

**BY-LAW NO. 1**

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

**The Canadian Foundation for Women's Health**

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## **BY-LAW NO. 1**

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

### **The Canadian Foundation for Women's Health**

(the “**Foundation**”)

**BE IT ENACTED** as a By-law of the Foundation as follows:

#### **ARTICLE 1 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 *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23, including the Regulations, and any statute that may be substituted therefor, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation;
- (c) “**Board**” means the board of directors of the Foundation;
- (d) “**By-law**” 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;
- (e) “**Director**” means an individual elected or appointed to the Board;
- (f) “**Electronic means**” means any form of communication, including telephonic or electronic communication, that permits information to be transmitted, recorded or communicated;
- (g) “**Meeting of Members**” includes an annual meeting of Members and a special meeting of Members;
- (h) “**Member**” means a member of the Foundation;
- (i) “**Officer**” means any of individuals appointed pursuant to this By-law as an officer;
- (j) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

- (l) **“Special business”** has the meaning set out in Sections 5.02 and 5.03;
- (m) **“Special meeting of Members”** means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of Members entitled to vote on the question at issue called to consider special business; and
- (n) **“Special Resolution”** means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution;
- (o) **“Written Resolution”** means a resolution in writing signed by all Members entitled to vote on that resolution.

## **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 in this By-law, words, terms and expressions appearing in this By-law, including the term “soliciting corporation”, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) words referring to gender include the feminine, masculine, and neutral genders;
- (d) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (e) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (f) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address.

## **1.03 Invalidity of any Provisions of this By-law**

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

## **1.04 Compliance with Articles and Applicable Law**

The Foundation shall carry on its activities in accordance with its purposes as set out in the Articles and in compliance with applicable laws.

**ARTICLE 2  
GENERAL**

**2.01 Corporate Seal**

The Foundation may, but is not required to, have a corporate seal. If adopted, the seal shall be in the form approved by the Board and shall be in the custody of the Secretary or such other officer as the Board may designate.

**2.02 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Foundation may be signed by any two (2) of its officers or directors or by any combination thereof. The Board may from time to time direct the manner in which and the person or persons by whom any such Document or class of Documents shall be executed. Any person authorized to sign a document may affix the corporate seal, if any.

**ARTICLE 3  
FINANCIAL AND ADMINISTRATIVE MATTERS**

**3.01 Financial Year**

The financial year of the Foundation ends on December 31 unless otherwise determined by the Board from time to time.

**3.02 Banking Arrangements**

The banking business of the Foundation shall be transacted at such financial institution as the Board may designate from time to time by resolution of the Board. The Board may authorize officers or other persons to conduct the banking business of the Foundation on its behalf.

**3.03 Audit**

The financial statements of the Foundation shall be subject to audit or review engagement, as required by the Act, and shall be presented to the Members at the annual meeting.

**ARTICLE 4  
MEMBERS**

**4.01 Membership Class and Conditions**

Subject to the Articles, there shall be one (1) class of Members in the Foundation.

- (a) The Members of the Foundation shall consist of the Directors from time to time of the Foundation who shall be Members for as long as they serve as Directors.
- (b) Each Member shall be entitled to receive notice of, attend, and vote at all meetings of the Members.

#### **4.02 Transferability of Membership**

A membership is not transferable.

#### **4.03 Termination of Membership**

Membership in the Foundation shall automatically terminate when:

- (a) the Member ceases to be a Director;
- (b) the Member resigns by providing written notice to the Foundation;
- (c) the Member dies; or
- (d) the Foundation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Foundation, automatically cease to exist.

### **ARTICLE 5 MEETINGS OF MEMBERS**

#### **5.01 Place of Meetings**

Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

#### **5.02 Annual Meetings**

The Board shall call an annual meeting no later than eighteen (18) months after the Foundation is continued or incorporated and subsequently, not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Foundation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Foundation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing, or reappointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under Section 5.02(d) shall constitute special business.

### **5.03 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, which shall constitute special business. Members may also requisition the calling of a special meeting in accordance with the Act.

### **5.04 Notice of Meetings**

Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to 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) to each Director; and
- (c) to the public accountant of the Foundation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article 12 of this By-law. 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 Special Resolution or By-law to be submitted to the meeting.

### **5.05 Member Items of Business**

Members may submit items of business for consideration at a meeting of Members, provided such submissions are made in accordance with the requirements of the Act.

### **5.06 Waiving Notice**

A person entitled to notice of 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.

### **5.07 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 public accountant of the Foundation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

### **5.08 Chair of the Meeting**

The President shall, when present, chair meetings of the Members. In the absence of the President, the Vice President shall chair the meeting. In the absence of both, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **5.09 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. 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 or by telephonic and/or other electronic means.

### **5.10 Participation at Meetings by Telephone or Electronic Means**

Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Foundation makes available such a communication facility and the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how a particular Member or group of Members voted.

### **5.11 Meeting Held by Electronic Means**

If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **5.12 Adjournment**

The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. 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.

### **5.13 Votes to Govern**

Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

### **5.14 Show of Hands**

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. If a meeting is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands.

### **5.15 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, 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.

### **5.16 Proxy Voting**

No Member may vote by proxy at a meeting of Members.

### **5.17 Resolution in Lieu of Meeting**

Except where a written statement is submitted to the Foundation by a director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the 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 the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

### **5.18 Annual Financial Statements**

The Foundation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Foundation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE 6 DIRECTORS**

### **6.01 Powers**

The Board shall manage or supervise the management of the activities and affairs of the Foundation.

## **6.02 Number**

- (a) Subject to the Articles, the Board shall consist of a minimum of seven (7) and a maximum of fifteen (15) directors. The number of directors within such range shall be determined from time to time by the Members by Ordinary Resolution or, if the Members so authorize, by resolution of the Board. No decrease in the number of directors shall shorten the term of an incumbent director.
- (b) The Board shall include one Director who is the Chief Executive Officer of the Society of Obstetricians and Gynaecologists of Canada who shall be nominated for election by the Members at each annual meeting of Members, provided that such individual meets the qualifications of a Director under the Act and these By-laws.

## **6.03 Qualifications**

The following persons are disqualified from being a director of the Foundation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt; and
- (e) a person who is an ineligible individual under the *Income Tax Act* (Canada).
- (f) an employee of the Foundation.

Any director or officer who becomes an ineligible individual under the *Income Tax Act* (Canada) shall promptly disclose that fact to the Board.

## **6.04 Election and Term**

- (a) Subject to the Articles, directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of directors is required, including the director described in Section 6.02(b).
- (b) The terms of office of directors shall be three (3) years.
- (c) If directors are not elected at a meeting of Members, the incumbent directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election, provided that no director shall serve for more than ten (10) consecutive years.
- (e) Directors need not be all elected for the same term.

- (f) The Board may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of Members, provided that the total number of directors does not exceed one-third (1/3) of the number of directors elected at the previous meeting.

#### **6.05 Consent**

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

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
  - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
  - (ii) by acting as a director after such person's election or appointment.

#### **6.06 Vacation of Office**

A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

#### **6.07 Resignation**

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

#### **6.08 Removal**

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term.

The director who is the subject of the proposed removal shall be provided with notice of the meeting and the proposed resolution and shall be given an opportunity to be heard by the Members at the meeting prior to the vote.

The Board may establish policies respecting the process to be followed in advance of a removal, including expectations related to attendance, conduct, or performance, and may include interim measures such as the temporary suspension of a director from participation in Board activities pending review, provided that any such measures are consistent with the Act, do not constitute removal from office, and do not limit the authority of the Members to remove a director

The Members 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.

### **6.09 Vacancies**

- (a) Subject to Section 6.08, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by resolution of the Board. Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number or minimum number of directors provided in the Articles, the directors then in office shall 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.
- (b) In the case of a vacancy involving the director described in Section 6.02(b), the Board may request that the Society of Obstetricians and Gynaecologists of Canada identify a replacement candidate or designate for nomination and election by the Members.

### **6.10 Remuneration and Expenses**

Directors shall serve without remuneration and shall not directly or indirectly receive any profit from their position as such. The Board may authorize reimbursement of reasonable expenses incurred in the performance of their duties.

### **6.11 Borrowing Powers**

The Board of the Foundation may, without authorization of the Members:

- (a) borrow money on the credit of the Foundation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Foundation;
- (c) give a guarantee on behalf of the Foundation; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Foundation, owned or subsequently acquired, to secure any debt obligation of the Foundation.

### **6.12 Committees**

- (a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Foundation.
- (b) Committees are advisory to the Board and do not have decision-making authority unless such authority is expressly delegated by resolution of the Board.

## **ARTICLE 7 MEETINGS OF DIRECTORS**

### **7.01 Place of Meetings**

Meetings of the Board may be held at the registered office of the Foundation or at any other place within or outside of Canada as the Board may determine.

### **7.02 Calling of Meetings**

Meetings of the Board may be called by the President, the Vice President, or any two (2) directors at any time.

### **7.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 12 of this By-law to every director of the Foundation not less than twenty-four (24) hours before the time when the meeting is to be held. 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.

### **7.04 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.

### **7.05 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 immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **7.06 Quorum**

A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.08, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

### **7.07 Resolutions in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting

of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

#### **7.08 Participation at Meeting by Telephone or Electronic Means**

A director may, if all directors consent, participate in a meeting of directors or of a committee of directors by telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in that manner is deemed present at the meeting.

#### **7.09 Chair of the Meeting**

The President shall, when present, chair meetings of the Board. In the absence of the President, the Vice President shall chair the meeting. In the absence of both, the directors who are present shall choose one of their number to chair the meeting.

#### **7.10 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. In the event of a tie vote, the motion is defeated. Directors may not appoint proxies to attend meetings in their stead.

#### **7.11 Regularity of Meetings**

The Board shall meet at least four (4) times per year.

### **ARTICLE 8 OFFICERS**

#### **8.01 Appointment**

The Board may designate the offices of the Foundation, appoint individuals as officers, specify their duties and delegate to such officers the power to manage the affairs of the Foundation. A director may be appointed to any office of the Foundation. An officer may, but need not be, a director unless this By-law otherwise provides. Two or more offices may be held by the same person.

#### **8.02 Officer Terms of Office**

- (a) Unless otherwise determined by the Board, officers shall be appointed for a term of three (3) years and may be re-appointed.
- (b) The President of the Board shall serve for no more than two (2) consecutive terms in that role, provided that the Board may, in exceptional circumstances, extend the President's term for up to one (1) additional term.

- (c) Notwithstanding the foregoing, all officers shall serve at the pleasure of the Board and may be removed at any time by resolution of the Board.

### **8.03 Appointment of Officers**

At the first meeting of the Board of Directors following the annual meeting of Members, the Board shall appoint the officers of the Foundation.

## **ARTICLE 9 DESCRIPTION OF OFFICES**

### **9.01 Description of Offices**

Unless otherwise specified by the Board, the offices of the Foundation shall be as follows and the officers of the Foundation shall have the following duties and powers associated with their positions:

- (a) President – The President of the Board, if one is appointed, shall be a director. The President, if any, shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- (b) Vice President – The Vice President of the Board, if one is appointed, shall be a director. If the President is absent or is unable or refuses to act, the Vice President, if any, shall, when present, preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.
- (c) Secretary – If appointed, the Secretary or their designate shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary or their designate shall enter or cause to be entered in the Foundation’s minute book, minutes of all proceedings at such meetings; the Secretary or their designate shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and members of committees; the Secretary or their designate shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation.
- (d) Treasurer – If appointed, the Treasurer shall provide oversight of the financial affairs of the Foundation, including financial reporting, budgeting, and audit processes, and shall have such other powers and duties as the Board may specify.

The powers and duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board or, if appointed, Chief Executive Officer requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **9.02 Chief Executive Officer**

Chief Executive Officer – If appointed, the Chief Executive Officer shall be responsible for implementing the strategic plans and policies of the Foundation, and, subject to the authority of the Board, shall have general supervision of the affairs of the Foundation.

### **9.03 Delegation to the Chief Executive Officer**

Where a Chief Executive Officer is appointed, the Board governs through the establishment of direction, policy, and oversight, and delegates responsibility for the management and operations of the Foundation to the Chief Executive Officer, subject to the authority of the Board. In the absence of a Chief Executive Officer, the Board retains responsibility for management and operations or may delegate such responsibilities as it deems appropriate.

### **9.04 Removal and Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may, by resolution, 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 officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director (if a necessary qualification of appointment); or
- (d) such officer's death.

If the office of any officer of the Foundation shall be or become vacant, the directors may, by resolution, fill the vacancy from among the Directors.

### **9.05 Remuneration of Officers**

Other than the Chief Executive Officer, if any, the officers shall serve as such without remuneration, and no directors or officers shall directly or indirectly receive any profit from their position as such. Any officer or employee of the Foundation may be reimbursed for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Chief Executive Officer, if appointed.

## **ARTICLE 10 CONFLICT OF INTEREST**

### **10.01 Conflict of Interest**

Directors and officers shall disclose any conflicts of interest in accordance with the Act and shall refrain from participating in discussions or decisions where a conflict exists. The Board shall adopt and maintain a conflict of interest policy to establish procedures for identifying, disclosing, and managing conflicts of interest.

## **ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **11.01 Standard of Care**

Every director and officer of the Foundation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Foundation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Foundation shall comply with the Act, the regulations, Articles, By-law and policies of the Foundation.

### **11.02 Limitation of Liability**

Provided that the standard of care required of the director or officer under the Act and this By-law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

### **11.03 Indemnification of Directors and Officers**

The Foundation shall indemnify a director, an officer of the Foundation, a former director or officer of the Foundation, or another individual who acts or acted at the Foundation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Foundation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Foundation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Foundation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Foundation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the

right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

#### **11.04 Insurance**

Subject to the Act, the Foundation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Foundation pursuant to Section 11.03 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Foundation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Foundation's request.

#### **11.05 Advances**

With respect to the defence by a director or officer or other individual 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 the terms of the Act, the Board may authorize the Foundation to advance to the director or officer or other individual 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. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

### **ARTICLE 12 NOTICES**

#### **12.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier, personal delivery, or by an electronic or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-law of the Foundation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when transmitted. An officer may change or cause to be changed the recorded address of any Member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the officer to be reliable. The declaration by the officer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Foundation to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **12.02 Omissions and Errors**

The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with this By-law, 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.

### **12.03 Waiver of Notice**

Any person entitled to notice 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.

### **12.04 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

## **ARTICLE 13 DISPUTE RESOLUTION**

### **13.01 Dispute Resolution**

Disputes or controversies among Members, directors or officers of the Foundation shall, where possible, be resolved through good faith discussions.

### **13.02 Mediation**

If a dispute or controversy cannot be resolved through such discussions, the parties may agree to resolve the matter through mediation conducted by a mutually agreed upon mediator. The costs of mediation shall be shared as agreed by the parties, or, failing agreement, as determined by the mediator. The Foundation may, at the discretion of the Board, pay all or a portion of such costs.

### **13.03 Other Remedies**

Nothing in this Article shall limit the rights of any party to seek remedies available under the Act or at law.

## **ARTICLE 14 SPECIAL RESOLUTIONS**

### **14.01 Special Resolutions**

A special resolution of the Members is required for matters specified in the Act, including amendments to the Articles and By-laws.

## **ARTICLE 15 BY-LAWS AND EFFECTIVE DATE**

### **15.01 By-law and Effective Date**

Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Foundation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Despite the foregoing, a By-law amendment that requires a Special Resolution as set out in Article 14 is only effective when confirmed by Members.

Upon the enactment of this By-law, all previous By-laws of the Foundation shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or Articles of the Foundation obtained pursuant to, any such By-law prior to its repeal. All directors, officers, and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

### **15.02 Administrative Amendments**

The Board may authorize an officer of the Foundation, including, if appointed, the Chief Executive Officer, to make such administrative or technical amendments to these By-laws as may be necessary to correct typographical errors, numbering, cross-references, or formatting, provided that such amendments do not alter the substance of these By-laws.

### **15.03 Policies**

The Board may adopt, amend or repeal policies relating to the management and operation of the Foundation, provided that such policies are not inconsistent with the Articles or By-laws.

*(Signature page follows)*

**ENACTED** by the directors on the   20<sup>th</sup>   day of   April  , 2026.

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President, Dorothy Shaw

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Vice President, Robert Reid

**CONFIRMED** by the Members on the   20<sup>th</sup>   day of   May  , 2026.

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President, Dorothy Shaw

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Vice President, Robert Reid