

A By-law relating generally to the affairs of

WATERLOO REGION COMMUNITY FOUNDATION

TABLE OF CONTENTS

ARTICLE 1 DEFINITIONS.....	1
ARTICLE 2 INTERPRETATION	2
ARTICLE 3 HEAD OFFICE	3
ARTICLE 4 MEMBERSHIP	3
ARTICLE 5 MEMBERS' MEETINGS	4
ARTICLE 6 BOARD OF DIRECTORS	7
ARTICLE 7 BOARD MEETINGS	10
ARTICLE 8 OFFICERS	11
ARTICLE 9 INSURANCE	12
ARTICLE 10 INDEMNITY OF DIRECTORS AND OTHERS	13
ARTICLE 11 CONFLICT OF INTEREST	13
ARTICLE 12 BOARD COMMITTEES	14
ARTICLE 13 EXECUTION OF INSTRUMENTS & DOCUMENTS	15
ARTICLE 14 BANKING	15
ARTICLE 15 BORROWING POWERS	15
ARTICLE 16 PUBLIC ACCOUNTANT	15
ARTICLE 17 CORPORATE RECORDS	16
ARTICLE 18 NOTICE.....	17
ARTICLE 19 BY-LAW AMENDMENT	17

GENERAL BY-LAW
WATERLOO REGION COMMUNITY FOUNDATION
(the "**Corporation**")

CORPORATE PURPOSE

The Purpose of the Corporation is as follows:

1. To improve the quality of life for the inhabitants of the Waterloo Region by receiving, maintaining, managing, controlling and using donations for charitable purposes.
2. To carry out the objects of the Foundation, the Board may, in each year, direct that all or part of the amounts, of the funds available to the Foundation in amounts determined by the Board, be used to assist institutions, organizations, agencies and bodies specified by the Board that are engaged in improving the quality of life for the inhabitants of the Waterloo Region, whether or not the institutions, organizations, agencies or bodies are within the Region.

ARTICLE 1
DEFINITIONS

- 1.1 In this By-law and all other by-laws of the Corporation, unless the context requires otherwise:
- (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) "**Annual Meeting**" means a meeting of the Members as defined in Section 5.1 of this By-law;
 - (c) "**Articles**" means the original or restated articles of incorporation, or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - (d) "**Board**" means the Board of Directors of the Corporation;
 - (e) "**By-law**" means this By-law and any other By-law of the Corporation which is in force and effect;
 - (f) "**Chair**" means chair of the Board;
 - (g) "**Director**" means a member of the Board, and shall have the same meaning in all respects as is attributed to 'Director' under the *Act*;
 - (h) "**Fiscal Year End**" means December 31 or such other date as the Directors may determine from time to time by resolution.
 - (i) "**Member**" means an individual who occupies the office of the Director as outlined in Article 5.1.

- (j) **"Ordinary Resolution"** means a resolution which has received the approval of at least fifty (50) per cent plus one (1) of the votes cast on that resolution;
- (k) **"Public Accountant"** means a person duly qualified under the *Act* and appointed pursuant to Article 16;
- (l) **"Protected Person"** means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (m) **"Proposal"** means a proposed resolution which shall be submitted to the members for a vote at an annual meeting;
- (n) **"Resolution"** shall mean an Ordinary Resolution unless otherwise stated;
- (o) **"Regulations"** means the regulations made under the *Act*;
- (p) **"Special Meeting"** means a meeting of the Members which is not an Annual meeting;
- (q) **"Special Resolution"** means a resolution which has received the approval of at least two-thirds (2/3) of the votes cast on that resolution;
- (r) **"Written Resolution"** means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

ARTICLE 2 INTERPRETATION

- 2.1 In the interpretation of this By-law, words in the singular include the plural and vice- versa, and words in one gender include all genders.
- 2.2 Other than is specified otherwise in this By-law, words and expressions defined in the *Act* have the same meanings when used in this By-law.
- 2.3 All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this By-law.

2.4 "Shall" and "will" shall be construed as imperative, and "may" interpreted as permissive.

2.5 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 3 HEAD OFFICE

3.1 The Head Office of the Corporation shall be located within Ontario at a specific location that the Board may determine from time to time by resolution.

ARTICLE 4 MEMBERSHIP

4.1 Membership

(a) There shall be one class of membership in the Corporation. Each Member shall be entitled to receive notice of and attend all meetings of the Members, and shall have the right to cast one vote on all matters before the Members.

(b) Members of the Corporation shall consist of individuals who occupy the office of Director.

4.2 Termination of Membership

(a) The interest of a Member of the Corporation is not transferable and ceases to exist upon:

{i) the Member ceasing to be eligible under the provisions of this By-law;

(ii) the acceptance by the Board of the Member's resignation;

(iii) the death of the Member;

(iv) the dissolution of the Corporation; or

(v) discipline of the member.

(b) A Member shall not be entitled to any compensation upon termination of membership.

4.3 Discipline of Members

(a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:

(i) violating any provision of the Articles, By-Laws, or written policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.

- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair or such other Officer as may be designated by the Board before the end of the twenty (20) day period.
- (c) In the event that no written submissions are received, the Secretary, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 5 MEMBERS' MEETINGS

5.1 Annual Meetings

- (a) The Board shall call an Annual Meeting of the Members to be held no later than six (6) months after the end of the Corporation's Fiscal Year End, and no more than fifteen (15) months after the previous Annual Meeting, at such date, place and time as the Board may resolve, or, in the absence of such determination, the place where the head office of the Corporation is located.
- (b) The Annual Meeting shall be limited to the following matters of business:
 - (i) consideration of the minutes of the previous Annual Meeting and any Special Meetings;
 - (ii) consideration of the financial statements of the Corporation;
 - (iii) consideration of the Public Accountant's report;
 - (iv) appointment of the Public Accountant;
 - (v) election of the Directors; and
 - (vi) other special business as stated in the notice of the meeting.

5.2 Member Proposals

- (a) Any Member entitled to vote at an annual meeting may:
 - (i) give the Corporation written notice of any Proposal which the Member would like to have considered at the meeting; and
 - (ii) discuss at a meeting any matter with respect to which the Member would have been entitled to submit a proposal;

- (b) Provided that the Proposal is received by the Secretary within ninety (90) and one hundred and fifty (150) days of the anniversary of the previous Annual Meeting, and appears to relate in a significant way to the activities of the Corporation, and does not appear to relate to a personal grievance, the Secretary shall include the Proposal with the notice of the meeting sent to the Members.
- (c) If a Member should so request, the Secretary shall also include the Member's statement in support of the Proposal, not to exceed 500 words, and/or the Member's name and address.

5.3 Special Meetings

- (a) The Board may call a Special Meeting of the Members at any date and time and at any place within Canada or in the absence of such determination, at the place where the head office of the Corporation is located. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting. Only the business so stated may be dealt with at the meeting.
- (b) Notwithstanding the above, the Board shall call a Special Meeting upon receiving the written requisition of at least five (5) per cent of the Members eligible to vote at the meeting, provided that the requisition states the business to be transacted at the meeting.

5.4 Attendance

- (a) The persons entitled to be present at a meeting of Members shall be:
 - (i) the Members entitled to vote at the meeting and their proxyholders;
 - (ii) the Directors;
 - (iii) the Public Accountant of the Corporation;
 - (iv) and such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.
- (b) Any other person may be admitted only on the invitation of the Chair of the meeting or by Ordinary Resolution of the Members.
- (c) A Member may participate in a meeting by electronic or telephonic means, providing that such means allow for all participants to communicate adequately and simultaneously with each other during the meeting. A Member so participating shall be deemed to be in attendance. Any security, confidentiality or other considerations with respect to the conduct of a meeting by electronic or telephonic means shall be resolved by the Board from time to time.

5.5 Notice

- (a) Notice of a meeting shall be sent to all Members by electronic mail at their last address entered into the Corporation's records, or by regular mail should they so designate, no fewer than ten (10) and not more than sixty (60) days from

the date on which the meeting is to be held. Notice shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.

- (b) No error or omission in giving notice of an Annual or Special Meeting or an adjourned meeting shall invalidate such meetings or make void any proceedings taken thereat. A Member may at any time waive notice of a meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.6 Quorum

- (a) Quorum for a Members' meeting shall require more than 50 per cent of the Members to be present in person or by electronic means. No business shall be transacted unless a quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting, or within such reasonable time thereafter, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

5.7 Chairing the Meeting

- (a) Members' meetings will be chaired by the Chair of the Board, or in the absence of the Chair then the Vice Chair. If neither the Chair nor the Vice Chair is available, then the Members present and entitled to vote shall choose a Director to chair the meeting.

5.8 Adjournment

- (a) The Chair of any meeting may, with the consent of the Members present, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members not in attendance.
- (b) Any business may be brought before or dealt with at the adjourned meeting which might have been brought before or dealt with at the original meeting, in accordance with the notice for that meeting.

5.9 Voting

- (a) Questions submitted to the Members shall be decided by a show of hands, or at the request of any Member entitled to vote on a question, voting shall be by secret ballot.
- (b) In the case of an equality of votes, the vote shall be deemed to have been lost.

5.10 Record Date

- (a) Prior to a Members' meeting, the Secretary shall determine the validity of all memberships as of the Record date, which shall be at the close of business on the day immediately preceding the day on which notice of the meeting is given. A Person who becomes a Member after the Record date does not have the right to receive notice of, or attend or vote, at that meeting.

5.11 Written Resolutions

- (a) A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that the following matters may not be dealt with by Written Resolution:
 - (i) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
 - (ii) the resignation, removal or replacement of the Public Accountant, where a written statement has been submitted by the Public Accountant giving reasons for resigning or opposing his or her removal or replacement.

5.12 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a written proxy in a form approved by the Board, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations.
- (b) A proxy shall be executed by the Member entitled to vote or the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

ARTICLE 6 BOARD OF DIRECTORS

6.1 The Directors shall manage or supervise the management of the activities and affairs of the Corporation, and may generally exercise all such powers as the Corporation by its Articles or by statute is otherwise authorized to do.

6.2 Nomination for Election

- (a) Proposed nominations for election to the Board may be forwarded to the Board by no later than sixty (60) days prior to the anniversary of the previous Annual Meeting.
- (b) The Board, or a committee thereof, will review all candidates, considering their skills, experience, and background, and will recommend nominees to the Members for election to the Board.
- (c) Additionally, any Member may propose a nominee, and if their Proposal is signed by no fewer than five (5) per cent of the Members, and submitted in writing to the Secretary between ninety (90) and one hundred and fifty (150) days of the anniversary of the previous Annual Meeting, their Proposal shall be put before the members for a vote in the election of Directors.

6.3 Election

- (a) The Board shall consist of between eight (8) and twelve (12) Directors, determined by Ordinary Resolution of the Members, provided that no change in the number of Directors shall shorten the term of an incumbent Director.
- (b) At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies shall be elected by the Members.

6.4 Term of Office

- (a) Directors shall be elected by the Members at the Annual Meeting for a term of three (3) years, which shall commence at the end of the meeting at which they were elected, and shall expire at the close of the Annual Meeting three years' hence, or at such time as a successor has been chosen, whichever is later.
- (b) A Director may serve a maximum of three (3) terms and thereafter is not eligible for re-election until a period of at least eleven (11) months has elapsed from the date such person ceases to be a Director.
- (c) Notwithstanding the maximum number of terms of office as defined herein, a Director may be elected for a fourth consecutive term where the Director is engaged in a particular project or can contribute specific expertise to the work of the Board, and it would be to the detriment of the Corporation if the Director were to retire from the Board immediately upon the expiration of his or her third term. A fourth term may be for one, two or three years, as determined by the Board.

6.5 Eligibility

- (a) An individual is not qualified to be a Director if he or she:
 - (i) Is under eighteen (18) years of age;
 - (ii) has been found to be incapable of managing property under any applicable statute in Canada or elsewhere;
 - (iii) has the status of bankrupt;
 - (iv) is an individual who an Ineligible Individual as that term is defined at section 149.1 of the *Income Tax Act* (Canada), as amended from time to time, unless that individual has made disclosure to the Board immediately upon learning that he or she has become an ineligible individual and has received the approval of the Board to remain a Director within thirty (30) days after such disclosure is made; or
 - (v) does not support the objects of the Corporation

6.6 Duty to Disclose

- (a) Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer

qualified pursuant to Article 6.5 and will immediately cease to be a Director or Officer, as applicable.

6.7 Termination

A Director ceases to hold office when he or she:

- (a) submits their written resignation to the Secretary of the Board, specifying the date upon which it shall become effective;
- (b) becomes disqualified in accordance with the eligibility criteria outlined in this By-law;
- (c) is removed by Ordinary Resolution of the Members at a Special Meeting called for the purpose and for which notice has been given;
- (d) is deceased;
- (e) is deemed to have resigned upon failing to attend fifty percent (50%) of the Board meetings in any twelve (12) month period, or any three (3) consecutive meetings, except where the Director has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances; or
- (f) ceases to be a member.

6.8 Vacancies

- (a) Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:
 - (i) If the vacancy occurs within ninety (90) days before the Annual Meeting, the seat will remain vacant until the next Annual Meeting, at which the election of Directors shall occur;
 - (ii) If the vacancy occurs more than ninety (90) days prior to the next Annual Meeting, the Board may appoint a Member to fill the vacancy until the next Annual Meeting.
- (b) Where a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special Meeting of the Members.

6.9 Remuneration

- (a) Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

6.10 Standard of Care

- (a) Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:
 - (i) act honestly and in good faith with a view to the best interests of the corporation; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Every Director and Officer will comply with the Act and its Regulations, and the Corporation's Articles and By-laws.

ARTICLE 7 BOARD MEETINGS

7.1 Meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board. Meetings may be convened by the Chair, the Vice-Chair, or any two (2) Directors.

7.2 Notice

- (a) The Secretary shall ensure that Directors receive not less than four (4) days' notice via electronic means of a Board meeting. Notice of a meeting shall specify the business to be transacted thereat.
- (b) Notwithstanding the foregoing, no notice of a Board meeting which immediately follows the Annual Meeting of the Members is required, provided that a quorum of the Directors is present.
- (c) Directors may waive notice of a meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (d) No error or accidental omission in giving notice of any Board meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

7.3 Quorum

Quorum for a Board meeting shall require more than 50 per cent of the Directors to be present in person or by electronic means. No business shall be transacted unless a quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting, or within such reasonable time thereafter, the Directors present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

7.4 Voting

Questions arising at any meeting of the Directors shall be decided by a majority of the votes of the Directors present, unless otherwise required by the Act of this By-law. Each Director may exercise one (1) vote. In the case of an equality of votes, the vote shall be deemed to have been lost.

7.5 Participation by Electronic Means

A Director may participate in a Board meeting by electronic or telephonic means, provided that all meeting participants may communicate adequately and simultaneously with each other. A Director so participating shall be deemed to be present at the meeting.

7.6 Adjournments

Any meeting of Directors may be adjourned to a future date. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

ARTICLE 8 OFFICERS

8.1 Appointment

- (a) Officers of the Corporation shall be the Chair, the Vice-Chair, and the Secretary, which shall be the Chief Executive Officer. The Board may appoint additional Officers or agents, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Any two offices except the office of Chair may be held by the same person.
- (b) Officers of the Corporation shall be appointed by resolution of the Board at the first meeting following the Annual Meeting of Members.
- (c) Any office except the office of Chair or Vice Chair may be occupied by an individual who is not a Director.

8.2 Term

Officers shall be appointed for a term of two (2) years from the date of appointment, or until a successor has been appointed.

8.3 Remuneration

Officers who are not Directors may be remunerated in such manner as may be determined by resolution of the Board.

8.4 Termination and Vacancy

- (a) An Officer shall cease to hold office when he or she:
 - (i) resigns in writing;
 - (ii) is deceased; or
 - (iii) is removed by Ordinary Resolution of the Board, which shall be at the Board's sole and absolute discretion.
- (b) If the office of any Officer becomes vacant, the Directors may by resolution appoint a person to fill such vacancy.

- (c) The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director.

8.5 Duties of the Chair

The Chair shall preside at all meetings of the Members and the Board. The Chair shall be responsible for the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall sign instruments as required, shall perform all other duties incident to the office, and shall have such further powers and duties as may from time to time be assigned by the Board.

8.6 Duties of the Vice-Chair

The Vice Chair shall, in the absence, inability or refusal to act of the Chair, perform the duties and exercise the powers of the Chair, and such other duties as shall from time to time be determined by the Board.

8.7 Duties of the Secretary

- (a) The Secretary shall give or cause to be given notice for all Member, Board and committee meetings, and shall have charge of the corporate seal, the minute books, and all documents and registers required by the Act.
- (b) The Secretary may be empowered by the Board upon resolution to carry out the general affairs of the Corporation under the supervision of another Officer, and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice all meetings of the Members and the Board and shall perform such other duties as may be prescribed by the Board from time to time, or by the Chair under whose supervision he or she shall be.

8.8 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board of Directors shall resolve.

**ARTICLE 9
INSURANCE**

9.1 The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board, and shall include:

- (a) property and public liability insurance;
- (b) Directors' and Officers' insurance; and
- (c) may include such other insurance as the Board sees fit.

9.2 No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

- 9.3 Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person.

**ARTICLE 10
INDEMNITY OF DIRECTORS AND OTHERS**

- 10.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of such office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 10.2 Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

**ARTICLE 11
CONFLICT OF INTEREST**

- 11.1 In accordance with the Act and any Board policies or regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.
- 11.2 Without limiting the generality of the above, where a Director or Officer is:

- (a) a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or
 - (b) a Director or officer of, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.
- 11.3 the Director shall disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.
- 11.4 This disclosure shall be made at the earliest of:
- (a) the first meeting at which the proposed contract or transaction is considered; or
 - (b) at the first meeting after which the Director becomes so interested; or
 - (c) being so interested, at the first meeting after assuming the office of Director.
- 11.5 Directors who have a conflict as defined herein shall not attend any part of a Board or committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution the subject of which involves the contract or transaction.
- 11.6 If quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

ARTICLE 12 BOARD COMMITTEES

- 12.1 The Board may from time to time strike standing and/or ad hoc committees, or other advisory bodies, for such purposes and with such powers as the Board shall see fit.
- 12.2 Committee members may be appointed and removed by Ordinary Resolution of the Board, and need not be Directors, except as otherwise specified herein.
- 12.3 A Committee shall as soon as is reasonably possible upon its appointment submit its terms of reference and rules of procedure for the Board's approval, and shall thereafter submit reports and make recommendations to the Board, but shall not make decisions on behalf of the Corporation, and in no circumstances shall have the authority to bind the Corporation, unless such authority is specifically granted by the Board or this By-law.
- 12.4 Committee meetings shall be held at any time and place to be determined by its members, provided that each committee member has received notice of no less than fourteen (14) days by mail, or forty-eight (48) hours' notice in a manner other than by mail. No error or omission in giving notice of any meeting of a Committee shall invalidate a meeting or make void any proceedings taken thereat.
- 12.5 Committee members may participate in meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A committee member so participating shall be deemed to have been present at the meeting.

12.6 Executive Committee

- (a) The Executive Committee shall be comprised of the Chair, the Vice Chair, the Past Chair, if any, and the Secretary. The Executive Committee shall be chaired by the Chair of the Board. Two (2) members of the Executive Committee shall constitute a quorum.
- (b) The Board may by resolution delegate to the Executive Committee any or all of its powers, subject to restrictions, if any, contained in the Act or this By-law, or imposed from time to time by the Board, but all decisions taken by the Executive Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting. The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

**ARTICLE 13
EXECUTION OF INSTRUMENTS & DOCUMENTS**

- 13.1 Contracts, documents, cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange, or any instruments in writing requiring the signature of the Corporation may be signed by any two Officers, and all contracts, documents, and instruments, in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 13.2 Without limiting the generality of the foregoing, the Board may from time to time by resolution appoint any Officer or Officers or other agent to sign specific contracts, documents or Instruments in writing on behalf of the Corporation.

**ARTICLE 14
BANKING**

- 14.1 The banking of the Corporation shall be transacted at such bank or trust company, by an Officer or Officers of the Corporation or other agents as the Board may determine from time to time by resolution.

**ARTICLE 15
BORROWING POWERS**

- 15.1 The Directors of the Corporation, without the authorization of the Members, may:
 - (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; 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 debt obligation of the Corporation

**ARTICLE 16
PUBLIC ACCOUNTANT**

- 16.1 Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall consider a resolution to appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant will continue in office until a successor is appointed.

16.2 Removal of Public Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

16.3 Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

16.4 Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

**ARTICLE 17
CORPORATE RECORDS**

17.1 The Corporation will keep at its head office the following records in accordance with the requirements of the Act:

- (a) Articles, By-laws and their amendments; and any unanimous members agreements;
- (b) minutes of meetings of Members and any Member committees;
- (c) resolutions of Members and any Member committees;
- (d) if any debt obligations are issued by the corporation, a debt obligations register;
- (e) a Directors and Officers register showing their name and residential address, an e-mail address if they have consented to receiving information or documents electronically, and the date on which each person commenced and if applicable ceased to be a Director or Officer; and
- (f) a Members register showing the name and residential or business address of each Member, an e-mail address if the Member has consented to receiving information or documents electronically; the date on which each person named in the register became and if applicable ceased to become a Member; and the class of their membership.

17.2 The records described in (a) to (f) above, together with the accounting records must be open to inspection by the Directors at all reasonable times. In addition, following a request from a Director, the Corporation must provide the Director with any extract of the records free of charge.

- 17.3 Upon request, a Member, a Member's personal representative, or a creditor of the Corporation may examine the records referred to in (a) to (e) above and may, on payment of a reasonable fee, obtain copies of such records during the corporation's usual business hours. Accounting records shall not be available to Members.

**ARTICLE 18
NOTICE**

- 18.1 When notice is given under the By-Laws by the following means, that notice is deemed to have been given when transmitted by electronic means.

18.2 Declaration of Notice

At any meeting, the declaration of the Secretary or Chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

18.3 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

**ARTICLE 19
BY-LAW AMENDMENT**

- 19.1 The Board of Directors may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to this By-law or the Act, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law.
- 19.2 Any Director's amendment to the By-law shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.
- 19.3 All prior By-laws of the Corporation are hereby repealed and the foregoing By-Law is hereby approved by the Board of Directors, at a duly constituted meeting of the Board on this 21st day of June, 2022.

Effective Date of this By-Law

This By-Law shall only be effective upon approval of the Board of Directors.

Chair- Sec
 etary

Confirmed by the Members in accordance with the *Canada Not-for-profit Corporations Act* on
the 21st day of June,
2022

Chair- /

Secretary: