

BUSU Bylaws Memorandum of Understanding

“Do you support the changes to the Brock University Students’ Union (BUSU) Bylaws as outlined in the updated Memorandum of Understanding?”

Introduction and Summary of Changes

The 2022-2023 BUSU Board of Directors made several changes to the BUSU Bylaws that need to be ratified via referendum. **The fully updated document is included in Appendix A.**

A summary of changes:

- Increase the BUSU Board to 13 voting members all elected at-large:
 - 8 x 2-year seats (rotating)
 - 5 x 1-year seats

- Restructuring of Vice President, Finance and Administration role
 - Title changes to Vice President, University Affairs
 - Focus on internal advocacy efforts

- Removal of Election process for Executive positions
 - Executives will be hired through a student-led hiring process

- Brock University Students’ Administrative Council (BUSAC) restructure
 - Name change to Brock University Students’ Union Advisory Council (BUSU-AC)
 - Open to all students to join without the requirement of an election

All these changes have been made with the approval of BUSU’s legal representation.

The current version of the BUSU Bylaws can be found [HERE](#)

APPENDIX A

BY-LAW NO. 1

A By-law Relating Generally to the Transaction of the Affairs of

BROCK UNIVERSITY STUDENTS' UNION INC.

(the "Corporation")

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

SECTION I. GENERAL

1.01 Purpose and Objects of the Corporation

In accordance with the Letters Patent of the Corporation the objects of the Corporation are as follows:

- (a) to promote artistic, literary, educational and charitable activities for the advancement of the interests of its members and others;
- (b) to act as a representative of the members of the Corporation in their dealings with Brock University;
- (c) to develop and maintain unity and to encourage cooperation among the said students at the said University;
- (d) to develop and maintain responsible student government which will promote the interests of the said students of the said University as well as serve as a medium of communication between the said students and the representatives of the said University;
- (e) to act as a liaison between the said students and other universities, educational institutions and society as a whole;
- (f) to promote and assist in maintaining good conduct and proper
- (g) discipline of the said students of the said University in all activities of such students; and

- (h) to invest the moneys of the Corporation not immediately required for its objects in any securities in which, under the Trustee Act or any other Act, trustees may invest trust funds.

1.02 Definitions

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where context requires, includes the regulations made under it as amended or re-enacted from time to time;
- (b) “Annual Meeting” shall mean an Annual Meeting of the Members of the Corporation called in accordance with the Act.
- (c) “Board” means the Board of Directors of the Corporation;
- (d) “By-laws” means this By-law (including any schedules) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- (e) “Chair” means the chair of the Board;
- (f) “Department” shall be defined as an undergraduate academic unit, headed by a chair which is a sub-unit of a Faculty (as per Brock University policy).
- (g) “Faculty” shall be defined as an undergraduate academic unit headed by a Dean (as per Brock University policy).
- (h) “Faculty Referendum” is defined as the submission of a question to the direct vote by the Members who are registered in a given Faculty.
- (i) “Director” means an individual occupying the position of Director of the Corporation who has been elected or appointed in accordance with these By-laws or is otherwise a Director by virtue of their office in accordance with the Act or these By-laws;
- (j) “F.T.E.” means Full Time Equivalent for undergraduate students at Brock University, which is calculated by dividing Full Course Equivalent Enrolment by 5. The Full Course Equivalent is determined by multiplying the credit value of a course by the number of students enrolled. For example, if 20 students were enrolled in a half credit course, the F.C.E. would be 10, and the F.T.E. would be 2. (Example: The 2007-2008 Academic Year had a F.C.E. of 69,342.5, making F.T.E. 13,868.5). The previous academic year’s F.T.E. will be used until the final calculation is determined by the Office of the Registrar at Brock University.
- (k) “majority” means 50% + 1 of the votes cast by person entitled to vote, excluding abstentions, on a matter of business at a properly called Meeting.
- (l) “Meeting” means a Meeting of the Board, or a Meeting of the Members held in accordance with the Act and the By-laws;

- (m) “Member” means a Member of the Corporation as more particularly defined herein;
- (n) “Members” means the collective Membership of the Corporation;
- (o) “Officer” means an Officer of the Corporation;
- (p) “Ordinary Resolution” means a Resolution passed by a majority of the votes cast at a Meeting;
- (q) “Referendum” means the submission of a question to the direct vote by the members of the Brock University Students’ Union, Inc. as more particularly set out in these bylaws;
- (r) “Registered student” refers to a student who has completed, is completing, or will complete at least one ½ credit course in the current academic year (May 1 through to the following April 30)
- (s) “Special Resolution” means a Resolution passed by at least two-thirds of the votes cast at a Meeting.

1.03 **Interpretation**

Other than as specified in section SECTION I, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing gender include all genders.

1.04 **Head Office**

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

1.05 **Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.06 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by both the General Manager and President, or in the absence of either of them, a vice-president.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

SECTION II. FINANCIAL

2.01 Banking

- (a) The Board shall by Resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) All cheques, bills of exchange or other orders for the payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers of the Corporation as may be determined by Ordinary Resolution of the Board from time to time.

2.02 Financial Year

The Financial Year of the Corporation shall end on the 30th day of April in each year, unless otherwise determined by Ordinary Resolution of the Board.

SECTION III. DIRECTORS

3.01 General

The affairs of the Corporation shall be managed by a Board of Directors. The Board shall manage and supervise the affairs of the Corporation in accordance with the Act, the letters patent, the by-laws, and the governance policies of the Corporation. In order to discharge such duties, all directors are expected to attend all Meetings, except with leave of the Chair.

3.02 Board Policies

The Board may pass, by Ordinary Resolution, policies, rules and procedures governing the duties, responsibilities and procedures for the management of the Corporation which shall be known as "Governance Policies." The Directors shall at all times abide by the terms of the Governance Policies. In the event of any conflict between the Act, letters patent, or by-laws and any Governance Policies, the provisions of the Act, the letters patent and By-Laws shall supersede the provisions of any Governance Policy

3.03 Qualifications

In order to qualify as a nominee for the Board of Directors, an individual shall meet the following minimum qualifications, and any other qualifications prescribed by a Governance Policy:

- (a) Be a Member of the Corporation; and
- (b) Have an overall grade average of at least 60-percent.

3.04 **Composition**

In accordance with the Articles, the Board shall be made of up of thirteen (13) voting members elected by the Members of the Corporation, and two (2) ex-officio non-voting member being the General Manager and president of the Corporation.

3.05 **Chair**

A Chair of the Board of Directors shall be elected from amongst the Directors by ordinary resolution at the first meeting of the Board following election. The President and General Manager shall not be eligible to serve as the Chair of the Board of Directors.

The Board shall also appoint a Vice-Chair in the same manner as the Chair. The Vice-Chair shall serve in the absence of the Chair.

3.06 **Term**

Eight (8) Directors shall be elected for two (2) year rotating terms, and Five (5) Directors shall be elected for one-year terms. All Directors shall continue in office until the end of their elected term, or until their successor takes office.

For clarity, four (4) directors shall be elected to two (2) year terms in each year in accordance with all applicable Governance Policies.

3.07 **Vacancies**

The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the Chair, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- (b) If the Director has not attended at least Seventy-five percent (75%) of the Meetings of the Board during any academic Term without leave of the Chair;
- (c) If the Director is found to have violated the Act, these By-laws, or any Governance Policy of the Corporation;
- (d) If the Director dies, or becomes bankrupt;
- (e) If the Director has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.

- (f) If, at a Meeting of the Members, a Resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

3.08 **Filling Vacancies**

- (a) A vacancy on the Board that occurs prior to the end of a Director's term, for any reason, is to be filled by the Members at the next General Meeting. .
- (b) In the event that the number of Directors falls below the minimum required by the Act, these By-laws, or a minimum number set by Special Resolution of the Members, the remaining Directors shall, by Ordinary Resolution, appoint as many Directors as may be required to meet such minimum number.
- (c) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary Resolution and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term, and shall be eligible to stand for nomination at the next Annual Meeting.

3.09 **Committees**

- (a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and Terms of Reference for any such committee.
- (b) A committee may be dissolved at any time by Ordinary Resolution of the Board.
- (c) The Board shall appoint a General Manager, to manage the day-to-day operations of the Corporation in accordance with such job description or other rules and regulations which may be promulgated by the Board.

3.10 **Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;

- (ii) approved by the Board for payment by Resolution passed before such payment is made; and
- (iii) in compliance with the Conflict of Interest provisions of these bylaws, and the Act, if any.

SECTION IV. MEETINGS OF DIRECTORS

4.01 Calling of Meetings

- (a) Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law.
- (b) The Board may fix the place and time of regular Board Meetings and send a copy of the Resolution fixing the place and time of such Meetings to each Director, no other notice shall be required for any such Meetings.

4.02 Notice

Notice of the time and place for the holding of a Meeting of the Board shall be given in the manner provided in Section 10.01 of this By-law to every Director of the Corporation not less than FOUR HOURS before the date and time that the Meeting is to be held. Notice of a Meeting is not necessary if all the Directors are present, and none objects to the holding of the Meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such Meeting.

4.03 Adjournments

Any Meeting of the Board may be adjourned by Ordinary Resolution without the requirement to give notice of the Meeting continuing the adjourned Meeting, provided that an announcement is made at the adjourned Meeting.

4.04 Quorum

Quorum required for the transaction of business at any Meeting of Directors shall be a majority of the Directors entitled to vote at such Meeting.

4.05 Chair

The Chair shall preside as Chair at Board Meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of either of the aforementioned Officers, the Directors shall select one of their number to act as Chair by Ordinary Resolution.

4.06 **Voting**

Each Director has one vote, unless otherwise specified in these By-laws. Questions arising at any Board Meeting shall be decided by Ordinary Resolution, unless the Act or these By-laws require a Special Resolution. The Chair shall not have a second or tie-breaking vote.

4.07 **Participation by electronic means**

A Director may participate in a Meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the Meeting. A Director participating by such means is deemed to be present at that Meeting.

4.08 **Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a Meeting of Directors or vote on any Resolution to approve any such contract or transaction.

Directors and Officers shall at all times comply with any conflict of interest policy approved by Board.

4.09 **Conduct of Meetings**

Proceedings of Meetings of the Board or any committees thereof shall be conducted in accordance with the rules of parliamentary procedure established by Roberts' Rules of Order, to the extent that such rules do not conflict with the provisions of these By-laws or the Act.

SECTION V. OFFICERS

5.01 **Officers**

(a) The Board shall appoint from among the Membership, and in accordance with any Governance Policy, the following Officers:

- President;
- Vice-President External Affairs;
- Vice-President University Affairs;
- Vice-President Student Services
- other Officers as the Board of Directors may determine as necessary from time to time by Ordinary Resolution.

(b) The Board may, by Ordinary Resolution appoint an employee, or employees, of the

Corporation to fill the role(s) of Secretary and/or Treasurer.

- (c) The Chair and Vice-Chair shall be Officers of the Corporation;
- (d) A Director may NOT hold more than one office;
- (e) The Officers of the Corporation shall hold office for a period of one (1) year, or until such time as their successor is appointed.
- (f) Any Officer shall cease to hold office upon Ordinary Resolution of the Board.

5.02 **Duties of the Chair**

The Chair shall preside as Chair at all Meetings of the Members and the Board.

5.03 **Duties of the President**

The President shall be an Officer of the Corporation, and shall act as the Chief Executive Officer and principle spokesperson of the Brock University Students' Union, Inc.

- (a) Have signing authority for the Corporation
- (b) Be an ex-officio member on all committees of the Board
- (c) Enforce a due observance to the Letters of Patent, Supplementary Letters Patent , Bylaws, and Policy and Procedures of the Brock University Students' Union, Inc.
- (d) Act as the liaison between the Brock University Students' Union, Inc. and internal actors affiliated with post-secondary education.
- (e) Advance the interests of the members of the Corporation within Brock University
- (f) Assist the other Officers of the Corporation in their duties
- (g) Report to the BUSU Board of Directors

5.04 **Duties of the Vice-President External Affairs**

- (a) Advance the interests of the members of the Corporation within organizations external to the Brock University Students' Union, Inc.
- (b) Develop, maintain and advance relationships with representatives at all levels of government and, community partners.
- (c) Act as the liaison between the Brock University Students' Union, Inc. and actors affiliated with post-secondary education.
- (d) Report to the President

5.05 Duties of the Vice President Student Services

- (a) Organize, coordinate, and help execute all the social, recreational, artistic and literary activities of the Brock University Students' Union, Inc.
- (b) Plan and organize special events throughout the year
- (c) Supervise ratified clubs, and be the liaison between the Brock University Students' Union Inc. and these clubs
- (d) Report to the President

5.06 Duties of the Vice President University Affairs

- (a) Develop, maintain, and advance relationships with all levels of internal governance and administration.
- (b) Plan and organize internal advocacy efforts
- (c) Represent undergraduate students on Brock Senate
- (d) Report to the President

5.07 Duties of the Secretary

The Secretary, if appointed, shall be responsible for maintaining the minutes of the Meetings of the Corporation and ensuring the Corporation's compliance with the law. The Secretary shall attend all Meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a Resolution of the Board to such person or persons as may be

named therein and shall perform such other duties as may from time to time be determined by the Board of Directors.

5.08 Duties of the Treasurer

The Treasurer, if appointed, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.09 Roles and Officers

The Directors may from time-to-time pass Resolutions providing for any other Officers as may be necessary or beneficial for the operation of the Corporation, and may pass Resolutions setting out the roles of such Officers and/or supplementing or clarifying the roles of existing Officers.

SECTION VI. PROTECTION OF DIRECTORS AND OFFICERS

6.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by Resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency 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 the 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 or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnity

Every Director or Officer of the Corporation or other person who has undertaken or is about

to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own fraud, wilful neglect or default or breach of fiduciary duty.

SECTION VII. MEMBERS

7.01 Members

There shall be one class of Members in the Corporation, and each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation. Each Member shall have one vote. The Members shall be made up of the full and part time undergraduate students of Brock University. Any individual who is a registered undergraduate student during the applicable academic year shall be deemed a Member.

7.02 Membership

All Memberships in the Corporation shall be non-transferrable and shall terminate as follows:

- (i) The Member dies or ceases to be actively enrolled as a undergraduate student at Brock University;
- (ii) In the case of an Officer or Director who ceases to be enrolled as an undergraduate student during their term of office, at the end of their term of office; or
- (iii) Otherwise in accordance with the Act.

SECTION VIII. MEMBERS MEETINGS

8.01 Annual Meeting

The Annual Meeting shall be held in each year between March 1 and April 20 at a place and time to be fixed by the Board. The Annual Meeting may be held by electronic means. Any Member, upon request, shall be provided, not less than 5 days or other number of days prescribed in regulations before the Annual Meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

- (a) The business transacted at the Annual Meeting shall include:
 - (i) receipt of the agenda;
 - (ii) receipt of the minutes of the previous Annual and subsequent Special Meetings (if any);
 - (iii) consideration of the financial statements;
 - (iv) report of the Auditor or person who has been appointed to conduct an audit;
 - (v) reappointment or new appointment of the Auditor Audit for the coming year;
 - (vi) ratification of the most recent results from the election of Directors; and
 - (vii) such other or special business as may be set out in the Notice of Meeting.
- (b) No other item of business shall be included on the Agenda for Annual Meeting unless a Member's proposal has been given to the Chair prior to the giving of Notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the Notice of Annual Meeting.

8.02 Special Meetings

The Directors may call a Special Meeting of the Members by Ordinary Resolution. The Board shall convene a Special Meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

8.03 Notice

At least 14 days' and no more than 50 days' written notice of any Annual or Special Members' Meeting shall be given to each Member and to the Auditor. Notice of any Meeting where special business will be transacted must contain sufficient information to

permit the Members to form a reasoned judgment on the decision to be taken.

Notice shall be given by posting notices, which clearly state the time, place and purpose of the meeting in prominent places throughout the Brock University buildings and grounds, including Brock University-related media outlets whenever possible.

8.04 **Quorum**

The quorum required for the transaction of business at any Members' Meeting is at least twenty-five (25) Members. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

8.05 **Adjournment**

Any Members' Meeting may be adjourned for less than 30 days without the requirement to give any notice of the meeting that continues to adjourned Meeting, other than by announcement at the Meeting that is adjourned. If the Meeting is adjourned for more than 30 days, then notice must be given in accordance with the Act and these By-laws.

8.06 **Chair**

The Chair shall be the chair of the Members' Meeting; in the Chair's absence the Vice-Chair may act as Chair; in the event the Vice-Chair is absent, then the Secretary or Treasurer may act as Chair; in the event that no Officer is present, the Members shall choose another Director to act as Chair by Ordinary Resolution.

8.07 **Voting**

Business arising at any Members' Meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one vote at any Meeting;
- (b) votes shall be taken by a show of hands, or by electronic means (where such means are made available by the Corporation) among all Members present and the Chair of the Meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast for purposes of calculating a majority;
- (d) before or after a show of hands has been taken on any question, the Chair of the Meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the Meeting shall direct;
- (e) if there is a tie vote, the Chair of the Meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the Motion is lost; and

- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the Meeting that a Resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the Motion.

8.08 Persons entitled to be present

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the Auditors of the Corporation and others who are entitled or required under any provision of the Act or the Articles, to be present at the Meeting. Any other person may be admitted only if invited by the Chair of the Meeting or with the majority consent of the Members present at the Meeting.

SECTION IX. REFERENDA

- 9.01 The Board of Directors may submit any referendum question to the Membership for a vote determining the outcome.
- 9.02 A referendum shall be called by the Board on any matter when a petition stating the Referendum question has been signed by seven percent (7%) of the F.T.E. of the current membership of the Corporation and presented to the Returning Officer.
 - (a) A Referendum question must be phrased in the affirmative, with the options of 'Yes', 'No' and 'Abstain'
 - (b) A referendum involving the creation or amendment of a per credit fee must include both the per credit fee amount of the levy as well as each possible credit amount.
 - (c) Unless otherwise outlined in these By-laws, a Referendum requires a simple majority (50% + 1) of votes cast in order to have effect.
- 9.03 Quorum for a referendum shall be fourteen percent of the F.T.E. of the eligible voting members of the Corporation.

SECTION X. NOTICE

10.01 Service

Any Notice required to be sent to any Member or Director or to the Auditor shall be provided by telephone, delivered personally, or sent by email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the Auditor at its business address, or if no address be given then to the last address of such Member or Director known to the Chair; provided always that Notice may be waived or the time for the Notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the Notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting shall invalidate the Meeting or make void any proceedings taken at the Meeting.

SECTION XI. AMENDMENT

11.01 Amendments

The Board may, by Ordinary Resolution, make, amend or repeal any By-law that regulates the activities of the Corporation except in respect of any matter which, under the Act, requires a Special Resolution of the Members.

11.02 Approval

Any changes to the By-laws of the Corporation shall be submitted to the Members at the next Meeting of the Members and the Members may confirm, reject, repeal or amend such By-law by ordinary Resolution.