



# CANADIAN SKI INSTRUCTORS' ALLIANCE Central Region

## GENERAL BY-LAW

### ARTICLE 1

#### INTERPRETATION

#### **I**nterpretation

**1.01** In this by-law and all other by-laws and resolutions of the Canadian Ski Instructors' Alliance Central Canada, unless the context otherwise requires:

- (a) "Act" means the Canada Corporations Act as amended from time to time or any other act or statute substituted therefore;
- (b) "Board" means the board of Central committee members of the Canadian Ski Instructors' Alliance/ Alliance des moniteurs de ski du Canada;
- (c) "CSIA Central Board (Region)" means the Provinces of Manitoba and Saskatchewan and that part of the Province of Ontario west of Manitouwadge and including Manitouwadge;
- (d) "CSIA" means the Canadian Ski Instructors' Alliance/ Alliance des moniteurs de ski du Canada;
- (e) "Committee members" means the committee members of CSIA Central Board and "committee member" means any one of such committee members;
- (f) "Letters patent" means the letters patent of CSIA Central Board and includes all supplementary letters patent;
- (g) "Member" means a member of Canadian Ski Instructors' Alliance/ Alliance des moniteurs de ski du Canada;
- (h) "Region" means the Central Region;
- (i) All terms which are used in this or any other by-law of CSIA Central Board and which are defined in the Act shall have the meanings given to them in the Act;
- (j) Words importing the singular number include the plural and vice versa;
- (k) Words importing the masculine gender include the feminine and neuter genders; and
- (l) The word "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.

### ARTICLE 2

## OFFICES AND FINANCIAL YEAR

### **H**ead Office

**2.01** The head office of CSIA Central Board shall be within the Central region and at such address therein as the committee members may from time to time by resolution determine. The place where the head office is located may, in accordance with the Act, be changed from time to time by the by-law.

### **F**inancial Year

**2.02** Unless the committee members otherwise determine by resolution, the financial year of CSIA Central Board shall end on June 30 in each year.

## ARTICLE 3

### BOOKS AND RECORDS

### **R**ecords

**3.01** The following records shall be kept at the office of the CSIA Central Board or at such other place or places as the committee members may from time to time by resolution determine:

- (a) A copy of the letters patent and all by-laws of CSIA Central Board;
- (b) The names, alphabetically arranged, of all persons who are members of CSIA Central Board;
- (c) Minutes of all proceedings at meetings of members and meetings of committee members.

### **A**ccounting Records

**3.02** Proper accounting records with respect to all financial and other transactions of CSIA Central Board shall be kept by CSIA Central Board at the head office of CSIA Central Board or at such other place in Canada as the committee members think fit, and shall at all times be open to inspection by the committee members.

### **T**reasurer

**3.03** The treasurer shall at each annual meeting present to the members the accounts and financial statements of CSIA Central Board.

# ARTICLE 4

## MEETINGS OF MEMBERS

### Annual Meetings

**4.01** An annual meeting of CSIA Central Board shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting shall be held at such place within the central region and on such date and time as the committee members determine. At every annual meeting, in addition to any other business that may be transacted, the report of the committee members, and the financial statements shall be presented.

### Special General Meeting

**4.02** The committee members may at any time call a special general meeting of the members for the transaction of any business specified in the notice of the meeting. The committee members shall, on the requisition of not less than five per cent (5%) of the regions members, call a special general meeting of the members for the transaction of the business specified in such requisition.

### Notice of Meetings

**4.03** Notice in writing of the time and place of each meeting of members shall be given, not less than twenty-one (21) days or more than ninety (90) days before the day on which the meeting is to be held, to the committee members and each member entitled to vote at the meeting. Notice of a special general meeting of members shall state the nature of the business to be transacted in sufficient detail to permit the members to form a reasoned judgment thereon. Notice of each meeting of members shall include a statement advising members that they have the right to vote by proxy.

### Quorum

**4.04** Except as otherwise provided by the Act, or by the letters patent or by any other by-law of CSIA Central Board, in order to constitute a quorum for the transaction of business at any meeting of the members, there shall be present, in person or by proxy, at least ten (10) members entitled to vote at the meeting.

### Adjournment

**4.05** If a quorum is not present fifteen (15) minutes after the time appointed for the holding of any meeting of the members, the meeting shall stand adjourned for one half hour on the same day and at the same place. If at such adjourned meeting a quorum is not present, those members who are present and entitled to vote shall be deemed to be a quorum and may transact all business, which a full quorum might have transacted.

## **R**ight to Vote

**4.06** All members, except members who have been suspended or who have not paid their membership dues, shall be entitled to vote on all matters to be considered by members. For the purposes of determining the residence of a member for voting, a member shall be deemed to reside at the place recorded in the books of CSIA National Office as the permanent address for such member.

## **P**ersons Entitled to be Present

**4.07** The only persons entitled to attend a meeting of members shall be members or their duly authorized proxy holders, and the committee members . Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

## **P**roxies

**4.08** Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, as the nominee of such member to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his attorney and shall conform with the requirements of the Act. All proxy holders must be members entitled to vote at the meeting. No member shall be entitled to vote more than ten (10) proxies at any meeting of members except the Chairperson or his designate(s) who shall vote all proxies appointing the Chairperson as proxy holder in the manner specified in such proxies. Each proxy shall be delivered to the head office of CSIA Central Board no later than seven (3) business days prior to the meeting.

## **C**hairperson, **S**ecretary and **S**crutineers

**4.09** The Chairperson or in his absence a Vice-Chairperson shall act as chairperson of any meeting of members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the members present and entitled to vote at the meeting shall choose one of their number to be chairperson of the meeting. The chairperson of the meeting shall appoint some person, who need not be the Secretary of CSIA Central Board or a member, to act as secretary of the meeting. If desired, one or more scrutineers, who shall not be members, may be appointed by resolution or by the chairperson with the consent of the meeting.

## **V**otes to Govern

**4.10** At any meeting of members every question shall, unless otherwise required by the letters patent, the by-laws, the Act or other legislative requirements, be determined by a simple majority of the votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a ballot, the chairperson of the meeting shall not be entitled to a second or casting vote.

## **Show of Hands**

**4.11** At any meeting of the members, unless a ballot is demanded, any vote may be taken by a show of hands. The declaration of the chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **Ballots**

**4.12** At any meeting of the members, a ballot may (before or immediately following the declaration of the result of any show of hands) be directed by the chairperson of the meeting or demanded by any member entitled to vote at the meeting or by his proxy. Upon a ballot, every member or his proxy shall be entitled to one vote and the ballot shall be taken in such a manner as the chairperson of the meeting directs and the result shall be the decision of the members.

## **Mail In/Electronic Ballot casting**

**4.13** The committee members may, at any time, determine that any matter to be considered by the members shall be determined by mail in ballot rather than at a meeting of members and, in such event, the committee members shall also determine:

- (a)** The form of ballot to be used; this may include but not be limited to; electronic voting on the website, email voting and paper ballots.
- (b)** The time for receipt by the Secretary of such ballots;
- (c)** The majority or any special majority required for any matter to be considered approved; and
- (d)** Such other related procedural matters as may be necessary or desirable.

# ARTICLE 5

## COMMITTEE MEMBERS

### Number

**5.01** The number of committee members of CSIA Central Board shall be seven (7). The seven (7) members of the board shall be the following persons:

- (a) Two (2) committee members shall be nominated by the Saskatchewan sub-region committee;
- (b) Two (2) committee members shall be nominated by the Manitoba sub-region committee;
- (c) Two (2) committee members shall be nominated by the Northwestern Ontario sub-region committee;
- (d) One (1) committee member shall be elected as the Central Canada representative to the CSIA National Board of Directors as per the National by-laws;

### Election

**5.02** The election of three (3) committee members, one (1) nominated by the each of the Saskatchewan, Manitoba and Northwestern Ontario sub-committees, shall take place annually and shall be conducted by vote or ballot in the following manner:

Any member who wishes to stand for election to the board must, make their intentions known to one of the members of the sub-region committee in such form as is from time to time adopted by the committee. The sub-committees will then determine their nominees to the Central Board, by September 15 of the current year, in such form as is from time to time adopted by the sub-committees.

### Qualification

**5.03** The following restrictions shall apply to the election and appointment of committee members:

- (a) Only persons who reside in a particular region may be elected by the members of such region pursuant to section 4.06 and subsections 5.01 (a) to (d).
- (b) No person who is a committee member of the Canadian Ski Coaches Federation or a committee member of the Canadian Association of Snowboard Instructors shall be qualified for election to the board of committee members of CSIA Central Board by the members pursuant to subsections 5.01(a) to (d).
- (c) No person who is an employee of CSIA Central Board or who is a contractor

providing services to CSIA Central Board as a level 1 course coordinator, a professional development program coordinator or a program co-ordinator shall be qualified for election or appointment as a committee member.

- (d) No person who is less than eighteen (18) years of age; of unsound mind, and has been so found by a Court in Canada or elsewhere; not an individual; or who does not have the power under law to contract shall be qualified for election or appointment as a committee member.
- (e) No person who is not a resident of Canada and an active member of CSIA Central region shall be qualified for election or appointment as a committee member.

## **T**erm

**5.04** Committee members who are elected pursuant to subsections 5.01 (a) to (d) shall be elected in rotation to hold office for a term of office of two (2) years. Each term shall expire on May 1 in the final year of the term. Committee members shall be eligible for re-election to the board for additional terms to a maximum term of office of six (6) years. The committee members may, by resolution of the board, permit any person to be eligible for election for terms of office of up to a maximum of nine (9) years. Any committee member who has ceased to hold office for a minimum of two (2) years shall again be eligible for election to the board for additional terms to a maximum term of office of six (6) years and so on from time to time. Any person who is elected or appointed to fill a vacancy in the office of a committee member or who is initially elected or appointed for a term of less than three (3) years shall, for the purposes of determining the maximum term of office permitted for such person, be considered to have commenced his term of office on the date of his election or appointment.

## **V**acation of Office

**5.05** The office of a committee member shall be vacated if:

- (a) He dies;
- (b) He is removed from office by the members in accordance with the provisions of section 5.06;
- (c) He ceases to be qualified for election as a committee member; or
- (d) His written resignation is received by CSIA Central Board, at the time the written resignation is received; or at
- (e) The time specified in the resignation, whichever is later.

## **R**emoval of Committee members

**5.06** Any committee member may be removed from office at an annual meeting or special general meeting of members by resolution of the members. Any qualified person may be elected at such meeting by the members to hold such office for the remainder of the term of such removed committee member. If a majority of the committee members determine that a committee member has breached any code of conduct adopted by the board for CSIA Central Board members, such committee member may be removed from office by the affirmative vote of not less than two-thirds of the remaining committee members.

## **V**acancies

**5.07** Subject to the Act and this by-law, the committee members remaining in office shall fill a vacancy in the board as soon as is reasonably practical following the creation of such a vacancy. A committee member appointed to fill a vacancy shall hold office for the unexpired term of his predecessor.

## **R**emuneration of Committee members

**5.08** Committee members shall not be remunerated for their services as committee members, provided that the committee members may award special remuneration to any committee member undertaking any special services on CSIA Central Board's behalf other than the routine work ordinarily required of a committee member by CSIA Central Board. The confirmation of any such special remuneration by the members shall not be required. The committee members shall be entitled to be paid their reasonable travelling and other expenses incurred by them in connection with the affairs of CSIA Central Board.

## **D**isclosure of Interest

**5.9** Every committee member or officer of CSIA Central Board who is a party to a material contract or transaction or a proposed material contract or transaction with CSIA Central Board or who is a committee member or an officer of, or has a material interest in, any person who is a party to a material contract or transaction, or a proposed material contract or transaction, with CSIA Central Board shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Such committee member shall not vote on any resolution to approve the same except as provided by the Act.

## **P**owers of Committee members

**5.10** The committee members of CSIA Central Board shall manage or supervise the management of the affairs of CSIA Central Board and may make or cause to be made for CSIA Central Board, in its name, any kind of contract which CSIA Central Board 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 CSIA Central Board is by its letters patent or otherwise authorised to exercise and do. The committee members shall have power to authorise expenditures on behalf of CSIA Central Board from time to time and may delegate by resolution to an officer or officers of CSIA Central Board the right to employ and pay salaries to employees. The board of committee members shall take such steps as they may deem requisite to enable CSIA Central Board 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 CSIA Central Board.

# ARTICLE 6

## MEETINGS OF COMMITTEE MEMBERS

### **N**otice of Meetings

**6.01** Meetings of the board shall be held from time to time at such place, at such time and on such day as the Chairperson or any two committee members may determine, and the Secretary shall call meetings when so directed or so authorised. Notice of every meeting shall be delivered or sent by telecopier or other electronic means or mailed to each committee member not less than five (5) days before the time when the meeting is to be held if such notice is delivered or sent by telecopier or other electronic means and not less than fourteen (14) days before the time when the meeting is to be held if such notice is sent by mail. No notice of a meeting shall be necessary if all the committee members are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **Q**uorum

**6.02** In order to constitute a quorum for the transaction of business at any meeting of the committee members, a majority of the committee members shall be present in person or by telephone in accordance with the requirements of this by-law. In the event a vacancy shall arise in the board, the remaining committee members shall, pending the appointment of a committee member to fill such vacancy, constitute a quorum for the transaction of business at meetings of committee members.

### **P**lace of Meetings

**6.03** Meetings of the board may be held at such place as is determined from time to time by the committee members.

### **R**egular Meetings

**6.04** 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 resolutions of the board fixing the place and time of such regular meetings shall be sent to each committee member forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

### **M**eetings by Telephone

**6.05** If all the committee members of CSIA Central Board consent generally or in respect of a particular meeting, a committee member may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a committee member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

## **R**esolutions in Writing

**6.06** A resolution in writing signed by all the committee members entitled to vote on that resolution at a meeting of committee members is as valid as if it had been passed at a meeting of committee members.

## **C**hairperson

**6.07** The Chairperson or in his absence a Vice-Chairperson shall be chairperson of any meeting of the committee members. If neither of the said officers be present, the committee members present shall choose one of their number to be chairperson of the meeting.

## **S**ecretary

**6.08** At any meeting of the committee members, the Secretary or in the absence of the Secretary a person appointed by the chairperson of the meeting shall act as secretary.

## **V**oting

**6.09** At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote.

## **V**alidity of Act of Committee members

**6.10** All acts approved by the committee members or a committee of committee members, or by any person acting as such, shall be valid notwithstanding that it is discovered that there was some defect in the appointment of any such committee member or person so acting or that they or any of them were disqualified.

# **ARTICLE 7**

## **OFFICERS**

### **O**fficers

**7.01** The officers of CSIA Central Board shall be a Chairperson, a Past Chairperson, one or more Vice-Chairpersons, a Secretary, a Treasurer and any such other officers as the board may from time to time determine. Any two (2) of the said offices may be held by the same person. The board may from time to time appoint such other officers, employees and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be determined by the board.

### **Q**ualification

**7.02** Except for the Chairperson and at least one Vice-Chairperson, the officers need not be committee members or members. No person shall hold the office of Chairperson or Vice-Chairperson for more than four (4) consecutive years.

## **T**erm of Office and Remuneration

**7.03** The terms of employment and remuneration of all officers appointed by the board shall be determined from time to time by resolution of the board. No person who is both a committee member and an officer of the CSIA Central Board, shall be remunerated for his services as an officer. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time.

## **R**esignation and Removal

**7.04** Any officer may resign at any time by delivering his resignation, in writing, to the Chairperson or the Secretary or, orally or in writing, to a meeting of the committee members. Any officer may be removed at any time, either with or without cause, by a resolution carried by the affirmative vote of a majority of the committee members then in office.

## **C**hairperson

**7.05** The Chairperson shall be the chairperson of all meetings of committee members and members at which he is present. The board may from time to time assign to the Chairperson such other powers and duties as the board deems appropriate.

## **P**ast Chairperson

**7.06** The Past Chairperson shall be an ex-officio non-voting member of the board and shall have been the Chairperson immediately before the current Chairperson. The Past Chairperson shall assume such powers and duties as the board may from time to time prescribe.

## **V**ice Chairperson

**7.07** The Vice-Chairperson or Vice-Chairmen shall perform such duties and exercise such powers as the committee members or the Chairperson may, from time to time, assign to him or them. The duties of the Chairperson may be performed and his powers exercised by the Vice-Chairperson or, if there are more than one, by the Vice-Chairmen in order of seniority (as determined by the committee members) during the absence or inability to act of the Chairperson.

## **S**ecretary

**7.09** The Secretary shall attend the meetings of the members and of the board and shall record or cause to be recorded the proceedings at these meetings in suitable minute books. He shall give notice of all meetings as required by the Act or by or under these by-laws. He shall be custodian of the corporate seal and of the corporate books and records (except books of account and accounting records) required to be kept by law. He shall perform all the duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the committee members or the Chairperson or as may be prescribed by the Act.

## **T**reasurer

**7.10** The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all transactions affecting the financial position of CSIA Central Board. Under the direction of the committee members, he shall control or cause to be controlled the

deposit of money, the safekeeping of securities and the disbursement of the funds of CSIA Central Board. He shall render to the committee members, at their meetings or whenever required of him, an account of all his transactions as Treasurer and a report of the financial position of CSIA Central Board. He shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the committee members or by the Chairperson. He shall faithfully discharge his duties and may be required to give a bond for their faithful discharge in such sum and with such securities as the board shall determine.

## **ARTICLE 8**

### **PROTECTION OF COMMITTEE MEMBERS AND OFFICERS**

#### **Standard of Care**

**8.01** Every committee member and officer of CSIA Central Board in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of CSIA Central Board, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every committee member and officer of CSIA Central Board shall comply with the Act, the letters patent and the by-laws of CSIA Central Board.

#### **Indemnity of Committee members and Officers**

**8.02** CSIA Central Board shall indemnify a committee member or officer of CSIA Central Board, a former committee member or officer of CSIA Central Board, or a person who acts or acted at CSIA Central Board's request as a committee member or officer of a body corporate of which CSIA Central Board is or was a shareholder or creditor, and his heirs and legal representatives, to the extent permitted by the Canada Business Corporations Act for corporations governed by that Act. The CSIA Central Board may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of CSIA Central Board) by reason of the fact that such person is or was an employee or agent of CSIA Central Board, or was serving at the request of CSIA Central Board as a committee member, officer employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted honestly and in good faith with a view to the best interests of CSIA Central Board, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to best interests of CSIA Central Board, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful. The provisions for indemnification contained in the by-laws of CSIA Central Board shall not be deemed

exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested committee members or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a committee member, officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such a person. To the extent permitted by law no committee member or officer for the time being of CSIA Central Board shall be liable for the acts, receipts, neglects or defaults of any other committee member or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to CSIA Central Board through the insufficiency or deficiency of title to any property acquired by CSIA Central Board or for or on behalf of CSIA Central Board or for the insufficiency or deficiency of any security in or upon which any of the assets of or belonging to CSIA Central Board shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to CSIA Central Board or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of CSIA Central Board and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **ARTICLE 9**

### **NOTICES**

#### **M**ethod of Giving Notice

**9.01** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, committee member, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if mailed to him at his recorded address by prepaid mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally, a notice so mailed shall be deemed to have been given on the fifth day after it is deposited in a post office, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched. The Secretary may change or cause to be changed the recorded address of any member, committee member, officer, auditor or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

#### **C**omputation of Time

**9.02** In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to commence the day following the event that began the period and shall be deemed to

terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day following that is not a Sunday or holiday.

## **Undelivered Notices**

**9.03** If any notice given to a member pursuant to this article eleven is returned on three consecutive occasions because such member cannot be found, CSIA Central Board shall not be required to give any further notices to such member until he informs CSIA Central Board in writing of his new address.

## **Omissions and Errors**

**9.04** The accidental omission to give any notice to any member, committee member, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

# **ARTICLE 10**

## **MISCELLANEOUS**

### **Effective Date**

**10.01** This by-law shall come into force only after:

- (a)** It has been adopted by the board;
- (b)** It has been approved by a majority of not less than two-thirds of the members of CSIA Central Board present or represented by proxy at an annual or special general meeting following its adoption by the board; and

### **Repeal**

**10.02** The previous general by-law of the CSIA Central Board shall be repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of such repealed by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under such repealed by-law.

### **Amendments**

**10.03** The committee members may repeal or amend this by-law or any other by-law or enact any new by-law provided that such repeal, amendment or enactment by the committee members shall only be effective and acted upon after:

- (a)** Such repeal, amendment or enactment has been approved by a majority of not less than two-thirds of the members of CSIA Central Board present or represented by proxy at an annual or special general meeting following its adoption by the board.