

THE SHEAF PUBLISHING SOCIETY INC.
(called the "Corporation")

BY-LAW NO. • [DRAFT]

A By-Law Relating Generally to the Transaction of the Business and Affairs of the Corporation.

CONTENTS:

One	- Interpretation
Two	- Business of the Corporation
Three	- Borrowing and Securities
Four	- Directors
Five	- Committees
Six	- Officers
Seven	- Protection of Directors, Officers and Others
Eight	- Members
Nine	- Meetings of Members
Ten	- Notices
Eleven	- Effective Date

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

ARTICLE ONE
INTERPRETATION

1.01 DEFINITIONS

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

- (a) “**Act**” means *The Non-Profit Corporations Act, 1995* (Saskatchewan), and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Articles**” means the articles attached to the Certificate of Incorporation of the Corporation as from time to time amended or restated;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Business & Ad Manager**” means the individual employed by the Corporation in charge of the Corporation’s general business operations ;
- (e) “**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (f) “**Corporation**” means the corporation named above incorporated by Certificate of Incorporation or continued by Certificate of Continuance or amalgamated by Certificate of Amalgamation as the case may be, as the same may be from time to time amended or restated;
- (g) “**Members**” mean the members of the Corporation as determined pursuant to Article 8;
- (h) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty percent (50%) of the votes cast on that resolution;
- (i) “**Right to Veto**” means that a person given this authority during their term of office may, except with respect to a General Meeting of the Corporation or a decision of the Board, veto any submission for publication in the Corporation newspaper deemed by that person, in its intent, content, or ramifications to be: libellous; sexist; racist; homophobic; in violation of the Canadian Charter of Rights and Freedoms; in violation of any aspect of the Criminal Code of Canada; in

violation of the Corporation Bylaws or Policies; or demonstratively injurious to the Corporation or community at large.

- (j) “**Special Meeting of Members**” includes a meeting of any class or classes of Membership and a Special Meeting of all Members entitled to vote at an annual meeting of Members;
- (k) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neutral genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

ARTICLE TWO BUSINESS OF THE CORPORATION

2.01 REGISTERED OFFICE

The registered office of the Corporation shall be at such location in Saskatchewan as the Board may from time to time determine.

2.02 CORPORATE SEAL

The Board may from time to time adopt a corporate seal which shall be the seal of the Corporation until changed by the Board.

2.03 FINANCIAL YEAR

The financial year of the Corporation may be fixed by the Board and may from time to time be changed by the Board.

2.04 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by all of the directors of the Corporation. Notwithstanding the foregoing, the directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons, on behalf of the Corporation either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Corporation may, when required, be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons, appointed by resolution of the directors.

2.05 BANKING ARRANGEMENTS

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may by resolution from time to time prescribe.

2.06 WITHHOLDING INFORMATION FROM MEMBERS

Subject to the provisions of the Act, no Member shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which, in the opinion of the Board, it would be inexpedient in the interests of the Members or the Corporation to communicate to the public. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of Members and no Member shall have any right of inspecting any account, record or document of the Corporation except as conferred by the Act or authorized by the Board or by resolution passed at a Special Meeting of Members.

**ARTICLE THREE
BORROWING AND SECURITIES**

3.01 BORROWING POWER

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all of any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

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

3.02 DELEGATION

The Board may from time to time delegate to a committee of the Board, a director or an officer of the Corporation or any other person as may be designated by the Board all or any of the powers conferred on the Board by Section 3.01 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

**ARTICLE FOUR
DIRECTORS**

4.01 NUMBER OF DIRECTORS

Subject to the Articles, the number of directors shall be fixed or changed from time to time by Ordinary Resolution of Members and until fixed or changed shall be the minimum number permitted by the Articles. Both the Editor-in-Chief and Business Manager (or equivalent position(s) as amended from time to time), shall be ex-officio members of the Board.

4.02 QUORUM OF DIRECTORS

The quorum for the transaction of business at any meeting of the Board shall, when the number of directors is one, be one director. The quorum for the transaction of business at any meeting of the Board shall, when the number of directors is two or more, be a majority of the directors present at any properly called meeting of the Board or such greater number as the Board may from time to time determine.

4.03 QUALIFICATION

A director who is otherwise qualified under the Act need not be a Member. A majority of the directors shall be resident Canadians, and at least one director shall be resident in Saskatchewan. An individual is not eligible to become a director if he or she:

- (a) is bankrupt under the Bankruptcy and Insolvency Act (Canada) or;
- (b) is the subject of a certificate of incapacity issued pursuant to The Dependent Adults Act; or

(c) under the age of 18 years old.

4.04 ELECTION AND TERM

The election of directors and the appointment of one (1) of such elected directors as the Chair of the Board and one (1) of such elected directors as the Vice-Chair of the Board, shall take place at each annual meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the Members otherwise determine. Where the Members adopt an amendment to the Articles to increase the number or minimum number of directors, the Members may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election of directors shall be by Ordinary Resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.05 REMOVAL OF DIRECTORS

Subject to the Act, the Members may, by Ordinary Resolution passed at a meeting specially called for such purpose, remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

4.06 VACATION OF OFFICE

A director ceases to hold office when he dies, he is removed from office by the Members, he ceases to be qualified for election as a director, fails to attend three (3) successive properly called meetings of the Board or his or her written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.

4.07 VACANCIES

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure of the Members to elect the number or minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from one of the foregoing exceptions, the Board shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting. If a minimum and maximum number of directors is authorized and less than the maximum number of directors is in office, the Board or the Members may from time to time appoint additional directors until the maximum is reached.

4.08 ACTION BY THE BOARD

The Board shall manage the business and affairs of the Corporation. The powers of the Board may be exercised at a meeting (subject to Sections 4.09 and 4.10) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

4.09 MEETING BY ELECTRONIC MEANS

A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.10 PLACE OF MEETINGS

Meetings of the Board may be held at any place in or outside Canada.

4.11 CALLING OF MEETINGS

Meetings of the Board shall be held from time to time at such time and at such place as the Board,

the Chair of the Board or any two directors may determine.

4.12 NOTICE OF MEETINGS

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 11.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified, including, if required by the Act, any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any annual financial statements mentioned in section 142 of the Act; or
- (d) adopt, amend or repeal the Articles or By-laws.

4.13 WAIVER OF NOTICE

A director may in any manner waive a notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the 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.

4.14 FIRST MEETING OF NEW BOARD

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.15 ADJOURNED MEETING

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.16 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings, except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.17 RESOLUTION IN LIEU OF MEETING

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 resolution in writing signed (either in person or via email electronically) by all of the directors entitled to vote thereon at a meeting may be so signed in counterparts. A copy of every resolution referred to above shall be kept with the minutes of the proceedings of the directors or committee of directors.

4.18 CHAIR

The person elected as Chair of the Board pursuant to section 4.04 of this By-law, or, in his or her absence, a Vice-Chair elected pursuant to that section, shall be chair of any meeting of directors and, if he or she is not present, the directors present shall choose any one of their number to be chair.

4.19 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 shall not be entitled to a second or casting vote.

4.20 CONFLICT OF INTEREST

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or Members. Such a director shall not vote on any resolution to approve the same except as provided by the Act.

4.21 REMUNERATION AND EXPENSES

The directors shall not be paid remuneration for their services as directors. The directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board, any committee therefor any event requested of them by or on behalf of the Board. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

**ARTICLE FIVE
COMMITTEES**

5.01 COMMITTEES OF THE BOARD

The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise.

5.02 TRANSACTION OF BUSINESS

Subject to the provisions of the Act or these By-laws, the powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all committee members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.03 ADVISORY BODIES

The Board may from time to time appoint such advisory bodies as it may deem advisable.

5.04 PROCEDURE

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

**ARTICLE SIX
EDITORIAL STAFF**

6.01 APPOINTMENT

Editorial staff be hired by the directors. The offices to be filled and duties of such staff shall be those designated by the directors and, unless and until duties are designated, shall be those usually pertaining to such offices.

6.02 TERM OF OFFICE

The Board may at any time, in its discretion, remove any Editorial staff member of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his or her successor is appointed.

6.03 TERMS OF EMPLOYMENT AND REMUNERATION

The terms of employment and remuneration of Editorial Staff appointed by the Board shall be settled by the Board from time to time.

6.04 CONFLICT OF INTEREST

An Editorial Staff member shall disclose his or her interest in any material contract or proposed material contract with the Corporation in accordance with these By-laws.

6.05 RIGHT TO VETO

The Editor-in-Chief shall have a Right to Veto any material to be published in the Sheaf.

**ARTICLE SEVEN
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.01 LIMITATION OF LIABILITY

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be placed out or be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, security, or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 INDEMNITY

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.03 CORPORATE INSURANCE

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 7.02 against any liability incurred by such person in his or her capacity as a director or officer of the Corporation or of another body corporate where he or she acts or acted in that capacity at the Corporation's request.

ARTICLE EIGHT MEMBERS

8.01 MEMBERSHIP

“Member” means a person attending the University of Saskatchewan, its affiliated colleges, or its federated college, who is registered as an undergraduate student for the current academic term, has paid their Membership fee, and is thus is a member of the Corporation.

8.02 MEMBERSHIP FEES

Membership fees shall be determined and set by the Directors on an annual basis and collected by the University of Saskatchewan from the Members.

8.03 TERMINATION OF MEMBERSHIP

Subject to the Act, any membership interest may be terminated prior to its expiry by a vote of two-thirds of the directors, at a duly convened meeting. Subject to the Articles and Bylaws, the membership interest of a Member is not transferable and is terminated when the Member no longer meets the qualifications of membership described in 8.01.

8.04 MEMBERSHIP CARDS

Current Student Cards as distributed by the University of Saskatchewan shall be considered proof of membership for any Corporation business.

ARTICLE NINE MEETINGS OF MEMBERS

9.01 ANNUAL MEETINGS

The annual meeting of Members shall be held at such time and, subject to Section 9.03, at such place as the Board or the Chair of the Board, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, including the Chair of the Board, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

9.02 SPECIAL MEETINGS

Special Meetings of Members shall be held from time to time and at such place as the Chair of the Board, the secretary or a quorum of the Board determines.

9.03 PLACE OF MEETINGS

Meetings of the Members shall be held at the principal business office of the Corporation, or at such other place within Saskatchewan as the Board or the Chair of the Board may determine from time to time.

9.04 NOTICE OF MEETINGS

Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10.01 not less than ten (10) nor more than twenty one (21) days before the date of the meeting to each director, to the auditor, and to each Member who, at the close of business on the record date for notice, is entered in

the membership register as member in good standing carrying the right to vote at the meeting. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.05 LIST OF MEMBERS ENTITLED TO NOTICE

The list of Members entitled to notice is comprised of Members as defined in Section 8.01.

9.06 CHAIR OF MEMBERS' MEETINGS

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting of Members shall choose one (1) of their Members to chair the meeting of Members.

9.07 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Members shall be those entitled to notice of the meeting and others who, although not entitled to notice, are entitled or required under any provision of the Act or the Articles or 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 by resolution of the Members.

9.8 QUORUM

A quorum at any meeting of the Members shall be a majority of the Members who are present at the meeting and entitled to vote.

9.9 RIGHT TO VOTE

Every person named in the list referred to in Section 9.05 shall be entitled to vote at the meeting in accordance with the following:

- (a) membership shall entitle a Member to receive notice of, attend and have one (1) vote at all meetings of the Members of the Corporation, which may only be exercised as long as the Member is in good standing with the Corporation as determined by the Board;
- (b) a Member not in good standing is entitled to receive notice of and attend a meeting of Members, but shall not be entitled to vote at such meeting except in accordance with the Act;
- (c) if a Member is not in good standing with the Corporation, such Member may request the Board to provide a statement of fees owing by the Member to the Corporation and pay such fees at any time prior to the commencement of the meeting at which such Member would otherwise be entitled to vote, and upon confirmation of payment by the Board, such Member shall be deemed to be in good standing and entitled to vote at such meeting of Members.

9.10 VOTES TO GOVERN

At any meeting of Members, every question shall, unless otherwise required by the Articles or By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

9.11 PROXY REPRESENTATIVES

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, to attend and act as his or her representative at the meeting in the manner and to the

extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the Member or his or her attorney and shall conform with the requirements of the Act.

9.12 SHOW OF HANDS

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.13 BALLOTS

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting, may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present and entitled to vote shall be entitled to one (1) vote at the meeting upon the question, and the result of the ballot so taken shall be the decision of the majority of the Members upon the said question.

9.14 ADJOURNMENT

The chair at a meeting of Members may, with the consent of the meeting majority of the Members present and entitled to vote and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. Subject to the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

**ARTICLE TEN
NOTICES**

10.01 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 regulations thereunder, the Articles, the By-laws or otherwise to a Member shall be sufficiently given if printed in the Sheaf Newspaper, and prominently displayed on the Sheaf's website.

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the By-laws or otherwise to a director, editorial staff member, auditor or member of a committee of the Board shall be sufficiently given if:

- (i) delivered personally to the person to whom it is to be given, and a notice so delivered shall be deemed to have been given when it is delivered personally;
- (ii) if mailed to his or her recorded address, and a notice so mailed shall be deemed to have been given as of the day of the notice being deposited in a post office or public letter box as listed on the official post date of the notice; or

- (iii) if sent via email or by other electronic means if delivered to his or her email or electronic address as provided to the Corporation upon application for services, and a notice so electronically delivered shall be deemed to have been given on the date it is sent to the recorded email or electronic address.

The Business & Ad Manager may change or cause to be changed the recorded address, email address or contact information of any director, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

10.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.04 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, director, officer, auditor 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 shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.05 SIGNATURE TO NOTICES

The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.06 PROOF OF SERVICE

A certificate of the Chair of the Board of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer, auditor or member of a committee of the Board or in relation to the publication of any notice, shall be conclusive evidence thereof and shall be binding on every Member, director, officer, auditor or member of a committee of the Board of the Corporation as the case may be.

10.07 WAIVER OF NOTICE

Any Member, director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the Articles, the By-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board or a committee of the Board which may be given in any manner.

**ARTICLE ELEVEN
EFFECTIVE DATE**

11.01 EFFECTIVE DATE

Subject to its confirmation by the Members in accordance with the Act, this bylaw shall come into force on the date it is passed by the directors.

ENACTED by the Board the ____ day of _____, 2019.

President

CONFIRMED by the Members in accordance with the Act the ____ day of _____, 2019.

President