
**KEMPTVILLE DISTRICT HOSPITAL
FOUNDATION**

GENERAL OPERATING BY-LAW NO. 3

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A by-law relating generally to the conduct of the affairs of

KEMPTVILLE DISTRICT HOSPITAL FOUNDATION

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GENERAL OPERATING BY-LAW NO. 3

A By-law relating generally to the conduct of the affairs of

KEMPTVILLE DISTRICT HOSPITAL FOUNDATION (the "Foundation")

WHEREAS the Foundation was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 1st day of April, 1979;

AND WHEREAS a General Operating By-law, which for purposes of sequencing is referred to in this By-law as General Operating By-law No. 2, was enacted by the Directors and confirmed by the Members on June 23, 2016;

AND WHEREAS it is desirable to replace all previous By-laws including General Operating By-law No. 2, with General Operating By-law No. 3 herein.

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as General Operating By-law No. 3 of the Foundation as follows:

SECTION I INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Foundation, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (b) "Board" means the board of directors of the Foundation.
- (c) "By-laws" means this by-law and all other by-laws of the Foundation as amended and which are, from time to time, in force and effect.
- (d) "Director" means a member of the Board.
- (e) "Letters Patent" means the letters patent of the Foundation as amended from time to time including any letters patent or articles of Foundation continuance in the event of subsequent substitution of the Act.
- (f) "Member" means a member of the Foundation.

- (g) "Members" or "Membership" means the collective membership of the Foundation.
- (h) "Officer" means an officer of the Foundation.
- (i) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Foundation duly called for that purpose, or in lieu of such confirmation, by consent in writing of all the Members entitled to vote at such meeting.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

SECTION II **GENERAL**

2.01 Registered Office

The head office of the Foundation shall be in the Town of Kemptville, in the Province of Ontario. The Foundation may, by Special Resolution, change the location of its head office to another place in Ontario.

2.02 Fiscal Year

Unless otherwise changed by resolution of the Board and approved by the Canada Revenue Agency, the fiscal year end of the Foundation shall be the 31st day of March in each year.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.04 Banking

The banking business of the Foundation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Foundation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.05 Auditors

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Foundation for report to Members to hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Foundation, unless the consent of all Members has been obtained.

2.06 Borrowing

- (a) Subject to the limitations set out in the Act, the Letters Patent of the Foundation and this By-law, the Board may:
 - (i) borrow money on the credit of the Foundation;
 - (ii) issue, sell or pledge securities of the Foundation; or
 - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Foundation.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Foundation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Foundation.

SECTION III
DIRECTORS

3.01 Responsibilities

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Foundation. Without limiting the generality of the foregoing, the Board shall have the following responsibilities to:

- (a) approve the operating budget of the Foundation;
- (b) approve the audited financial statements of the Foundation;
- (c) select or terminate the Executive Director;
- (d) conduct annual performance evaluations of the Executive Director and determine his or her compensation;
- (e) approve the strategic plan for the Foundation;
- (f) ensure filings are completed with the Canada Revenue Agency, Corporations Canada and any other regulator as required;
- (g) monitor compliance with the By-laws and policies;
- (h) enter into any necessary contracts, leases or other agreements;
- (i) approve terms of reference for consultants;
- (j) maintain and protect the Foundation's assets and property;
- (k) establish and monitor an investment policy;
- (l) create and approve appropriate Board policies;

- (m) appoint legal counsel and other professionals as necessary; and
- (n) approve appropriate insurance coverage for the Foundation and its Directors and Officers.

3.02 Number

There shall be nine (9) Directors. The Foundation may by Special Resolution increase or decrease the number of Directors.

3.03 Qualifications

Each Director shall be an individual who is not less than 18 years of age and have the power under law to contract. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director. A Director must be in full agreement with the governing documents of the Foundation. A Director must be a Member of the Foundation. Directors shall attend Foundation fundraising events and contribute financially to the Foundation to the extent possible.

3.04 Election and Term

- (a) The Immediate Past Chair shall be an *ex officio* Director. Subject to the provisions of this By-law, the other Directors shall be elected by the Members at an annual meeting.
- (b) The term of office of the Immediate Past Chair shall be one (1) year. The term of office of the other Directors shall be three (3) years or as determined by resolution of the Members when the Directors are elected, it being desired that as much as possible the Directors shall be elected and retired in rotation.
- (c) Directors shall be eligible for re-election for up to a maximum of three (3) terms of three (3) years each.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

3.05 Consent

A Director who is elected or appointed must consent to hold office as a Director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Director pursuant to such person's election or appointment.

3.06 Vacation of office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, or becomes mentally incompetent.

3.07 Resignation

A Director may resign from office by giving a written resignation to the Chair of the Board or Secretary of the Board and such resignation becomes effective when received by the Foundation or at the time specified in the resignation, whichever is later.

3.08 Removal

Subject to the Act, the Members may, by resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director shall be automatically removed from his or her office if he or she no longer fulfils all of the qualifications to be a Director in Section 3.03 as determined in the sole discretion of the Board.

3.09 Filling Vacancies

Subject to Section 3.08 above and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

3.10 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

SECTION IV
MEETINGS OF DIRECTORS

4.01 Place of Meetings

Meetings of the Board may be held at the head office of the Foundation or at any other place within or outside of Canada, as the Board may determine. There shall be a minimum of four (4) meetings of the Board each year.

4.02 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time. There shall be a minimum of four (4) meetings of the Board each year.

4.03 Notice of Meeting

Unless sent by mail, forty-eight (48) hours' notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 10.01 of this By-law not less than seven (7) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.04 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.05 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

4.06 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office; but in no case shall the quorum be less than 2/5 of the

Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

4.07 Participation at Meeting by Telephone or Electronic Means

- (a) If a majority of the Directors consent, either at a Board meeting by resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held using telephonic, electronic or other means permitting all participants to communicate with each other during the meeting simultaneously and instantaneously.
- (b) A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.
- (c) A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a "blanket" consent relating to all meetings of the Board and/or committees of the Board.

4.08 Chairperson of the Meeting

The chair of Board meetings shall be the Chair of the Board, or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.09 Votes to Govern

Each Director is authorized to exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Foundation in which the Director or any of his or her family members has any direct or indirect pecuniary or personal interest, gain or benefit. In this Section 4.10, "family members" means a person's spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person's spouse(s), who are living with and/or financially supporting or supported by the person.

(b) Disclosure

Any Director who has any direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Foundation, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Foundation unless the direct or indirect pecuniary or personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase "material nature" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of "material nature" in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through his or her family members) pecuniary or personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Foundation, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Section herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a Board meeting, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

4.11 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Foundation.

4.12 Persons entitled to be Present

Only the Directors are entitled to be present at meetings of Directors. However, the Directors in their sole discretion may invite guests to attend their meetings, particularly the President and CEO and other senior staff, as well as, Board members of the Kemptville District Hospital.

4.13 Attendance at Directors meeting

Board members are expected to attend, in person or by telephone, electronic or other communications facilities, all Board meetings. The Board recognizes that Directors may be unable to attend some meetings. Where a Director fails to attend a majority of the regularly scheduled meetings, the Chair of the Board shall discuss the reasons for the absences with the Director and may ask the individual to resign. The Board may also recommend to the Members that the Director be removed pursuant to section 3.08.

SECTION V
COMMITTEES

5.01 Committees of the Board

- (a) The Board may establish committees from time to time.
- (b) The functions, duties, responsibilities and mandate of committees shall be provided in the resolution of the Board or in terms of reference adopted by the Board.
- (c) The quorum for committee meetings shall be a majority of voting members.
- (d) Unless otherwise provided by the By-law or by Board resolution, the Board shall appoint the members and Chair of the committee. Any committee member may be removed by resolution of the Board. Each Chair of a committee shall be a Director.
- (e) The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee and those persons shall not be entitled to vote unless the Board otherwise provides. No decision of a committee shall be binding until approved or ratified by the Board.
- (f) The Chair of the Board shall be entitled to attend every committee meeting but shall not be a member of the committee unless specifically assigned to the committee.

5.02 Executive Committee

The Board may, but shall not be required to, establish an Executive Committee consisting of Directors and may delegate to the Executive Committee any responsibilities of the Board, subject to such restrictions, as may be imposed by the Board by resolution. Without limiting the generality of the foregoing, the Executive Committee shall plan the agenda for Board meetings, respond to emergencies between Board meetings, and report to the Board on actions taken between Board meetings. The quorum for Executive Committee meetings shall be a majority of the Committee. Any Executive Committee member may be removed by a majority vote of the Board.

5.03 Nominating Committee

The Board shall establish a nominating committee to prepare a list of candidates for each vacant Director position and for the positions of Chair and Vice-Chair. The Committee shall consist of three Directors, one of whom shall be the Immediate Past Chair, if he or she is available.

5.04 Remuneration of Officers, Agents, Employees

The remuneration of Officers, agents and employees shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Foundation.

**SECTION VI
OFFICERS**

6.01 Election and Appointment

- (a) The Board may designate the offices of the Foundation, elect or appoint the Officers as provided, specify their duties and subject to the Act, delegate to such Officers the power to manage the affairs of the Foundation.
- (b) The Board shall elect the Chair and the Vice-Chair.
- (c) The Board shall appoint a Secretary and may appoint other Officers.
- (d) A Director may be appointed or elected to any office of the Foundation.
- (e) An Officer may, but need not be, a Director unless this By-law otherwise provides.
- (f) Two or more offices may be held by the same person.

6.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Foundation, if designated and if Officers are appointed or elected hereto, shall have the following duties and powers associated therewith:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair shall, when present, preside all meetings of the Board and the Members of the Board and be the spokesperson for the Foundation. The Chair of the Board shall be deemed to be the President of the Foundation for purposes of the Act.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, shall, when present, preside at all meetings of the Board and the Members.
- (c) **Secretary** - The Secretary shall be the Secretary of all meetings of the Board, and Members, the Secretary shall enter or cause to be entered in the Foundation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Foundation. The Secretary shall also make sure that all filings are made with the Canada Revenue Agency, Corporations Canada and any other regulatory authority as required.
- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Foundation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Foundation.
- (e) **Immediate Past Chair** - The Past Chair shall be a Director who has most recently completed a term as Chair of the Board. The Past Chair shall, if available, Chair the Nominating Committee and carry out such duties as assigned by the Board.
- (f) **Executive Director** - The Executive Director shall supervise the day to day operations and administration of the Foundation. The Board may delegate to the Executive Director the power to manage and direct the affairs of the Foundation and to employ and discharge agents and employees of the Foundation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Foundation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Foundation. The Executive Director may receive notice of and participate in all meetings of the Board, Members and committees, unless expressly excluded by the Board or committee.

The Executive Director shall not be a Director and shall not have the right to vote at meetings of the Board, Members or committees.

The duties of all other Officers of the Foundation shall be such as the terms of their engagement call for or the Board requires of them.

6.03 Term of Office

Officers who are not employees shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

6.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Foundation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Foundation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

6.05 Remuneration of Officers

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

6.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Foundation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

6.07 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Foundation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

**SECTION VII
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.01 Limitation of Liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Foundation 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 Foundation through the insufficiency or deficiency of title to any property acquired by the Foundation or for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious 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 Foundation or for any other loss, damage or misfortune whatever which may happen in 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 wilful neglect or default.

7.02 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify and save harmless every Director and Officer of the Corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of him/her office; and
- (b) all other costs, charges and expenses that him/her sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by him/her own willful neglect or default.

7.03 Insurance

The Foundation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Foundation pursuant to the immediately preceding Section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

7.04 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Foundation is liable to indemnify a Director or Officer pursuant to this By-law, the Foundation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Foundation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION VIII MEMBERS

8.01 Qualifications

There shall be one (1) class of Members in the Foundation. Membership in the Foundation shall be available only to Directors of the Foundation who shall automatically become Members of the Foundation upon being appointed or elected as Directors.

8.02 Rights of Members

A Member of the Foundation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

8.03 Termination of Membership

Subject to the Act, the interest of a Member in the Foundation is non-transferable and lapses and ceases to exist upon the earlier of the Member ceasing to be a Director, the Member's non-payment of Membership dues, resignation, death or removal in accordance with this By-law or in the event of the dissolution of the Foundation.

8.04 Resignation

Any Member may resign as a Member by delivering a written resignation to the Chair or Secretary of the Board. A resignation shall be effective when received by the Foundation or from the date specified in the resignation, whichever date is later.

8.05 Removal

A Member may be expelled as a Member of the Foundation if at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting of Member. Membership in the Foundation shall automatically terminate if the Member fails to maintain all of the qualifications of Membership set out in Section 8.01.

**SECTION IX
MEETINGS OF MEMBERS**

9.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

9.02 Annual Meetings

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Foundation pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

9.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the Members of the Foundation entitled to vote.

9.04 Special Business

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

9.05 Notice of Meetings

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 10.01 of this By-law to the following:

- (a) each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) each Director; and
- (c) the auditor of the Foundation

not less than ten (10) days before the meeting is to take place.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

9.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Foundation and such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the Foundation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.08 Chairperson of the Meeting

The chairperson of Members' meetings shall be the Chair of the Board, or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

9.09 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members of the Foundation. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the

meeting. For the purpose of determining quorum, a Member may be present in person, by proxy or, if authorized under Section 9.10, by telephonic and/or by other electronic means.

9.10 Participation at Meetings by Telephone or Electronic Means

- (a) Any person entitled to attend a meeting of Members may participate in the meeting using a telephonic, electronic or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that each person has consented in advance to meeting by such means and a written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the Members.
- (b) A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Foundation. A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

9.11 Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.12 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who must be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, by using a mailed-in ballot in the form provided by the Foundation.

9.13 Votes to Govern

At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

9.14 Show of Hands

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.15 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.16 Resolution in Lieu of Meeting

Except where the Act requires a meeting of Members with respect to the matter to be voted on by the Members, a resolution in writing, signed by Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

**SECTION X
NOTICES**

10.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Foundation to a Member, Director, Officer, or auditor of the Foundation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or

- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Foundation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice, provided that no Member objects in writing to the chairperson of the Board of such omission or irregularity within thirty (30) days after the date of such meeting.

10.04 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XI **POLICIES**

11.01 Board Policies

The Board may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Foundation relating to the management and operation of the Foundation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION XII **AMENDMENTS**

12.01 Amendment of Letters Patent

The Letters Patent of the Foundation may only be amended by a Special Resolution.

12.02 Amendments of By-laws

The Board may from time to time enact By-laws relating in any way to the Foundation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering the By-law.

SECTION XIII **IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

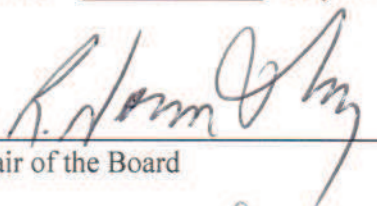
13.01 Repeal of Former General Operating By-law

- (a) All previously enacted By-laws, including General Operating By-law No. 2, are hereby repealed and replaced by General Operating By-law No. 3 herein.
- (b) The repeal of previous By-laws shall not affect the previous operations of the By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to the By-laws prior to their repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

SIGNATURE PAGE IMMEDIATELY FOLLOWS

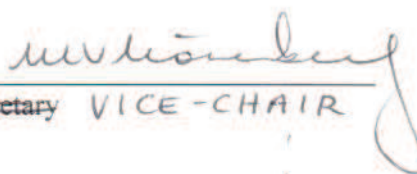
ENACTED by the Directors of the Foundation this
2018. Foundation

26 day of JUNE


Chair of the Board


~~Secretary~~ VICE-CHAIR

SANCTIONED by the Members of the Foundation this 26TH day of JUNE 2018.


~~Secretary~~ VICE-CHAIR