

## By-laws of the “ASSOCIATION FOR APPLIED ANIMAL ANDROLOGY (AAAA)”

### Name of the Corporation

The name of this international, scientific Corporation shall be the “ASSOCIATION FOR APPLIED ANIMAL ANDROLOGY (AAAA)”. (Corporation Number 3900282)

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### Objectives and Areas of Activity

1. The Association aims to foster, stimulate and disseminate information on Applied Animal Andrology in species that have utilitarian and/or economic interest for mankind.
  2. To accomplish this, the Association is engaged in the following activities:
    - Establishes a strategic plan(s) to accomplish the Association's activities, which can be revised or declared to be completed as/when appropriate.
    - Establishes policies for the Association to carry out any strategic plan or other activities, which can be revised or abolished as/when appropriate.
    - Establishes a network for information exchange for its members.
    - Organizes meetings and other events.
    - Publishes applied scientific information.
    - Edits, publishes and distributes related scientific material.
    - Helps coordinate and organize the work of those members who are interested in the field, but are not involved in research.
    - Establishes permanent or temporary working groups for certain projects.
  3. The Association does not carry out political activity, is independent from political parties and does not provide financial support for them.
  4. The Association can found a company, or can join one as a member, to use its result for achieving its aims.
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## Major Areas of Interest

- Male reproductive organs, including anatomy, physiology, and neuroendocrine regulation of sperm and fluid production, emission and ejaculation.
- Breeding soundness examinations to identify males in the lower portion of a population.
- Alleles involved in male reproduction, expressed proteomes, and their epigenetic or transcription-factor regulation.
- Linkage of phenotype and genotype to study heritability and enhance design of embryos or newborn resulting from planned matings.
- Semen collection, including male reproductive behavior and bull management to most effectively harvest sperm.
- Evaluation of semen, seminal fluid, and spermatozoa or other cells; validation of methods; and quality assurance plus quality control of evaluation methods.
- Semen processing including extenders and methods, storage above 0°C, and cryopreservation; and quality assurance plus quality control of processing methods.
- Identification of sires and individual ejaculates or pools semen, and identification and labeling of marketed aliquots of semen.
- Regulatory aspects of male health, documentation of status of a male or batch of semen.
- Regulatory aspects of national or international movement of commercial semen, including identification of units and recognition that evaluation of sperm quality is best done by the processing organization because results are dependent on methods, technicians, instruments and both hardware and software, and values imputed into analyses.
- Education and continuing-education of students, lay personnel, animal owners, and governmental personnel or regulators.

## Species of Interest

- Animals of economic importance, including: bison, buffalo, cats, cattle, deer, dogs, elk, goats, horses, rabbits, reindeer, sheep, and swine. Also chickens, ducks, geese, pheasants, quail, and turkeys. Interest in aquatic species involved in commercial production is not excluded.
- Animals in the ecosystem, often termed wild animals, because of their value as sentinel species for detection of environmental agents or changes or because of the need to better understand their andrology, or manage population size.

## Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 (<http://laws.justice.gc.ca/eng/acts/C-7.75/FullText.html>) including the Regulations (<http://laws.justice.gc.ca/eng/regulations/SOR-2011-223/FullText.html>) made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the Board of Directors of the Corporation and "director" means a member of the Board;

"**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;

"**Meeting of members**" includes a biennial 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;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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## 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.

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## **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.

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## **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.

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## **Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors.

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## **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.

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## Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- Borrow money on the credit of the Corporation;
- Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

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## 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, upon request, obtain a copy free of charge by electronic means.

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## Membership Conditions

Subject to the articles, there shall be four (4) classes of members in the Corporation, namely, Regular, Associate, Life and Corporate 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 resolution. The following classes of membership shall apply:

**Regular:** Based on the principle of open membership anyone with an active interest in applied animal andrology can become a regular member if he/she agrees with the objectives of the Corporation and his/her membership is conferred by the Board following application in writing. Full voting rights and membership privileges. Regular members pay fees as determined by the Board.

**Associate:** This category is mainly for spouses of Regular members. Membership by application or nomination is approved by the Board. Associate members have no voting rights and do not pay fees.

**Life:** Membership for life is recommended and nominated by the Board. Membership is confirmed by vote of Regular members. Life members have full voting rights, membership privileges, and do not pay fees.

**Corporate:** The Board accepts applications from institutions, companies and organizations for Corporate Membership. Corporate members are represented by their authorized agent at Corporation meetings. The Corporate representative has full voting rights. Corporate members pay fees as determined by the Board. Corporate Membership shall expire in five years at which time it is eligible for renewal upon approval of the Board.

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).

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## Membership Transferability

A membership may only be transferred to the Corporation. 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.

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## 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 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

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meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

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## **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 10% 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.

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## **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 means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- Enables the votes to be gathered in a manner that permits their subsequent verification, and
- Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation 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 the Corporation to change this method of voting by members not in attendance at a meeting of members.

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## **Membership Dues**

Membership dues shall be determined by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be

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members of the Corporation. The Board shall determine the term of membership. Membership dues may be included in meeting registration.

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## Termination of Membership

A membership in the Corporation is terminated when:

- The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
  - A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
  - The member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
  - The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
  - The member's term of membership expires; or
  - The Corporation is liquidated or dissolved under the Act.
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## 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 the Corporation, automatically cease to exist.

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## Discipline of Members

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

- Violating any provision of the articles, by-laws, or written policies of the Corporation;
  - Carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion;
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- 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 should be expelled or suspended from membership in the Corporation, 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 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 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.

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## Proposals at Annual Members' Meetings

A member entitled to vote at an annual meeting of members may:

- Submit to the Corporation notice of any matter, including the nomination of directors, that the member proposes to raise at the meeting, referred to in this section as a “proposal”; and
- Discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

The Corporation shall include the proposal in the notice of meeting required under section 162.

If so requested by the member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal shall together not exceed the prescribed maximum number of words prescribed by the Board.

The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the by-laws or in an ordinary resolution of the members present at the meeting.

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## 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, or outside of Canada, as determined by the Board.

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## Persons Entitled to be Present at Members' Meetings

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

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## 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.

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## 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 the members eligible to vote at the meeting.

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## 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

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voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

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## **Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

Members may conduct a vote on a specific issue by means of a telephonic, electronic or other communication facility.

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## **Board of Directors**

There shall be a Board of Directors of the Corporation elected from the Membership to govern and manage the affairs of the Corporation on their behalf. The Board shall establish a strategic plan(s) to accomplish the Corporation's activities, which can be revised as appropriate. The Board shall establish policies for the Association to carry out any strategic plan, or other activities, which can be revised as appropriate. A person elected or appointed as a Director, becomes a director if they consent. Any director, or officer, may be removed from office for any reason upon a majority vote of the membership. The decision of the membership shall be final. When a director's position becomes vacant during a term, the Board may appoint an interim director to the position until the next election of directors.

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## **Number of Directors**

The Board shall consist of from five (5) to nine (9) members 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.

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## **Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the biennial meeting of members following the meeting when the election was held. Directors shall not hold more than three successive terms.

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## **Nomination of Directors**

A call to the members for nominations for directors of the Corporation shall be made not later than one hundred and twenty (120) days prior to the Biennial General Meeting. The nomination shall include acknowledgement by the nominee that they are willing to let their name stand as a director of the Corporation. A member may nominate himself/herself. Nominations shall close sixty (60) days prior to the Biennial General Meeting.

## **Election of Directors**

An election of directors for the Corporation by members entitled to vote shall be completed thirty (30) days prior to the Biennial General Meeting. Ballots for the election of directors shall be returned to the Chair of the Nominating Committee for enumeration. In the event of a tie vote, the Nominating Committee shall cast a second ballot to break the tie. Results of the election shall be communicated to the members of the Corporation immediately following the election. Terms of directors so elected shall begin immediately following the Biennial General Meeting

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## **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.

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## 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 the Corporation not less than seven (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.

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## 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.

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## Directors' Meeting Held Entirely by Electronic Means

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

Directors may conduct a vote on a specific issue by means of a telephonic, electronic or other communication facility.

## 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

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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.

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## Election of Officers

The Board shall elect officers of the Corporation on a biennial or more frequent basis; specify their duties; and subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be elected to any office of the Corporation. An officer must be a member of the corporation, but may or may not be a director. Two or more offices may be held by the same member if so elected.

Election of officers shall be conducted at a meeting of the Board following the election of directors and before the Biennial General Meeting.

A secret ballot of the Board shall be conducted to elect each officer if there is more than one nominee for each position. Should there be three (3) or more contenders, and no clear majority, then the person with the least votes would be dropped and the ballot taken again.

Terms of officers so elected shall begin immediately following the Biennial General Meeting.

A member of the Corporation elected to the office of Chair of the Board and President, or the Vice Chair of the Board and Vice President shall not hold these offices for more than two (2) successive terms.

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## 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 the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board and President – The Chair of the Board and President shall, when present, preside at all meetings of the Board of Directors and of the members. He/she shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. He/she shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chair and President shall have such other duties and powers as the Board may specify.

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Vice-Chair of the Board and Vice President – The Vice-Chair of the Board and Vice President, if one is to be appointed, shall be a director. If the Chair of the Board and President is absent or is unable or refuses to act, the Vice-Chair of the Board/Vice President, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair/Vice President shall have such other duties and powers as the Board may specify.

Secretary/Treasurer – If appointed, the Secretary/Treasurer 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 the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, as Treasurer, he/she shall have such powers and duties as the Board may specify.

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

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## 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:

- 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 the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## 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:

- 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) and received by the director;
- If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 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.

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## 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.

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## 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.

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## 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 the section on dispute resolution mechanism of this by-law.

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## 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:

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.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

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

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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.

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.

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### **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 the Corporation. 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.