

BY-LAW NO. 1

PERSIAN GAY AND LESBIAN ORGANIZATION - PGLO

A by-law relating generally to the conduct of the affairs of **PERSIAN GAY AND LESBIAN ORGANIZATION – PGLO** (the "Corporation").

BE IT PASSED AND MADE as a by-law of the Corporation - as follows:

1. Definitions and Interpretation

1.01 Definitions.

(1) In this by-law, unless there is something in the subject-matter or context inconsistent therewith,

- (a) "Act" means the *Corporations Act*, R.S.O. 1990, c. B.16 C.38, as amended or re-enacted from time to time, and includes the regulations made pursuant thereto;
- (b) "Board" means the board of directors of the Corporation;
- (c) "Meetings of members" includes an annual meeting of members and a special meeting of members;
- (d) "Member" means a member of the Corporation;
- (e) "Letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent; and
- (f) "Special meeting of members" includes a special general meeting of members.

(2) Subject to the foregoing, the words and expressions herein contained shall have the same meaning as corresponding words and expressions in the Act.

1.02 Interpretation. In each by-law and resolution, unless there is something in the subject-matter or context inconsistent therewith, the singular shall include the plural and the plural shall include the singular and the masculine shall include the feminine. Wherever reference is made in this or any other by-law or in any special resolution to any statute or section thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such

statute or section, as the case may be.

1.03 Headings and table of contents. The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of this by-law.

2. Transaction of the Affairs of the Corporation

2.01 Registered office. Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, Province of Ontario.

2.02 Corporate Seal. The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the directors.

2.03 Financial Year. The directors may by resolution fix the financial year end of the Corporation and the directors may from time to time by resolution change the financial year end of the Corporation.

2.04 Execution of Documents.

(1) Instruments in writing requiring execution by the Corporation may be signed on behalf of the Corporation by any two directors or officers of the Corporation, and all instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board may from time to time by resolution appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing.

(2) The corporate seal of the Corporation (if any) may be affixed to instruments in writing signed as aforesaid by any person authorized to sign the same or at the direction of any such person.

(3) The term "instruments in writing" as used herein shall include deeds, contracts, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, conveyances, transfers and assignments of shares, instruments of proxy, powers of attorney, stocks, bonds, debentures or other securities or any paper writings.

2.05 Deposit of Securities for Safekeeping. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, brokerage firms or other financial institutions to be selected by the

board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.06. Books and Records. The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The Minutes of the meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members generally. Each of the directors shall be provided with a copy of the minutes or meetings of the board and of committees of the board and of such other documents or records of the Corporation as such director may reasonable request. A member who requests a copy of the members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

3. Directors

3.01 Number of Directors and Quorum. The affairs of the Corporation shall be managed by its board of directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors names in the letters patent of the Corporation. Until changed in accordance with the Act, the Corporation shall have a minimum of three and a maximum of eleven directors, of whom not less than two-fifths of the number of directors from time to time in office shall constitute a quorum, provided that the quorum shall be less than two directors. The number of directors of the Corporation and the number of the directors to be elected at the annual meeting of the members shall be such number as shall be determined from time to time by resolution of the directors, within the minimum and maximum limits approved by the members from time to time.

3.02 Qualification. No person shall be qualified for being a director unless such person is a member, eighteen or more years of age, and mentally competent; provided that if a person who is not a member is elected a director, such person may so qualify by becoming a member within ten days after the date of election or appointment of such person.

3.03 Election and Term. The whole board of directors shall be elected at the

first meeting of members and at every third succeeding annual meeting of members, but if a new board is not elected thereat, the directors then in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election. The election of directors may be by a show of hands or by resolution of the voting member, unless a ballot is demanded by any member.

3.04 Vacation of Office. The office of a director shall be vacated upon the occurrence of any of the following events:

on death;

- (b) if such director becomes bankrupt or suspends payment or compounds with such director's creditors or if a receiving order is made against such director or if such director makes an assignment under the Bankruptcy and Insolvency Act (Canada) or any similar legislation;

if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director's affairs;

if, by notice in writing to the secretary of the Corporation such director resigns such director's office; or

if such director ceases to be a member for any reason.

3.05 Removal of Directors. The members may by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for that purpose, remove any director or directors from office before the expiration of such director's term of office, and may by resolution passed by majority vote, elect any person to fill the vacancy created by the removal of such director.

3.06 Vacancies. Vacancies on the board may be filled for the remainder of the director's term of office either by the remaining directors, provided a quorum is present, or by the members at a special meeting of members called for that purpose.

3.07 Calling of Meetings. Meetings of the board may be formally called at any time by the board, the president, the secretary or by any two of the directors. Notice of the time and place of every meeting so called shall be given to each director at least 48 hours prior to the meeting if other than by mail. Notice by mail shall be sent to each director at least 14 days prior to the meeting. No notice of a meeting shall be necessary, however, if all the directors are present or if those absent waive notice of, or otherwise signify their consent to such meeting being held. The directors may consider or transact any business, either special or

general, at any meeting of the board.

3.08 First Meeting of the 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.

3.09 Regular Meetings. The board may appoint a day or days in any month or months for regular meeting 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 sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.10 Place of Meeting. Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada or, if the board so determines and all absent directors consent, at some place outside Canada.

3.11 Chairman and Secretary. The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and who is present at the meeting: President or a Vice-President. If no such officer is present, the directors present shall choose one of their number to be chairman. The secretary of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the secretary, the directors present shall choose one of their number to act as secretary of the meeting.

3.12 Votes to Govern. At all meeting of the board, every director personally present shall be entitled to one vote and every questions shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the chair of the meeting is entitled to a second or casting vote to remedy the occasional tie, not to deal with continuous and settled deadlocks. In the event of continuous and settled deadlocks, the matter shall be considered a tie and the vote shall be deemed to not pass. All votes taken at any meeting of the board shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by asset or dissent. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

3.13 Meetings by Telephone. If all the directors present at or participating in the meeting consent, a meeting of the board or of a committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present in person at that meeting.

3.14 Meetings by Other Electronic Means. The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;

each directors has equal access to the specific means of communication to be used; and

each director has consented to meetings by electronic means.

3.15 Interest of Directors in Contracts. Subject to the provisions of paragraph 26 hereof and of any applicable general or special law, no director shall be disqualified by virtue of holding office as a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interest be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract of arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

3.16 Declaration of Interest. It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

3.17 Remuneration. The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly any profit from their office. The directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members, and in the performance of such other duties on behalf of the Corporation as are undertaken by them. No confirmation by the members of any such payment shall be required. Provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual processional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

3.18 Committees. The directors may from time to time appoint from their

number to one or more committees as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee shall report to the board on a timely basis concerning its activities. Any such committee shall consist of two or more directors and may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the board and their remuneration, if any, shall be as determined by the board from time to time.

3.19 Powers of the Board. The board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, subject to the provisions of the Act, the by-laws of the Corporation and the letters patent, shall exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. Without limiting the generality of the foregoing, the making of grants, contributions and scholarships and otherwise rendering financial assistance for the purposes set forth in the letters patent, shall be within the exclusive power of the board. The board shall review all requests for funds, shall require that the requests specify as to the use of such funds, and upon approval of such application, shall authorize the proper officers to pay such funds to the approved grantee. The board, in its sole and absolute judgment, may refuse to make any grant, contribution or scholarship requested of the Corporation. The board may from time to time adopt such rules and regulations as it may deem advisable to carry out the business of the Corporation. The directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

3.20 Honorary Directors. Subject to the further provisions of these by-laws, the board may, from time to time appoint a person or persons as honorary directors. Honorary directors shall be entitled to notice of and attend at all meetings of the board but shall not have the right to vote or any other powers or duties of a director and shall not be counted towards a quorum. Honorary directors shall retain such status until the first meeting of the board following the next annual meeting of members at which time they shall eligible for reappointment.

4. Officers

4.01 Officers. Subject to the letters patent and by-laws , the board shall, annually or as often as may be required, by resolution appoint a President and a Secretary. In addition, the board may from time to time by resolution appoint such other officers as the board determines to be necessary or advisable in the interests of the Corporation, which officers shall, subject to the Act, have such authority and perform such duties as may from time to time be prescribed by resolution of the board. None of the said officers, other than the President, need

be a member of the board. Any two or more offices of the Corporation may be held by the same person, except that the President cannot be Secretary.

4.02 Remuneration and removal of officers. The remuneration of all officers shall be determined from time to time by the board. The fact that any officer is a director or shareholder shall not disqualify him from receiving such remuneration as may be so determined. All officers shall be subject to removal by resolution of the board at any time.

4.03 Duties of officers may be delegated. In case of the absence or inability to act of the Chairman of the Board or the President, or any other officer of the Corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers of such officer to any other officer or to any director for the time being.

4.04 President. The President shall sign all instruments which require his signature and shall perform all duties incident to his office, and shall have such other powers and perform such other duties as may from time to time be prescribed by resolution of the board.

4.05 Vice-President. During the President's absence or inability or refusal to act, the President's duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-Presidents in order of seniority or designation (as determined by the board), except that no Vice-President shall preside at a meeting of the board unless he is a director. A Vice-President shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

4.06 Secretary. The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of any committee. He shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at meetings of directors and of shareholders. He shall be the custodian of the seal (if any) of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

4.07 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may by resolution direct. He shall at all reasonable times exhibit his books and accounts to any director upon application at the office of the Corporation during business hours. He shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by resolution of the board. He may be required to give such bond for the faithful performance of his duties as the board in its uncontrolled

discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer shall also have such other authority and perform such other duties as may from time to time be prescribed by resolution of the board.

4.08 Vacancies. If any office of the Corporation shall for any reason be or become vacant, the directors by resolution may appoint a person to fill such vacancy.

4.09 Variation of powers and duties. Notwithstanding the foregoing, the board may from time to time and subject to the provisions of the Act, add to or limit the powers and duties of an office or of an officer occupying any office.

5. For the Protection of Directors and Officers

5.01 Indemnification by Corporation.

(1) The Corporation shall indemnify a director or officer, a former director or officer or a person who acts or acted at the Corporation's request as an honorary director or officer of the Corporation, and his 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 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 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 conduct was lawful.

6. Membership

6.01 Members. The membership of the Corporation shall consist of, and be limited to, the applicants for incorporation of the Corporation and such other eligible person as are admitted to membership in the Corporation by resolution of the board. Each director of the Corporation shall automatically become a member of the Corporation upon the appointment or election of such person as a director and the receipt by the Corporation such person's written application for membership. Membership may be conditional upon the payment of a fee, assessment or other charge as provided for herein. There shall, at all times, be a minimum of three members.

6.02 Eligibility. Any individual, firm or corporation shall be eligible to apply for membership if, in the opinion of the board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant is interested in furthering the objects of the Corporation.

6.03 Term of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

if an individual, upon death or if a corporation, partnership, trust or other legal entity, upon its dissolution, winding-up or other termination, or upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

6.04 Resignation. A member may resign from membership in the Corporation by delivering a written resignation to the head office of the Corporation addressed to the board or to the secretary of the Corporation.

6.05 Removal. Any member who shall violate any provision of the by-laws of the Corporation or do any act which is, in the reasonable opinion of the board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the board, or of a duly authorized committee of the board, may be expelled from the Corporation by a resolution passed by at least two-thirds (2/3) of the directors present at a meeting of the board at which such matter is considered. No such resolution shall be put before the board until after the member in question has been notified in writing of:

- a) the allegations against such member; and
- b) the time and place of the meeting of the board at which such resolution will be tabled and is afforded an opportunity for a hearing before the board.

Such notice shall be given at least one week prior to the date of the meeting of the board at which such resolution shall be put before the board.

6.06 Application for Membership. An application for membership shall (i) be in such form and executed in such manner as the board may prescribe; and (ii) contain or be accompanied by such information and material as the by-laws or the board may require.

An application for membership with any accompanying material shall be submitted to the Secretary, who shall make a preliminary review of the same and either:

if such review discloses substantial compliance with the requirements of the by-laws, include such application with all others to be considered by the board at its next meeting, and inform the applicant of the required annual dues and assessment (if any); or
if such review discloses any substantial non-compliance with the requirements of the by-laws, notify the applicant as to the nature of such non-compliance.

The board shall, in its discretion, either disapprove the application or approve the application, and upon approval of an application by the board and the receipt of all applicable fee from the applicant, the applicant shall be admitted as a member.

6.07 Register of Members. The Secretary shall keep a register of the names and business addresses of all members and of their respective annual dues and assessments (if any).

6.08 Nominees. Members who are corporations, partnerships or other entities required to be represented by a nominee in order to cast a vote shall appoint, in writing, a nominee who may represent such member for all purposes hereof. An appointment of a nominee pursuant to the terms hereof may be terminated by notice in writing signed by the member appointing the nominee or nominees, as the case may be, and delivered to the secretary of the Corporation.

7. Meetings of Members

7.01 Calling of meetings. A meeting of members may be called at any time by resolution of the board or by the President or by any two directors, and the Secretary shall cause notice of a meeting of members to be given when directed so to do by resolution of the board or by the President.

7.02 Annual meeting. Subject to the provisions of the Act, be held at such time and on such day in each year as the board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

7.03 Special meeting. Subject to the provisions of the Act, a special meeting of members may be called at any time and may be held in conjunction with an annual meeting of shareholders. A group of members entitled to, in the aggregate, a minimum of ten percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

7.04 Place of meetings. A meeting of members shall be held at such place in or outside Ontario as the directors determine or, in the absence of such a

determination, at the place where the registered office of the Corporation is located.

7.05 Notice. Notice of the time and place of each meeting of members shall be given in the manner further provided in this by-law, not less than ten days before the day on which the meeting is to be held to each member.

7.06 Contents of notice.

(1) The notice of a meeting of members shall state the day, hour and place of the meeting, and shall state or be accompanied by a statement of

(a) the nature of any special business to be transacted at the meeting in sufficient detail to permit a member to form a reasoned judgment thereon, and

(b) the text of any special resolution or by-law to be submitted to the meeting.

7.07 Proxies.

(1) Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder, or one or more alternate proxyholders, who need not be members, as his nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

(2) A proxy shall be executed by the member or his attorney authorized in writing and shall conform with the requirements of the Act.

7.08 Chairman and Secretary.

(1) The chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: President, or a Vice-President who is a director. If there is no such officer or if at a meeting none of them is present within fifteen minutes after the time appointed for the holding of the meeting the members present shall choose a person from their number to be the chairman.

(2) The Secretary shall be the secretary of any meeting of members, but if the Secretary is absent, the chairman shall appoint some person who need not be a member to act as secretary of the meeting.

7.09 Scrutineers. The chairman of any meeting of members may appoint one or more persons to act as scrutineer or scrutineers at such meeting and in that capacity to report to the chairman such information as to attendance, representation, voting and other matters at the meeting as the chairman shall

direct.

7.10 Votes to govern. At all meetings of members every question shall, unless otherwise required by law, the letters or the by-laws, be determined by the majority of the votes duly cast on the question. In case of an equality of votes, the chairman presiding at the meeting shall not have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

7.11 Show of hands. At all meetings of members, every question submitted to the meeting shall be decided by a show of hands unless a ballot thereon is required by the chairman or is demanded by a member or proxyholder present and entitled to vote. Upon a show of hands every person present who is either a member entitled to vote or the duly appointed proxyholder of such a member shall have one vote. Before or after a vote by a show of hands has been taken upon any question, the chairman may require, or any member or proxyholder present and entitled to vote may demand, a ballot thereon. Unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chairman declared a motion to be carried is admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

7.12 Polls. After a show of hands has been taken on any questions, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner, as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each voting member present in person or represented by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

7.13 Casting Vote. In the case of an equality of votes at any meeting of members, either upon a show or hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

7.14 Adjournment. The chairman presiding at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place and, subject to the provisions of the Act and this by-law, no notice of such adjournment or of the adjourned meeting need be given to the members. Subject to the provisions of the Act, any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such meeting.

7.15 Quorum. At any meeting of members, ten percent of the members, each of whom is either a member entitled to attend and vote at such meeting or the proxyholder of such a member appointed by means of a valid proxy, shall be a

quorum for the transaction of all business, provided that such quorum shall consist of not less than 2 persons.

8. Notices

8.01 Method of giving. Any notice, communication or other document to be sent or given by the Corporation to a member, director, officer or auditor of the Corporation under any provision of the Act, the Articles or by-laws shall be sufficiently sent and given if delivered personally to the person to whom it is to be given or if delivered to his last address as shown in the records of the Corporation or its transfer agent or if mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to him at his last address as shown on the records of the Corporation or its transfer agent or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the records of the Corporation of any member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been sent and given when it is delivered personally or delivered at the address aforesaid. A notice, communication or document so mailed shall be deemed to have been sent and given on the day it is deposited in a post office or public letter box and shall be deemed to be received by the addressee on the fifth day after such mailing. A notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication corporation or agency or its representative for dispatch.

8.02 Computation of time. Where a given number of days' notice or notice extending over any period is required to be given, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions or Errors. The accidental omission to give any notice to any member, director, officer or auditor of the Corporation or the non-receipt of any notice by any member, director, officer or auditor 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/

8.04 Waiver of notice. Any member (or his duly appointed proxyholder), director, officer, auditor or member of a committee may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provisions of the Act, the letters patent, the by-laws or otherwise and such waiver or abridgement 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 shareholders or of the board which may be given in any manner.

PASSED AND MADE this day of _____, 2015.



Saghi Ghahraman

IRDO
Queer Organization

President

Secretary

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