

**CONSOLIDATION OF BY-LAW NO. 1
OF THE
INNOCENCE CANADA FOUNDATION
(the "FOUNDATION")**

INTERPRETATION AND DEFINITIONS

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, 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 and "Director" means a member of the board;
 - (d) "By-laws" means any by-law of the Foundation from time to time in force and effect;
 - (e) "Meeting of Members" includes an annual meeting of members or a special meeting of members; "Special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - (f) "Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
 - (g) "Proposal" means a proposal submitted by a member of the Foundation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
 - (h) "Purposes" means those set out in the Articles as may be amended from time to time;
 - (i) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Foundation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
 - (j) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

(a) all terms contained herein and which are defined in the Act or the Regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor, shall have the meanings given to such terms in the Act or such Regulations;

(b) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

(c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

HEAD OFFICE

2. The head office of the Innocence Canada Foundation (“the Foundation”) shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the board members may from time to time determine.

MEMBERS OF THE BOARD

Number of Board Members

- 3.1 The affairs of the Foundation shall be managed by a board of directors (“the Board”) of seven directors (“Board Members”) two of whom shall also be directors of Innocence Canada (“IC”). Each of the Board Members at the time of election, or within 10 days thereafter, and throughout the term of office shall be a member of the Foundation.
- 3.2 The Board shall have discretion to increase or decrease the number of Board Members provided the number of Board Members established by the Board is within the range established in the Articles. If the Board determines that the number will be reduced, such reduction cannot shorten the term of an incumbent Board Member unless that Board Member has been removed as a director.
- 3.3 The Board may appoint additional Board Members for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

Election of Board Members

- 4.1 Each Board Member shall be elected to hold office until the first annual meeting after expiry of their term or until a successor shall have been duly elected and qualified. Board Members shall have a three-year term and a portion of the Board shall be retired at each annual meeting, as set out in section 4.2. Board Members who retire shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any members.
- 4.2 At the first annual meeting, all Board Members shall be elected, one of whom shall be elected for a term of one year, two of whom shall be elected for a term of two years, and two of whom shall be elected for a term of three years. As such terms expire, replacement Board Members shall be elected for terms of three years.
- 4.3 After the third annual meeting of the Foundation, members shall be elected to terms of three years, with the exception that the terms will be shorter when necessary to ensure that the terms of approximately one-third of the Board will expire each year.

Relation to INNOCENCE CANADA

- 4.4 The Foundation is a sister organization to IC which has consented to the use of "Innocence Canada Foundation" as the name for the corporation. The Foundation shall enter into an agency agreement or agreements with IC for funding of activities of IC which are charitable in nature.

Powers

- 5.1 The Board Members of the Foundation may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Foundation is by its Articles of Incorporation or otherwise authorized to exercise and do.
- 5.2 Without in any way derogating from the foregoing, the Board Members are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

Remuneration of Board Members

6. The Board Members shall receive no remuneration for acting as such, and no Board Member shall directly or indirectly receive any profit from his/her position, provided that

a Board Member may be reimbursed for reasonable expenses actually incurred by him/her in the performance of his/her duties.

Quorum and Meetings

- 7.1 No business of the Foundation shall be transacted by its Board Members except at a meeting where three or more of the Board Members are present who shall form a quorum for the transaction of business. The Board may hold meetings at such place or places as it may from time to time determine.
- 7.2 Meetings may be formally called by the President, Secretary, or by any two Board Members.
- 7.3 Board Members may consider or transact any business, either special or general, at any meetings of the Board.
- 7.4 A director may, if all the directors of the Foundation present at or participating in the meeting consent, participate in a meeting of directors or of a committee of directors by means of such telephonic, electronic or other communications facilities that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

Notice

- 8.1 Notice of meetings of the Board shall be e-mailed, faxed, delivered or telephoned to each Board Member not less than one day before the meeting is to take place or shall be mailed to each Board Member not less than four days before the meeting is to take place.
- 8.2 The notice need not specify the purpose of or the business to be transacted at the meeting, unless the meeting involves any matter that requires member approval, fills a vacancy of a director or the public accountant, appoints additional directors, issues debt obligations, approves financial statements, adopts, amends or repeals by-laws, or establishes members' contributions or dues.
- 8.3 The Board may appoint a day or days in any month of months for regular meetings at an hour to be named and for such regular meetings no notice need be sent. A meeting may also be held, without notice, immediately following the annual meeting of the Foundation.

- 8.4 No formal notice of any meeting shall be necessary if all the Board Members are present, or if those absent have signified their consent to the meeting being held in their absence.
- 8.5 No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Board Member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

Voting

- 9.1 Questions arising at any Board meeting shall be decided by a majority of votes. In cases of equality of votes, the chair shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Board Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 9.2 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, is as valid as if it had been passed at a meeting of directors or committee of directors.
- 9.3 A director may, if all the directors of the Foundation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting and may cast votes during the meeting via the telephonic, electronic or other communication facility.
- 9.4 A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible to evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Qualification of Board Members

- 10.1 All Board Members shall have the following qualifications:
- (a) The Board Member must be eighteen years of age and over;
 - (b) The Board Member shall be a member of the Foundation. If a person who is not a member of the Foundation is elected to the Board, he/she shall become a member of the Foundation within 10 days of his/her election as a Board Member;
 - (c) The Board Member must not have the status of a bankrupt; and

- (d) The Board Member has not been declared incapable by a court in Canada or in another country.

Removal of Board Members

11.1 The general members of the Foundation may, by resolution passed by a simple majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term.

Automatic Termination of Board Member's Term

12. A Board Member's term shall be automatically terminated,
- (a) if the Board Member becomes bankrupt or is declared insolvent;
 - (b) on delivery by notice in writing to the Foundation that the Board Member resigns office;
 - (c) if the Board Member or his/her spouse becomes an employee of the Foundation;
 - (d) if the Board Member misses three consecutive Board meetings and fails to both adequately explain the absences at a fourth Board meeting and receives a vote of approval from a majority of the Board Members present at that meeting to continue in office; or
 - (e) if the Board Member ceases to be qualified to hold the office of director.

Vacancies

13.1 Member vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Foundation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Board Members for the ensuing year are elected, but if there is not a quorum of Board Members, the remaining Board Members shall forthwith call a meeting of the members to fill the vacancy.

13.2 If the number of Board Members is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Board Members' Conflict of Interest

14.1 Every Board Member who is, or may be, in any way directly or indirectly or who has a spouse who is, or may be, directly or indirectly or who is, or whose spouse is, an employee, officer or director of an organization which directly or indirectly has, or may

have, an interest in a proposed or current contract, piece of litigation, client case, law reform, or any other activity or transaction of or funded by the Foundation, shall make a full and fair disclosure of the nature and extent of the interest at a meeting of the Board.

- 14.2 In the case of such proposed contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration of interest shall be made at the meeting of the Board at which the question of entering into the contract, piece of litigation, client case, law reform or any other activity or transaction is first taken into consideration, or, if the Board Member or the Board Member's spouse is not at the date of the meeting interested in the proposed contract, piece of litigation, client case, law reform or any other activity or transaction shall make such declaration at the next meeting of the Board held after the Board Member or the Board Member's spouse becomes so interested.
- 14.3 In the case of an existing contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration shall be made at the first meeting of the Board after the Board Member becomes a Board Member or the interest becomes into being.
- 14.4 After making such a declaration as set out in 14.1 to 14.3 herein, the Board Member shall not participate in any discussion concerning or vote on such contract, piece of litigation, client case, law reform or any other activity or transaction nor shall the Board Member be counted in the quorum in respect of such contract, piece of litigation, client case, law reform or any other activity or transaction.
- 14.5 If a Board Member has made a declaration of an interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with this clause, the Board Member is not accountable to the Foundation for any profit realized from the contract or transaction. However, a director of a registered charity is prohibited from placing personal interests in conflict with the charity's interest. If a personal benefit will be derived from the interest and the Foundation proceeds with the activity, the Board member shall be compelled to resign from the Board.
- 14.6 If a Board Member fails to make a declaration of his/her interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with this clause, the Board Member shall account to and reimburse the Foundation for all profit realized and shall resign as a director. If the Board member refuses to resign, the removal of the Board member shall be referred to the Foundation members pursuant to a resolution approved by a majority of the Board Members.
- 14.7 If a Board Member believes another Board Member is in a conflict of interest position, the first Board Member shall have his/her concern recorded in the minutes and thereafter the votes of each Board Member shall be recorded. Thereafter, and at the request of the Board Member who recorded the initial concern, the Board Members shall review whether or not the Board Member was in a conflict of interest position. If

the Board so finds, the vote of the person in the conflict of interest position shall be invalidated.

- 14.8 To the extent that this section 14 of the Bylaw conflicts with section 141 of the Act, the requirements stipulated in section 141 shall prevail except that a compelled resignation as stipulated in section 14.5 shall continue to apply.

Board Members' Code of Responsibility

15. The Board Members shall abide by the following Code of Responsibility
- (a) Board Members shall be familiar with the Foundation's structure, goals, objectives, activities, publications and programs.
 - (b) Board Members shall treat the affairs of the Foundation with the same care and diligence with which they should treat their own affairs.
 - (c) Board Members shall be familiar with the statutes and regulations under which programs of the Foundation operate.
 - (d) Board Members shall be familiar with the Foundation's budget, budget process and financial situation, and shall insist on an annual audit by a reputable chartered accountant.
 - (e) Board Members shall declare all conflicts of interest.
 - (f) Board Members shall regularly attend Board meetings and meetings of subcommittees of which they are members.
 - (g) Board Members shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board meetings and of meetings of sub-committees of which they are members.
 - (h) Board Members shall ensure that committees, including the executive committee, if any, report on the exercise of any delegated authority to the Board and do not overstep their authority.
 - (i) Board Members shall ensure that the Foundation has access to competent legal and accounting services.
 - (j) Board Members shall ensure that the Board as a whole determines the policies and manages the affairs of the Foundation.
 - (k) Board Members shall serve on a minimum of one sub-committee of the Foundation.

OFFICERS OF THE FOUNDATION

- 16.1 There shall be a President, a Secretary, a Treasurer and an Executive Director, and such other officers as the Board may determine from time to time.
- 16.2 A person may hold more than one office.
- 16.3 The officers, other than the Executive Director, shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall continue in their positions until an election is held by the Board. The Executive Director shall be appointed by the Board by resolution and may be removed by resolution, subject to any contract of employment.
- 16.4 The Board Members may, by resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such a resolution has been given, remove any officer before the expiration of the officer's term of office and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term, provided that such resolution and election is ratified by a majority of the votes cast at the next following meeting of the members.

Duties of President

17. The President shall, when present, preside at all meetings of the members of the Foundation and the Board. The President shall supervise the affairs of the Foundation. The President or other officers appointed by the Board for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board or incident to his/her office. During the absence or inability to act of the President, his/her duties and powers may be exercised by the Secretary or such other director as the Board may from time to time appoint for the purpose, and if the Secretary, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability to act of the President shall be presumed with reference thereto.

Duties of the Secretary

18. The Secretary shall act as the clerk of the Board. The Secretary shall attend all meetings of the Board and of the members of the Foundation and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and documents belonging to the Foundation. He/she shall give all notices required to be given to members and to directors and he/she shall perform such other duties as may from time to time be determined by the Board.

Duties of the Treasurer

19. The Treasurer, or person performing the usual duties of a Treasurer, shall have the following duties and responsibilities:

- (a) Keep a full and accurate set of accounts of all receipts and disbursements of the Foundation.
- (b) Deposit all moneys or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Foundation.
- (c) Disburse the funds of the Foundation under the direction of the Board, taking proper vouchers therefore.
- (d) Render to the Board at the regular meeting thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Foundation.
- (e) Perform such other duties as may from time to time be determined by the Board.

Duties of other Officers

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

Committees

- 21.1 The Board may from time to time appoint standing or ad hoc committees, consisting of such numbers of Board Members and other persons as may be deemed desirable.
- 21.2 The Board shall prescribe the duties and authority of committees. Committees shall have only such authority as is delegated to them by the Board, and shall be accountable for their actions to the Board.
- 21.3 The Board shall appoint the chair of any committee, may dissolve any committee, and may at any time remove any person from any committee and substitute another person for such person or may add persons to or remove persons from committees.
- 21.4 Subject to the direction of the Board, committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Unless otherwise determined by the Board, a majority of the members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the chair of the meeting shall have a second or casting vote. Any decision at a meeting of a committee must be ratified by the Board, unless the Board has expressly delegated to the committee the authority to make a final decision in a particular manner.
- 21.5 The chair of a committee shall ensure that minutes are taken and given to the chair of the Foundation.

EXECUTION OF DOCUMENTS

- 22.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by any two of the Executive Director, President, Secretary or Treasurer.
- 22.2 Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the President, Secretary, or any other officer or director authorized by the Board.
- 22.3 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.

BOOK AND RECORDS

- 23. The Board shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute or law or funding source are regularly and properly kept.

MEMBERSHIP AND DUES

- 24.1 The membership of the Foundation shall consist of individuals only, comprised of two classes: General Members and Honorary Life Members.
- 24.2 General Members
- (a) The initial incorporators shall be General members of the Foundation. Thereafter, individuals may apply to the Board for admission to General membership in the Foundation. Each member shall promptly be informed of admission as a General member or of the rejection of his/her application for membership. Admission shall be in the sole discretion of the Board.
- (b) As set out in the articles, each General member is entitled to receive notice of, attend and vote at all meetings of members and each such General member shall be entitled to one (1) vote at such meetings.
- 24.3 Honorary Life Members
- (a) The Board may confer honorary life membership in the Foundation on any person who has made an outstanding contribution to the Foundation.
- (b) As set out in the Articles, Honorary life members shall have none of the rights and privileges of members, and shall not be required to pay annual membership dues. Honorary life members shall have no vote at meetings of the members of the Foundation other than as required under the Act, although an honorary life member may be elected to the Board.
- 25.1 Dues or fees payable by General members shall from time to time be fixed by the Board, which vote shall become effective unless and until it is rejected by a vote of the members at an annual or other general meeting.
- 25.2 The chair shall notify the General members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the General members in default shall thereupon automatically cease to be members of the Foundation, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the Board.
- 25.3 All General memberships in the Foundation shall expire on the September 30th following payment of the dues or fees by the General member, save and except that General membership paid for between May 1st and September 30th of any year shall expire on the September 30th of the year following

- 26.1 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.
- 26.2 The Board may terminate or suspend membership of an individual or non-individual by a two-thirds vote of those present at a meeting of the Board called for that purposes after outlining the reasons for considering termination or suspension and after the member has been given an opportunity to be heard.
- 26.3 The conflict of interest guidelines set out in Article 14 herein shall also apply to members and the words "members" shall be substituted for "Board Members", and "meeting of the members" shall be substituted for "meeting of the Board" where necessary to give effect to this Article.

ANNUAL MEETING OF MEMBERS

27. The annual or any other general meeting of the members shall be held each year as the Board may determine and on such day as the Board shall appoint.
28. At the annual meeting:
- (a) A report of the activities of the Foundation for the previous year, the audited financial statements of the Foundation and the auditor's report shall be presented.
 - (b) New by-laws and amendments to or revocations of existing by-laws passed by the Board in the previous year shall be presented for confirmation by the members.
 - (c) The Board may present such other information or material relating to the Foundation's affairs as, in the opinion of the Board, is of interest or importance to the members.
 - (d) Members' agenda items of which the Board has received notice in accordance with Article 31 of this by-law shall be discussed.
 - (e) Other business relating to the affairs of the Foundation which a majority of the members present at the meeting by resolution consent to discuss shall be discussed.
 - (f) Vacancies and expired terms of the Board shall be filled.
 - (g) Auditors shall be appointed for the next year.
29. Notice shall be provided to each member using one of the following options:

29.1 by mail, courier or personal delivery to each member and debt obligation holder entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date;

29.2 by telephonic, electronic or other communications facility to each member and debt obligation holder entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date;

29.3 if the Foundation has more than 250 members, by publication:

29.3.1 at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members reside, or

29.3.2 at least once in a publication of the Foundation that is sent to all its members, no more than 60 days and no fewer than 21 days before the meeting date.

29.4 if the Foundation provides notice electronically, it must also make available a non-electronic alternative form of notice.

30. Any meetings of members may be held at any time and place without such notice if all the members of the Foundation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Foundation at annual or general meetings may transact.

31. In accordance with section 163 of the Act and subject to the rights of the Foundation specified therein not to comply with a proposal request, a member entitled to vote at an annual meeting of members may

(a) submit to the Foundation notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal" provided such proposal is submitted 90 to 150 days before the anniversary date of the previous annual meeting of members and its subject matter is not within one of the categories of subjects excepted under the Act; and

(b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

OTHER MEETINGS

32. The President, Secretary or a majority of the Board, may request that the Secretary convene a general meeting of the members at any time or place for business relating to the affairs of the Foundation.

33. Members holding at least five (5) percent of the votes may requisition the directors of a Foundation to call a meeting of members. On receiving the requisition, the directors

must call a meeting to deal with the business stated in the requisition. If the directors do not call a meeting within twenty-one (21) days after receiving the requisition, any member who signed the requisition may call the meeting.

IN RELATION TO MEETINGS

- 34.1 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 34.2 For the purpose of sending notice to any member, Board Members or officer for any meeting or otherwise, the address of any member, Board Member or officer shall be his/her last address recorded on the mailing list of the Foundation.

Adjournments

35. Any meetings of the Foundation or of the Board Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Members

36. A quorum for the transaction of business at any meeting of members shall consist of not less than three members of the Foundation present in person or represented by proxy.

Voting Members

- 37.1 Each member of the Foundation who is entitled to vote at meetings of members shall be entitled to one vote and he/she may vote by proxy. Votes at a meeting of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized to represent one or more members and/or individuals shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person

appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder. A proxy shall be executed by the member in writing. A person appointed to act as a proxy must be a member of the Foundation.

- 37.2 The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be emailed, faxed or sent by the Foundation or any agent of the Foundation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept emailed or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Foundation, and any votes given in accordance with such email or facsimile or written communication accepted by the chair of the meeting shall be valid and shall be counted.
38. No member shall be entitled either in person or by proxy to vote at meetings of the Foundation unless all dues or fees have been paid 10 days prior to such meeting.
- 39.1 At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy and entitled to vote unless otherwise required by the by-laws of the Foundation or the Act.
- 39.2 Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 39.3 The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy who are entitled to vote, and such poll shall be taken in such manner and the chair shall direct and the result of such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question.
- 39.4 In case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

40. Unless otherwise ordered by the Board, the fiscal year of the Foundation shall terminate on the 31st day of December in each year, subject to the approval of the Canada Revenue Agency.

CHEQUES, ETC.

41. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be 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 any one of such officers or agents may alone endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

42. The securities of the Foundation shall be deposited for safekeeping 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 by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

43. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Foundation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Foundation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- i. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- ii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iii. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary 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 secretary to be reliable. The declaration by the secretary 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. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid.

44. The President may change or cause to be changed the recorded address of any member, Board Member, officer or auditor in accordance with any information believed to be reliable.

PROTECTION OF DIRECTORS AND OFFICERS

- 45.1 Subject to the requirements of the Act, no Board Member or officer shall be liable for acts, receipts, neglect or default of any other Board Member or officer or employee of the Foundation, for any loss, damage, or expense happening to the Foundation, or for any deficiency on behalf of the Foundation in or upon which any moneys or property of the Foundation shall be lost or damaged, whether through bankruptcy, neglect or otherwise, whenever such appended in the execution of the duties of his/her respective office.

45.2 No Board Member or officer shall be under any duty or responsibility in respect of any contract, act, transaction whether or not made, done or entered into on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board.

INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

45.3 Subject to the requirements of the Act and law, every director or officer of the Foundation or any other person who has undertaken or is about to undertake any liability on behalf of the Foundation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

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

No director or officer for the time being of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his/her own wrongful and willful neglect or default.

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 in the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board.

The Board may obtain for its members errors and omissions, fiduciary liability and similar insurance at the expense of the Foundation.

NOT FOR PROFIT

- 46.1 The Foundation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Foundation shall be used to promote its purposes.
- 46.2 On dissolution of the Foundation, the net assets remaining after payment of all debts shall be transferred to any charitable organization in Canada carrying on activities similar to the Foundation.
- 46.3 These by-laws may be amended by two-thirds vote of the Board, provided they are confirmed by two-thirds of the votes cast by members in attendance in person or by proxy at the first general meeting following amendment by the Board, subject to the provisions of the Act governing voting by class depending on the subject matter of the amendment.

ENACTED is this consolidation and amendment of By-law No. 1 by the directors of the Foundation at a meeting duly called and regularly held and at which a quorum was present on the _____ day of _____, 2016.

President

Secretary

The foregoing consolidation and amendment of By-law No. 1 as enacted by the directors of the Foundation was confirmed by the Members of the Foundation at a general meeting of the Members duly called for that purpose and at which a quorum was present on the ___ day of _____, 2016.

President

Secretary