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**By-Law No. 1**

**Continental Automated Buildings Association**

**Association continentale pour l'automatisation des bâtiments**

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## **By-Law No. 1**

A By-Law Relating Generally to the conduct of the affairs of Continental Automated Buildings Association/Association continentale pour l'automatisation des batiments (The "Corporation")

### **Section 1 — General**

#### **1.01 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-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 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 not less than 50% plus 1 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 (Right to submit and discuss) 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,

#### **1.02 Interpretation**

In this By-law, and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### **1.03 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.

#### **1.04 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, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **1.05 Financial Year End**

The financial year end of the Corporation shall be June 30th in each year or on such other date in each year as may be fixed by the Board of Directors.

#### **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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 by mail or email.

### **SECTION 2 — Membership – Matters Requiring Special Resolution**

#### **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Members and Associate Members.

The board of directors of the Corporation may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

##### **Members**

- (i) Member status shall be available only to such associations, corporations, individuals or other legal entities that have applied and have been accepted as Members in the Corporation by a resolution passed at any meeting of the Board of Directors of the Corporation duly convened or called.
- (ii) The term of membership of Members shall be annual, subject to renewal in accordance with the policies of the Corporation.

(iii) As set out in the articles, each Member is entitled to receive notice of, attend and vote at all meetings of members and each such Member shall be entitled to one (1) vote at such meetings.

### **Associate Members**

(i) Associate member status shall be available only to other associations, corporations, individuals or other legal entities that have applied and have been accepted as Associate Members in the Corporation by a resolution passed at any meeting of the Board of Directors of the Corporation duly convened or called.

(ii) The term of membership of an Associate member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(iii) Subject to the Act and the articles, an Associate member shall be entitled to receive notice of, and attend meetings of the members of the Corporation. However, Associate members shall not be entitled to vote.

### **2.02 Notice of Meeting of Members**

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

- a) by mail, courier or personal delivery to each member during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by email, telephonic, electronic or other communication facility to each member during a period of 21 to 35 days before the day on which the meeting is to be held.

### **2.03 Absentee Voting by Mail Ballot**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation 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 the Corporation without it being possible for the Corporation to identify how each member voted.

### **2.04 Voting by Proxy**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by appointing in writing a proxy holder and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements in subsection 74 (2) of the Regulations.

Collection of Proxy - Each instrument appointing a proxy shall be filed with the Secretary of the Corporation not later than fourteen (14) days prior to the date set for the meeting. Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.

Form of Proxy - An instrument appointing a proxy shall be written under the hand of the appointer or his attorney duly authorized in writing, and shall be in any form of which the board shall approve subject to the requirements of subsection 74 (2d) of the Regulations. The instrument appointing a proxy must allow for an authorization or a denial by the appointer or his attorney duly authorized in writing, for use of the proxy on matters which may come from the floor.

Every question submitted to a meeting of members of the Corporation shall be voted on in the first instance by a voice vote in accordance with section 165, and section 171 of the Act. Any member can then demand a standing vote. Any member can then demand that proxy votes be counted and added to the standing vote. Proxy votes can be counted and added to the standing vote for any vote being brought before the meeting which shall include motions made from the floor.

### **2.05 Fundamental Changes**

Pursuant to subsection 197(1) (Fundamental Changes) 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).

## **SECTION 3 – Membership Fees, Termination and Discipline**

### **3.01 – Membership Fees**

The annual membership fee or fees for members or associate members shall be such amount or amounts as shall be determined from time to time by a resolution passed by the Board of Directors. In the event of the withdrawal or removal of a Member or Associate member, he must pay the membership fees up to the date that he ceases to be a Member or Associate member of the Corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the Member or Associate member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) the Member or Associate member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- c) the Member or Associate member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation or its earlier acceptance by the Board of Directors;
- d) the Member or Associate member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the Member or Associate member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the Member or Associate member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.03 Discipline of Members**

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

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation 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 the Corporation.

In the event that the board determines that a Member or Associate member should be expelled or suspended from membership in the Corporation, the President and CEO, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the Member or Associate member and shall provide reasons for the proposed suspension or expulsion. The Member or Associate member may make written submissions to the President and CEO, 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 and CEO, the President and CEO, or such other officer as may be designated by the board, may proceed to notify the Member or Associate member that the he or she is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the Member or Associate 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 or Associate member , without any further right of appeal.

## **SECTION 4 — MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be the members, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.02 Chair of the Meeting**

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 number to chair the meeting.

### **4.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty (20) 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.



#### **4.04 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 questions.

#### **4.05 Requisition of Meeting**

Not less than twenty-five (25%) per cent of the members of the Corporation entitled to vote at the meeting sought to be held may requisition the Directors to call a meeting of the members for the purposes stated in the requisition. Such requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation. Upon receiving such requisition, the Directors shall call a meeting of the members to transact the business stated in the requisition. If the Directors do not within twenty-one (21) days after receiving such requisition call a meeting, any member who signed the requisition may call the meeting. A meeting called under this section shall be called as nearly as possible in the manner in which meetings are called pursuant to the By-laws of the Corporation.

### **SECTION 5 — DIRECTORS**

#### **5.01 Number**

Until changed in accordance with the Act, the Board shall consist of the number of Directors specified in the Articles. If a minimum and maximum number of Directors is provided for in the Articles, the Members may, from time to time, fix the number of Directors of the Corporation and the number of Directors to be elected at Annual Meetings of Members or delegate such power to fix the number of Directors to the Board.

#### **5.02 Qualifications**

The following persons are disqualified from being a director of a corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) a person who is not an individual; and
- (d) a person who has the status of a bankrupt.

#### **5.03 Election and Term**

Subject to the articles, the members will elect the directors at each 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 third annual meeting of members following the election.

#### **5.04 Vacancy**

The office of Director shall be vacated:

- (a) if such Director becomes bankrupt or makes an unauthorized assignment or is declared insolvent; or
- (b) if such Director becomes of unsound mind or mentally incompetent; or

- (c) if such Director is removed from office by resolution of the members as provided for herein; or
- (d) if by notice in writing to the Corporation such Director resigns his or her office; or
- (e) on death.

### **5.05 Removal**

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

## **SECTION 6 — MEETINGS OF DIRECTORS**

### **6.01 Quorum**

A majority of the Directors shall form a quorum for the transaction of any business.

### **6.02 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board, the secretary or any two (2) directors at any time.

### **6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held. 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.

### **6.04 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) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.05 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.06 Indemnification**

Every Director and officer of the Corporation and his or her 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, expressly limited however to such funds as shall be made available to the Corporation through the Directors and Officers Insurance maintained by the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

### **6.07 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 resolution of the board of directors.

## **SECTION 7 — OFFICERS**

### **7.01 Description of Offices**

There shall be a Chairman of the Board of Directors and one or more Vice-Chairmen, and such other officers as provided herein.

At the first meeting of the Board of Directors following their election at the Annual Meeting of members, the Board of Directors shall elect a Chairman and one or more Vice-Chairmen from among their number, and shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, an Executive Director, and such other officers as the Board of Directors may determine by resolution from time to time.

One person may hold more than one office except the offices of Chairman and Vice-Chairman, and President and Vice-President. In default of such election or appointment, the then incumbents shall hold office until their successors are elected or appointed.

The officers of the Corporation, other than the Chairman or a Vice-Chairman, need not be members of the Board. Any of the officers may be removed from office by resolution of the Board of Directors.

### **7.02 Duties of the Chairman and Vice-Chairman**

The Chairman of the Board shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. During the absence or inability of the Chairman, his or her duties and powers may be exercised by a Vice-Chairman, and if a Vice-Chairman, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chairman shall be presumed with reference thereto.

### **7.03. Duties of the President and CEO**

The President and CEO shall be the Chief Executive Officer of the Corporation. The President and CEO shall be charged with and responsible to the Board for the general management and supervision of the affairs and operations of the Corporation.

### **7.03. Duties of the Secretary**

The Secretary shall be clerk of the Board of Directors and shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to Directors. He or she shall where required, certify that a particular document is a document of the Corporation. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

### **7.03. Duties of the Treasurer or Chief Financial Officer**

The Treasurer or Chief Financial Officer or other person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors or the President and CEO, taking proper vouchers therefor, and shall render to the President and CEO or the Board of Directors at the regular meetings thereof or whenever required of him or her an account of all his or her transactions as Treasurer or Chief Financial Officer and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors or the President and CEO.

### **7.04 Duties of the Vice-President and/or Executive Director**

The Board of Directors may from time to time appoint a Vice-President and/or an Executive Director, and may delegate to him, her or them authority to manage and direct the business and affairs of the Corporation, subject to his, her or their supervision by and reporting to the Board of Directors or the President and CEO, (except such matter and duties as by law must be transacted or performed by the

Board of Directors and/or by the Members in general meeting). He, she or they shall conform to all lawful orders given to him, her or them by the Board of Directors or the President and CEO of the Corporation. He, she or they shall at all reasonable times give to the Directors or the President and CEO or any of them all information they may require regarding the affairs of the Corporation.

#### **7.05 Duties of Other Officers**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors or the President and CEO requires of them.

#### **7.06 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

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

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

#### **7.07 Remuneration of Officers**

The President and CEO of the Corporation and/or the General Manager or Executive Director may be paid for his or her services to the Corporation such remuneration and in such manner as the Board of Directors may from time to time determine, the Board of Directors being authorized to fix such remuneration and method of payment from time to time. The remuneration of all other officers, if any, shall be settled from time to time by the Board of Directors.

#### **7.08 Annual Meeting of Members**

The Annual Meeting of members of the Corporation presided over by the Chairman of the Board of Directors, shall be held within the six (6) months following the end of its fiscal year, to receive the reports of the Board of Directors, elect Directors, appoint Auditors and transact other business. The Annual Meeting may be held in Canada or outside of Canada at such place therein as determined by the Board of Directors, provided however, that if the Annual Meeting is to be held outside of Canada, the members shall, by resolution, authorize the same or else authorize the Board of Directors to make such determination.

### **SECTION 8 — NOTICES**

#### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of

directors, 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 recorded address by prepaid ordinary or air mail; or
- 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 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.

### **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 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.

## **SECTION 9 — DISPUTE RESOLUTION**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 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 the Corporation arising out of or related to the articles or by-laws, or out of any aspect of

the operations of the Corporation 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 the Corporation 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 the Corporation) 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 the Corporation 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.
- d) 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 – BYLAW AMENDMENTS**

### **10.01 Powers to Amend**

The Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, except in respect of matters pertaining to the fundamental right of members referred to in subsection 197(1). (2) The directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.

## **SECTION 11 — EFFECTIVE DATE**

### **11.01 Effective Date**

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 13 day of June, 2014 and confirmed by the members of the Corporation by special resolution on the eight (8) day of August, 2014.

Dated as of the 22 day of July, 2014.

Dr. Satyen Mukherjee, Philips  
CABA Chairman of the Board

Ronald J. Zimmer  
CABA President & CEO