



Canadian Institute for Procurement and Materiel Management
Institut canadien d'approvisionnement et de gestion du materiel

CIPMM Bylaws

Ratified at the 2020 Annual General Meeting
On August 20th, 2020 in Ottawa, Ontario
(in compliance with the NFP Act)

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A by-law relating generally to the conduct of the affairs of the
Canadian Institute for Procurement and Materiel Management
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – NAME AND PURPOSE

The name of the Corporation shall be the "Canadian Institute for Procurement and Materiel Management" in English and "l'Institut canadien d'approvisionnement et de gestion du matériel " in French (hereafter referred to as "CIPMM" or "ICAGM" or "Institute" or "Corporation").

The purpose of the Corporation is defined by its Vision and Mission.

Vision: To be the national voice and professional home for the procurement and materiel management communities with the primary focus on the federal government of Canada.

Mission: To advance and promote professionalism and effectiveness in the fields of Procurement and Materiel Management within the federal public service, to advocate for recognition and engage capacity building for these communities, and to serve as a forum for information and best practices.

SECTION 2 – 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 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

Agents of the Corporation means that after election, the Directors of the Board act as agents of the Corporation and are responsible for managing the overall operations of the Corporation. In carrying out this responsibility, the Directors appoint Officers as required. The Officers of a Corporation are the agents through which the Board of Directors acts and who are delegated with the authority to act on the Corporation's behalf or as required by the Board of Directors.

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. A Corporation's business and affairs are managed by or under the direction of its Board of Directors. The Board has the power to make all decisions on behalf of its Corporation. The Board also proposes certain extraordinary corporate matters such as amendments to the articles of incorporation, mergers, asset sales, and dissolutions. The Board of Directors appoints its Officer(s) and Agent(s).

Committee Lead shall be a member of the Board and appointed by the Board to lead an activity or a Committee of the Corporation.

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.

Directors shall be the elected members of the Board of the Corporation.

Meeting of members includes an annual general 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 general meeting of members.

Non-voting members are members who can attend the Meeting of Members during the year but do not have a right to vote. In all other respects, voting and non-voting Members shall have the same privileges.

Officers	of the Corporation shall be a President, a Past President, a Vice President of Outreach and Advocacy, a Vice President of Professional Affairs, a Treasurer, Executive Director and a Corporate Secretary, and such other officers as maybe elected by the Board of Directors.
Ordinary resolution	means a resolution passed by a majority of not less than 50% plus 1 of the votes case 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.
Voting Members	are individuals who form the membership of the Corporation as required by the By-laws, and participate in the approval of Corporation’s financial, operational and governance policies and practices, and who are entitled to vote at the Meeting of Members.

SECTION 3 – ADMINISTRATION

3.01 Location

The head office of the Corporation shall be located in the City of Ottawa, in Ontario, or at such other place as may be designated from time to time by the Board of Directors. This head office shall be designated as the Corporation's Secretariat. Corporation’s activities are national within Canada.

3.02. 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.

3.03. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CIPMM shall be signed by its Officer(s) or Agent(s). The Board shall authorize Officer(s) or Agent(s) of CIPMM to enter into any contract or execute and deliver any instrument in the name of and on behalf of CIPMM; and such authority may be general or confined to specific instances. 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 CIPMM to be a true copy thereof.

3.04. Financial Year End

The financial year of the Corporation will be from January 1st to December 31st.

3.05. 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.

3.06. 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 at the registered office or by prepaid mail. Financial Statements may also be shared electronically.

3.07. Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two officers or authorized agent(s) of the Corporation and in such manner as shall be

determined by resolution of the Board of Directors.

3.08. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

3.09. Auditors

The Board of Directors shall annually appoint an auditor who shall review the accounts of the Corporation, and provide financial statements which will be included in the Annual Report, and presented at the subsequent Annual General meeting. The auditor shall hold office for one year.

SECTION 4 – COMMUNITY (NON VOTING MEMBERS)

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of staff, Directors, volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive and welcoming environment for all members of its communities and staff, clients, volunteers, subcontractors, vendors, and clients.

Corporation's community includes all organizations and individuals with an interest in public procurement, materiel management and fleet management from private, public, not-for-profit and academic sectors. These are voting and non-voting members of Corporation.

The Corporation can enter into collaborative partnership agreements with organizations with similar vision and goal of building, nurturing and maintaining mutually beneficial relationships in order to achieve shared goals that will benefit all partners while remaining independent. The Board of Directors shall be empowered to make suitable arrangements for cooperation with other groups sharing mutual or common interests. The Board of Directors must approve affiliations with any national or international bodies.

The Corporation may support the establishment of local regional chapters provided that their activities are self-supported administratively and financially. In some circumstances, applications for financial support may be made to the Board of Directors.

SECTION 5 – MEMBERSHIP (VOTING MEMBERS)

5.01. Membership Definition

The Corporation's membership is defined as the Corporation's Board of Directors. These are voting members of the Corporation.

5.02 Annual General Meeting of Members

An Annual Meeting of the Corporation will be held once in each fiscal year within an 18 months period window virtually or in-person. At the Annual Meeting of the members, unless the President otherwise directs, the following shall be the order of business:

- a) Calling the meeting to order.
- b) Determining that the provisions of the Corporation's constitution regarding notice of meeting have been complied with and that a quorum is present.
- c) Reading minutes of last Annual Meeting and of intervening special and general meetings of members and confirming it.
- d) Presentation of the annual report of the Board of Directors.
- e) Presentation of the financial statements of the Organization.
- f) Discussion and, if thought fit, approval of such statements and report; and
- g) Such other business, which properly may be transacted thereat.

5.03. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic communication ten calendar days before the day on which the meeting is to be held.

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

5.04. Quorum

A meeting of four voting members shall be considered a quorum for the transaction of business.

5.05. Termination of Membership

A membership is terminated when:

- a) The member dies;
- b) The member resigns from the Board of Directors by delivering a written resignation to the President of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c) The member is removed from the Board of Directors;
- d) The member's term on the Board of Directors expires;
- e) The member is suspended or expelled from the Corporation for any one or more of the grounds described in article 5.04 below; 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, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 6 – BOARD OF DIRECTORS

6.01. Definition

The affairs of the Corporation shall be managed by its Board of Directors. Such affairs shall include, without limiting the generality thereof, the management, direction and administration of the business and finances of the Corporation. With the exception of those powers delegated to specific members of the Officers, decisions of the Corporation shall be approved by a simple majority of the Board of Directors.

6.02. Composition

The Board of Directors shall be composed of the following positions: the President, Vice-President (Community Outreach and Advocacy), Vice-President (Professional Development), Treasurer, Immediate Past-President, and at least two Directors or so many as the Board may from time to time stipulate, but in any event not more than ten Directors, including at least one director located in a region. The Corporate Secretary shall be a non-voting member of the Board of Directors.

6.03. Nominations, Election and Term

The Nominations Committee shall prepare a list of nominees to be included on the ballot. In selecting nominees, the Nominations Committee shall give due

consideration to experience, geographical location, the field of endeavor, and required set of skills.

Members will elect the Directors at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required. Elections shall be conducted by voting at the Annual General Meeting of members or by electronic ballot.

The Directors shall be elected to hold office for a three – year term expiring on June 1st of the election year.

6.04. Removal from the Board of Directors

Any member of the Board of Directors and / or any Officer can be removed by a two-thirds vote of the Board of Directors after special notice of a meeting where a motion of record to that effect will be presented. Such a Notice of Meeting shall be served on the Board of Directors a minimum of five calendar days before any meeting considering same. The Notice of Meeting shall also contain the Notice of Motion to Remove the Director and/or Officer within it.

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

- a) Violating any provision of the articles, by-laws, Corporation's Code of Conduct, 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 being 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 five-calendar days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The Board's decision shall be final and binding on the member, without any further right of appeal.

6.05. Responsibility

- a) The Board of Directors shall manage all the affairs of the Corporation and

direct all Committees in their work in accordance with internal policies and job descriptions, as created and adopted by the Board of Directors.

- b) It is the responsibility of every member of the Board of Directors to conduct him/herself in a manner that aligns with the Corporation's Code of Conduct and other applicable policies.

6.06. Remuneration

The members of the Board shall not be remunerated for their services except for their reasonable expenses incurred as a result of activities directly in relation to their duties as Board members. Expenses require pre-approval by the Board of Directors either via an item in the annual budget or under exceptional circumstances via e-mail to the President and Treasurer.

And shall not use their authority or office for personal gain, and shall seek to uphold and enhance the standing of the profession and the Corporation by:

- a) Maintaining integrity in all business;
- b) Complying with the letter and the spirit of:
 - i) The laws of Canada;
 - ii) The laws of the country in which members practice;
 - iii) Other guidance on professional practice that may be issued by the corporation from time to time;
 - iv) Contractual obligations; and
 - v) Corporation's Code of Conduct.
- a) Rejecting and denouncing any business practice that is not consistent with the foregoing precepts;
- b) Members of the Corporation shall uphold and abide by the by-laws of the Corporation, and its related policies.

6.07. Board of Directors Meetings

- a) Meetings of the Board may be called by the President of the Board, the Vice-President(s) of the Board or any two Directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.
- b) 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. The Board of Directors meetings shall take place once a month.
- c) A meeting of four members, including the President, or a Vice-President acting for the President, shall be considered a quorum for the transaction

of business.

- d) At all meetings of the Board, every proposal shall be decided by a majority of the votes cast on the question. Each director shall have one vote each. In case of an equality of votes, the proposal is deemed rejected.
- e) It is a responsibility of Board members to attend the Board of Directors meetings and to contribute to the development and advancement of the Corporation. If any member of the Board of Directors is unable to attend a meeting of the Board of Directors he / she shall so inform the President or Vice President(s) prior to the meeting. If any elected member of the Board absents himself / herself without the approval of the President or Vice President(s) from three consecutive meetings of the Board of Directors of which he / she receives due notice, the Board of Directors may take further actions as deemed appropriate, including the recommendation of removal from the Board.
- f) The only persons entitled to be present at a meeting of Board 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 Board members as observers.
- g) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Board members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Board members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- h) If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance

with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.08. Committees of the Board of Directors

The Board of Directors may 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 of Directors shall see fit. Any such committee shall formulate its rules of procedure, subject to such regulations or directions as the Board of Directors may make from time to time. All Committees report to the Board of Directors. Committees shall consist of a Chairperson appointed by the Board of Directors who shall be the Board member, and Committee members who may or may not be the Board Members. Any committee member may be removed by resolution of the Board of Directors.

SECTION 7 – OFFICERS

7.01. Appointment of Officers

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

7.02. Description of Offices

The officers of the Corporation defined, as the Executive Committee, shall have the authority granted by the Board of Directors to make decisions related to the Corporation's regular affairs or in urgent or emergency situations, including the interim appointments to the Board or Committee positions. The Executive Committee reports to the Board of Directors and includes:

- a) President: shall be responsible for leading, directing and overseeing the implementation of the Corporation's strategic plans and policies. The President shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Corporation. The President shall also be Chairman of the Board of Directors.
- a) Past President: shall act as an advisor to the President and the Board of

Directors.

- b) Vice-President (Community Outreach and Advocacy): shall be responsible for leading, directing and overseeing the activities and committees under its functional authority. The Vice-President of the Board shall act as Vice-Chair at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c) Vice-President (Professional Development): shall be responsible for leading, directing and overseeing the activities and committees under its functional authority. The Vice-President of the Board shall act as Vice-Chair at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- d) Treasurer: shall maintain the Corporation's financial accounts and ledgers, shall present the financial statements at Board meetings and shall be the liaison with the independent auditors. The Treasurer shall have such powers and duties as the Board of Directors may specify. The Treasurer shall be the custodian of all monies and securities belonging to the Corporation. He/she will submit a financial report at the annual general meeting of the Corporation.
- e) Corporate Secretary: the Secretary shall attend and be the Secretary of all meetings of members and 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. The Secretary is responsible to support the Board of Directors in management of the Corporation's operations and finances in accordance with the strategic direction set by the Board of Directors.

7.03. Vacancy in Office

In the absence of a written agreement to the contrary, the Board of Directors 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.

SECTION 8 – NOTICES

8.01. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of 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) of the Act, or Section 134 (Notice of change of Directors) of the Act.
- b) If mailed to such person at such person's recorded address by prepaid ordinary or airmail.
- 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 Section 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 electronic, written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

8.02. Invalidity of any Provisions of this By-law

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

8.03. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where 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, to the extent possible, to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

9.02. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of 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 laws of Ontario governing domestic arbitration procedures. . 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 – 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.