, Islamic and Christian events and the New Year.
3. Sponsoring, supporting, and encouraging artistic works and performances of diverse views (i.e. poem, play, film etc.).
4. Issuing media releases or communiqués regarding African or Canadian national issues that promote Human Rights and Principles of Democracy.
5. Participating in humanitarian relief efforts and fundraising, as determined from time to time by the Board the Association.
6. Promoting health initiatives to ensure healthy black community. This including mental health, HIV, diabetes, sickle cell, and any other ailment that significantly affect the African Caribbean and Black people.
7. Fundraising.
8. Collaborating with partners and other agencies to further the objectives.

1.08 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by ACAO 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 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 ACAO to be a true copy thereof.

1.09 Financial Year

The financial year end of ACAO shall be determined by the board of directors.

1.10 ACAO Finance

ACAO activities shall be solely financed from the organization membership dues, the Canadian government federal and provincial funding, Canadian public donations, and ACAO Canadian-based fund raising activities.

Special resolution is required to approve any foreign funding or to accept donations from non-Canadian individuals or entities.

1.11 Banking Arrangements

The banking business of ACAO shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of ACAO and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize. All financial business of ACAO shall be conducted through its bank account.

1.12 Borrowing Powers

The directors of ACAO may, without authorization of the members,

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

1.13 Annual Financial Statements

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

1.14 Policies

In addition to the by-law, the Board of Directors at its authority shall create other governing policies consistent with the spirit of this by-law and the Act to help manage the affairs of ACAO and subcommittees as may be established by the authority of the Board of Directors.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in ACAO, namely, Class A members, Class B members, and Class C members. The board of directors of ACAO may, by resolution, approve the admission of the members of ACAO. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members

- a.** Class A voting membership shall be available only to qualified adult individuals who are 18 years of age or older, Canadian citizens of African origin or permanent residents of Canada of African origin, or spouses thereof have applied and have been accepted for Class A voting membership in ACAO shall be a resident of the National Capital Region of Ottawa.
- b.** The term of membership of a Class A voting member shall be annual, subject to renewal if membership dues are required or in accordance with the policies of ACAO.
- c.** As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

Class B non-voting membership shall be available only to qualified individuals: Canadian citizens or permanent residents of Canada of African origin under the age of 18, refugees and international students of African origin of any age, who have applied and have been accepted for Class B non-voting membership in ACAO shall be a resident of the National Capital Region of Ottawa.

- a.** The term of membership of a Class B non-voting member shall be annual, subject to renewal if membership dues are required or in accordance with the policies of ACAO.
- b.** Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of ACAO.

Class C Members

- a.** Class C non-voting honorary membership shall be available only to qualified individuals proposed by any member and approved by Board of Director for their strong support to ACAO or Home Countries in Africa in any field, or African representatives who supported democracy and Human Rights in Africa.
- b.** The term of membership of a Class C non-voting member shall be annual, subject to renewal in accordance with the policies of ACAO.
- c.** Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of ACAO.

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 described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Membership Transferability

A membership may only be transferred to ACAO. Pursuant to Section 197(1) (Fundamental Change) 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.

2.03 Notice of Members Meeting

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

- a.** by email, through a common members only social media platform, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 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 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of ACAO to change the manner of giving notice to members entitled to vote at a meeting of members.

2.04 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of 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.

2.05 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if ACAO has a system that:

- a.** enables the votes to be gathered in a manner that permits their subsequent verification, and
- b.** permits the tallied votes to be presented to ACAO without it being possible for ACAO to identify how each member voted.

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

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of ACAO.

3.02 Termination of Membership

A membership in ACAO is terminated when:

- a.** the member dies, or, in the case of a member that is a corporation, ACAO is dissolved;
- b.** a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c.** the member resigns by delivering a written resignation to the chair of the board of ACAO in which case such resignation shall be effective on the date specified in the resignation;
- d.** the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e.** the member's term of membership expires; or
- f.** ACAO is liquidated or dissolved under the Act.

3.03 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 ACAO, automatically cease to exist.

3.04 Discipline of Members

The board shall have authority to suspend or expel any member from ACAO for any one or more of the following grounds:

- a.** violating any provision of the articles, by-laws, or written policies of ACAO;
- b.** carrying out any conduct which may be detrimental to ACAO as determined by the board in its sole discretion;
- c.** for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of ACAO.

In the event that the board determines that a member should be expelled or suspended from membership in ACAO, 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 ACAO. 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. The member has the right to appeal at the next general meeting.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) 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.

4.02 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of ACAO are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

4.03 Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.04 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 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.

4.05 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 either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.06 Participation by Electronic Means at Members' Meetings

If ACAO 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 ACAO has made available for that purpose.

4.07 Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

4.08 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.

4.09 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.

SECTION 5 - DIRECTORS

5.01 Number of Directors

The board shall consist of a minimum of seven and a maximum of nine directors. The board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

5.02 Term of Office of Directors

The directors shall be elected to hold office for a term of two consecutive years expiring not later than the close of the second annual meeting of members following the election. Once elected, directors may seek re-election up to three terms totalling not more than six years. The terms need not be consecutive.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If ACAO has only one director, that director may call and constitute a meeting.

6.02 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 the section on giving notice of meeting of directors of this by-law to every director of ACAO 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings of the Board of Directors

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

6.04 Votes to Govern at 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.

6.05 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 of directors.

6.06 Appointment of Officers

The board may designate the offices of ACAO, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of ACAO. A director may be appointed to any office of ACAO. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of ACAO, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Chair of the Board** – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. President** – If appointed, the president shall be the chief executive officer of ACAO and shall be responsible for implementing the strategic plans and policies of ACAO. The president shall, subject to the authority of the board, have general supervision of the affairs of ACAO.
- d. Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in ACAO'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 ACAO.
- e. Treasurer** – If appointed, the treasurer shall have such powers and duties as the board may specify.
- f. Fundraising director** – If appointed, shall work with the board and volunteers from the membership and shall be responsible for proposal writing and fundraising.

The powers and duties of all other officers of ACAO 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.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, for a cause, any officer of ACAO. Unless so removed, an officer shall hold office until the earlier of:

the officer's successor being appointed, the officer's resignation such officer ceasing to be a director (if a necessary qualification of appointment) or such officer's death. If the office

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

SECTION 8 - NOTICES

8.01 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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 ACAO or in the case of notice to a director to the latest address as shown in the last notice that was sent by ACAO in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b.** if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c.** if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d.** if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of ACAO to any notice or other document to be given by ACAO may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

8.02 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where ACAO has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of ACAO are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of ACAO arising out of or related to the articles or by-laws, or out of any aspect of the operations of ACAO is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of ACAO as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a.** The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of ACAO) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b.** The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c.** If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of ACAO is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of

any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - EFFECTIVE DATE

10.01 By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of ACAO. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting

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 because such by-law amendments or repeals are only effective when confirmed by members.

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of ACAO, as enacted by the directors of ACAO by resolution on the day of , 2015 and confirmed by the members of ACAO by special resolution on the day of , 2015.

Dated as of the day of , 20.

[Indicate name of director/officer]