

# BYLAWS OF THE ARTHUR ERICKSON FOUNDATION

## 1. INTERPRETATION

### 1.1 Definitions

In these Bylaws and the Constitution of the Foundation, unless the context otherwise requires:

- (a) “**Act**” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) “**Address of the Foundation**” means the address of the Foundation as filed from time to time with the Registrar;
- (c) “**Board**” means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
- (d) “**Board Resolution**” means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,  
  
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) “**Bylaws**” means the bylaws of the Foundation as filed with the Registrar;
- (f) “**Chair**” means the Person elected to the office of chair of the Foundation in accordance with these Bylaws;
- (g) “**Constitution**” means the constitution of the Foundation as filed with the Registrar;
- (h) “**Directors**” means those Persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be directors;

- (i) **“Director of Operations”** means a Person elected to the office of director of operations of the Foundation in accordance with these Bylaws.
- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“Eligible Party”** means:
  - (i) a Person who is or was a Director or officer of the Foundation, as determined in accordance with these Bylaws;
  - (ii) such other Person described in the Act who is or was appointed or elected by the Directors to exercise authority to manage the activities or internal affairs of the Foundation as a whole or in respect of a principal unit of the Foundation;
  - (iii) a Person who holds or held a position equivalent to what is described in either sub-paragraph (i) or (ii) above in a subsidiary of the Foundation, if any; or
  - (iv) the heir or personal or legal representative of a Person described in (i), (ii) or (iii) above;
- (l) **“Foundation”** means the “Arthur Erickson Foundation”;
- (m) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Foundation;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (o) **“Members”** means those Persons or Organizations who are, or who subsequently become, members of the Foundation in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;

- (q) **“Ordinary Resolution”** means:
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting, or
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the Members who would have been entitled to vote on the resolution,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Foundation;
- (r) **“Organization”** means a readily recognizable group including without limitation a family, association, corporation, partnership or society;
- (s) **“Person”** means a natural person;
- (t) **“President”** means a Person elected to the office of president of the Foundation in accordance with these Bylaws.
- (u) **“Registered Address”** of a Member means the address of that Person or Organization as provided to the Foundation with his, her or its application for membership, or as later revised by the Member in a written notice mailed, e-mailed, or personally delivered to the Address of the Foundation;
- (v) **“Registrar”** means the registrar of British Columbia societies;
- (w) **“Secretary”** means a Person elected to the office of secretary of the Foundation in accordance with these Bylaws;
- (x) **“Special Resolution”** means:
- (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
    - (A) in person at a duly constituted General Meeting,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; 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 General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

- (y) **“Treasurer”** means a Person elected to the office of treasurer of the Foundation in accordance with these Bylaws; and
- (z) **“Vice-President”** means a Person elected to the office of vice-president of the Foundation in accordance with these Bylaws.

## 1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## 1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## 2. **MEMBERSHIP**

### 2.1 **Admission to Membership**

Membership in the Foundation will be restricted to:

- (a) those Persons and Organizations who are Members in good standing on the date these Bylaws come into force; and
- (b) those Persons and Organizations whose subsequent application for admission as a Member has been accepted by the Directors;

provided, in each case, that such Person or Organization has not ceased to be a Member pursuant to Bylaw 2.6.

### 2.2 **Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person or Organization who is a Member of the Foundation in good standing will continue as a Member until the conclusion of the current term of membership, unless sooner ceasing; and
- (b) each Person or Organization who is a Member of the Foundation not in good standing will be deemed to have resigned from membership effective that date.

### **2.3 Application for Membership**

A Person or Organization may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

An application for membership or renewal of membership must include the payment of applicable membership dues.

An Organization that is accepted as a Member must designate, in writing delivered to the Address of the Foundation, a Person to exercise the rights of membership on behalf of the Organization.

### **2.4 Membership not Transferable**

Membership is not transferable.

### **2.5 Renewal and Re-application of Membership**

A Member may renew his, her or its membership prior to its expiry in such manner as may be determined by the Board from time to time.

If the membership of a Person or Organization has expired or otherwise ceased other than by expulsion then he, she or it may re-apply for membership after its expiry in accordance with Bylaw 2.3.

A Person or Organization expelled from membership may, unless prohibited by the terms of the expulsion, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution provided no restrictions related to reapplication, the Person Organization may reapply for membership after one (1) year from the date of expulsion.

Reapplications for membership are subject to acceptance by the Board in accordance with the provisions of Bylaw 2.3.

### **2.6 Cessation of Membership**

A Person or an Organization will immediately cease to be a Member:

- (a) upon the date which is the later of:
  - (i) the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Foundation; and
  - (ii) the effective date of the resignation stated thereon;
- (b) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing;
- (c) upon his or her or its expulsion; or
- (d) upon his or her death or, in the case of an Organization, dissolution.

### **3. MEMBERSHIP RIGHTS AND OBLIGATIONS**

#### **3.1 Rights of Membership**

A Member in good standing has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to be nominated to stand for election or appointment as a Director of the Foundation, subject to the eligibility requirements of Bylaw 7.3; and
- (e) to participate in the programs and initiatives of the Foundation, in accordance with such criteria as may be determined by the Board from time to time.

#### **3.2 Member not in Good Standing**

A Member who is not in good standing is suspended from all of the rights set out in Bylaw 3.1 for so long as he, she or it remains not in good standing.

#### **3.3 Dues**

The Board will, by Board Resolution, determine the dues payable by Members from time to time.

#### **3.4 Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

#### **3.5 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) comply with these Bylaws, and the policies of the Foundation in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Foundation.

#### **3.6 Expulsion of Member**

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

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

### **3.7 No Distribution of Income to Members**

The activities of the Foundation shall be carried on without purposes of gain for its members and any income, profits or other accretions to the Foundation shall be used in promoting the purposes of the Foundation. ***This provision was previously unalterable.***

## **4. MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The General Meetings of the Foundation will be held at such time and place, in accordance with the Act, as the Board decides.

### **4.2 Annual General Meetings**

An annual General Meeting will be held at least once in every calendar year and in accordance with the Act.

### **4.3 Extraordinary General Meeting**

Every General Meeting other than an annual General Meeting is an extraordinary General Meeting.

### **4.4 Calling of Extraordinary General Meeting**

The Foundation will convene an extraordinary General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

### **4.5 Notice of General Meeting**

Notice of a General Meeting will:

- (a) be sent by e-mail to every Member whose Registered Address includes an e-mail address, at least fourteen (14) days prior to the meeting; and

- (b) be posted, throughout the period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Foundation and is accessible to all of the Members.

#### **4.6 Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

#### **4.7 Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

### **5. PROCEEDINGS AT GENERAL MEETINGS**

#### **5.1 Business Required at Annual General Meeting**

The following business is required to be conducted at each annual General Meeting of the Foundation:

- (a) adoption of an agenda;
- (b) approval of the minutes of the previous annual General Meeting and any extraordinary General Meetings held since the previous annual General Meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) consideration of any Members' proposals submitted in accordance with the Act;
- (f) appointment of an auditor, if any;
- (g) election of Directors; and
- (h) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual General Meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

The annual General Meeting may include other business as determined by the Board in its discretion.

## **5.2 Electronic Participation in General Meetings**

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

## **5.3 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

## **5.4 Quorum**

A quorum at a General Meeting is three (3) Members in good standing on the date of the General Meeting.

## **5.5 Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

## **5.6 Loss of Quorum**

If at any time during a General Meeting 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.

## **5.7 Chair for General Meetings**

The President will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the President and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

## **5.8 Alternate Chair**

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

## **5.9 Adjournment**

A General Meeting 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.

## **5.10 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 fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

# **6. VOTING BY MEMBERS**

## **6.1 Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

## **6.2 Entitlement to Vote**

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members.

## **6.3 Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

#### 6.4 **Voting by Proxy**

Voting by proxy is not permitted.

### 7. **DIRECTORS**

#### 7.1 **Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Foundation.

#### 7.2 **Duties of Directors**

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Foundation;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with Act and the regulations thereunder.

#### 7.3 **Qualifications and Nomination of Directors**

A Person is eligible for appointment or election to a vacant Director position if that Person:

- (a) meets the qualification requirements set out in the Act;
- (b) possesses such academic credentials or professional qualifications as may have been prescribed by the Board;
- (c) consents in writing to be a Director; and
- (d) is a Member in good standing, or undertakes to become a Member in good standing promptly upon appointment or election,

and if so eligible, and provided his or her candidature is endorsed by two or more current Directors, that Person is deemed nominated for the vacant position.

A Director whose expiring term is creating the vacant position is automatically deemed nominated for the vacant position unless he or she has informed the Board of his or her intention to retire at the conclusion of his or her term.

#### 7.4 **Composition of Board**

The number of Director positions on the Board is the number last set by Board Resolution, but not less than three (3).

## **7.5 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

## **7.6 Election of Directors**

Directors will be elected at each annual General Meeting of the Foundation from among those candidates who have been nominated in accordance with Bylaw 7.3, and will take office commencing at the close of the annual General Meeting.

## **7.7 Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

## **7.8 Term of Elected Directors**

The term of office of Directors elected at an annual General Meeting normally expires at the close of the third succeeding annual General Meeting, but the Board must allocate shorter terms for one or more of the positions if doing so would further the objective of having one-third (1/3) of all positions come vacant at the next three (3) succeeding annual General Meetings. The longer terms will be allocated to re-elected Directors, and the shorter terms will be allocated to newly-elected Directors, with any competing claims resolved by the drawing of lots.

## **7.9 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.

## **7.10 Election by Secret Ballot**

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

## **7.11 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.

## **7.12 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual General Meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the

term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

### **7.13 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may fill the resulting vacancy by appointing a Person from among those nominated in accordance with Bylaw 7.3.

The position occupied by an appointed replacement Director will become vacant at the next annual General Meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual General Meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

### **7.14 Removal of Director**

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

### **7.15 Ceasing to be a Director**

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
  - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Foundation; and
  - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.3;
- (d) upon his or her removal; or
- (e) upon his or her death.

## **8. POWERS AND RESPONSIBILITIES OF THE BOARD**

### **8.1 Powers of Directors**

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

- (a) all laws affecting the Foundation; and

(b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Foundation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Foundation in furtherance of the purposes of the Foundation.

## **8.2 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Foundation, the Board may invest the property of the Foundation in any form of property or security 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 Foundation.

## **8.3 Investment Advice**

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

## **8.4 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 Foundation's property that a prudent investor might delegate in accordance with ordinary business practice.

## **8.5 Remuneration of Directors**

A Director must not be remunerated for services rendered in his or her capacity as a Director, but the Foundation may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Foundation in another capacity.

## **8.6 Reimbursement for Expenses**

A Director is entitled to reimbursement for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Foundation.

# **9. PROCEEDINGS OF THE BOARD**

## **9.1 Board Meetings**

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

## **9.2 Notice of Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board provided that at least five (5) days' notice of such meeting will be sent to each Director. However, no

formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

For the purposes of the first meeting of the Board held immediately following the election of a Director at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be properly constituted.

### **9.3 Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

### **9.4 Quorum**

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

### **9.5 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Foundation, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
  - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

#### **9.6 Chair of Meetings**

The President is by default the chair of all meetings of the Directors, but if at a meeting the President or such alternate Director designated by the Board is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President will act as chair, and if neither is present the Directors present must choose one of their number to be the chair at that meeting.

#### **9.7 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

### **10. OFFICERS**

#### **10.1 Officers**

The officers of the Foundation are the Chair, President, Vice-President, Secretary, Treasurer, and Director of Operations, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove officer positions as it deems necessary and determine the duties and responsibilities of all officers.

A single Director may hold more than one officer position, except that the positions of Chair and President may not be held concurrently by the same Director.

A single officer position, other than that of Chair or President, may be held concurrently by more than one Director.

#### **10.2 Election of Officers**

At the first meeting of the Board immediately following an annual General Meeting, the Board will elect the officers.

#### **10.3 Term of Officer**

Each Board officer must relinquish his or her position at the conclusion of the next annual General Meeting following his or her election or appointment, but is entitled to accept immediate re-election or re-appointment if otherwise eligible.

#### **10.4 Removal of Officers**

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

## 10.5 Replacement

Should any officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

## 10.6 Duties of Chair

The Chair will:

- (a) counsel the Board regarding appropriate goals, priorities, programs, and direction for the Foundation;
- (b) represent the Foundation in its dealings with Members, other institutions, government bodies, and the public; and
- (c) discharge such other duties and powers as the Board may specify.

## 10.7 Duties of President

The President:

- (a) is the chief executive officer of the Foundation;
- (b) is responsible for implementing the strategic plans and policies of the Foundation;
- (c) has general supervision of the affairs of the Foundation, subject to the authority of the Board; and
- (d) when present, presides at all meetings of the Board.

## 10.8 Role of Vice-President

The Vice-President is responsible for carrying out the duties of the President if the President is unable to act.

## 10.9 Duties of Secretary

The Secretary will be responsible for:

- (a) issuing notices of meetings of the Foundation and the Board;
- (b) keeping minutes of all meetings of the Foundation and the Board;
- (c) having custody of all records and documents of the Foundation, except those required to be kept by the Treasurer;
- (d) filing the annual report of the Foundation and any other filings with the Registrar required by the Act;

- (e) maintaining the record of all standing and special committees, councils, working groups or task forces, including the terms of reference for each and the names of their current chairs and members;
- (f) maintaining the register of Members; and
- (g) conducting the correspondence of the Foundation.

#### **10.10 Absence of Secretary at Meeting**

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

#### **10.11 Duties of Treasurer**

The Treasurer will be responsible for:

- (a) budgeting;
- (b) receiving, banking and spending monies collected from the Members or other sources, including the signing of cheques;
- (c) maintaining such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (d) rendering financial statements to the Directors, Members and others, when required.

#### **10.12 Duties of Director of Operations**

The Director of Operations will:

- (a) monitor and coordinate:
  - (i) activities of the committees specified by the Board;
  - (ii) implementation of Foundation programs; and
  - (iii) progress towards achievement of Foundation goals;
- (b) report regularly to the Board on such monitoring and coordination; and
- (c) discharge such other duties and powers as the Board may specify.

### **11. INDEMNIFICATION**

#### **11.1 Indemnification of an Eligible Party**

Subject to Bylaw 11.4 and the provisions of the Act, an Eligible Party will be indemnified by the Foundation against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether

current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Foundation:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

#### **11.2 Indemnification of an Eligible Party in a Subsidiary**

Notwithstanding Bylaw 11.1, the Foundation may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Foundation, which position is equivalent to the position of an Eligible Party in the Foundation itself.

#### **11.3 Advancement of Expenses**

To the extent permitted by the Act and subject to Bylaw 11.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Foundation 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 Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

#### **11.4 Indemnification Prohibited**

Notwithstanding Bylaws 11.1 and 11.2, the Foundation must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Foundation or any subsidiary of the Foundation; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

### **11.5 Indemnification not Invalidated by Non-Compliance**

The failure of an Eligible Party of the Foundation to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

### **11.6 Approval of Court**

The Foundation will apply to the court for any approval of the court to the extent such approval is required by the Act or otherwise to ensure that the indemnities herein are effective and enforceable.

### **11.7 Indemnification Deemed Term**

Each Eligible Party of the Foundation on being elected or appointed will be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities.

### **11.8 Purchase of Insurance**

The Foundation may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## **12. COMMITTEES**

### **12.1 Creation and Delegation to Committees**

The Board may create such standing and special committees, councils, working groups or task forces as may from time to time be required. Each committee will consist of one or more Directors, or one or more Directors plus one or more non-Directors appointed by the Board.

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 Board Resolution.

### **12.2 Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period;
- (b) the completion of the task for which it was created; or
- (c) the date on which the last of its Director members has ceased to be a Director, without a replacement having been appointed by the Board.

### **12.3 Terms of Reference**

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.

### **12.4 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 Bylaws governing proceedings of the Board.

### **12.5 Committee's Mandate May be Varied or Extended**

A committee's mandate may be varied or extended by the Board from time to time, and its membership confirmed or re-assigned.

### **12.6 Committee Chair**

A Director must chair each committee.

### **12.7 Vacancies on Standing Committees**

The Board must promptly fill any vacancy which arises on a standing committee.

### **12.8 Record of Standing and Special Committees**

The Secretary must maintain a record of all standing and special committees, councils, working groups or task forces, including the terms of reference for each and the names of their current chairs and members.

## **13. PATRONS**

### **13.1 Appointment of Patrons**

The Board may appoint prominent Members to be patrons of the Foundation.

### **13.2 Function and Number of Patrons**

The function and number of patrons and the terms of each appointment is as determined by the Board.

## **14. EXECUTION OF INSTRUMENTS**

### **14.1 No Seal**

The Foundation may have a corporate seal but will not use the seal for the purpose executing documents.

### **14.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Foundation may be signed as follows:

- (a) by the Chair, together with one other Director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Foundation 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 Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **15. FINANCIAL MATTERS**

### **15.1 Accounting Records**

The Foundation will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **15.2 Borrowing Powers**

In order to carry out the purposes of the Foundation, the Board may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **15.3 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

## **16. NOTICE GENERALLY**

### **16.1 Method of Giving Notice**

As an alternative to any other method prescribed in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's

Registered Address, or, where the Member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

## 16.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. 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 personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

## 16.3 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.

# 17. MISCELLANEOUS

## 17.1 Dissolution

17.2 Upon the winding-up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, shall be distributed to such charities registered under the provisions of the *Income Tax Act* or such "qualified donees" allowed under the *Income Tax Act*, as shall be designated by the board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purpose. **This provision was previously unalterable.**

## 17.3 Inspection of Documents and Records

The documents and records of the Foundation, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Foundation, to examine any of the following documents and records of the Foundation at the Address of the Foundation during the Foundation's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of Directors and registered office of the Foundation;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Foundation's certificate of incorporation, and any other certificates, confirmations or records furnished to the Foundation by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Foundation;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Foundation. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Foundation, to examine any other document or record of the Foundation and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

## **18. BYLAWS**

### **18.1 Entitlement of Members to Copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Foundation will provide him or her with, access to a copy of the Constitution and these Bylaws.

### **18.2 Special Resolution Required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

### **18.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

**– END OF BYLAWS –**