

CANADIAN FOUNDATION FOR FOOD AND AGRICULTURAL EDUCATION

BY-LAWS

TABLE OF CONTENTS

PART 1. INTERPRETATION.....1

1.1 Definitions 1

1.2 *Canada Not-for-profit Corporations Act* Definitions 3

1.3 Interpretation 3

PART 2. MEMBERSHIP3

2.1 Admission to Membership 3

2.2 Directors are Members 3

2.3 Transition of Members 3

2.4 Membership not Transferable 3

2.5 Dues 4

2.6 Standing of Members 4

2.7 Compliance with Articles, By-laws and Policies 4

2.8 Termination of Membership 4

2.9 Cessation of Membership..... 4

2.10 Termination of Member’s Rights 4

PART 3. MEETING OF MEMBERS5

3.1 Time and Place of Meeting of Members 5

3.2 Annual General Meetings..... 5

3.3 Special General Meeting 5

3.4 Calling of Special General Meeting..... 5

3.5 Notice of Meeting of Members 5

3.6 Waiver or Reduction of Notice Period 5

3.7 Entitlement to Notice of Meeting of Members..... 5

3.8 Contents of Notice..... 6

3.9 Omission of Notice 6

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS6

4.1 Special Business..... 6

4.2 Requirement of Quorum 7

4.3 Quorum 7

4.4 Lack of Quorum 7

4.5 Loss of Quorum 7

4.6 Persons Entitled to Attend Meeting of Members 7

4.7 Participation in a Meeting by Electronic Means 7

4.8 Chair 7

4.9 Adjournment 8

4.10 Notice of Adjournment..... 8

4.11 Ordinary Resolution Sufficient 8

4.12 Entitlement to Vote 8

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot..... 8

4.14 Electronic Voting 8

4.16 Resolution in Writing..... 9

4.17 Member Proposals 9

	4.18 Notice of Proposal	9
PART 5. DIRECTORS	9	
5.1 Powers of Directors	9	
5.2 Management of Property and Affairs	9	
5.3 Transition of Directors.....	9	
5.4 Composition of Board.....	9	
5.6 Directors Subscribe to and Support Purposes.....	10	
5.7 Qualifications of Directors.....	10	
5.8 Election of Directors.....	10	
5.9 Term of Office.....	10	
5.10 Consecutive Terms	10	
5.11 Election by Acclamation	10	
5.12 Election by Secret Ballot.....	11	
5.13 Voiding of Ballot	11	
5.14 Election of Less than Required Number of Directors	11	
5.15 Filling Vacancy Among Directors	11	
5.16 Removal of Director and Election of Replacement	11	
5.17 Ceasing to be a Director	11	
5.18 Remuneration of Directors and Reimbursement of Expenses.....	12	
5.19 Banking Arrangements	12	
5.20 Investment of Property and Standard of Care	12	
5.21 Investment Advice	12	
5.22 Delegation of Investment Authority to Agent.....	12	
PART 6. PROCEEDINGS OF THE BOARD	12	
6.1 Board Meetings	12	
6.2 Regularly Scheduled Meetings	13	
6.3 Ad Hoc Meetings	13	
6.4 Notice of Board Meetings	13	
6.5 Attendance at Board Meetings	13	
6.6 Quorum	14	
6.7 Director Conflict of Interest.....	14	
6.8 Chair of Board Meetings.....	14	
6.9 Passing Resolutions	14	
6.10 Electronic Participation	14	
6.11 Procedure for Voting	14	
6.12 Resolution in Writing.....	14	
PART 7. COMMITTEES.....	15	
7.1 Standing and Special Committees	15	
7.2 Delegation to Committees	15	
7.3 Terms of Reference and Rules.....	15	
7.4 Meetings.....	15	
7.5 Dissolution of Committees	15	
PART 8. DUTIES OF OFFICERS	15	
8.1 Officers	15	
8.2 Election of Officers	16	
8.3 Removal of Officers	16	
8.4 Replacement.....	16	
8.5 Duties of President	16	

8.6	Duties of Vice-President	16
8.7	Duties of Secretary	16
8.8	Duties of Treasurer	17
8.9	Absence of Secretary at Meeting	17
8.10	Combination of Offices	17
PART 9.	EXECUTION OF INSTRUMENTS.....	17
9.1	Corporate Seal	17
9.2	Execution of Instruments	17
PART 10.	BORROWING	17
10.1	Powers of Directors	17
PART 11.	AUDITOR	18
11.1	Appointment of Public Accountant	18
11.2	Failure to Appoint.....	18
11.3	Notice of Appointment and Removal.....	18
11.4	Removal and Replacement of Public Accountant	18
11.5	Ceasing to Hold Office	18
11.6	Filling Vacancy	19
11.7	Replacement to Request Statement from Incumbent	19
11.8	Attendance at Meetings of Members	19
11.9	Review of Financial Statements	19
11.10	Report to Members	19
PART 12.	NOTICE	20
12.1	Method of Giving Notice	20
12.2	When Notice Deemed to have been Received.....	20
12.3	Days to be Counted in Notice.....	20
PART 13.	MISCELLANEOUS.....	20
13.1	Fiscal Year	20
13.2	Examination of Records.....	21
13.3	Rules Governing Notice, Board Resolutions and Ordinary Resolutions.....	21
13.4	Right to become Member of other Corporation.....	21
PART 14.	INDEMNIFICATION	22
14.1	Indemnification of Directors and Officers	22
14.2	Advancement of Expenses	22
14.3	Exception to Indemnification	22
14.4	Approval of Court and Term of Indemnification	22
14.5	Indemnification not Invalidated by Non-Compliance	22
14.6	Purchase of Insurance	22
PART 15.	BY-LAWS	23
15.1	Entitlement of Members to copy of Articles and By-laws.....	23
15.2	Amendment of By-laws by Board.....	23
15.3	Special Resolution Required.....	23
15.4	Amendment of By-laws by Members.....	23
15.5	Proposal to Amend By-laws.....	23
15.6	Changes to be Filed	23
15.7	Effective Date	23

PART 1. INTERPRETATION

1.1 Definitions

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

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **“Amend”** and any derivations thereof includes to enact, amend, alter, or repeal;
- (c) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **“Board”** means the Directors acting as authorized by the Articles and these By-laws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (e) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (f) **“By-laws”** means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (g) **“Corporation”** means “Canadian Foundation for Food and Agricultural Education”;
- (h) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (i) **“Directors”** means those Persons who have become directors in accordance with these By-laws and have not ceased to be directors;
- (j) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (k) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;

- (l) **“Meeting of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (m) **“Members”** means the Incorporators and those Persons who have subsequently become members in accordance with these By-laws and, in either case, have not ceased to be members;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (p) **“Officer”** means a Director elected or appointed as one of the officers of the Corporation established by or in accordance with section 8.1;
- (q) **“Organization”** means an association, corporation, partnership or society;
- (r) **“Person”** means a natural person;
- (s) **“President”** means a Person elected to the office of President in accordance with these By-laws;
- (t) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (u) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with these By-laws;
- (v) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (w) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;
- (x) **“Special Resolution”** means:
 - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by

the Corporation, by Electronic Means at a Meeting of Members;

1. of which the period of notice required by these By-laws has been given, and which notice includes the text of the resolution, or
 2. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

1.2 *Canada Not-for-profit Corporations Act* Definitions

The definitions in the Act on the date these By-laws become effective apply to these By-laws.

1.3 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

PART 2. MEMBERSHIP

2.1 Admission to Membership

Subject to the Articles, there is a single class of Members. Membership in the Corporation will be restricted to those Persons who are elected as Directors from time to time. An Organization may not be a Member.

2.2 Directors are Members

A Person who is elected or appointed as a Director from time to time will automatically and without further act become a Member and will continue as Member until ceasing in accordance with these By-laws.

2.3 Transition of Members

Every Person who is a Member on the date these By-laws come into force will continue as a Member until ceasing in accordance with these By-laws.

2.4 Membership not Transferable

Membership is not transferable.

2.5 Dues

There will be no annual membership dues.

2.6 Standing of Members

All Members are deemed to be in good standing.

2.7 Compliance with Articles, By-laws and Policies

Every Member will, at all times:

- (a) comply with the Articles, By-laws and the policies of the Corporation adopted by the Directors from time to time; and
- (b) further and not hinder the aims and objects of the Corporation.

2.8 Termination of Membership

The membership of a Member may be terminated by an Ordinary Resolution. An Ordinary Resolution to terminate a Person's membership is deemed to remove that same Person as a Director, and vice-versa.

Notice of an Ordinary Resolution to terminate a Person's membership will be provided to all Members accompanied by a brief statement of reasons for the proposed termination.

The Member who is the subject of the proposed termination will be provided an opportunity to respond to the statement of reasons at or before the time the Ordinary Resolution is considered by the Members.

2.9 Cessation of Membership

A Person will cease to be a Member:

- (a) immediately upon ceasing to be a Director in accordance with these By-laws;
- (b) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated thereon; or
- (c) upon the termination of his or her membership pursuant to section 2.8; or
- (d) upon his or her death; or
- (e) upon the dissolution or liquidation of the Corporation.

2.10 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.9.

PART 3. MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

A Meeting of Members will be held at a place in Canada that the Directors determine or a place outside Canada if all the Members entitled to vote at the meeting agree.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of at least thirty-five percent (35%) of the Members in accordance with the Act.

3.5 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may be, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.6 Waiver or Reduction of Notice Period

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing.

3.7 Entitlement to Notice of Meeting of Members

Notices of a Meeting of Members will be given to:

- (a) every Person shown on the register of members as a Member at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person is entitled to receive notice of a Meeting of Members.

3.8 Contents of Notice

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the special business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

3.9 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice, or any error in any notice not affecting its substance, does not invalidate proceedings at that meeting.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Special Business

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) consideration of the financial statements;
 - (ii) consideration of the Public Accountant's report;
 - (iii) the election of Directors; and
 - (iv) re-appointment of the incumbent Public Accountant.

4.2 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.3 Quorum

A quorum for a Meeting of Members is a majority of the total number of current Members on the date upon which notice of the Meeting of Members is given.

4.4 Lack of Quorum

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated.

4.5 Loss of Quorum

If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.6 Persons Entitled to Attend Meeting of Members

The only Persons entitled to be present at a Meeting of Members are:

- (a) the Members/Directors;
- (b) the public accountant (or a representative thereof) of the Corporation; and
- (c) such other persons who are entitled or required to attend in accordance with the Act or these By-laws.

Any other Person may be admitted only on the invitation of the person presiding as chair of the meeting or with the consent of the Members present, by unanimous consent or majority vote.

4.7 Participation in a Meeting by Electronic Means

Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility. A Person so participating in a meeting is deemed to be present at the meeting.

The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely by Electronic Means.

4.8 Chair

The President or, in the absence or inability of the President, the Vice-President, if any, will, subject to a Board Resolution appointing another Person, preside at all Meetings of Members. In the event that the

President and Vice-President are absent, the persons who are present and entitled to vote shall choose one of their number to be chairperson of the meeting.

4.9 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.11 Ordinary Resolution Sufficient

Any issue at a Meeting of Members which is not required by these By-laws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Member is entitled to one (1) vote on each matter for determination at a Meeting of Members. No other Person or entity is entitled to a vote at a Meeting of Members.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting at a Meeting of Members will be by one or more of the following, at the discretion of the Board:

- (a) show of hands;
- (b) voice vote; and
- (c) ballot vote (whether at the meeting, or in advance, and whether by paper or by Electronic Means),

provided that, at the request of any Member entitled to vote at the meeting, a secret vote by ballot will be required.

4.14 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that complies with the requirements of the Act.

4.15 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members is valid and effectual as a resolution as if it had been passed at a Meeting of Members duly called and constituted and will be deemed to be a resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.16 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

4.17 Notice of Proposal

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 5. DIRECTORS

5.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these By-laws and the Articles.

5.2 Management of Property and Affairs

The property and the affairs of the Corporation will be managed by the Board.

5.3 Transition of Directors

Each Person who is a Director on the date these By-laws are adopted by Special Resolution will continue as a Director until ceasing in accordance with these By-laws.

5.4 Composition of Board

The Board will be composed of no fewer than three (3) and no more than ten (10) Directors, which number may be set by Board Resolution from time to time, and except as provided for in the Act, the

Articles or these By-laws, each Director will be elected by the Members in accordance with the Act.

During any period where the Corporation is a soliciting corporation under the Act, at least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

5.5 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

5.6 Qualifications of Directors

A Person is not eligible to be a Director if he or she:

- (a) is less than 18 years of age; or
- (b) has been declared incapable by a court in Canada or elsewhere; or
- (c) is an undischarged bankrupt.

5.7 Election of Directors.

Directors will normally be elected by Ordinary Resolution at each annual general meeting at which an election of Directors is required and will take office commencing at the close of such meeting.

5.8 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be three (3) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the Meeting of Members at which such Director was elected and will be deemed to expire at the close of the annual general meeting held in the last year of the Director's term.

5.9 Consecutive Terms

A Director may serve for a maximum of six (6) consecutive years, by any combination of terms. A Person who has served six (6) consecutive years as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

Notwithstanding the foregoing, a Director who is an Officer prior to the conclusion of his or her sixth and final year may be re-elected for an additional term of up to three (3) years, so long as the Director continues as an Officer for the duration of the additional term.

5.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for

Directors, the nominated candidates are deemed to be elected by acclamation.

5.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election can be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.12 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.13 Election of Less than Required Number of Directors

Notwithstanding the foregoing By-laws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.14 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.15 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.16.

5.16 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated therein; or
- (b) upon failing to attend three (3) meetings of the Board in any fiscal year; or
- (c) upon ceasing to be qualified pursuant to section 5.8; or
- (d) upon his or her removal; or

- (e) upon his or her death; or
- (f) upon the dissolution or liquidation of the Corporation.

5.17 Remuneration of Directors and Reimbursement of Expenses

A Director will not receive any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

A Director is not prohibited from receiving compensation for services provided to the Corporation in another capacity.

5.18 Banking Arrangements

The Board may, from time to time by Board Resolution, determine at which one or more banks, credit unions, trust companies or other financial institutions the Corporation will conduct its banking business and designate signatories or agents authorized to conduct any such business on behalf of the Corporation.

5.19 Investment of Property and Standard of Care

The Board, or any agent or delegate of the Board, may invest the property of the Corporation in any form of property or security, mutual fund, common trust fund, pooled fund or similar investment in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

5.20 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.21 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6. PROCEEDINGS OF THE BOARD

6.1 Board Meetings

The Board shall hold a meeting not less than four (4) times per calendar year.

Meetings of the Board may be held at any time and place determined by the Board, and may include

regularly scheduled meetings or ad hoc meetings, as may be necessary.

6.2 Regularly Scheduled Meetings

The Board may determine to hold one or more regularly scheduled meetings to take place at various times in a given year. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

6.3 Ad Hoc Meetings

The Board will hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President or Vice-President; or
- (b) by request of any two (2) or more Directors.

6.4 Notice of Board Meetings

At least five (5) days' notice will be sent to each Director of:

- (a) a change in a regularly scheduled board meeting for which previous notice was provided; or
- (b) an ad hoc board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at the Annual General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. However if an election is conducted separate from an Annual General Meeting, notice of the first meeting of the Board will be provided to all Persons who will be Directors in office on the date of such meeting.

6.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. No other Person is entitled to attend a meeting of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as non-voting advisors or guests.

6.6 Quorum

A quorum for a meeting of the Board will be a majority of the Directors currently in office, unless otherwise set by Board Resolution.

6.7 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will absent themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

6.8 Chair of Board Meetings

The President, or, in the absence or inability of the President, the Vice-President, will preside at all meetings of the Board. In the event that the President and Vice-President are absent, the Directors present may choose one of their members to chair the meeting.

6.9 Passing Resolutions

Any issue at a meeting of the Board which is not required by these By-laws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.10 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

6.11 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

6.12 Resolution in Writing

A Board Resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein.

or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. COMMITTEES

7.1 Standing and Special Committees

The Board may, from time to time, create such standing and special committees as it deems necessary. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees.

7.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these By-laws governing proceedings of the Board.

7.5 Dissolution of Committees

A committee may be dissolved by Board Resolution.

PART 8. DUTIES OF OFFICERS

8.1 Officers

The Officers are the President, Vice-President, Secretary, and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all Officers.

8.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the Officers. An Officer need not be a Director unless required by the Act or these By-laws. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

8.3 Removal of Officers

A Person may be removed as an Officer by Board Resolution.

8.4 Replacement

Should the President or any other Officer for any reason not be able to complete his or her term, the Board will remove such Officer from his or her office and will elect a replacement without delay.

8.5 Duties of President

The President must be a Director. The President will supervise the Board and the other officers in the execution of their duties and will preside at all meetings of the Corporation and of the Board.

The President shall, subject to the authority of the Board, have general supervision of the affairs of the Foundation.

8.6 Duties of Vice-President

The Vice-President must be a Director. The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board or determined by Board Resolution.

The Vice-President shall be the president-elect and shall automatically become the President of the Corporation at the end of his or her term as Vice-President.

8.7 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Corporation and the Board;
- (b) the keeping of minutes of all meetings of the Corporation and the Board;
- (c) the custody of all records and documents of the Corporation, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Corporation.

8.8 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.9 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Corporation or the Board, the Directors present will appoint another person to act as Secretary at that meeting.

8.10 Combination of Offices

With the exception of President and Vice-President, two or more offices may be held by one person.

PART 9. EXECUTION OF INSTRUMENTS

9.1 Corporate Seal

The Corporation will not have a corporate seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two Officers or Directors and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10. BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

PART 11. AUDITOR

11.1 Appointment of Public Accountant

The Members will, by Ordinary Resolution at each annual general meeting:

- (a) appoint a Public Accountant to hold office until the close of the next annual general meeting, or dispense with such appointment in accordance with the Act; and
- (b) direct the Public Accountant, if any is appointed, as to the level of review to be conducted by the Public Accountant with respect to the Corporation's annual financial statements.

11.2 Failure to Appoint

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

11.3 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

11.4 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

11.5 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;

- (c) upon his, her or its removal in accordance with section 11.4; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and these By-laws.

11.6 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 11.4, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

11.7 Replacement to Request Statement from Incumbent

The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

11.8 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

11.9 Review of Financial Statements

The Public Accountant will conduct a review in respect of the Corporation's annual financial statements as directed by the Members at the annual general meeting and in accordance with the Act.

11.10 Report to Members

After conducting the review required by section 11.9, the public accountant will report to the Corporation in the manner required by the Act.

The Corporation shall send to the members a copy of the financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of the publication of the Corporation reproducing the information contained in the documents.

PART 12. NOTICE

12.1 Method of Giving Notice

Except as otherwise provided in the Act or these By-laws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address;
or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

12.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

12.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 13. MISCELLANEOUS

13.1 Fiscal Year

The Board may determine the fiscal year of the Corporation from time to time.

13.2 Examination of Records

The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours:

- (a) the Articles and the By-laws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the reports of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;
- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

13.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given as set out in these By-laws will apply *mutatis mutandis* when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.4 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 14. INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and these By-laws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

14.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act 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, had no reasonable grounds for believing that the conduct was lawful.

14.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 14.3.

14.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or these By-laws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

14.6 Purchase of Insurance

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and other individuals who act at the Corporation's request as Directors or officers or in a similar capacity of other entities, against personal liability incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request as a Director, an officer or in a similar capacity of another entity.

PART 15. BY-LAWS

15.1 Entitlement of Members to copy of Articles and By-laws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Articles and By-laws of the Corporation.

15.2 Amendment of By-laws by Board

Subject to the Act, the Articles and these By-laws, the Board may amend any provision of the By-laws to regulate the activities or affairs of the Corporation. Any such amendment shall be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

If the amendment is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The amendment will cease to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

15.3 Special Resolution Required

Notwithstanding the foregoing, the Board may not amend any provision of the By-laws that directly affect matters referred to in section 197(1) of the Act, which may only be amended by Special Resolution.

15.4 Amendment of By-laws by Members

The Members may amend the By-laws by Ordinary Resolution. However, any provisions of the By-laws that directly affect matters referred to in section 197(1) of the Act shall not be amended except by Special Resolution.

15.5 Proposal to Amend By-laws

A Member entitled to vote at an annual general meeting may, in accordance with section 4.16, make a proposal to make, amend or repeal a By-law.

15.6 Changes to be Filed

The Corporation will file any amendment to the By-laws with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the amendment was passed.

The Corporation will promptly file any amendment to the Articles with the Director of Corporations Canada in the prescribed form.

15.7 Effective Date

Any amendment to the By-laws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the amendment was passed; or

- (b) such later date that may be set out in writing in the Special Resolution authorizing the amendment.

Any amendment to the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

THESE BY-LAWS ADOPTED BY SPECIAL RESOLUTION ON OCTOBER 1, 2014