BY-LAW NO. 1

A By-law relating generally to the
transaction of the activities and affairs of

Canadian Association of Neuropathologists /
Association canadienne des neuropathologistes

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Association, unless the context otherwise requires:

(a) "**Act**" means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;

(b) "**Articles**" has the meaning given to that term in the Act;

(c) "**Association**" means Canadian Association of Neuropathologists / Association canadienne des neuropathologistes;

(d) "**Board**" means the Board of Directors of the Association;

(e) "**By-laws**" means this by-law as amended or restated and all other by-laws of the Association in force and effect;

(f) "**Director**" means any individual who, from time to time, has been elected or appointed to serve on the Board;

(g) "**Ineligible Individual**" has the meaning given to that term in section 149.1 of the *Income Tax Act* (Canada), as amended;

(h) "**Member**" means any individual who, from time to time, has been admitted to membership in the Association in accordance with the By-laws;

(i) "**Officer**" means any individual who, from time to time, has been appointed as an officer of the Association in accordance with the By-laws;

(j) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;

(k) "**President**" means the president of the Association;

(l) "**Secretary-Treasurer**" means the secretary-treasurer of the Association; 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, unless the context otherwise requires, the following rules shall apply:

(a) words importing the singular number include the plural and *vice versa* and words importing

a gender include all genders;

(b) the words "includes" or "including" as used in the By-laws mean includes or including without limitation;

(c) the word "person" includes an individual, body corporate, partnership, trust and unincorporated organization; and

(d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2
FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Association 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-Treasurer of the Association shall be the custodian of the corporate seal.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Association shall be in the City of Kingston, in the Province of Ontario.

2.3 Books and Records

The Board shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Association shall be September 30th.

2.5 Execution of Documents

Contracts, documents or instruments in writing requiring the signature of the Association shall be signed by the President, the Secretary-Treasurer, or any other persons as the Board may by resolution from time to time designate, direct or authorize. Without limiting the generality of the foregoing, the Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association to sign specific, or specific types of, contracts, documents or instruments in writing. The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing, signed as aforesaid.

2.6 Banking Arrangements

The banking business of the Association 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 may

designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 3
MEMBERSHIP

3.1 Membership

The membership of the Association consists of all persons who have applied for and been admitted as Members of the Association by the voting Members, as set forth herein, into one of the following classes of membership: (1) voting Members; and (2) non-voting Members ("**Junior Members**").

(a) A person may be admitted as a voting Member if they:

(i) are interested in furthering the purposes of the Association;

(ii) have submitted an application to the Association in the form determined by the Board from time to time;

(iii) pay the prescribed annual dues in advance; and

(iv) are a graduate in medicine or veterinary medicine who has completed their residency/fellowship and:

(A) are practicing neuropathology or a related discipline in Canada or elsewhere; or

(B) have retired from the practice of neuropathology or a related discipline in Canada or elsewhere; or

(v) have a doctoral degree in a discipline related to neuropathology and are actively engaged in research related to neuropathology.

(b) A person may be admitted as a Junior Member if they:

(i) are interested in furthering the purposes of the Association;

(ii) have submitted an application to the Association in the form determined by the Board from time to time;

(iii) pay the prescribed annual dues in advance;

(iv) are engaged in the study of neuropathology and enrolled in an accredited professional training program; and

(v) meet such other qualifications or requirements as may be determined by the Board or as may be set forth in these By-laws.

3.2 Application for Membership

(a) Individuals who wish to become voting Members shall be proposed and seconded by two Members of the Association, in writing in advance to the Secretary-Treasurer. The admission of any voting Member must be approved by Ordinary Resolution of the voting Members at the annual meeting.

(b) Individuals who wish to become Junior Members shall be supported in their application by their program director in writing in advance to the Secretary-Treasurer. The admission of any prospective Junior Member must be approved by Ordinary Resolution of the voting Members at the annual meeting.

3.3 Rights of Members

(a) Voting Members shall be entitled to receive notice of and to attend all meetings of the Members, and shall have one (1) vote at each such meeting. A voting Member is eligible to be elected as a Director and to be appointed as an Officer of the Association.

(b) Junior Members shall be entitled to receive notice of and to attend all meetings of the Members but shall not have the right to vote at any such meetings. Junior Members are not eligible to be elected as a Director nor to be appointed as an Officer of the Association.

3.4 Membership Dues

(a) The annual dues of the Members shall be determined by the Board from time to time.

(b) Annual membership dues shall be payable to the Association in advance of January 1st of each year.

3.5 Removal of Members

A membership in the Association is terminated when:

(a) the Member fails to maintain any of the applicable qualifications for membership described in section 3.1;

(b) the Member resigns by submitting a letter of resignation to the Secretary-Treasurer;

(c) the Member dies;

(d) the Member fails to pay their membership fees for two (2) successive years (except that the individual may be reinstated as a Member by the Board upon the payment of any outstanding fees);

(e) the Member’s name is struck for cause from the register of the relevant medical licensing authority (if applicable);

(f) the Association is liquidated or dissolved under the Act; or

(g) the Member is expelled in accordance with section 3.6.

3.6 Disciplinary Act or Termination of Membership for Cause

(a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws or for conduct unbecoming to the Association.

(b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 4
MEETINGS OF MEMBERS

4.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Association's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

(a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;

(b) receive the report of the Board on its actions during the preceding year;

(c) elect Directors in accordance with section 5.4;

(d) appoint the public accountant for the ensuing year;

(e) elect up to (2) Members to the Association's Nominating Committee from the floor of the meeting; and

(f) transact any other business that may be properly brought before the Members.

4.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of the Members.

4.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Association or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

4.4 Meeting by Electronic Means, etc.

If the Directors or Members call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

(a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.6 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "**special business**".

4.7 Chair of Meetings

The President or, in their absence, the Secretary-Treasurer shall preside as chair at a meeting of the Members, but, if there is no President or Secretary-Treasurer or if at a meeting neither of them is present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Members present shall choose a person from their number to be the chair of the meeting.

4.8 Annual Financial Statements

The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

4.9 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for

the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the President, the Secretary-Treasurer and the public accountant of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

4.11 Quorum

At least fifteen (15) Members who are entitled to vote and who are present in-person or by electronic means at a meeting of Members will constitute a quorum at that meeting.

4.12 Manner of Voting

(a) Each Member who is entitled to vote is entitled to one (1) vote at a meeting of Members.

(b) At all meetings of Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act.

(c) If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Association has made available for the purpose.

ARTICLE 5
BOARD OF DIRECTORS

5.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Association in all things. The Board may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.

5.2 Board

The Board will consist of a minimum of two (2) Directors and maximum of eleven (11) Directors. The number of Directors shall be determined from time to time by resolution of the Board.

5.3 Qualifications of Directors

Each Director shall:

(a) be an individual who is at least eighteen (18) years of age;

(b) not have the status of a bankrupt;

(c) not be an individual who has been declared incapable (as the term "incapable" is defined in the Act); and

(d) not be an Ineligible Individual.

If an individual ceases to be qualified as provided in this section 5.3, the individual thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.8.

5.4 Election of Directors and Term

(a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.

(b) Prior to being put forward for election as a Director by the Members, each nominee shall first be approved by the Nominating Committee.

(c) The terms of office of Directors shall be up to three (3) years, or as determined by Ordinary Resolution of the Members.

(d) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than six (6) consecutive years unless otherwise determined by the Board in exceptional circumstances. Any Member is eligible to be elected as a Director after a one-year period in which they are not a Director.

5.5 Appointment of Directors

Pursuant to the Articles, following the conclusion of the annual meeting of Members each year, the Board may appoint Directors to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.6 Removal of Directors

The Members may, by Ordinary Resolution, at a special meeting remove any Director from office for any reason.

5.7 Resignations

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

5.8 Vacancies

(a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:

(i) a failure to elect the minimum number of Directors provided for in the Articles; or

(ii) an increase in the minimum or maximum number of Directors provided for in the Articles.

(b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in subsection 5.8(a), the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

(c) A Director appointed under section 5.8 will only hold office for the unexpired term of their predecessor.

5.9 Remuneration

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

ARTICLE 6
MEETINGS OF DIRECTORS

6.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in section 12.1 to each Director not less than seven (7) days before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, they may give notice of a meeting no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Association or at any other place within Canada, as determined by the Board.

6.3 Meeting by Electronic Means, etc.

If all the Directors of the Association consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

6.4 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under section 6.7, the President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

6.5 Quorum

A majority of the number of Directors of the Association in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

6.7 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least two (2) times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

6.8 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit their written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

6.9 Confidentiality

Unless otherwise specified by the President or Secretary-Treasurer, all information discussed and matters considered at Board meetings are to be held in confidence by Directors. Directors shall ensure that any others in attendance at Board meetings will hold all information discussed and matters considered thereat in confidence.

6.10 Minutes

The Board shall see that all minutes of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 7
COMMITTEES AND ADVISORY BODIES

7.1 Committees of the Board

Subject to the Act and these By-laws, the Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

7.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Association's Directors or Members.

7.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 8
OFFICERS

8.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 8, as well any other officers as the Board may determine. Any two (2) offices may be held by the same individual, except the offices of President and Secretary-Treasurer. The power of the Board to determine the powers and duties of the Association's Officers is subject to the Act, the Articles and the By-laws.

8.2 President

The Board may appoint a President who, if appointed, will hold office for a term of up to three (3) years or until their successor is appointed. The President shall preside at all meetings of the Members and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incidental to the office.

8.3 Secretary-Treasurer

The Board may appoint a Secretary-Treasurer who, if appointed, will hold office for a term of up to three (3) years, once renewable, or until their successor is appointed. Unless otherwise determined by the Board, the Members, or the committee, as applicable, the Secretary-Treasurer (or their designate) will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary-Treasurer will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary-Treasurer attends those meetings; the Secretary-Treasurer will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board; the Secretary-Treasurer will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Association, except when some other Officer has been appointed for that purpose; and the Secretary-Treasurer will have any other powers and duties as the Board may specify.

The Secretary-Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Association and will have any other powers and duties as the Board may specify.

8.4 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Association in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

8.5 Term of Office

(a) Each Officer shall continue in office until:

(i) their term of appointment expires;

(ii) the appointment of a successor;

(iii) the Officer's resignation by delivery of a written resignation to the Secretary-Treasurer of the Association;

(iv) the Officer's removal by resolution of the Board; or

(v) the Officer's death.

(b) If the office of any Officer of the Association shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor’s term or until their successor is appointed.

8.6 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Association. The Officers will be entitled to be reimbursed for reasonable expenses properly

incurred by them in performing their duties.

ARTICLE 9
PUBLIC ACCOUNTANT

9.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Ordinary Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 10
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Limitation of Liability

Subject to the provisions of the Act and to section 10.4, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or 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 Association or other entity.

10.2 Advance of Costs

Subject to section 10.4, the Association shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.1. The individual shall repay the moneys if the individual does not fulfil the conditions of section 10.3.

10.3 Limitation

The Association may not indemnify an individual under section 10.1 unless the individual:

(a) acted honestly and in good faith with a view to the best interests of the Association, 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 Association's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.4 Derivative Actions

The Association shall, with the approval of a court, indemnify an individual referred to in section 10.1, or advance moneys under section 10.2, in respect of an action by or on behalf of the Association or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Association or other entity as described in section 10.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 10.3.

10.5 No Restriction

The Association will also indemnify the individuals referred to in section 10.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

10.6 Insurance

The Association shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 11
AMENDMENT OF BY-LAW

11.1 Amendments

Except for amendments requiring approval by a Special Resolution of the Members under section 197(1) the Act or a Special Resolution of each class of Members under section 199(1) of the Act, the Board may by resolution amend this By-law, and any such amendment shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the amendment is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The amendment 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.

ARTICLE 12
MISCELLANEOUS

12.1 Method of Giving Notice

(a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 12.1 to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

(b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.