

**EDUCATION QUALITY AND ACCOUNTABILITY OFFICE/
OFFICE DE LA QUALITÉ
ET DE LA RESPONSABILITÉ EN ÉDUCATION**

BY-LAW NO. 1

A by-law relating generally to the transaction
of the business and affairs of the
Education Quality and Accountability Office/
Office de la qualité et de la responsabilité en éducation

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BE IT ENACTED AND IT IS HERBY ENACTED as a by-law of the Education Quality and Accountability Office (the “**Office**”) as follows:

ARTICLE ONE DEFINITIONS AND INTERPRETATIONS

1.01 Definitions

In these by-laws, the following words and phrases shall have the meanings set out below:

(a) “**Act**” means the *Education Quality and Accountability Office Act, 1996* and the regulations made pursuant thereto, all as amended, superseded or substituted from time to time;

(b) “**Ad Hoc Committee**” means a committee of the Board of Directors established by resolution of the Board of Directors with responsibility to fulfil specific tasks and to consider and report upon specific issues;

(c) “**Boards**” has the same meaning as in section 1 of the *Education Act* (Ontario) and includes the Metropolitan Toronto School Board;

(d) “**Board of Directors**” or “**Board**” means the board of directors of the Office;

(e) “**Chief Executive Officer**” means the individual retained, seconded, employed or hired by the Office to manage the day to day affairs of the Office as provided in these by-laws and the Act;

(f) “**Office**” means the Education Quality and Accountability Office;

(g) “**Persons**” or “**persons**” includes an individual, sole proprietorship, body corporate, corporation, company, partnership, syndicate, trust and any number or aggregate of persons; and

(h) “**tests**” means any methods of assessing the academic achievement of elementary and secondary school pupils.

1.02 Interpretation

(a) Words in the singular include the plural, and words in the plural include the singular and words importing gender include the feminine, masculine or neuter as the context requires.

(b) Article and section headings have been added solely for ease of reference, do not form a part hereof and shall not be considered in interpreting or construing these by-laws.

(c) These by-laws are enacted pursuant to section 14 of the Act. In the event of any inconsistency between the provisions of these by-laws and the Act, the provisions of the Act shall prevail.

ARTICLE TWO OBJECTS, CAPACITY AND POWERS OF THE OFFICE

2.01 Objects of the Office

As provided in section 3 of the Act, the Office has the following objects:

- (a) to evaluate the quality and effectiveness of elementary and secondary school education;
- (b) to develop tests and require or undertake the administering and marking of tests of pupils in elementary and secondary schools;
- (c) to develop systems for evaluating the quality and effectiveness of elementary and secondary school education;
- (d) to research and collect information on assessing academic achievement;
- (e) to evaluate the public accountability of Boards and to collect information on strategies for improving that accountability;
- (f) to report to the public and to the Minister of Education and Training on the results of tests and generally on the quality and effectiveness of elementary and secondary school education and on the public accountability of Boards; and
- (g) to make recommendations, in its reports to the public and to the Minister of Education and Training, on any matter related to the quality or effectiveness of elementary and secondary school education or to the public accountability of Boards.

2.02 Capacity and Powers of the Office

As provided in section 9 (1) of the Act, for the purposes of carrying out its objects, the Office has all the capacity and powers of a natural person, except as limited by the Act.

2.03 Borrowing by the Office

Subject to the Act and in particular section 9 (3) thereof, the Office may by resolution passed by a majority of the votes cast at a duly held meeting of the Board of Directors:

- (a) borrow money on the credit of the Office;

(b) issue, sell or pledge debt obligations of the Office; and

(c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Office, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Office.

ARTICLE THREE BOARD OF DIRECTORS

3.01 Board

As provided in section 11 (1) of the Act, the Office shall be managed by its Board of Directors, which shall be composed of a minimum of seven and a maximum of nine directors appointed by the Lieutenant Governor in Council.

3.02 Appointment of Directors and Terms of Office

As provided in section 11 (2) of the Act, directors shall be appointed for such terms as may be determined by the Lieutenant Governor in Council and may be appointed for further terms.

3.03 Remuneration

The directors shall receive such remuneration and expenses as may be determined by the Lieutenant Governor in Council.

3.04 Resignation of Directors

A director may resign by giving written notice of resignation to the Chair and to the Lieutenant Governor in Council. Such resignation shall be effective from the date of its receipt by the Chair and the Lieutenant Governor in Council or the date specified therein, whichever is later.

3.05 Conflicts on Interest of Directors and Officers

(a) Disclosure: conflict of interest

A director or officer of the Office who,

(i) is a party to a material contract or transaction or proposed material contract or transaction with the Office; or

(ii) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Office;

shall disclose in writing to the Office or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest.

(b) Disclosure by Director

The disclosure required by subsection (a) shall be made, in the case of a director,

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the director was not then interested in a proposed contract of transaction, at the first meeting after he or she becomes so interested;
- (iii) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (iv) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director.

(c) Disclosure by Officers

The disclosure required by subsection (a) shall be made, in the case of an officer who is not a director,

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract is to be considered or has been considered at a meeting of directors;
- (ii) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she become so interested; or
- (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer

(d) Where Contract or Transaction Does Not Require Approval

Despite subsections (b) and (c), where subsections (a) applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Office's business, would not require approval by the directors, the director or officer shall disclose in writing to the Office or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction.

(e) Director Not to Vote

A director referred to in subsection (a) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

- (i) an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the Office or an affiliate;
- (ii) one relating primarily to his or her remuneration as a director, officer, employee or agent of the Office or an affiliate;
- (iii) one for indemnity or insurance under section 3.07; or
- (iv) one with an affiliate.

(f) General Notice of Interest

For the purposes of this section, a general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person and is to be regarded as interested in any contract made or any transaction entered into with that person, is sufficient disclosure of interest in relation to any contract so made or transaction so entered into.

(g) Effect of Disclosure

Where a material contract is made or a material transaction is entered into between the Office and a director or officer of the Office, or between the Office and another person of which a director or officer of the Office is a director or officer or in which he or she has a material interest,

- (i) the director or officer is not accountable to the Office for any profit or gain realized from the contract or transaction; and
- (ii) the contract or transaction is neither void or voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with subsection (b), (c), (d), or (f), as the case may be, and the contract or transaction was reasonable and fair to the Office at the time it was so approved.

(h) Court Setting Aside Contract

Subject to subsection (g), where a director or officer of the Office fails to disclose his or her interest in a material contract or transaction in accordance with this section or otherwise fails to comply with this section, the Office may apply to the court for an order setting aside the contract or transaction and directing that the director or officer

account to the Office for any profit or gain realized and upon such application the court may so order or make such another order as it thinks fit.

3.06 Protection of Directors, Officers and Employees from Personal Liability

As provided in section 28 (1) of the Act, no proceeding for damages shall be instituted against a director, officer or employee of the Office for an act done in good faith in the execution or intended execution of any duty or authority under the Act or for any alleged neglect or default in the execution in good faith of any duty or authority under the Act.

3.07 Indemnification of Directors

(a) The Office shall indemnify a director or officer of the Office, a former director or officer of the Office or a person who acts or acted at the Office's request as a director or officer of a body corporate of which the Office is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Office or body corporate, if,

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

(b) The Office may, with the approval of the court, indemnify a person referred to in subsection (a) in respect of an action by or on behalf of the Office or body corporate to procure a judgment in its favour, to which the person is made a party by reason of being or having been a director or an officer of the Office or body corporate, against all costs, charges and expenses reasonably incurred by the person in connection with such action if he or she fulfils the conditions set out in subsection (a)(i) and (ii).

(c) Despite anything in this section, a person referred to in subsection (a) is entitled to indemnity from the Office in respect of all costs, charges and expenses reasonably incurred by him in connection with the defence of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Office or body corporate, if the person seeking indemnity,

- (i) was substantially successful on the merits in his or her defense of the action or proceeding; and
- (ii) fulfils the conditions set out in clauses (a)(i) and (ii).

(d) The Office may purchase and maintain insurance for the benefit of any person referred to in subsection (a) against any liability incurred by the person,

(i) in his or her capacity as a director or officer of the Office, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Office; or

(ii) in his or her capacity as a director or officer of another body corporate where the person acts or acted in that capacity at the Office's request, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

(e) The Office or a person referred to in subsection (a) may apply to the court for an order approving an indemnity under this section and the court may so order and make any further order it thinks fit.

(f) Upon an application under subsection (e), the court may order notice to be given to any interested person and such person is entitled to appear and be heard in person or by counsel.

ARTICLE FOUR CONDUCT OF BUSINESS AT BOARD MEETINGS

4.01 Regular Meetings

The Board of Directors shall meet at the call of the Chair and, in any event, at least four times a year. The Board of Directors may appoint one or more days in each year for regular meetings of the Board at a place and time named and in such event no further notice of the regular meetings need be given. The Board of Directors shall also meet at the call of the Chief Executive Officer, or any two directors and the secretary shall call meetings when directed or authorized by such officers or directors.

4.02 Notice

(a) Save as otherwise provided herein, all persons entitled to receive notice of a meeting of the Board shall receive a minimum of forty-eight (48) hours notice by telephone or fax or if by mail at least seven (7) days notice for Board meetings unless waived by all persons entitled to attend thereat. For the purposes hereof, any Person who attends at such meeting shall be deemed to have waived notice unless such Person expressly states otherwise. No notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice need not specify the purpose of the business to be transacted at a meeting except where the Act requires such purpose or business to be specified.

(b) Failure of a Director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting. Notice shall be deemed to have been sufficiently given if the Secretary files with the Chief Executive Officer of the Corporation a certificate stating that Notice has been sent by ordinary mail to all Directors, by telefacsimilie or by telephone, as the case may be.

4.03 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside Ontario.

4.04 Quorum

As provided in section 13 (2) of the Act, a majority of the directors shall constitute a quorum.

4.05 Authority of the Chair of Directors' Meetings

(a) The agenda for each meeting of the Board of Directors shall be determined by the Chief Executive Officer in consultation with the Chair. The Chair shall determine the priority of all business proposed to be included on an agenda. The Board of Directors shall approve the agenda, with such changes as they shall determine, at the commencement of each meeting of the board of directors.

(b) Any director shall be entitled to move a motion on any relevant issue at the commencement of any directors' meeting, at the end of the discussion of a scheduled item of business or as an item of new business at the end of the meeting.

(c) The Chair shall determine the timing of presentations to the Board of Directors, the discussion and the making and passing of resolutions. The Chair may, based upon the time available and the relevancy of the particular issue, determine to proceed as a previously scheduled item of business or as new business at the end of the meeting.

4.06 Voting at Board Meetings

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and each director shall be entitled to cast a single vote on each question considered. In case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall not have a second or casting vote. Voting shall be by a show of hands unless a ballot is requested by a majority vote taken by a show of hands.

4.07 Dissent

A director who is present at a meeting of the directors or a committee of directors is deemed to have consented to any resolution passed or action taken thereat, unless (a) he or she requests that his or her dissent be or his or her dissent is entered in the minutes

of the meeting; (b) he or she sends his or her written dissent to the secretary of the meeting before the meeting is terminated; or (c) he or she sends his dissent by registered mail or delivers it to the head office of the Office immediately after the meeting is adjourned or terminated. A director who votes on or consents to a resolution is not entitled to dissent as aforesaid. A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented thereto unless, within seven (7) days after he or she becomes aware of the resolution, he or she causes his or her dissent to be placed with the minutes of the meeting or he or she sends his or her dissent by registered mail or delivers it to the registered office of the Office.

4.08 Participation by Telephone

A director may, if all the directors of the Office present at or participating in the meeting consent, participate in a meeting of directors or of a committee of directors by means of such telephone, electronic or other communications facilities as permit all persons participating at the meeting to communicate with each other simultaneously and instantaneously and a director participating in such meeting is deemed to be present at the meeting.

4.09 Adjournment

Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.10 Resolution in Lieu of Meeting

A resolution in writing (whether or not in counterparts) signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

4.11 Delegation by the Board of Directors

(a) The Board may from time to time by resolution delegate its authority to such of its officers and employees as it may determine.

(b) As provided in sections 17 (2) and (3) of the Act, the Board of Directors may assign some or all of the powers and duties described or referred to in subsection 17 (2) of the Act to another employee of the Office where the Chief Executive Officer is seconded to the Office and not appointed or transferred under the *Public Service Act*.

(c) The Chair may from time to time recommend the establishment of one or more standing or Ad Hoc Committee with such powers, membership and mandates and for such periods of time as the Board may by resolution determine.

4.12 Participation by Officers and Employees

The Chief Executive Officer and Secretary may attend and participate in all meetings of the Board and all committees but shall have no vote.

4.13 Board of Directors to Submit Budgets and Plans

(a) As provided in section 22 (1) of the Act, the Board of Directors shall submit to the Minister of Education and Training for his or her review and approval, annually, on or before a date specified by the Minister, the Office's proposed budget for the next fiscal year. The Minister may require the Board of Directors to make any changes to the proposed budget that he or she considers appropriate.

(b) As provided in section 23 (1) of the Act, the Board of Directors shall submit to the Minister of Education and Training for his or her review and approval, annually, on or before a date specified by the Minister, a plan for the Office's next year's operations.

(c) As provided in section 23 (2) of the Act, the Minister of Education and Training may require the Board of Directors to submit to him or her for review and approval a plan for the Office's future operations projected over several years as specified by the Minister.

(d) As provided in section 23 (3) of the Act, the Minister of Education and Training may require the Board of Directors to make any changes to a plan submitted under this section that he or she considers appropriate.

4.14 Records as *Prima Facie* Evidence

As entry in the minutes of a meeting of the directors or of a committee of the Board, signed by the chair and secretary of such meeting shall be evidence of proof of the fact, in the absence of evidence to the contrary, that such resolution was passed by the Board of Directors or a committee thereof, as the case may be.

ARTICLE FIVE OFFICERS

5.01 Appointment of Chief Executive Officer

As provided in section 16 (1) of the Act, the Chief Executive Officer shall be appointed by the Lieutenant Governor in Council, after consultation with the directors.

5.02 Appointment of Other Officers

Subject to the Act, the Board of Directors may from time to time appoint one or more vice-presidents, a treasurer, a secretary and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. Any two

of the said offices may be held by the same person. If the same person holds the offices of secretary and treasurer, he or she may but need not be known as the secretary-treasurer. A director may be appointed to any office of the Corporation.

5.03 Term, Remuneration and Removal

Subject to the provisions of the Act and the *Public Service Act* (Ontario), the terms of employment and remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. Other than the Chief Executive Officer, all officers in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time without cause.

5.04 Chair and Vice-Chair of the Board of Directors

As provided in section 12 (1) of the Act, one director shall be designated by the Lieutenant Governor in Council to act as the chair (the “**Chair**”) of the Board of Directors. The Board of Directors may, from time to time, appoint from among the directors a Vice-Chair (the “**Vice-Chair**”) to act as the chair of the Board of Directors if the Chair is absent or unable to act, assist the Chair in the fulfilment of her or his duties, carry out tasks and responsibilities as delegated by the Chair and represent the Corporation generally. If the Chair or Vice-Chair are both absent or unable to act, the Board of Directors may appoint from among themselves an acting chair. If an acting chair is appointed, the Board may assign to her or him any of the powers and duties that are by any provision of this by-law assigned to the Chair. Subject to the provisions of the Act, the Chair shall have such powers and perform such other duties as may from time to time be assigned to her or him by resolution of the Board.

5.05 Chief Executive Officer

The Chief Executive Officer may, but need not be a director. As provided in section 16 (2) of the Act, the Chief Executive Officer is responsible for the operation of the Office, the implementation of policies established by the Board of Directors and the performance of such other functions as are assigned by the Board of Directors by resolution. The criteria for the performance by the Chief Executive Officer of her or his duties shall be established by the Board of Directors and shall be administered by the Chair. Appraisals of the performance of the Chief Executive Officer shall be made by the Board of Directors through the Chair.

5.06 Vice-President

The vice-president or, if there are more than one, the vice-presidents in order of seniority (as determined by the Board) shall be vested with all the powers and shall perform all the duties of the chief executive officer in the absence or disability or refusal to act of the chief executive officer. If a vice-president exercises any such duty or power, the absence or inability of the chief executive officer shall be presumed with reference thereto. A vice-president shall also perform such duties and exercise such powers as the chief executive officer may from time to time delegate to her or him or as the Board may prescribe.

5.07 General Manager

The general manager, if one is appointed, shall have the general management and direction, subject to the authority of the Board and the supervision of the Chief Executive Officer, of the Office's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Office not appointed directly by the Board and to settle the terms of their employment and remuneration.

5.08 Secretary

The secretary shall:

- (a) attend all meetings of the directors and committees of the Board;
- (b) enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings;
- (c) give or cause to be given, when instructed, notices required to be given to the directors, auditor and members of committees;
- (d) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Office, if any, and of all books, papers, records, documents and other instruments belonging to the Office; and
- (e) perform such other duties as may from time to time be prescribed by the Board.

5.09 Treasurer

The treasurer shall:

- (a) keep or cause to be kept proper accounting records as required by the Act;
- (b) deposit or cause to be deposited all monies received by the Office in the Office's bank account;
- (c) under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Office;
- (d) render to the Board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Office; and
- (e) perform such other duties as may from time to time be prescribed by the Board.

5.10 Assistant Secretary and Assistant Treasurer

The assistant secretary or, if more than one, the assistant secretaries in order of seniority and the assistant treasurer or, if more than one, the assistant treasurers in order of seniority shall respectively perform all the duties of the secretary and treasurer respectively in the absence, inability or refusal to act of the secretary or treasurer, as the case may be. The assistant secretary or assistant secretaries, if more than one, and the assistant treasurer or assistant treasurers, if more than one, shall sign such contracts, documents or instruments in writing as require his, her or their signatures respectively and shall have such other powers and duties as may from time to time be assigned to them by resolution of the Board.

5.11 Other Officers

The duties of all other officers of the Office shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

5.12 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

5.13 Resignations

The Chief Executive Officer and any other officer may resign by giving written notice of resignation to the Chair, in the case of the Chief Executive Officer, and to the Chief Executive Officer in the case of any other officer. Such resignation shall be effective from the date of its receipt or the date specified therein, whichever is later.

5.14 Vacancies

If the office of vice-president, secretary, assistant secretary, treasurer, assistant treasurer, general manager or any other office created by the Board shall be or become vacant by reasons of death, resignation or in any other manner whatsoever, the Board may, in the case of other offices, appoint an officer to fill such vacancy.

5.15 Agents and Attorneys

Subject to the Act, the Board shall have power from time to time to appoint agents or attorneys for the Office in or out of Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.16 Fidelity Bonds

The Board may require such officers, employees and agents of the Office as it deems advisable to furnish bonds for the faithful performance of their duties, in such form and with such surety as the Board may from time to time prescribe.

ARTICLE SIX ADMINISTRATION AND FINANCE

6.01 Banking and Investment

The Office may invest money that is temporarily surplus to its requirements in,

(a) notes, bonds, debentures and other evidences of indebtedness issued or guaranteed as to principal and interest by Canada, a province of Canada, an agency of the Government of Canada, an agency of the government of a province of Canada, a bank listed in Schedule I or II to the *Bank Act* (Canada) or another financial institution authorized to carry on business in Canada; and

(b) deposit receipts, deposit notes, certificates of deposit, acceptances and other investment instruments issued, guaranteed or endorsed by a financial institution authorized to carry on business in Canada.

6.02 Bank Accounts

The Board of Directors may, by resolution, select one or more financial institutions to provide banking and related services to the Office and shall by resolution pass such resolutions as may be required therefor including without limitation delegating authority to the Chief Executive Officer and/or such officer as the Board may determine.

6.03 Corporate Seal

The seal, an impression whereof as stamped in the margin hereof, shall be the corporate seal of the Office. Any person authorized to sign any document may affix the corporate seal thereto.

6.04 Head Office

The head office of the Office shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Board of Directors may, from time to time, determine.

**ARTICLES SEVEN
FISCAL YEAR**

7.01 Financial Year

The first fiscal period of the Office shall terminate on March 31, 1997 and thereafter the fiscal year of the Office shall terminate on each successive March 31st.

**ARTICLE EIGHT
AMENDMENTS TO BY-LAWS**

8.01 Amendments

Any director or the Chief Executive Officer may by written notice request or suggest changes to these Bylaws and in such event the Board may, by resolution, refer to such requests or suggestions to the officers and employees of the Office for review and comment.

**ARTICLES NINE
NOTICES**

9.01 Method of Giving

Any notice, communication or other document to be given by the Office to a director, officer or auditor of the Office under any provision of the by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address as shown on the records of the Office or if mailed by prepaid post in a sealed envelope addressed to him or at his or her last address shown on the records of the Office or if sent by telefacsimile. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid: a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box and if sent by telecopier or other electronic means of written communication shall be deemed to be received six (6) hours after transmission, if sent during the usual business hours of the jurisdiction wherein the recipient is situate or if not sent during such business hours, then at the opening of the business on the next business day of such jurisdiction.

9.02 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of day's notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

9.03 Omissions and Errors

The accidental omission to give any notice to any director, officer or auditor or the non-receipt of any notice by any 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.

9.04 Waiver of Notice

Any director, officer, or auditor may waive any notice required to be given under the by-laws of the Office and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

9.05 Signatures to Notices

The signatures to any notice to be given by the Office may be written, stamped, typewritten, or printed or partly written, stamped, typewritten or printed.

**ARTICLE TEN
EXECUTION OF DOCUMENTS**

10.01 Signing Officers

Contracts, documents or instruments in writing requiring the signature of the Office may be signed by (a) the Chair or the Acting Chair, as the case may be, together with the Chief Executive Officer; (b) any one of the Chair, Acting Chair, as the case may be or the Chief Executive Officer together with any directors and all contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any other person or persons on behalf of the Office either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**ARTICLE ELEVEN
EFFECTIVE DATE**

11.01 Effective Date

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

Passed and enacted by the directors of the Office in accordance with the *Education Quality and Accountability Office Act, 1996* this 27th day of March, 1997.

Witness the corporate seal of the Office.

Joan M. Green,
Chief Executive Officer

c/s

Joan M. Green,
Secretary