

Bylaws

HALTON CATHOLIC CHILDREN'S EDUCATION FOUNDATION

(the "Foundation")

BYLAW NUMBER 5

A bylaw relating generally to the conduct of the affairs of HALTON CATHOLIC CHILDREN'S EDUCATION FOUNDATION (the "Foundation")

BE IT ENACTED as a bylaw of HALTON CATHOLIC CHILDREN'S EDUCATION FOUNDATION (the "Foundation") as follows:

1. INTERPRETATION

1.1 Meaning of Words

In this bylaw and all other bylaws and resolutions of the Foundation, unless the context otherwise requires:

1.1.1 – the singular includes the plural;

1.1.2 – "Bylaws" means this bylaw (including any schedules to this bylaw) and all other bylaws of the Foundation as amended and which are, from time to time, in force and effect;

1.1.3 – "Board" means the Board of Directors of the Foundation;

1.1.4 - "Director" means an individual occupying the position of director of the Foundation by whatever name they are called;

1.1.5 - "Member" means a member of the Foundation;

1.1.6 - "Chair" means the chair of the Board of Directors;

1.1.7 – "Corporations Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

1.1.8 – “documents”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.1.9 – “Executive Officers” means the persons who hold the offices enumerated in section 5.1;

1.1.10 – “Foundation” means HALTON CATHOLIC CHILDREN'S EDUCATION FOUNDATION.

1.2. Corporations Act Terms

Other than as specified in Section 1.1, all terms defined in the Corporations Act have the same meaning in this bylaw and all other bylaws and resolutions of the Foundation. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

2. HEAD OFFICE

The head office of the Foundation shall be in the Regional Municipality of Halton in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Foundation.

4. BOARD

4.1. Board

Subject to the provisions of any special resolution changing the number of Directors, the affairs of the Foundation shall be managed by a Board composed of anywhere from 8 – 12 Directors representing the Catholic School and Church communities of the Halton Region.

4.2. Qualifications

Each Director shall:

- be at the date of, or become within ten (10) days after, the election of the person as, and thereafter remain throughout the term of office, a member of the Foundation who is qualified by the terms of section 8.6 to hold office;
- be at least eighteen (18) years of age;
- not be an undischarged bankrupt nor a mentally incompetent person;
- be a resident Canadian within the meaning of the Income Tax Act (Canada), as same may be amended from time to time; and
- be supportive of publicly-funded Catholic education and committed to ensuring the well-being of children and students enrolled within the Halton Catholic District School Board.

If a person ceases to be a member of the Foundation who is qualified by the terms of section 8.5 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 4.3.

4.3. Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among the qualified members of the Foundation. If no quorum of Directors exists, the remaining Directors shall forthwith call a special meeting of members to fill the vacancies on the Board, and, if they fail to call such a meeting, the meeting may be called by any Member.

4.4. Removal of Directors

The members entitled to vote may, by resolution passed by a majority of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration date of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of the term of the removed Director.

4.5. Quorum

A quorum for the transaction of business at meetings of the Board shall be defined as the majority of sitting members of the Board (Section 34(2)).

4.6. Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by

telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. Meetings of the Board may be called by the Chief Executive Officer or the Secretary or any two (2) Directors.

4.7. Notice

Subject to the provisions of section 4.9, notice of Board meetings shall be by e-mail to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or Chief Executive Officer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.8. Regular Meetings

The Board may appoint one or more days in each year for the regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Foundation for the purpose of organization, the election and appointment of Officers and the transaction of any other business.

4.9. Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.10. Remuneration of Directors

The Directors of the Foundation shall serve without remuneration. However, Directors shall be entitled to be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

4.11. Indemnities to Directors

Every Director and Officer of the Foundation and the heirs, executors and administrators, and estate and effects, of such Director and Officer shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against,

4.11.1 – all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted

against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of the office; and

4.11.2 – all other costs, charges and expenses which such Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the willful neglect or default of such Director.

4.12. Insurance - Subject to applicable law, the Foundation shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

4.13. Protection of Directors and Officers

No Directors or Officers of the Foundation 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 act for conformity or for any loss, damage or expense happening to the Foundation through insufficiency or deficiency of title to any property acquired by the Foundation or for or on behalf of the Foundation or for the insufficiency of any security in or upon which any of the money of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust provided they have:

- a) complied with the Act and the Corporation's articles and Bylaws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

4.14. Responsibility for Acts

The Directors for the time being of the Foundation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board.

4.15. Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by delegate to attend to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.16. Resolution in Writing

A resolution in writing signed by all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose. A written resolution may be made in counterpart.

4.17 - Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

5. OFFICERS

5.1. Executive Officers

Subject to the provisions of section 5.2, there shall be a Chair, a Vice-Chair, Chief Executive Officer, and/or Executive Director and Secretary to the Board, and a Treasurer. One person may hold more than one office.

5.2. Chair

The Board shall appoint from among the Directors a Chair (Section 42(2)). The Chair shall, subject to any special resolution of the Foundation, when present, preside at all meetings of the Board, the Executive Committee, if any, as well as all meetings of members of the Foundation.

5.3. Vice-Chair

The Vice-Chair shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.

5.4. Chief Executive Officer

Chief Executive Officer (CEO) shall sign all documents requiring the signature of the CEO and have the powers and duties from time to time prescribed by the Board or incident to the office. In the absence of the Chair and Vice-Chair, the CEO shall, subject to any special resolution of the Foundation, preside at all meetings of the Board, the Executive Committee, if any, and meetings of members of the Foundation.

5.5. Executive Director and Secretary to the Board

The Board may from time to time appoint one (1) or more Executive Directors and may delegate to them full power to manage and direct the business and affairs of the Foundation (except such businesses and affairs of the Foundation as must be transacted or performed by other Officers, by the Board, or by the members), and to employ and discharge agents and employees of the Foundation, or may delegate to them any lesser authority. An Executive Director shall conform to all lawful orders given to such Executive Director by the Board of such matters and duties as by law, including, without limitation, a special resolution of the Foundation, and shall at all reasonable times give to the Director or any of them all information they may require regarding the affairs of the Foundation.

The Secretary to the Board shall be ex-officio clerk of the Board or Executive Committee (if any); shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to Directors; shall be the custodian of the corporate seal of the Foundation and of all books, papers, records, correspondence and documents belonging to the Foundation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

5.6. Treasurer

The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account; shall be responsible for depositing all monies or other valuable effects in the name and to the credit of the Foundation in the bank or banks from time to time designated by the Board or Executive Committee (if any); shall be responsible for disbursing the funds of the Foundation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor; shall be responsible for rendering to the Board or Executive Committee (if any), whenever required, an account of all transactions as Treasurer and of the financial position of the Foundation; shall be responsible for co-operating with the auditors of the Foundation during any audit of the accounts of the Foundation; and shall be responsible for performing the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

5.7. Vacancies

The office of a Director shall be vacated immediately:

- if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- if the Director dies or becomes bankrupt; or
- if the Director is found to be incapable of managing property by a court or under Ontario law; or
- if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

The Directors shall, in the case of the Chief Executive Officer and Chair of the Board, if any, elect from among themselves a person to fill such vacancy and, in the case of the Secretary, appoint a person to fill such vacancy and may, in the case of any other office, appoint a person to fill such vacancy.

5.8 Filling of Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- a quorum of Directors may fill a vacancy among the Directors.

5.9. Other Officers

The Board may appoint other Officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary, and all Officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such Officer or agent of the Foundation. The duties of all other Officers of the Foundation appointed by the Board or Executive Committee (if any) shall be such as the terms of their engagement call for or the Board or Executive Committee (if any) prescribes.

6. ELECTION OF THE BOARD

6.1. Term

Subject to the provisions of the Corporations Act and Section 24(1) hereof, Directors shall be elected by members entitled to vote and shall hold office from the date of the meeting at which such Director is first appointed until the sooner of the annual general meeting of the year such Director's term expires; such Director resigns; such Director is removed by the members; or until such Director's successor is elected or appointed

6.1.2 – The Chair of the Board upon election shall hold this office for a term of two years from the date of their election.

6.1.3 – At the end of the two-year term, the term of the Chair of the Board will expire.

6.2. Re-election

A Director, if otherwise qualified, is eligible for election for two (2) terms of three (3) years each, for a maximum of six (6) consecutive years, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such Director.

A Director seeking a second term in office would need to inform the Governance and Nomination Committee of their intent at least 60 days prior to the Annual General Meeting. The Governance and Nomination Committee would review against board needs and competency requirements and recommend a slate of Directors to be voted on at the Annual General Meeting.

6.3. Elections

At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for a three (3) year term by and from among members eligible to vote. In addition, Section 24(7) allows a Board to appoint additional directors for a limited term provided that the number of additional Directors appointed does not exceed 1/3rd of the number of Directors elected by the Members at the previous annual Members' meeting.

6.4. Nominations

Candidates for the office of Director shall include:

6.4.1 – the slate of candidates for office proposed by the Governance and Nominations Committee, or if there is no Governance and Nominations Committee, by the Executive Committee; and

6.4.2 – the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.

6.4.3 – The Governance and Nominations Committee will also present to the Board at the Annual General Meeting the proposed slate of candidates for the Executive Officer positions if required and will also include,

6.4.4 – The persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of the Chair and Vice-Chair is held.

6.5. Election Method

Where:

6.5.1 – the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.5.2 – the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.6. Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

7. EXECUTIVE COMMITTEE

7.1. Composition

The Chair, Vice-Chair, Chief Executive Officer, Executive Director and Secretary to the Board, and Treasurer shall constitute the Executive Committee. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as such member shall be a Director or shall hold the office of Executive Director and Secretary to the Board, and Treasurer. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

7.2. Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board and the management and direction of the affairs and business of the Foundation in such manner as the Executive Committee shall deem best for the interest of the Foundation in all cases in which specific directions shall not have been given by the Board.

7.3. Procedures

Subject to sections 7.4, 7.5 and 7.6 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at (3/4) of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

7.4. Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a majority of the Executive Committee is present.

7.5. Place of Business

Meetings of the Executive Committee may be held at the head office of the Foundation or at any other place within or outside Ontario as specified in the notice calling the meeting.

7.6. Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

8. MEMBERSHIP

8.1. Composition

Membership in the Foundation shall consist of the applicants for the incorporation of the Foundation and such other individuals, corporation, partnerships and legal entities as are admitted as members by the Board.

8.2. Classes

There shall be two classes of membership in the Foundation: voting and honorary. No person who is not a voting member shall be entitled to vote in any proceedings of the Foundation or shall be entitled to receive notices of meetings of members or to be present thereat except as may otherwise be provided for in the Corporations Act or with the permission of the Board or as may otherwise be set out in this general bylaw of the Foundation. Voting membership shall be restricted to those persons appointed as such by the Board. The applicants for incorporation of the Foundation together with those persons who subsequently become Directors of the Foundation shall also be admitted as voting members of the Foundation by the Board. If a common disaster eliminates all of the voting membership, or if at any time there remain two (2) or fewer voting members who are Directors and who do not fill the vacancies on the Board within sixty (60) days of such vacancies occurring, the Foundation shall be dissolved by the voting members, and all of its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the Income Tax Act (Canada).

8.3. Applications

Unless otherwise determined by the Board, applicants for membership in the Foundation shall be admitted as voting members. Each member shall promptly be informed by the Secretary of admission as a member. There shall be no dues, fees or assessments (hereinafter collectively referred to as "assessments") payable by members except such, if any, as shall from time to time be fixed by a three quarters (3/4) vote of the members of the Board, which vote shall become effective only when confirmed by a two-thirds (2/3) vote of the members at an annual or other general meeting.

8.4. Honorary Members

From time to time, the Board may admit for life or lesser term without payment of any assessment as an honorary member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Foundation. Honorary members shall enjoy all the rights and privileges conferred upon such members or classes thereof from time to time but shall not be entitled to vote.

8.5. Voting Classes

Save as otherwise provided herein, each voting member of the Foundation shall be entitled to one (1) vote per voting member at all meetings of members of the Foundation. Corporations may vote through a duly authorized proxy. No voting member shall be entitled either in person or by proxy to vote at meetings of the Foundation unless such member has paid all assessments, if any, then payable by such member.

8.6. Holding Office

No person shall be qualified to hold office in the Foundation as a Director unless such person becomes a member of the Foundation within ten (10) days after election or appointment as a Director.

8.7. Transfer of Membership

The interest of a member in the Foundation is not transferable and lapses and ceases to exist upon death or when such member ceases to be a member by resignation or otherwise in accordance with the bylaws of the Foundation.

8.8. Revocation of Membership

Any member may be expelled from the Foundation by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

8.9. Termination of Membership

A membership in the Foundation automatically terminates upon the happening of any of the following events:

8.9.1 – if the person, in writing, resigns as a member of the Foundation;

8.9.2 – if the member dies;

8.9.3 – if the person is expelled from the Foundation pursuant to section 8.8,

8.9.4 – if an assessment under the authority of section 8.10 remains unpaid for more than ninety (90) days after notice of the assessment has been given to the member; or

8.9.5 – if the member is found to be of unsound mind.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 8.10 prior to termination of such membership.

8.10. Membership Assessments

Membership Assessment may only be levied if authorized by:

8.10.1 – three-quarters (3/4) of the members of the Board; and

8.10.2 – two-thirds (2/3) of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed to each member. Provided, however, that no assessments may be levied against any honorary member.

8.11. Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Foundation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Foundation.

8.12. Annual Meeting

Subject to compliance with Section 53(2) of the Corporations Act, the annual meeting of the members shall be held at any place within Ontario, or by telephonic or electronic means on such day in each year and at such time as the Directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Foundation is located, for the purpose of:

- hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Foundation at an annual meeting;
- electing such Directors as are to be elected at such annual meeting;
- appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- the transaction of any other business properly brought before the meeting.

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

8.13. Special Meeting

The Board may at any time call a special meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting for any date and time and at any place within Ontario, or by telephonic or electronic means or, in the absence of such determination, at the place where the head office of the Foundation is located. A special meeting of members may also be called by the members as provided in the Corporations Act. The Board shall convene a special meeting on written requisition of not less than one tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

8.14. Notice of Meetings

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

8.15. Waiver of Notice

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

8.16. Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Foundation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

8.17. Quorum

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Corporations Act or by the Foundation's letters patent or any other bylaw) shall be persons present being not less than 51% of the membership and representing in person or by proxy not less than fifty-one percent (51%) of the members entitled to vote. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business, and the provisions of section 14.1 with regard to notice shall apply to such adjournment.

8.18. Majority of Votes to Govern

Unless otherwise required by the provisions of the Corporations Act or the bylaws of the Foundation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost. No member shall be entitled either in person or by proxy to vote at any meeting of members of the Foundation unless such member has paid all assessments, if any, then due and payable.

8.19. Proxies

Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member, as a nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or the attorney of the member authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

8.20. Show of Hands

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a bylaw of the Foundation or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Foundation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.21. Chair

In the absence of the Chair of the Board, or the Vice-Chair or the Chief Executive Officer, the members entitled to vote present at any meeting of members shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the members present shall choose one of their number to be Chair.

8.22. Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.23. Adjournment

The Chair 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 the original meeting in accordance with the notice calling the same.

8.24. Resolution in Writing

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of members. A written resolution may be made in counterpart.

9. COMMITTEES

The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

9.1. Standing Committees

There shall be a Fundraising Committee, an Allocations Committee and a Governance and Nominations Committee, and there may be such other Standing Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.

9.2. Fundraising Committee

The Fundraising Committee shall be responsible for generating the resources needed to carry out the objects and work of the Foundation. The Fundraising Committee will take on a leadership role for the planning and coordinating of revenue-generating strategies. The Fundraising Committee will be responsible for seeking out donors and sponsors, organizing fundraising events, applying for grants and for promoting donations and gifts to the Foundation. The Fundraising Committee shall consist of four (4) members of the Board, plus additional community members as may be determined from time to time. A member of the Board shall serve as Chair of the Fundraising Committee.

9.3. Allocations Committee

The Allocations Committee shall be responsible for reviewing the funding requests made to the Foundation and for selecting and making appropriate recommendations to the Board for generating the approval of such requests and identifying the source of funds. The Allocations Committee will advise the Board on policies and procedures for the allocation of monies and grants, it will monitor the delivery of implementation strategies and make recommendations to the Board regarding future amendments to the approval plan of action and it will assess all applications for funds, including any requests for occasional or ongoing funding, and allocate approved funds to successful applicants. The Allocations Committee shall consist of four (4) members of the Board, plus additional community members as may be determined from time to time. A member of the Board shall serve as Chair of the Allocations Committee.

9.4. Governance and Nominations Committee

The Governance and Nominations Committee shall be responsible for monitoring Board governance structure and processes, recommending bylaws and governance policies and for ensuring succession planning and nominations for Board membership. The Governance and Nominations Committee will ensure the constant vigor and effectiveness of the full Board and the work it performs for the Foundation. The Governance and Nominations Committee shall consist of four (4) members of the Board, plus additional community members as may be determined from time to time. A member of the Board shall serve as Chair of the Governance and Nominations Committee.

9.5. Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

9.6. Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be determined automatically upon:

9.6.1 – the delivery of its report;

9.6.2 – the completion of its assigned task;

9.6.3 – a change in the membership of the Board or Executive Committee by which it was constituted; or

9.6.4 – a resolution to that effect of the Board or Executive Committee by which it was constituted; whichever occurs first.

Provided, however, that in the case of termination pursuant to subsection 9.6.3, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

9.7. Rules Governing Committees

Except as otherwise provided by bylaw of the Foundation, all Committees other than the Executive Committee are subject to the following:

9.7.1 – the Chair and members shall be appointed by the Executive Committee, if any, otherwise by the Board, from among the members of the Foundation who are qualified to hold office;

9.7.2 – at least one member of Executive Committee, if any, shall be appointed to serve on each Committee;

9.7.3 – in addition to the members of a Committee appointed pursuant to subsection 9.7.1, the Executive Committee, if any, otherwise the Board, may appoint to any Committee, persons who are not members of the Foundation who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;

9.7.4 – a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;

9.7.5 – each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the Board;

9.7.6 – each Committee shall be responsible to, and report after each meeting to, the Executive Committee (if none, to the Board);

9.7.7 – subject to any rules established by the Executive Committee (or if none, by the Board), each Committee may establish its own rules or procedure and may appoint subcommittees.

10. EXECUTION OF DOCUMENTS

10.1. Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or persons and in the manner from time to time prescribed by the Board.

10.2. Execution of Documents

Documents requiring execution by the Foundation may be signed as follows:

- deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by any two (2) Officers or Directors of the Foundation, and the seal of the Foundation, when required, may be affixed to such instruments;
- contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the Chief Executive Officer, the Chair, the Treasurer, the Secretary or by any person authorized by the Board;
- any two (2) Officers or Directors of the Foundation, or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise, and may accept in the name of and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation; and notwithstanding any provisions to the contrary contained in the bylaws of the Foundation, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Foundation may or shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

10.3. Books and Records

The Board shall see that all necessary books and records of the Foundation required by the bylaws of the Foundation or by any applicable statute are regularly and properly kept.

11. BANKING ARRANGEMENTS

11.1. Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business that the Board has designated as the Foundation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

11.1.1 – operate the Foundation's accounts with the banker;

11.1.2 – make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

11.1.3 – issue receipts for and orders relating to any property of the Foundation;

11.1.4 – execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

11.1.5 – authorize any Officer of the banker to do any act or thing on the Foundation's behalf to facilitate the banking business.

11.2. Deposit of Securities

The securities of the Foundation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by such Officer or Officers, agent or agents of the Foundation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the deposit or the proceeds thereof.

12. BORROWING BY THE FOUNDATION

12.1. Board May Borrow

Subject to the limitations set out in the bylaws or in the Letters Patent of the Foundation, the Board may,

12.1.1 – borrow money on the credit of the Foundation;

12.1.2 – issue, sell or pledge securities of the Foundation; or

12.1.3 – charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, 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.

Provided that, except where the Foundation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

12.2. Board Authorize Signatories

From time to time the Board may authorize any Director, Officer or employee of the Foundation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and 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.

13. FINANCIAL YEAR AND AUDITORS

13.1. Year Selected

The financial year of the Foundation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.

14. NOTICES

14.1. Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Corporations Act, the Regulations, the letters patent, the bylaws or otherwise, to a member, Director, Officer, auditor or members of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the Recorded Address or if mailed to such person at the Recorded Address by prepaid ordinary mail, or if sent to the Recorded Address by any means of telex, facsimile transmission, electronic mail, or similar form of simultaneous electronic transmission. 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 received by the addressee on the fifth (5th) business day after mailing; and a notice so sent by means of telex, facsimile transmission, electronic mail, or similar form of simultaneous electronic transmission, shall be deemed to have been given when transmitted. The Secretary may change or cause to be changed the Recorded Address of any member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

14.2. Signature of Notices

The signature of any Director or Officer of the Foundation to any notice or document to be given by the Foundation may be written, stamped, typewritten or printed.

14.3. Computation of Time

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

14.4. Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer or auditor, or the non-receipt of any notice by any member, Director, Officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice if otherwise founded thereon.

14.5. Waiver of Notice

Any member or duly appointed proxy, Director, Officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

15. BYLAWS AND AMENDMENTS, ETC.

15.1. Enactment

Bylaws of the Foundation may be enacted, repealed, amended, altered, added to or re enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

16. REPEAL OF PRIOR BYLAWS

16.1. Repeal

Subject to the provisions of sections 16.2 and 16.3 hereof, all prior bylaws, resolutions and other enactments of the Foundation heretofore enacted or made are repealed.

16.2. Exception

The provisions of section 16.1 shall not extend to any bylaw or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

16.3. Proviso

Proviso however that the repeal of prior bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

17 CHARITABLE CORPORATIONS

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

18. EFFECTIVE DATE

18.1. Effective on Passing

This bylaw shall come into force without further formality upon its enactment.

WITNESS the seal of the Foundation.

ENACTED by the Board as of this 26th day of October, 2022.

_____	_____	_____
Chair – Marvin Duarte	Vice-Chair – James McInnis	Executive Director and Secretary of the Board – Marc Clare

The foregoing bylaw is hereby passed by all the Directors of the Foundation pursuant to the provisions of the Corporations Act (Ontario) as of this 26th day of October, 2022.

_____	_____	_____
MEGHAN ARAUJO	TRISTIN BURNS	RICARDO CHAVEZ
_____	_____	_____
GERALDINE ESEMEZIE	LINA GIAMMARCO	JOHN KIM
_____	_____	_____
ALICE ANNE LEMAY	ELEANOR RODRIGUES	FRED SWEENEY

The foregoing resolution is hereby consented to by all the members of the Foundation entitled to vote thereon, pursuant to the provisions of the Corporations Act (Ontario), as of this 26th day of October, 2022.