

HOSPICE PRINCE EDWARD FOUNDATION

BY-LAW NO. 1

1. Interpretation

1.01 Definitions

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

- a) "Act" means the Corporations Act, R.S.O. 1990, C.38, and any statute amending or replacing it as from time to time amended;
- b) "Foundation" means Hospice Prince Edward Foundation, a corporation incorporated under the Act;
- c) "Board" means the Board of Directors of the Foundation;
- d) "Director" means a member of the Board;
- e) "Letters Patent" means the letters patent creating the Foundation as amended by any supplementary letters patent;
- f) "Member" means a member of the Foundation;
- g) "meeting of Members" includes an annual meeting of Members and a general meeting of Members;
- h) "Officer" means an officer of the Foundation; and
- i) "Poll" means recording in the minutes the number of votes cast in favour and opposed to a motion either by a show of hands or by a count of ballots.

1.02 Other Words and Terms

All other words and terms appearing in this by-law and which are defined in the Act shall have the same meanings given to such words and terms in the Act.

1.03 Language

In this by-law, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa; words importing gender shall include all genders; and references to a person shall include firms and corporations.

1.04 Headings

Headings are inserted in this by-law for convenience of reference only and shall not affect the construction or interpretation of the provisions of this by-law.

1.05 Corporate Seal

The seal in the form impressed in the margin hereof shall be the seal of the Foundation.

2. Members

2.01 Membership

2.01.01 The following shall automatically be admitted as Members of the Foundation subject to the provisions of this by-law:

- a) a Director by virtue of his/her election or appointment to the Board;
- b) a volunteer who has been active in the Palliative Outreach or Grief Support program, has taken formal training as part of that outreach, and has been matched with a client within the previous three (3) years;
- c) a volunteer who has worked within the residential hospice program within the previous three (3) years;
- d) a volunteer who has worked at a Hospice focused or sponsored event, assisted with the upkeep of the Hospice residential facilities or provided administrative assistance for the Foundation within the previous three (3) years;
- e) a donor who has made a monetary donation of \$20 or more or an in-kind donation of property valued at \$20 or more, and for which an official charitable donation receipt has been issued, within the previous three (3) years; and
- f) a person identified as a Friend of Hospice who has provided services to the Foundation on a complimentary basis (spiritual counsellors, home health aides, massage therapists, grief counsellors, pet therapy specialists, artists, musicians, etc.) within the previous three (3) years.

2.01.02 A person shall be a Member who has been admitted as a Member of the Foundation by a resolution of the Board of Directors of the Foundation regardless of the conditions listed in Section 2.01.01.

2.01.03 For the purposes of Section 2.01.01, the expression “within the previous three (3) years” shall mean the thirty-six (36) month period preceding the beginning of the month in which it is necessary to determine who is a Member.

2.02 Membership Fees or Dues

The Board may set an annual fee payable by Members and change or waive it at any time. Notice of changes to membership fees shall be announced at the annual meeting of the Foundation.

2.03 Termination of Membership

2.03.01 The interest of a Member in the Foundation is not transferable and lapses and ceases to exist

- a) when the Member's period of membership expires;
- b) when the Member ceases to be a Member by resignation or otherwise in accordance with the by-laws;
- c) upon the non-payment of dues pursuant to section 2.02; and
- d) upon the Member's death.

2.03.02 In the case of a Director of the Foundation, when the individual ceases to be a director of the Foundation, that person may continue as a Member if the person satisfies one or more of the conditions listed in Section 2.01.01 (b) to (f) or if the person is admitted as a Member pursuant to Section 2.01.02.

2.04 Revocation of Membership

2.04.01 A person may be expelled as a Member of the Foundation by a two-thirds (2/3) majority vote of the Directors present at a meeting of the Board called to consider expulsion.

2.04.02 In the case of a proposed expulsion, the Member shall be given at least fifteen (15) days written notice of the proposed termination with reasons, and the Member shall be given an opportunity to be heard by the Board, either orally or in writing, at the meeting of the Board called to consider expulsion.

3. Meetings of Members

3.01 Annual Meetings

The annual meeting of Members shall be held each year within Ontario, at the time and place fixed by the Board, but not more than six (6) months from the end of the fiscal year of the Foundation, for the purpose of: receiving an audited financial statement; receiving and hearing the report of the auditors to the Members; electing such Directors as are to be elected at such annual meeting; appointing auditors; and transacting any other business properly brought before the meeting.

3.01 General Meetings

3.01.01 The Board, President or Vice-President may call a general meeting of Members at any time for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

3.02.02 A general meeting of Members may be requisitioned as provided in section 295 of the Act.

3.03 Notice

3.03.01 Notice of the time and place of every meeting of Members shall be given

- a) in the manner provided in Section 11.01, not less than twenty-one (21) days before the meeting date, or

b) by publication at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in Prince Edward County.

3.03.02 Notice of an annual meeting shall be given to the auditors in the same manner as for Members.

3.03.03 No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members shall invalidate any resolution passed or any proceedings taken at such meeting.

3.03.04 Each Member of the Foundation may attend a meeting of Members and vote at the meeting.

3.04 Proxies

At any meeting of Members a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy need not be a Member. An instrument appointing a proxy shall be in writing and, if the appointee is a corporation, shall be under its corporate seal or signed by an officer duly authorized. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Foundation or of the meeting or as may be directed in the notice calling the meeting.

3.05 Quorum

Ten (10) Members present in person or represented by proxy at the meeting shall constitute a quorum for a meeting of Members. If a quorum is present at the opening of any meeting of Members, the Members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the Members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

3.06 Chair of Meeting

In the absence of the President or the Vice-President, the Members entitled to vote who are present at any meeting of Members shall choose a Director to be Chair of the meeting and if no Director is present or if all Directors present decline to act as Chair, the Members present shall choose one of their number to be Chair.

3.07 Votes

3.07.01 Each Member present or represented by proxy at a meeting of Members shall have one vote. In the event of a tied vote, the Chair of the meeting shall be entitled to a second or casting vote. Unless otherwise required by the Act or the by-laws of the Foundation, all questions arising at a meeting of Members shall be decided by a majority of the votes cast.

3.07.02 Decisions shall be by a show of hands unless a Poll is demanded by a Member. A Poll shall be taken in such manner as the Chair of the meeting shall direct. A demand for a Poll may be withdrawn at any time prior to the taking of the Poll.

3.07.03 A declaration by the Chair of the meeting and entry in the minutes that a resolution has been carried or lost is conclusive evidence of the fact and no proof is required of the number or proportion of votes cast in favour of or against the resolution.

3.08 Adjournment

The Chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earlier meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

4. Directors

4.01 Composition

The affairs of the Foundation shall be managed by the Board of Directors. The Board shall consist of eleven (11) Directors or such other number of Directors as may be fixed from time to time by a special resolution.

4.02 Qualifications

Every Director shall be eighteen (18) or more years of age and no undischarged bankrupt shall become a Director.

4.03 Vacancy

4.03.01 The office of a Director shall automatically be vacated

- a) if the Director by notice in writing to the Foundation resigns, which resignation shall be effective at the time it is received by the Secretary of the Foundation or at the time specified in the notice, whichever is later;
- b) if a Director is removed from office in accordance with Section 4.06;
- c) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- d) if an order is made declaring the individual to be a mentally incompetent person or incapable of managing his affairs; or
- e) if the Director dies.

4.03.02 Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board, so long as a quorum remains in office.

4.03.03 As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the rest of the term by the Directors then in office. If there is not a quorum of Directors in office, the Directors remaining in office shall, as soon as possible, but not later than thirty (30) days from

the date that quorum was lost, call a general meeting of the Members to fill the vacancies for the remainder of the unexpired portion of the term. If there are no Directors in office, or if the Board of Directors fails to convene a general meeting of Members on a timely basis, a general meeting of Members may be requisitioned as provided in section 295 of the Act.

4.04 Election of Directors

4.04.01 The Board of Directors shall nominate candidates for the position of director to be brought forward to the Members at the annual meeting for election and approval. The Board may nominate more candidates than vacancies.

4.04.02 Members may nominate candidates for the Board of Directors providing such proposal is delivered in writing listing the candidate's biography and skills appropriate for the position. Nominations should be delivered to the Foundation to the attention of the President not less than seven (7) days prior to the annual meeting. Nominations by Members for the position of director will close seven (7) days before the annual meeting and no nominations will be accepted from the floor of the meeting.

4.04.03 The Members shall be asked to vote for or against the persons nominated for the position of director and, if such vote does not carry or if there are more nominees than vacant positions, the vote shall take place by ballot for or against each candidate individually.

4.04.04 In the event of a tie, the deciding vote will be cast by the Chair of the meeting.

4.04.05 If an election of Directors is not held at the proper time, the Directors continue in office until their successors are elected.

4.05 Rotation – Election

4.05.01 The Directors shall retire in rotation such that approximately one third ($\frac{1}{3}$) of the Directors shall retire each year at the annual meeting at which the election of Directors shall take place but, subject to the provisions of this by-law, shall be eligible for re-election.

4.05.02 At the first annual meeting of Members following confirmation of this by-law, four (4) Directors shall be elected to hold office for a term expiring at the close of the third annual meeting of Members following their election, four (4) Directors shall be elected to hold office for a term expiring at the close of the second annual meeting of Members following their election, and the remaining number of Directors shall be elected to hold office for a term expiring at the close of the first annual meeting of Members following their election.

4.05.03 At each annual meeting of the Members thereafter, the number of Directors retiring in each year shall be elected for a term expiring at the close of the third annual meeting of Members following their election.

4.05.04 A Director may serve two (2) consecutive terms, but shall then be off the Board for at least eleven months before again being eligible for election.

4.06 Removal

4.06.01 The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of Members of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his term of office, and may by majority of votes cast at that meeting, elect any person in his place for the remainder of the term providing such person's biography and skills are appropriate for the position.

4.06.02 A Director who misses three (3) consecutive Board meetings or who has missed at least one-half (1/2) of the Board meetings in any year shall be considered to have resigned, unless the Director gives reasons for the absence which are acceptable to the Board.

4.07 Remuneration

Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, but a Director may be paid reasonable expenses incurred by them in the performance of their duties.

4.08 Conflict of Interest

4.08.01 A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Foundation or whose private interest (personal, financial, professional) may interfere, or could be perceived to interfere, with that Director's ability to act in the best interest of the Foundation shall make full disclosure of that interest as soon as possible to the Directors and at the next meeting of the Directors. Except as provided by the Corporations Act (Ontario), no such Director shall vote on any resolution related to that interest. The Board minutes on all actions taken on the matter shall clearly reflect that these requirements have been met.

4.08.02 Upon election each Director shall sign a Conflict of Interest and a Confidentiality Agreement.

4.09 Standard of Care

In exercising the powers and discharging the duties of the office, each Director shall act honestly and in good faith in the best interests of the Foundation and without regard for the interest of self or others, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.10 Powers of Directors

4.10.01 The Board of Directors of the Foundation shall administer the affairs of the Foundation in all things. The Board shall make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into, shall have power to authorize expenditures on behalf of the Foundation from time to time for the purpose of furthering the objectives of the Foundation, 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 Letters Patent or otherwise authorized to exercise and do. The Board may delegate any of these powers as it deems appropriate to the Executive Committee or other committee or to the Executive Director of the Foundation.

4.10.02 The Board of Directors may authorize the employment of such individuals that it deems necessary for the proper conduct of the affairs of the Foundation at such remuneration and upon such conditions as may be agreed. The Board of Directors may have the power to dismiss or suspend any employee and may delegate this authority as it sees fit to any committee or to the Executive Director of the Foundation.

4.10.03 The Board of Directors shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.

4.11 Books and Records

The Board of Directors shall ensure that all necessary books and records of the Foundation, required by the by-laws of the Foundation or by any applicable statute or law, are regularly and properly kept.

5. Meetings of Directors

5.01 Regular Meetings

The Board shall hold a minimum of four (4) meetings per year at a time and place fixed by the Board.

5.02 Quorum

No business of the Foundation shall be done by the Directors except at a meeting of the Board at which a quorum is present. A quorum for the transaction of business at a meeting of the Board shall be five (5) Directors.

5.03 Meetings by Communication Facilities

If all the Directors of the Foundation present at or participating in a meeting of the Directors consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of the Act to be present at the 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.

5.04 Calling Meetings

Meetings of the Board to conduct the general business of the Foundation may be called by the Board of Directors, the President, the Vice President, or the Secretary or Treasurer on direction in writing from the President, Vice-President or two Directors. Special meetings of the Board may be called on the written request of the President or at least four (4) Directors. At a regular meeting or any other meeting called to conduct the general business of the Foundation, the Directors may do any business they choose. At a special meeting of the Board, the Directors may do only the business for which it is called.

5.05 Place of Meetings

Meetings of the Board shall be held at the head office of the Foundation or elsewhere as designated in the notice calling the meeting.

5.06 Notice

5.06.01 Notice of a regular meeting of the Board shall be given to each Director not less than two (2) days before the meeting date. Notice of a special meeting of the Board shall be given to each Director not less than twenty four (24) hours before the meeting time and date. The minutes of the meeting shall reflect that notice has been provided as required by this by-law.

5.06.02 A meeting of the Board may be held without notice

- a) immediately after the annual meeting of Members;
- b) for regular meetings, at a time and place fixed by the Board; or
- c) if all the Directors are present or if those absent have consented to the meeting being held without them.

5.07 Chair of the Meeting

The President, or in his absence, the Vice-president shall be Chair of any meeting of Directors. If no such officer is present, the Directors present shall choose one of their number to be Chair.

5.08 Others Present

The Board may permit persons other than Directors to attend the Board meetings but those persons shall not be entitled to vote.

5.09 Voting

Decisions at a meeting of Directors shall be made by a show of hands unless a Poll is demanded by a Director. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote. A declaration by the Chair of the meeting and entry in the minutes that a resolution has been carried or lost is conclusive evidence of the fact and no proof is required of the number or proportion of votes cast in favour of or against the resolution.

5.10 Resolutions in Writing

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

6. Officers

6.01 Appointment of Officers

6.01.01 The Officers of the Foundation shall be President, Vice-President, Secretary, and Treasurer. The Board may, from time to time, appoint such other Officers as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. The same person may hold two or more of the aforesaid offices except the offices of President and Vice President. The President and the Vice-President shall be a Director but none of the other Officers need be a Director.

6.01.02 The Board shall appoint the Officers of the Foundation at the first meeting of the Board after the annual meeting of Members but, if this is not done, the incumbents shall continue to hold office until their successors are appointed.

6.02 Removal

An Officer may be removed from office at any time by resolution of the Board, with or without cause.

6.03 President

The President shall, when present, chair all meetings of the Board and meetings of the Members. The President shall exercise such powers and shall perform such duties as may be determined by the Board from time to time.

6.04 Vice President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

6.05 Treasurer

The Treasurer shall:

- a) under the direction of the Board, supervise the administration of all corporate funds and securities of the Foundation;
- b) keep, or cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation;
- c) deposit, or cause to be deposited, all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- d) disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the Board, taking proper vouchers for such disbursements;
- e) render to the Board accounts of all the transactions and a statement of the financial position of the Foundation; and
- f) perform such other duties as may be determined by the Board from time to time.

6.06 Secretary

The Secretary shall:

- a) attend all Board meetings and act as secretary thereof and record or cause to be recorded the minutes of all proceedings in the books to be kept for that purpose;
- b) when instructed, give or cause to be given notice of all meetings of the Board; and
- c) perform such other duties as may be determined by the Board from time to time.

6.07 Executive Director

The Board may from time to time appoint and employ an Executive Director who shall be the general manager and fiscal agent responsible for administration of the Foundation's program, finances and personnel within the framework of the policies, principles and practices established by the Board. He shall employ and discharge such staff as he deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board. The Executive Director shall report to the President and be accountable to the Board. The Executive Director may attend all meetings of the Board and is entitled to speak on all matters without the right to vote. He may be an ex-officio member of all committees without the right to vote.

6.08 Duties of Other Officers.

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

7. Committees

7.01 Establishment of Committees

The Board may establish from time to time standing and ad-hoc committees. Membership on committees may be comprised of Board members and individuals who are not directors except as otherwise noted in this by-law. The Board shall specify the duties to be performed by any committee.

7.02 Executive Committee

The Board may from time to time by resolution appoint, from their number, an Executive Committee consisting of at least three members.

7.03 Removal

The Board may remove any member of any committee at any time.

8. Finances

8.01 Fiscal Year

The fiscal year of the Foundation shall end on the thirty-first day of March in year unless changed by a resolution of the Board.

8.02 Audit

Qualified auditors shall be appointed at an annual meeting of Members to report to the following annual meeting. The remuneration of the auditor shall be fixed by the Board. If the audited report is unavailable for the annual meeting, the Treasurer shall present an unaudited statement. An audited report shall be made available as soon as possible.

8.03 Borrowing

Subject to the restrictions contained in the Letters Patent regarding the borrowing of money, the Board may borrow money on the credit of the Foundation. The Board may authorize any Director, Officer or employee of the Foundation or any other person to manage, transact and settle the borrowing of money by the Foundation.

8.04 Signing Officers

All cheques, bills of exchange or other orders for payment of money, and all notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by the officer or officers, or person or persons, and in the manner, from time to time prescribed by the Board.

9. Communications and Lines of Authority

9.01 Flow of Communications

The normal (upward) flow is from committee to committee chairperson to the Board. As a general rule, statements, reports, recommendations, publications and the like, to be circulated outside the Foundation or to the general membership, must receive the approval of the Board prior to issuance. The President is empowered to authorize such activity when time constraints do not permit a delay until the next meeting of the Board.

9.02 Committee Minutes

Minutes shall be kept by the chairperson of each committee, with summary reports to be presented to the Board at its regular meetings.

9.03 External Communications

Correspondence or communications to outside organizations dealing with matters of policy shall be entered into on behalf of the Foundation only by the President or Executive Director. Correspondence or communications may be entered into with outside organizations by committee chairpersons on non-

policy matters. Where committee chairpersons correspond or communicate directly with outside organizations, copies of all correspondence must be filed with the Secretary. Unless otherwise authorized by the Board, the President and Executive Director shall be the spokespersons for the Foundation.

10. Validity of Acts

The acts of a Director or an Officer are valid despite any defect that may later be discovered in his appointment or qualification.

11. Notice

11.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Regulations under the Act, the Letters Patent, the by-laws or otherwise to a Member, Director, Officer, auditor or member of a committee shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Foundation or if mailed by prepaid ordinary mail or airmail addressed to him at his last address as recorded in the books of the Foundation or if sent to him by any means of prepaid transmitted or recorded communication including, without limitation, by facsimile communication or by another form of electronic transmission. The Secretary may change the address on the Foundation's books of any Member, Director, Officer, auditor or member of a committee in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of transmitted or recorded communication or electronic transmission shall be deemed to have been given when dispatched or sent. 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.

11.02 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 is included.

11.03 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or to the auditors of the Foundation or the non-receipt of any notice by any Director or Member or by the auditor of the Foundation or any error in any notice not affecting its substance shall not invalidate any resolution passed or any proceedings taken at the meeting.

11.04 Waiver of Notice

Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of the Act or the Letters Patent or the by-laws of the Foundation, 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.

12. Limitation of Liability

No Director or Officer shall be liable for any loss, damage or misfortune arising from the performance of his duties except those caused by his/her own wilful neglect or default, but this shall not relieve a Director or Officer from the duty to act in accordance with law or this by-law or from liability for any failure to do so.

13. Indemnity

13.01 General Indemnity

Every Director or Officer of the Foundation who has undertaken or is about to undertake any liability on behalf of the Foundation and their respective heirs, executors and administrators, and estates 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 or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, and
- b) all other costs, charges and expenses which he or 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 wilful neglect or default.

13.02 Notice of Claim

A Director or Officer who is seeking to be indemnified must provide prompt notice to the Foundation regarding the existence of a claim or other potential liability as well as full disclosure regarding the events giving rise to the claim and, if a legal action is involved, such Director or Officer must give the Foundation the opportunity to participate in the defence.

14. Insurance

Subject to the Act and upon compliance with the provisions of the Charities Accounting Act, the Foundation may purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Foundation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Foundation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Foundation.

15. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments or documents in writing requiring execution by the Foundation may be signed by any two of its Officers and Directors. In addition the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Foundation to be a true copy thereof.

16. Repeal

The existing By-Law No. 1 of the Foundation is hereby repealed and replaced by this by-law. Such repeal shall not affect the previous operation of the by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, the by-law so repealed. Directors, Officers, and members shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members and of the Board with continuing effect passed under the existing By-Law No. 1 shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

17. Effective Date

This by-law comes into force on the date of its confirmation by the Members.

PASSED as a by-law and a special resolution by the Board of directors on August 25, 2016

CONFIRMED as a by-law and a special resolution by the Members in accordance with the Act on September 29, 2016