



BY-LAW

A By-law relating generally to the conduct of the affairs of the **Canadian Federation for the Humanities and Social Sciences** (the "Federation")

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BE IT ENACTED as a By-law of the Federation as follows:

SECTION 1 – GENERAL

The Federation recognizes the importance of protecting and promoting the fundamental rights and freedoms guaranteed by the Canadian Charter of Rights and Freedoms, the Canadian Human Rights Act, and Provincial-Territorial human rights codes. The Board of Directors will adopt a statement of Mission, Vision and Values that reflects its commitment to equity, diversity, and inclusion.

1.1 Definitions

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

- a. "**Act**" means the *Canada Not-for-profit 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. "**Affiliate**" means an organization that has been approved as an Affiliate by the Board of



Directors. Affiliate is not a Member of the Federation, and does not have the rights or obligations of a Member, including without limitation the right to vote.

- c. **"Articles"** means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Federation;
- d. **"Board"** means the board of directors of the Federation and "Director" means a member of the Board;
- e. **"By-law"** means this by-law and any other by-laws of the Federation as amended and which are, from time to time, in force and effect;
- f. **"Canadian"** means established pursuant to the laws of Canada or one of its provinces or territories, having its head office in Canada, and not controlled or the property of a foreign entity;
- g. **"Member"** means a member of the Federation, but does not include an Affiliate;
- h. **"Meeting of Members"** includes an annual meeting of Members or a Special Meeting; **"Special Meeting"** includes a meeting of any class or group of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- i. **"Officer"** or **"Officers"** means any one or more persons, respectively, who have been appointed as officers of the Federation in accordance with the By-law;
- j. **"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- l. **"Scholarly Association"** means an organization that exists to promote an academic discipline or group of related disciplines in the humanities and social sciences; and
- m. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 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 in 1.01 above, words and expressions defined in the Act have the same



meanings when used in this By-law.

1.3 Official Languages

The official languages of the Federation shall be English and French.

1.4 Execution of Documents

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

1.5 Financial Year End

The financial year-end of the Federation shall be determined by the Board.

1.6 Banking Arrangements

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

1.7 Annual Financial Statements

The Federation 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 Federation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP

2.1 Membership Conditions

Subject to the Articles, there shall be one class of Members in the Federation, which shall be comprised of Scholarly Associations; such Canadian public and private not-for-profit universities and colleges that meet such other criteria as the Board may determine from time to time; and the Directors. Membership in the Federation shall be available only to organizations interested in furthering the Federation's purposes, that meet the foregoing criteria and that have been admitted to membership by resolution of



the Board. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Federation.

2.2 Affiliates

The Board may approve as Affiliates in the Federation such organizations related to the promotion of the humanities and social sciences under such terms and conditions as may be set by the Board. Affiliates are not Members under the meaning of the Act or these By-laws, and Affiliates shall not have the rights or obligations of Members, including without limitation the right to vote.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Annual membership fees shall be fixed by the Board. Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall be automatically suspended and will lose all rights of membership, including voting rights, until the outstanding fees are paid.

3.2 Termination of Membership

A membership in the Federation is terminated when:

- a. the Member is dissolved or, in the case of a Director, the Member ceases to be a Director;
- b. a Member fails to maintain any qualifications for membership described in Section 2.1 of this By-law;
- c. the Member resigns by delivering a written resignation to the President and Chief Executive Officer, in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the Articles or By-laws;
- e. the Member's term of membership expires; or
- f. the Federation 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 Federation, automatically cease to exist.

3.3 Discipline of Members

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

- a. violating any provision of the Articles, By-laws, or written policies of the Federation;



- b. carrying out any conduct which may be detrimental to the Federation 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 Federation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Federation, the Chair, 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 Chair, 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 Chair, 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 Federation. 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.

SECTION 4 – AFFILIATE DUES AND TERMINATION

4.1 Affiliate dues

Annual affiliate dues shall be fixed by the Board. Affiliates shall be notified of the dues at any time payable by them and, if any are not paid within one (1) calendar month of the renewal date, the Affiliates in default shall be automatically suspended.

4.2 Termination of Affiliates

The Board may suspend or expel any Affiliate at its discretion.

SECTION 5 - MEETINGS OF MEMBERS

5.1 Notice of Meeting of Members

Notice of the time and place of a Meeting of the Members shall be given to each Member entitled to vote at the meeting by mail, courier, personal delivery or by telephonic, electronic or other communication facility, during a period of 21 to 60 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 Federation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.



5.2 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of the Members may vote by mailed-in or electronic ballot for election of Directors and for resolutions presented by the Board which require approval of Members. There shall be 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 without identifying 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 Federation to change this method of voting by Members not in attendance at a Meeting of the Members.

5.3 Participation by Electronic Means at Members' Meetings

If the Federation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Federation has made available for that purpose.

5.4 Members' Meeting Held Entirely by Electronic Means

if the Directors or Members of the Federation 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.

5.5 Persons Entitled to be Present

In accordance with the Act, each Member other than a Director may designate an individual to represent the Member at a Meeting of the Members (a **"Member Representative"**). The role of the Member Representative is to exercise on behalf of the Member all the powers of that Member at the Meeting of the Members and speak on such Member's behalf, including without limitation to cast a vote on behalf of the Member. The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at the meeting, the President and Chief Executive Officer and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation 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.



5.6 Chair of the Meeting

The Chair or, in his or her absence, the Vice-Chair or Past Chair, or, in their absence, a Director elected by Ordinary Resolution of the Board shall chair a Meeting of the Members.

5.7 Quorum

A quorum at any Meeting of the Members (unless a greater number of Members is required to be present by the Act) shall be fifteen (15) Members. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.8 Votes to Govern

At a Meeting of the Members every question shall, unless otherwise provided by the Articles, By-laws or by the Act, be determined by Ordinary Resolution. The chair of the Meeting of the Members may vote if he or she is otherwise entitled to vote as a Member Representative or a Director. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion shall fail.

SECTION 6 - DIRECTORS

6.1 Board Members

Subject to the Articles, the Board shall have either 12 or 13 Directors, subject to whether the immediate Past-Chair is eligible and willing to seek re-election as a Director. In the event the immediate Past-Chair is ineligible for re-election as a Director or chooses to not seek re-election as a Director, the Board shall have twelve (12) Directors. In the event the immediate Past-Chair is eligible to seek re-election as a Director and chooses to do so, the Board shall have thirteen (13) Directors. Of the Directors, at least two (2) shall be affiliated with a Scholarly Association and two (2) shall be affiliated with a university or college. The Board may assign a specific policy responsibility to any of the Directors.

6.2 Selection

Subject to the Articles, the Board will be elected by the Members in accordance with the provisions of this By-law and with the procedure set-out in the election rules adopted by the Board and consistent with this By-law.

6.3 Term

The Directors shall be elected to a term of two (2) years. An individual may serve as Director for a maximum of two (2) terms of two (2) years each. *Notwithstanding the foregoing*, while an individual is



serving in the role of Chair, time served in that office will not be included in calculating the maximum term limit set-out in this Section 6.3.

No person may be elected or appointed a Director for more than two (2) consecutive terms, but following a break in continuous service of a period of time equivalent to at least one (1) term, the same person may be re-elected or re-appointed a Director in accordance with the provisions of the By-law.

6.4 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

SECTION 7 - MEETINGS OF DIRECTORS

7.1 Calling of Meetings

Meetings of the Board may be called by the Chair or any four (4) Directors at any time.

7.2 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 Federation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.3 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.

7.4 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. Routine or non-contentious matters may be decided as determined by the chair, provided that the matter shall be decided by a vote if any Director so requests.

7.5 Participating in Meetings by Electronic Means

If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

7.6 Board Meeting Held Entirely by Electronic Means

If the Directors call a meeting of the Board 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.

7.7 Guests at Board Meetings

Guests may attend meetings of the Board as an observer only at the invitation of the chair of the meeting. The Board may declare certain business of the Federation to be of such a confidential nature that it requires that the business be addressed during an *in camera* session of the meeting of the Board. In that event, any guests present at the meeting may be asked to leave for the *in camera* portion of the meeting.

7.8 Committees

The Board may from time to time appoint any other 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 sees fit. Any such committee or body may formulate its own rules of procedure, subject to such rules or directions as the Board may from time to time make. Non-directors may be members of such entities created by the Board. Any committee member may be removed by resolution of the Board.

SECTION 8 – INDEMNIFICATION TO DIRECTORS AND OTHERS

8.1 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Federation to indemnify any individual to the fullest extent permitted by law, every present and former Director and Officer of the Federation, and every other individual who acts or acted at the Federation's request as a



Director or an Officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Federation from and against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Federation or other entity provided the individual to be indemnified:

- a) Acted honestly and in good faith with a view to the best interests of the Federation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Federation's request; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful.

8.2 Advance of Costs

The Federation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 8.1

8.3 Insurance

The Federation shall purchase and maintain insurance for the benefit of an individual referred to in Section 8.1 against any liability incurred by the individual (a) in the individual's capacity as a Director or an Officer of the Federation; or (b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Federation's request.

SECTION 9 - OFFICERS

9.1 Description of Officers

Other than the Past-Chair, all Officers shall be Directors. The powers and duties of all Officers of the Federation shall be such as the terms of their engagement call for or the Board or Chair 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.

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Federation shall have the following duties and powers associated with their positions:

- a. **Chair** – the Chair shall chair meetings of the Board and Meetings of Members. Subject to the authority of the Board, the Chair shall supervise and co-ordinate the work of the other Officers.
- b. **Vice-Chair** – the Vice-Chair is the Chair-Elect. The Vice-Chair shall serve as Chair in the absence or inability of the Chair and shall provide advice to and support to the Chair as needed. In



addition, the Vice-Chair shall have such powers and duties as the Board may specify.

- c. **Past Chair** – the Past-Chair shall have such powers and duties as the Board may specify.
- d. **Treasurer** - the Treasurer shall have such powers and duties as the Board may specify.

9.2 Appointment of Officers

In each year where such election is required, Officers of the Federation other than the Chair, Vice-Chair, and Past-Chair, shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following an Annual Meeting of Members for a two (2) year term of office.

In each year where such election is required, the individual to serve as Chair, Vice-Chair and Past-Chair, shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following an Annual Meeting of Members. This individual shall be appointed by the Board to a four (4) year term of office, serving in the first year as Vice Chair, in the second and third years as Chair, and in the fourth year as Past-Chair. For further certainty, no confirmation or re-election shall be required for the Vice-Chair to transition to Chair or the Chair to transition to Past-Chair in accordance with this Section 9.2.

9.3 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove any Director as Officer of the Federation by Ordinary Resolution. Unless so removed, an Officer shall hold office until the earlier of:

- 9.3.1 the Officer's successor being appointed or elected,
- 9.3.2 the Officer's resignation,
- 9.3.3 such Officer ceasing to be a Director (if a necessary qualification of appointment) or
- 9.3.4 such Officer's death.

If the office of any Officer of the Federation other than the Vice-Chair, Chair or Past-Chair shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

In the event of a vacancy in the role of Chair, the Board shall appoint an individual to complete the portion of the term of office remaining after the departure of the Chair. This individual may be the then-current Vice-Chair (in which case such individual shall complete the remainder of the term of Chair of the departing Chair and subsequently serve their own term as Chair) or may be another Director selected by the Board (in which case the individual will complete the remainder of the term of the departing Chair, after which the then current Vice-Chair will transition into the Chair role as contemplated by Section 9.2).

In the event of a vacancy in the role of Past-Chair, such office shall remain vacant until the individual then-currently serving as Chair transitions into the role of Past-Chair.



SECTION 10 – PRESIDENT AND CHIEF EXECUTIVE OFFICER

10.1 President and Chief Executive Officer

The Board may from time to time appoint a President and Chief Executive Officer who shall be responsible for implementing strategic plans and policies of the Federation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Federation.

SECTION 11 – NOTICES

11.1 Method of Giving Notices

Any notice (which term includes any communication or document) 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 Federation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Federation 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 President and Chief Executive Officer 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 President and Chief Executive Officer to be reliable. The declaration by the President and Chief Executive Officer 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 Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

11.2 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.

11.3 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 Federation 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 12 - DISPUTE RESOLUTION

12.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Federation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 12.2 of this by-law.

12.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Federation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Federation, 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 Federation 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:

12.2.1 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 Federation) 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.

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

12.2.3 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 Federation 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.

12.2.4 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 arbitrator.

SECTION 13 - EFFECTIVE DATE

13.1 Effective Date

Subject to matters requiring a Special Resolution, this By-law shall be effective when approved by the Board. All previous By-laws of the Federation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.