

## **Restated BY-LAW NUMBER 1 ( June 4th , 2018)**

A by-law relating generally to the conduct of the affairs of

### **OTTAWA CARLETON EDUCATION NETWORK INC.**

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BE IT ENACTED that this bylaw restates and replaces Bylaw #1 of the OTTAWA CARLETON EDUCATION NETWORK INC. (the “Corporation”) as follows:

### 1 INTERPRETATION

#### 1.1 *Meaning of Words*

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

- 1.1.1. the singular includes the plural;
- 1.1.2. the masculine gender includes the feminine;
- 1.1.3. “Board” means the Board of Directors of the Corporation;
- 1.1.4. “*Corporations Act*” means the *Corporations Act*, R.S.O. 1990, chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.5. “documents”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.6. “Executive Officers” means the persons who hold the offices enumerated in section 5.1;
- 1.1.7. “Corporation” means OTTAWA CARLETON EDUCATION NETWORK INC.

#### 1.2 *Corporations Act Terms*

All terms defined in the *Corporations Act* have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

### 2 HEAD OFFICE

The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario, and at such place therein as the Board may from time to time determine.

### 3 PURPOSES

The OTTAWA CARLETON EDUCATION NETWORK INC. is an independent Corporation. The objects for which the corporation is incorporated are to promote and encourage research and development in the field of education; to facilitate the exchange of information and ideas on matters affecting education and related subjects; and to do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of these objects or any of them.

## 4 BOARD OF DIRECTORS

### 4.1 *Board of Directors*

The role of the Board is to govern the organization. Subject to the provisions of any special resolution changing the number of directors, the affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the “Board”) consisting of a maximum of 7 voting Board Members, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office, will be a member of the Corporation.

#### 4.1.1 *Composition of Board*

- Up to three members from the community and private sector
- Two Trustees of the Ottawa Carleton District School Board as appointed annually by the Ottawa-Carleton District School Board Of Trustees
- The Director of Education, Ottawa-Carleton District School Board (ex-officio)
- One Senior staff member of the Ottawa-Carleton District School Board
- Executive Director, the Ottawa Carleton Education Network Inc. (non-voting)

The term of office for the 3 members of the community and private sector shall be decided by the Board of Directors and shall be reviewed annually. .

### 4.2 *Qualification*

Each director shall:

- 4.2.1 be at the date of the election of the person as, and thereafter remain throughout the term of office, a member of the Corporation who is qualified by the terms of section 8.2 to hold office;
- 4.2.2 be at least eighteen (18) years of age;
- 4.2.3 not be an undischarged bankrupt nor a mentally incompetent person; and
- 4.2.4 be a Canadian resident within the meaning of the *Income Tax Act (Canada)*, as same may be amended from time to time.

If a person ceases to be a member of the Corporation or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.5.

### 4.3 *Representation*

The election of directors shall take place at each annual general meeting of the Corporation by the members of the Corporation.

#### 4.4 *Ex-Officio Directors*

There shall be one voting ex-officio director of the Board shall be the Director of Education, OCDSB .

#### 4.5 *Vacancies*

Vacancies in the Board of Directors, however caused, may be filled by election by a vote of 2/3 of the Directors.

#### 4.6 *Removal of Directors*

The members of the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration date of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed director.

#### 4.7 *Quorum*

Quorum for board meetings shall be 50% plus one (1) of the voting members of the Board.

#### 4.8 *Regular Meetings*

Meetings of the Board and of the Executive Committee may be held at any place within or outside Ontario, as designated in the notice calling the meeting. The Board shall meet at least four times per year. One of these meetings shall be the Annual General Meeting. A yearly schedule of meetings shall be approved at the first meeting following the Annual General Meeting. Meetings may be held in person, via teleconference or via the internet.

#### 4.9 *Notice of Meetings*

Subject to the provisions of section 4.10, notice of Board meetings shall be delivered, mailed, e-mailed or telephoned to each director not less than five (5) business days before the meeting is to take place. The statutory declaration of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

#### 4.10 *Call of Special Meetings*

Additional or special meetings of directors may be convened by the Chair of the Board or any three directors at any time. The secretary, when directed or authorized by the

chair or any three directors, shall convene a meeting of directors. Every attempt shall be made to consult all board members before a date and time are finalized.

#### 4.11 *Notice of Special Meetings*

The notice of special meetings shall specify the purpose of or the business to be transacted at the meeting. Electronic notice or hand delivered notice of any such meeting shall be given not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place to each director. Notice by mail shall be sent at least five (5) days prior to the date of any meeting of the board.

#### 4.12 *Voting*

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

#### 4.13 *Remuneration of Directors*

The Directors of the Corporation shall serve without remuneration. Reasonable out of pocket expenses incurred by a Director in the course of his or her duties may be reimbursed.

#### 4.14 *Indemnities to Directors*

Every Director and officer of the Corporation and the heirs, executors and administrators, and estate and effects, of such Director and officer shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

4.14.1 all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director or officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties of the office; and

4.14.2 all other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the willful neglect or default of such director.

#### 4.15 *Insurance*

Subject to applicable law, OTTAWA CARLETON EDUCATION NETWORK INC. shall purchase and maintain such insurance for the benefit of its Directors and officers as the Board of OTTAWA CARLETON EDUCATION NETWORK INC. may from time to time determine.

#### 4.16 *Protection of Directors and Officers*

No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through wrongful or the wilful neglect or default of such Directors or officer.

#### 4.17 *Responsibility for Acts*

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

#### 4.18 *Others Present*

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by delegate to attend to speak at, meetings of Board, but shall not be entitled to vote thereat.

#### 4.19 *Conflict of Interest*

Members of the Board of Directors and their families shall not enter into any business arrangement in which they are interested either directly or indirectly with the Corporation except:

- i) on a written and competitive, sealed quotation basis, and
- ii) having declared any conflict of interest therein and having refrained from voting thereon



Notwithstanding the above, no disclosure is required of interest in any business transaction unless the interest and the transaction are both material as defined by the Board from time to time. The Chair of any meeting of the Board, or of any committee of the Board, shall request any member who has declared interest in any business or other financial arrangement with the Corporation which is being discussed to be absent during the discussion of and a vote upon the matter and the event shall be recorded in the minutes.

#### 4.20 *Confidentiality*

Every Director, and employee(s) of OTTAWA CARLETON EDUCATION NETWORK INC. shall keep the confidentiality of matters brought before the Board, keeping in mind that unauthorized disclosures could adversely affect the interest of the Corporation. The Board shall give authority to one or more Directors or employee(s) of the Corporation to make disclosures to the news media or the public about Corporation matters.

### 5 OFFICERS

#### 5.1 *Executive Officers*

Subject to the provisions of section 5.2, there shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer .

#### 5.2 *Chair*

The Corporation may, by special resolution, provide for the election by the Directors from among themselves of a Chair of the Board and define the duties of such office. The Chair shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the Executive Committee as well as all meetings of members of the Corporation. The Chair shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board. The Chair shall sign all documents requiring the signature of the Chair, and have the other powers and duties from time to time prescribed by the Board or incident to the office.

#### 5.3 *Vice-Chair*

The Board shall elect a Vice-Chair. The Vice-Chair shall perform such duties from time to time prescribed by the Board or Executive Committee or incident to the office including to perform all the duties of the Chair in the absence of such person.

#### 5.4 *Secretary*

The Board shall elect a Secretary. The Secretary shall be ex-officio clerk of the Board or Executive Committee and shall attend all meetings of the Board and of the Executive Committee to record all facts and minutes of those proceedings in the

books kept for that purpose; shall give all notices required to be given to members and to directors; shall be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee or incident to the office.

#### 5.5 *Treasurer*

The Board shall elect a Treasurer. The Treasurer shall be the custodian of all the books of accounts and accounting records of OTTAWA CARLETON EDUCATION NETWORK INC. ; shall be responsible for rendering to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall be responsible for co-operating with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall be responsible for performing the other duties from time to time prescribed by the Board or Executive Committee or incident to the office including to act as Chair of the Finance Committee.

#### 5.6 *Executive Director*

Subject to the oversight and direction of the Board of Directors, the Executive Director is responsible for the day to day operations of the Corporation, and will provide leadership and proven skills in fund development, financial and administrative management, and program development.

##### 5.6.1 *Board Administration Responsibilities*

The Executive Director shall:

- coordinate and ensure operation of the Corporation's Board of Directors
- support and provide Board with adequate information to help members reach sound decisions and establish policies
- assist the Board with ongoing strategic planning
- assist in the recruitment, orientation, and training of new Board members
- supervise the implementation of Board-approved policies

##### 5.6.2 *Operations Responsibilities*

The Executive Director shall:

- provide leadership and direction for the Corporation
- coordinate management of financial and administrative procedures in order to maintain fiscally sound programs and accounting systems

- prepare annual budget and develop an annual business plan to meet financial goals
- supervise audits, preparation of expenditure reports, and all other fiscal reports
- oversee banking transactions and other filing requirements

### 5.7 Other Officers

The Board may appoint other officers, including without limitation, Honorary Officers, as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation.

## 6 ELECTION OF THE BOARD

### 6.1 Election

Subject to the provisions of the *Corporations Act*, directors, other than ex-officio directors, shall be elected for a one year term by members entitled to vote at the annual general meeting.

### 6.2 Re-election

A Director is eligible for re-election at the end of their term.

### 6.3 Nominations

Candidates for the office of Director shall include candidates recruited from time to time according to Board approved policy.

### 6.4 Election Method

Where:

- 6.4.1 the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices;
- 6.4.2 and the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

## 7 EXECUTIVE COMMITTEE

### 7.1 Composition

The Chair, Vice-Chair, Secretary, and Treasurer together with the Executive Director of OTTAWA CARLETON EDUCATION NETWORK INC. shall constitute the Executive Committee. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the

Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

## *7.2 Powers*

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board and the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board, other than the power to repeal, vary, add to or amend the by-laws of the Corporation.

## *7.3 Procedures*

Subject to sections 7.4, 7.5 and 7.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at 50% plus one (1) members present or by teleconferencing, and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board on a regular basis.

## *7.4 Quorum*

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum (of voting members) of the Executive Committee is present. Quorum shall be 3 voting members present or via teleconferencing.

## *7.5 Place of Business*

Meetings of the Executive Committee may be held at the head office of OTTAWA CARLETON EDUCATION NETWORK INC. or at any other place within or outside Ontario as specified in the notice calling the meeting.

## *7.6 Notice of Meetings of the Executive Committee*

The Chair may upon written notice by any two (2) members of the Executive Committee requiring same shall within ten (10) days call a meeting of the Executive Committee, and notice specifying the time and place of such meeting shall be given to each member of the Executive Committee by telephone or e-mail. No notice is required if all members of the Executive Committee waive notice.

## *7.7 Other Directors Present*

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the

Executive Committee, and the presence of such director shall not be included for the purpose of calculating a quorum.

## 8 MEMBERSHIP

### 8.1 *Composition*

Membership in the Corporation shall consist of all persons annually who have applied to be a member and their application has been approved by the Board of Directors.

### 8.2 *Holding Office*

No person who is not a member of OTTAWA CARLETON EDUCATION NETWORK INC. shall be qualified to hold office in the Corporation as a Director.

### 8.3 *Revocation of Membership*

Any member may be expelled from the Corporation by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

### 8.4 *Termination of Membership*

A member of the Corporation automatically terminates upon the happening of any of the following events:

8.4.2 if the person, in writing, resigns as a member of the Corporation;

8.4.3 if the member dies;

8.4.4 if the person otherwise ceases to be a Director of the Corporation.

### 8.5 *Annual General Meeting*

The annual general meeting of the members shall be held each year within the City of Ottawa, at a time, place and date determined by the Board, for the purpose of:

8.5.2 hearing and receiving the reports and statements required by the *Corporations Act* to be read at and laid before the Corporation at an annual general meeting;

8.5.3 electing such directors as are to be elected at such annual general meeting;

8.5.4 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and

8.5.5 the transaction of any other business properly brought before the meeting.

### 8.6 *General Meeting*

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

### 8.7 *Notice of Meetings*

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each Director (and in the case of an annual general meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records and notice will be given to other members through the local media.

### 8.8 *Quorum*

Quorum for annual general meetings shall be 50% plus one (1) of the voting members of the Board.

### 8.9 *Show of Hands.*

At all meetings of the members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair of the Board or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, shall have one vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### 8.10 *Chair*

In the absence of the Chair and/or Vice-Chair, the Directors entitled to vote present at any meeting of members shall choose another director as Chair.

## 9 COMMITTEES

### 9.1 *Ad Hoc Committees*

There may be such Ad Hoc Committees and for such purposes as the *Board* may determine from time to time by resolution outlining the objectives, scope and duration of the committee.

## 10 AUTHORIZATIONS

### 10.1 *Cheques, Drafts, Notes, etc*

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two of four authorized signing officers.

### 10.2 *Signing Officers*

The signing officers of OTTAWA CARLETON EDUCATION NETWORK INC. shall be the Chair and the Treasurer of the Board, the Director of Education (OCDSB) and the Executive Director of the Corporation.

### 10.3 *Execution of Documents*

Documents requiring execution by the Corporation may be signed as follows:

- i) deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two (2) officers or Directors of the Corporation.

### 10.4 *Books and Records*

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

## 11 BANKING ARRANGEMENTS

### 11.1 *Board Designate Bankers*

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 11.1.1. operate the Corporation's accounts with the banker;
- 11.1.2. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 11.1.3. issue receipts for and orders relating to any property of the Corporation;
- 11.1.4. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 11.1.5. authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

## 12 FINANCIAL YEAR AND AUDITORS

### 12.1 *Year Selected*

The financial year of the Corporation begins on September 1<sup>st</sup> and shall terminate on the 31st day of August in each year or on such other date as the Board may from time to time by resolution determine.

### 12.2 *Auditors Selected*

The auditors of the Corporation shall be confirmed annually at the Annual General Meeting.

## 13 NOTICE

### 13.1 *Computation of Time*

In computing the date when notice must be given under any provisions of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

### 13.2 *Omissions and Errors*

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## 14 BY-LAWS AND AMENDMENTS, ETC.

### 14.1 *Enactment*

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

## 15 EFFECTIVE DATE

### 15.1 *Effective on Passing*

### 15.2

This by-law shall come into force without further formality upon its enactment.

ENACTED by the Board as of this 20th day of November, 2020



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*Chair*

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*Vice-Chair*

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*Secretary*

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*Treasurer*