

(updated Dec 10, 2003)

**RENAISSANCE SACKVILLE INC.**

**GENERAL BY-LAWS**

**1. INTERPRETATION**

1.01 In all By-Laws, Resolutions and Minutes of the Corporation whereby the context so requires or permits:

- (a) The "Act" shall mean the New Brunswick Companies Act, and every other Act or Statute incorporated therewith or amending the same, or any Act or Statute substituted therefrom, and in the case of such substitution the reference in the By-Laws, Resolutions and Minutes of the corporation to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Acts or Statutes;
- (b) The "Board" shall mean the Board of Directors of the corporation;
- (c) The "Corporation" shall mean the RENAISSANCE SACKVILLE INC.;
- (d) One "Gender" shall include the other gender;
- (e) "Letter Patent" shall mean the Letters Patent incorporating the corporation and shall include any Supplementary Letters Patent issued to the corporation;
- (f) "Persons" or words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons;
- (g) (i) the "Plural" shall include the singular; and  
(ii) the "Singular" shall include the plural

**2. HEAD OFFICE**

2.01 The Head Office of the Company shall be located at **Town Hall, 110 Main Street**, in the Town of Sackville, in the County of Westmorland and Province of New Brunswick.

**3. SEAL**

3.01 The corporate seal of the Company shall consist of the words RENAISSANCE SACKVILLE INC., incorporated 1994 New Brunswick, written, printed, engraved or impressed and shall be attested by the signature of the Chairperson or

Vice-Chairperson and Secretary or Assistant Secretary, unless otherwise ordered by the directors.

#### 4. ***DIRECTORS***

##### *Number and Quorum*

- 4.01 The number of directors shall not be less than seven (7) nor more than seventeen (17) and may be varied from time to time by resolution duly passed by the Board of Directors or the members at any meeting thereof of which notice to vary the number of Directors has been duly given or waived by all persons entitled to attend and vote at such meeting. Fifty percent plus one of the board members in office shall constitute a quorum to transact the business of the corporation. Notwithstanding vacancies, the remaining directors may exercise all powers of the board, so long as a quorum of the Board remains in office.
- 4.01.1 The Director from each of the sectors may be either elected or appointed **annually**, by the members of that sector **or by the Board** and that an alternate may be designated by the sector membership. The alternate shall have voting privileges in the absence of the Director.
- 4.01.2 The Director representing the Town of Sackville shall be appointed **annually** by Town Council.
- 4.01.3 The Director representing Mount Allison University shall be appointed **annually** by the Administration of Mount Allison University.

##### *Powers*

- 4.02 The Board shall have full power and authority to manage and control the affairs and business of the corporation.

##### *Qualifications*

- 4.03 The qualifications of a director shall be membership in the corporation at the time of his election or appointment and throughout the remainder of his term of office.

##### *Election and Term*

- 4.04 The Board shall be elected, except as in this by-law otherwise provided, by the members of the corporation at the annual meeting thereof (or, in default of election at such meeting, then at a special general meeting called for the purpose),

and shall hold office, subject to the provisions of this by-law until the next annual meeting and/or until their successors are elected. Such election need not be by ballot unless demanded.

### Removal

- 4.05 The members of the corporation by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, may remove any Director before the expiration of his term of office, and by a majority of the votes cast at that meeting or any subsequent meeting may elect any person in his stead for the remainder of his term.

### Vacancies

- 4.06 The office of director shall ipso facto be vacated:
- (a) if he is found to be a mentally incompetent person or becomes of unsound mind;
  - (b) if he ceases to be a member of the corporation;
  - (c) if he ceases to attend five consecutive meetings of the Board of Directors;
  - (d) if by notice in writing delivered to the corporation he resigns his office of director.

So long as a quorum of directors remains in office, any vacancies from time to time occurring by reason of the above, of any increase in the number of the Board under the provisions of the Act, of death, or removal by resolution of the members without election by them of a replacement, or otherwise, may be filled by such directors as remain in office. A person appointed by such directors as remain in office to fill a vacancy in the board shall hold office (subject to the Letters Patent and By-Laws) for the balance of the unexpired term of the vacating director.

### Meetings

- 4.07 (a) Place and Time: Subject to any restrictions in the Act or the Letters Patent, meetings of the Board may be held at such place within New Brunswick as the directors may from time to time by resolution decide or as the person or persons convening the meeting may direct.

- (b) Convening: The Chairperson or Secretary or any two directors may at any time convene a meeting of directors.
- (c) Notice: Notice of such meeting shall be given to each director not less than forty-eight hours before the meeting is to take place. Provided however that meetings of the board may be held at any time without formal notice being given if all the directors are present, or if a quorum is present and those directors who are absent either before or after the meeting signify their consent in writing or by telegraphing or by any other form of transmitted recorded message, to the holding of the meeting in their absence. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by any director. Notwithstanding anything otherwise herein contained, notice of directors' meeting may be given, and shall be sufficient if given by telephone communication with the directors or by publicly publishing or broadcasting such notice of directors' meeting in any newspaper distributed or over any radio or television system having coverage throughout the Sackville area.

After the election of directors at a general meeting of members for the first meeting of the Board to be held immediately following such meeting, or in the case of a director elected to fill a vacancy on the Board for the meeting at which the election is made, no notice of such meeting shall be necessary to the newly elected director or directors in order to legally constitute the meeting provided a quorum of directors be present.

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be given to each director forthwith after being passed but not less than two days before the first regular meeting is to take place (exclusive of the day on which the copy is given but inclusive of the day on which the first regular meeting is to take place) and thereafter no other notice shall be required for any such regular meeting.

Any director of the corporation who may be resident either temporarily or permanently out of the Province or Territory in which the head office of the corporation is situate may file with the Secretary of the corporation a written waiver of notice of any meeting of the directors being sent to him and may at any time withdraw such waiver and, until such waiver shall be withdrawn, no notice of meetings of the directors need to be sent to such director and any and all meetings of the directors of the corporation notice of which shall not have been given to such director, shall be valid and binding upon the corporation providing it is otherwise duly held.

- (d) Attendance: No person shall be admitted to a meeting of the board unless authorized by the Act or by the By-Laws of the corporation or on the invitation of the chairperson of the meeting or on the consent of the meeting.

Acts of Directors

- 4.08 No act or proceeding of any director or of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or directors.

Acting on Auditors'/Accountants' Report

- 4.09 Directors may rely upon the accuracy of any statement or report prepared by the corporation's auditors/accountants and shall not be responsible or held liable for any loss or damage resulting when acting upon such statement or report.

Voting

- 4.10 All matters and questions arising at any meeting of directors shall be decided by a majority of votes. The chairperson at the meeting shall not have a vote except for the purposes of a casting vote in the event of any equality of votes.

Liability of Directors and Officers

- 4.11 No director or officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous fact of any person with whom any of the monies, securities or effects of the corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on this part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or be occasioned by his own willful neglect or default.

Indemnity of Directors and Officers

- 4.12 Every director and officer of the corporation and his heirs, executors and administrators and estate and effects respectively may 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 whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or alleged so to be except such costs, charges or expenses as are occasioned by his own willful default or neglect;
  - (b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs of the corporation, except such costs, charges or expenses as are occasioned by his own willful default or neglect.

**5. OFFICERS**

Chairperson, Secretary and Treasurer

- 5.01 The officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers as the Board of Directors may by by-law determine. The offices of the Secretary and Treasurer may be held by the same person.
- 5.02 At the first meeting of the board after their election, the directors shall elect from amongst themselves a Chairperson, Vice-Chairperson, Secretary and Treasurer, or may fill such offices from outside the Board of Directors, and these officers shall hold office until their respective successors are elected or appointed. Any office which is not filled at such first meeting may be filled at any later meeting of the Board. The Board from time to time may remove by resolution any or all such officers.

Duties of Chairperson

- 5.03 Subject to the control of the Board, the Chairperson shall have the general charge and control of the business and affairs of the corporation.

Presiding Officer

- 5.04 The Chairperson, or at his option while he is present, his nominee, shall preside at all meetings of the members and of the Board of Directors of the corporation and in the absence of the Chairperson from any such meeting, the Vice-Chairperson shall preside and in the absence of both the Chairperson and the Vice-Chairperson, a director designated by the meeting shall preside.

Duties of Vice-Chairperson

- 5.05 The Vice-Chairperson shall replace the Chairperson in the absence of the Chairperson, and should the Chairperson resign or for some reason during the time of his office, no longer hold the position, the Vice-Chairperson shall automatically assume the presidency until the next annual meeting.

Duties of Secretary

- 5.06 The Secretary shall be custodian of the seal of the corporation; he shall issue all notices and call all meetings under the direction of the officers or the Board as in this by-law provided; he shall attend and act as Secretary of all meetings of the Directors and of the members; he shall perform such other duties as may be prescribed from time to time by the Board; and he shall keep or cause to be kept a set of books wherein shall be recorded:
- (a) A copy of the Letters Patent incorporating the Corporation and any Supplementary Letters Patent issued to the corporation and all of all By-Laws of the corporation;
  - (b) The names, alphabetically arranged, of all persons who are or have been members in the corporation and the post office address of every such person while such member, as far as can be ascertained;
  - (c) The date and other particulars of all resignations of members in their order;
  - (d) The names of all persons who are or have been directors of the corporation and the post office address of every such person while a director with the several dates at which each person became or ceased to be a director;
  - (e) Minutes of all proceedings at meetings of the directors and of the members.

Duties of Treasurer

- 5.07 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.

Duties of Other Officers

- 5.08 All other officers of the corporation shall perform such duties as are incident to their respective office and such other duties as shall from time to time be assigned to them by the Chairperson of the Board.

Vacancies

- 5.09 If any office open to election or appointment by the Board shall be or become vacant, the Board by resolution may elect or appoint any qualified person to fill such vacancy or vacancies.

Delegation of Duties

- 5.10 In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being. From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.
- 5.11 The Executive Committee will consist of three officers: Chairperson, Vice-Chairperson, Secretary/Treasurer and three other Board Members appointed by the Chairperson to make a total of six Executive Committee members with representation from three sectors.



6. SECTORS

Sector Representation

6.01 Representation will be provided to the Board including these sectors, among others, and may vary from time to time:

- Tourism (1)
- Retail/**Business** (1)
- Agriculture (1)
- Environment (1)
- Culture and Arts (1)
- **Quality of Life** (1)

Other:

- Mount Allison University Students' Administrative Council (1)
- Town of Sackville (1)
- Members at Large (6)
- Mount Allison University Administration** (1)

Sector Membership

6.01.1 Membership in the sector shall be open to anyone who has expressed an interest in the work of the sector

Sector Member Duties

6.01.2 It is the responsibility of the sector to:

- (a) Develop economic development strategies related to their sector,
- (b) Communicate same to the Board of Directors to ensure endorsement, coordination and elimination of duplication,
- (c) Obtain approval of the Board of Directors for any projects involving financial consideration.

6.02 Ex-Officio and Resource Representation

6.02.1 Representation will be provided to the Board by each of the following ex-officio members:

- Member of Parliament for Beauséjour
- Member of Legislative Assembly for Tantramar
- Mayor of Sackville

6.02.2 Representation will be provided to the Board by each of the following resource staff:

Chief Administrative Officer, Town of Sackville  
South East LEAD Corporation  
Enterprise South East  
Department of Tourism, Town of Sackville  
Greater Sackville Chamber of Commerce  
Tantramar Planning District Commission  
Past Chairperson

## 7. MEMBERS

### Conditions of Membership

- 7.01 (a) **Membership in the corporation shall consist of persons interested in stimulating and encouraging opportunities that will contribute to balanced, ecologically sound economic/community development for Sackville and the surrounding area.**
- (b) The membership fee shall be determined by a resolution of the Board of Directors.

### Annual Meeting

- 7.02 Subject to any restrictions in the Act or the Letters Patent, the annual meeting of the members shall be held at the Town of Sackville, on such day in each year and at such time as the Board by resolution or in the absence of such resolution as the Chairperson may determine, but no later than the maximum time permitted the Act for the holding of an annual meeting of corporations.

### Other Meetings

- 7.03 Subject to any restrictions in the Act or the Letters Patent, other meetings of the members, whether special or general, shall be conveyed by the order of the Chairperson or a Secretary or by the Board on their own motion or on the requisition of ten (10) members at any time and for any place within New Brunswick. The meeting shall be convened within thirty (30) days from said motion or requisition.

### Notice of Meetings

- 7.04 Not less than ten (exclusive of the day on which notice is given but inclusive of the day for which notice is given) before the date of every meeting of the members, notice of the day, hour and place of meeting and the general nature of the business to be transacted, shall be given to each person entitled to notice of the meeting and to each member of record at the close of business on the date on which the notice is given who is entered in the records of the corporation as a member in good standing provided always that a meeting of members may be held for any purpose at any time and at any place within New Brunswick or at such other place (if any) as may be authorized by the Act or the Letters Patent without notice if all the persons and members entitled to notice of such meetings are present in person, or represented thereat by proxy duly appoint, or if a quorum be present either in person or by proxy and, if either before or after the meeting each of the persons entitled to be present who is not present in person or by proxy signs a written waiver to notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or the duly appointed proxy member. Notwithstanding anything otherwise herein contained, notice of a members' meeting may be given and shall be sufficient if given by telephone communication with the members or by publicly publishing or broadcasting such notice of members' meeting in any newspaper distributed or over any radio or television system having coverage throughout the Sackville area.

### Voting at Meetings

- 7.05 The only persons entitled to attend a meeting of members shall be entitled to vote thereat and those who, although not entitled to vote, are entitled under the provisions of the Act or the By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

### Quorum

- 7.06 Twenty-five (25) members or their respective proxies personally present and each entitled to vote thereat shall constitute a quorum for any meeting of members for the choice of a Chairperson and the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater number of members are required to be represented by the Act or by the Letters Patent or any other by-law) shall be members or their proxies personally present not being less than two (2) in number and holding or representing by proxy not less than twenty-five (25) members of the corporation. No business shall be transacted at any meeting

unless the quorum requisite be present at the commencement of the business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Right to Vote

- 7.07 At each meeting of members, every member shall be entitled to vote who is at the proper time entered in the books of the corporation as a member.

Voting at Meetings

- 7.08 Every question submitted to any meeting of members shall be determined by a majority of votes unless otherwise specifically provided by the Act or by these By-Laws:
- (a) Every such question shall be decided in the first instance by a show of hands unless the Chairperson requires a poll. Upon a show of hands every member present in person and entitled to vote shall have one vote, but a member represented by proxy shall have no vote. After a show of hands, the Chairperson may require or any member present in person or represented by proxy and entitled to vote may demand a poll. Unless a poll be so required or demanded a declaration by the Chairperson of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and any entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
  - (b) If a poll be required by the Chairperson of the meeting or be duly demanded by any member and the demand not be withdrawn a poll on the question shall be taken in such manner and at such time as the Chairperson of the meeting shall direct. Upon a poll each member who is present in person or represented by proxy shall be entitled to vote at the meeting and the result of the poll on the question shall be the decision of the corporation in annual or specific general meeting, as the case may be.

Casting Vote

- 7.09 The Chairperson of any meeting shall have no vote except in case of an equality of votes at any annual or specific general meeting either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a casting vote.

Proxies

- 7.10 Every member entitled to vote at meetings of members may by instrument on writing appoint a proxy, who shall be a member, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney authorized in writing and unless an earlier or later time is specified in such instrument it shall cease to be valid after the expiration of one year from the date thereof. Subject to the provisions of the Act, directors may from time to time prescribe a proxy in such form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the Board may prescribe in accordance with the Act.

Business to be Transacted

- 7.11 In addition to all rights and powers otherwise enjoyed and subject to any provisions to the contrary in the Act or the Letters Patent the members may transact and do all business at a duly called and held meeting of members which the Directors can transact and do at a meeting of the Board.

**8. AMENDMENTS TO BY-LAWS**

- 8.01 By-laws of the corporation may be enacted and the by-laws repealed or amended by by-laws enacted by a majority of the directors at a meeting of the Board of Directors but every such by-law and every repeal, amendment or re-enactment thereof unless in the meantime sanctioned at a special general meeting duly called for that purpose shall only have a force until the next annual meeting of the members and in default of confirmation thereat shall, at and from that time, cease to have force, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister or other person if any designated in the Act has been obtained.

**9. EXECUTION OF DOCUMENTS**

Documents Under Seal

- 9.01 All deeds and other documents to which the seal of the Corporation may be affixed shall be signed by any two directors as designated by resolution of the

Board of Directors and when so signed and sealed with the corporate seal of the Corporation and delivered shall be received as an act of the corporation.

Copies of By-Laws, Etc.

- 9.02 Copies of by-laws, resolutions or other proceedings of the board or members of the corporation may be certified under the corporate seal of the corporation by the Chairperson or any officer of the corporation.

Other Documents

- 9.03 All other contracts, agreements, engagements or instruments may be signed by such officer, director, agent or attorney as the Board may from time to time by resolution appoint to perform such duties and failing appointment by any one of the persons authorized to sign document under the seal of the corporation.

General

- 9.04 The Board shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the corporation either to sign instruments in writing generally or to sign specific instruments in writing both under the seal of the corporation or otherwise.

**10. FISCAL YEAR**

- 10.01 The fiscal year of the corporation shall be as determined from time to time by resolutions of the Board.

**11. INVESTMENTS**

- 11.01 Any two (2) directors or such other person or persons as the Board may authorize from time to time by resolution shall have authority on behalf of the corporation to invest and deal with the monies of the corporation and to sell, assign, transfer, exchange, convert, convey, or realize any and all shares, stocks, bond, debentures, rights, warrants, securities, notes, mortgages, investment certificates and other investments owned by or registered in the name of the corporation and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting, conveying or realizing the same.

## **12. OTHER COMPANIES**

- 12.01 All of the shares or securities carrying voting rights of any company or companies held from time to time by this corporation may be voted at any and all meetings of shareholders, bondholders, debenture-holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such person or persons as the Board of Directors shall from time to time determine. In the absence of such determination by the Board, any director may from time to time execute and deliver for and on behalf of the corporation instruments of proxy and arrange for the issuance of voting certificates and other evidence of right to vote in such name or names as they determine.

## **13. NOTICE**

- 13.01 Except as where otherwise by by-law provided, any notice, demand, copy of resolution or other documents to be given by the corporation pursuant to any provisions of the Act, the Letter Patent, and by-law of the corporation or any resolution of the members or the Board to a member, director or officer of the corporation or to any person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the corporation or if mailed by prepaid ordinary or registered mail in a sealed envelop addressed to him at his last address recorded in the books of the corporation or if no address is recorded then at the last address of such member, director, officer or person known to the secretary or if no address is recorded or known to the secretary to "General Delivery" at the municipality in which such person was last known to reside by the secretary, or if sent by any means of telegraph, cable, wire or wireless communication or any form of transmitted or recorded message addressed to him at such address. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box in the province or territory in which the head office of the corporation is situate; and a notice sent by any means of telegraph, cable, wire or wireless communication or any other form of transmitted and recorded message shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The secretary or any officer or director of the corporation may change the address on the books of the corporation of any member, director, officer or person in accordance with any information believed by him to be reliable. The accidental omission to give any notice to any member, director or officer, or 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.

- 13.02 Notice of general membership meetings will be given through two newspaper ads in the local paper beginning at least two (2) weeks in advance of the meeting.
- 13.03 The chairperson with the consent of any meeting and subject to such conditions as the meeting may decide may adjourn the same from time to time and from place to place and no notice of such adjourned meeting need to be given except when a meeting is adjourned for thirty (30) clear days or more or is not adjourned to a fixed time and place in which event notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at any such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.
- 13.04 The signature to any notice to be given by the corporation may be written, stamped, typewritten or otherwise mechanically reproduced or partly written, stamped, typewritten or otherwise mechanically reproduced.
- 13.05 In the absence of provision to the contrary where a given number of days or other period of notice is required to be given, the day of giving the notice shall be excluded and the day for which notice is given and statutory holidays and non-judicial days shall be included in such number of days or other period.
- 13.06 A certificate of the Chairperson or the secretary or other duly authorized officer of the corporation in office at the time of making of the certificate or of any agent of the corporation as to facts in relation to the mailing or delivery or sending of an notice shall be conclusive evidence thereof and shall be binding on every person entitled to such notice.
- 13.07 Any member, director or person may waive any notice required to be given under any provision of the Letters Patent, the By-Laws of the Corporation or the Act.

PASSED the 29<sup>th</sup> day of November 1995.

WITNESSED the seal of the Corporation

Chairperson:

Secretary: