

FORM 3

SOCIETY ACT CONSTITUTION

1. The name of the Foundation is **BRITANNIA COMMUNITY SERVICES FOUNDATION.**
2. The purposes of the Foundation are:
 - (a) to further the services and programs offered by The Britannia Community Services Centre Society by providing financial support for such services and programs;
 - (b) to receive legacies, donations, gifts, bequests and endowments from all sources and to hold, invest, administer and distribute funds and property for the purposes of the Foundation;
 - (c) to acquire by lease, purchase, or otherwise such real and personal property as may be necessary to carry out the purposes of the Foundation;
 - (d) to act as the trustee of the Britannia Community Services Development Fund Trust in accordance with the terms of the Britannia Community Services Development Fund Trust Agreement;
 - (e) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposed and the exercise of the powers of the Foundation.
3. The activities of the Foundation shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Foundation shall be used in promoting the purposes of the Foundation.
4. Upon winding-up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment of any debts of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, shall be distributed to The Britannia Community Services Centre Society, or its successor. In the event The Britannia Community Services Centre Society no longer exists, then any property then remaining shall be distributed to such charities carrying on work of a similar nature as are "qualified donees" under the *Income Tax Act*, as shall be designated by the Board.
5. Paragraphs 3, 4 and 5 are unalterable.

SOCIETY ACT

BYLAWS

of

BRITANNIA COMMUNITY SERVICES FOUNDATION

PART 1. - INTERPRETATION

1.1 Definitions

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

- (a) **“Address of the Foundation”** means the address of the Foundation as filed from time to time with the Registrar in the Notice of Address;
- (b) **“Appointed director”** means a person appointed in accordance with these Bylaws as an appointed director or appointed as a replacement director for an appointed director;
- (c) **“Board”** means the directors’ acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
- (d) **“Board resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (e) **“Bylaws”** means the Bylaws of the Foundation as filed in the Office of the Registrar;
- (f) **“Chair”** means a person elected to the office of Chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Foundation as filed in the Office of the Registrar;
- (h) **“Directors”** means those persons who have become either appointed, elected or replacement directors in accordance with these Bylaws and have not ceased to be directors, and a “director” means any one of them;

- (i) **“Elected director”** means a person elected as an elected director in accordance with these Bylaws or elected or appointed as a replacement director for an elected director;
- (j) **“Income Tax Act”** means the *Income Tax Act*, RSC 1985 (5th Supp.), c. 1 as amended from time to time;
- (k) **“Members”** means the applicants for incorporation of the Foundation and those persons who have subsequently become members in accordance with those Bylaws and, in either case, have not ceased to be members, and a “member” means any one of them;
- (l) **“Ordinary resolution”** means:
 - (i) a resolution passed in a general meeting by the members of the Foundation by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the members of the Foundation and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Foundation, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Foundation;
- (m) **“Registered address”** of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (n) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (o) **“Foundation”** means “the Britannia Community Services Foundation”;
- (p) **“Society Act”** means the *Society Act* RSBC 1966, c. 433, as amended from time to time;
- (q) **“Special resolution”** means:
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Foundation who, being entitled to do so, vote in person,
 - (1) of which the notice that the bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a resolution has been given, or
 - (2) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
 - (ii) a resolution consented to in writing by every member of the Foundation who would have been entitled to vote on it in person at a general meeting

of the Foundation, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Foundation.

1.2 Society Act Definitions

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the constitution.

PART 2 - MEMBERSHIP

2.1 Admission to Membership

Membership in the Foundation shall be restricted to the directors of The Britannia Community Services Centre Society from time to time who have applied for membership.

2.2 Expulsion of Member

A member may be expelled by an ordinary resolution.

2.3 Cessation of Membership

A person shall immediately cease to be a member of the Foundation:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Foundation or to the address of the Foundation and the effective date of the resignation stated thereon; or
- (b) upon his or her death; or
- (c) upon his or her no longer being a director of The Britannia Community Services Centre Society; or
- (d) upon being expelled.

2.4 Dues

There shall be no annual membership dues.

2.5 Standing of Members

All members are deemed to be in good standing.

2.6 Compliance with Bylaws

Every member shall uphold the constitution and comply with these Bylaws.

PART 3 - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Foundation shall be held at such time and place, in accordance with the *Society Act*, as the Board shall decide.

3.2 Extraordinary General Meeting

Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.3 Calling of Extraordinary General Meeting

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 Notice of General Meeting

The Foundation shall give not less than 14 days written notice of a general meeting to those members entitled to receive notice; but those members may waive or reduce the period for a particular meeting by unanimous consent in writing.

3.5 Contents of Notice

Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.6 Omission of Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Annual General Meetings

The first annual general meeting of the Foundation shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the directors;
 - (iv) consideration of the report of the auditor;
 - (v) the election of directors;
 - (vi) the appointment of the auditor; and

- (vii) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

4.2 Requirement of Quorum

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 Quorum

A quorum at a general meeting is the greater of one-third of the members or nine persons, but shall never be less than three persons.

4.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to a future date which will be determined by the members present at the meeting place, or failing their agreement, by any two directors present at the meeting place. The date of the adjourned meeting must allow sufficient time for at least 14 days' prior notice of the re-scheduled meeting to be given to the members. If, at the time and date to which the meeting is adjourned, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.6 Chair

The Chair of the Foundation shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting or request that he or she not chair that meeting, members present may choose one of their numbers to chair that meeting.

4.7 Alternate Chair

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

4.8 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Motions Must be Seconded

Resolutions proposed at a general meeting must be seconded.

4.11 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.

4.12 Entitlement to Vote

A member in good standing is entitled to one vote.

4.13 Casting Vote

The person chairing a general meeting, providing he or she is a member of the Foundation, may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.

4.15 Voting by Proxy not Permitted

Voting by proxy is not permitted.

4.16 Ordinary Resolution in Writing

A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it at a general meeting of the Foundation is a valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.17 Special Resolution in Writing

A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it at a general meeting of the Foundation is as valid and effectual as a special resolution as if it had had passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.18 Copy of Special Resolution to be Filed with the Registrar

A copy of any special resolution passed in accordance with the Bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

PART 5 - DIRECTORS

5.1 Powers of Directors

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

- (a) all laws affecting the Foundation; and
- (b) these Bylaws.

5.2 Management of Property and Affairs

The property and the affairs of the Foundation shall be managed by the Board.

5.3 Number of Directors

The number of directors shall be such number, not being less than five, as may be determined from time to time by ordinary resolution.

5.4 Election of Directors

Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.

5.5 Term of Office

Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three years. However the members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the members in their discretion. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close

of the annual general meeting at which such director was elected. If, however, the director was elected at an extraordinary general meeting his or her term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.6 Consecutive Terms

Directors may be elected for consecutive terms.

5.7 Term Limit

A director may serve for no more than 5 consecutive terms.

5.8 Election by Secret Ballot

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

5.9 Voiding of Ballot

No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.10 Director Need Not be a Member

A person need not be a member of the Foundation to be eligible to be a director of the Foundation.

5.11 Election of Less than Required Number of Directors

Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as successor directors are elected or appointed.

5.12 Directors Subscribe and Support Purposes

Every director shall unreservedly subscribe to and support the purposes of the Foundation.

5.13 Removal of Directors

The members may by ordinary resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.14 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a director ceases to hold office during his or her term for any reason other than removal in accordance with these Bylaws and the number of directors is then less than three, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.15 Invalidation of Acts

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

5.16 Cessation of Directors

A person shall automatically cease to be a director of the Foundation:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Foundation or to the address of the Foundation and the effective date of the resignation stated therein; or
- (b) upon his or her death; or
- (c) upon being removed in accordance with these Bylaws.

5.17 Remuneration of Directors

A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.

5.18 Powers of the Board

The Board shall have the power to make expenditures and loans, whether or not secured or interest-bearing for the purposes of furthering the purposes of the Foundation including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Foundation for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Foundation, or assumed by the Foundation in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

5.19 Board Enabled to Receive Donations

The Board shall take such steps as it deems necessary to enable the Foundation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Foundation. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

5.20 Investment of Property and Standard of Care

If the directors are required to invest funds on behalf of the Foundation, the directors may invest the property of the Foundation in any form of property or security in which a prudent investor might invest. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Foundation. For greater certainty, the directors are not limited to investments authorized for trustees found in Section 15 of the *Trustee Act* of British Columbia.

5.21 Investment in Mutual or Pooled Funds

Investment of the property in the Foundation may be made by the directors of the Foundation or by any agent or delegate of theirs in any mutual fund, common trust fund, pooled fund or similar investment.

5.22 Investment Advice

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

5.23 Delegation of Investment Authority to Agent

The directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Foundation's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6 - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issue of the certificate of incorporation, a meeting of the directors shall be held at which the directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business

6.2 Quorum

The Board shall be a majority of the directors.

6.3 Chair of Meetings

The Chair of the Foundation shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

6.4 Alternate Chair

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

6.5 Calling of Meetings

A director may at any time, and the Secretary at the request of a director shall, convene a meeting of the Board.

6.6 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.7 Motions Must be Seconded

Resolutions proposed at a meeting of the Board must be seconded.

6.8 Simple Majority Sufficient

Any issue at a meeting of the Board which is not required by these Bylaws or the Foundation Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.9 Casting Vote

The person chairing a meeting may vote, but if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.10 Procedure for Voting

Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

6.11 Resolution in Writing

A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as a special resolution as if it had had passed at a meeting of members duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 Waiver of Notice by Absent Director

A director who contemplates being or is absent from British Columbia may, by letter, facsimile, electronic mail, telegram or telex, send or deliver to the address of the Foundation a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and

- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - DUTIES OF OFFICERS

7.1 Election of Officers

At the first meeting of the Board, the Board shall elect from among the directors a Chair together with such other officers as are required in accordance with these Bylaws who shall hold office until the first meeting of the Board held after the next following annual general meeting.

7.2 Secretary and Treasurer Required

The Board shall appoint a Secretary and Treasurer and may appoint and remove such other officers of the Foundation as it deems necessary and determine the duties, responsibilities and term, if any, or all officers.

7.3 Removal of Officers

A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the directors present.

7.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board shall remove such officer from his or her office and shall elect a replacement without delay.

7.5 Duties of Chair

The Chair shall supervise the other officers in the execution of their duties and shall preside at all meetings of the Foundation and of the directors in the absence of the Chair.

7.6 Duties of Vice-Chair

The Vice-Chair shall carry out the duties of the Chair during his or her absence.

7.7 Duties of Secretary

The Secretary shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Foundation and Board;
- (b) the keeping of minutes of all meetings of the Foundation and Board;
- (c) the custody of all record and documents of the Foundation except those required to be kept by the Treasurer;
- (d) the custody of the common seal of the Foundation;
- (e) the maintenance of the register of members; and
- (f) the conduct of the correspondence of the Foundation.

7.8 Duties of the Treasurer

The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the directors, members and others when required.

7.9 Absence of Secretary at Meeting

If the Secretary is absent from any meeting of the Foundation or the Board, the directors present shall appoint another person to act as secretary at that meeting.

7.10 Combination of Offices of Secretary and Treasurer

The office of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

PART 8 - SEAL

8.1 No Seal

A seal is not required.

8.2 Execution of Instruments

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

- (a) the Chair or Vice-Chair together with the Secretary or the Treasurer, or
- (b) any two directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 9 - BORROWING

9.1 Power of Directors

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

9.2 Issuance of Debentures

No debenture shall be issued without the authorization of a special resolution.

9.3 Restrictions of Borrowing Powers

The members may by ordinary resolution restrict the borrowing powers of the Board.

PART 10 - AUDITOR

10.1 Requirement

This part applies only where the Foundation is required or has resolved to have an auditor.

10.2 First Auditor

The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of the auditor.

10.3 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Foundation shall appoint an auditor to hold office until he or she is reappointed with his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act*.

10.4 Removal of Auditor

An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Society Act*.

10.5 Notice of Appointment

An auditor shall be promptly informed in writing of his appointment or removal.

10.6 Restrictions on Appointment

No director or employee of the Foundation shall be auditor.

10.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 11 - NOTICES

Notices of a general meeting shall be given to:

- (a) every person shown on the register of members as a member on the day the notice is given; and
- (b) the auditor.

No other person is entitled to be given notice of a general meeting.

11.2 Method of Giving Notice

A notice may be given to a member or a director either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such person's registered address.

11.3 When Notice Deemed to have Been Received

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered either personal, by delivery, facsimile, or electronic mail, or by first class mail shall be deemed to have been given on the day it was so delivered or sent.

11.4 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 12.- MISCELLANEOUS

12.1 Inspection of Records

The members shall from time to time determine whether and to what reasonable extent, times and places and under what conditions or regulations the documents, including the books of account, of the Foundation and minutes of meetings of the Board shall be open to the inspection of members of the Foundation not being directors. In the absence of such determination by the members, the documents, including the books of account, of the Foundation shall be open to inspection by any member of the Foundation not being a director.

12.2 Participation in Meetings

Any meeting of the Foundation or the Board may also be held, or any member or director may participate in any meeting of the Foundation or the Board, by telephone or video conference call or similar communication equipment so long as all the members, directors, and persons participating in the meeting can hear and respond to one another. All such members, directors, and persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

12.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all

of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

12.4 The Right to Become Member of Other Society

The Foundation shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Foundation's purposes.

12.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Foundation is a "reporting society" as defined under the *Society Act*, the Foundation shall be deemed not to be a "reporting society".

12.6 Branch Societies

The Foundation may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Foundation, that the Foundation confers.

PART 13 – INDEMNIFICATION

13.1 Indemnification of Directors and Officers

Subject to the *Society Act*, each director and each officer of the Foundation will be indemnified by the Foundation against all costs, charges and expenses reasonable incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director or officer of the Foundation.

13.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Foundation will indemnify and hold harmless every person heretofore, now or hereafter serving as a director or officer of the Foundation and that person's heirs and personal representatives.

13.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a director or officer with respect to any claim, action, suit or proceeding may be advanced by the Foundation prior to the final disposition thereof, in the discretion of the Board of Directors, and upon receipt of an undertaking satisfactory in form and amount to the Board of Directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

13.4 Court Approval

The Foundation will apply to the court for any approval of the court which may be required to make the indemnities herein effective and enforceable. Each director and each officer of the Foundation on being elected or appointed will be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities.

13.5 Indemnification not Invalidated by Non-Compliance

The failure of a director or officer of the Foundation to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws will not invalidate any indemnity to which he or she is entitled under this part.

13.6 Purchase of Insurance

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

PART 14 - BYLAWS

14.1 Entitlement of Members to Copy of Constitution and Bylaws

On being admitted to membership, each member is entitled to and upon request the Foundation shall provide him or her with a copy of the constitution and Bylaws of the Foundation.

14.2 Special Resolution Required to Alter or Add to Bylaws

These bylaws shall not be alter or added to except by special resolution.

DATED November 7, 2002

Signed by Doug Hiller, Al Stusiak and Jay Patel

Witnessed by Enzo Guerriero

Filed and Registered November 20, 2002 Registrar of Companies

Bull, Housser & Tupper

Revised copy with changes from 2014.

Revised Articles 5.5 and 5.7 2014