

**BY-LAW NO. 2020-1**

Relating generally to the conduct of the affairs of

**THE PIERRE ELLIOTT TRUDEAU FOUNDATION  
LA FONDATION PIERRE ELLIOTT TRUDEAU**

(the "**Corporation**")

**CONTENTS**

- 1 - Interpretation
- 2 - General
- 3 - Directors
- 4 - Meeting of Directors
- 5 - Executive Committee
- 6 - Nominating Committee
- 7 - Officers
- 8 - Protection of Directors, Officers and Others
- 9 - Members
- 10 - Meetings of Members
- 11 - Notices
- 12 - Effective Date

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

**1. INTERPRETATION**

**1.1 Definitions**

In these By-laws and all other By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations Act (S.C. 2009, c.23), including any regulations made under the Act, the whole as amended or substituted from time to time;

"**Annual Meeting of Members**" means a Meeting of Members held in accordance with Section 10;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation;

"**By-laws**" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"**Director**" means a member of the Board;

"**Family Member**" means any individual satisfying the requirements for the class of Family Members in accordance with Section 9.2(c);

**"Government Member"** means any individual satisfying the requirements for the class of Governmental Members in accordance with Section 9.2(b);

**"List of Candidates"** shall have the meaning given to it in Section 6.6.;

**"Meeting of Members"** includes an Annual Meeting of Members and a Special Meeting of Members;

**"Member"** means any individual satisfying the requirements for membership in accordance with Section 9;

**"Officer"** means the individual appointed to an office of the Corporation in accordance with Section 7.1;

**"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

**"Person"** includes an individual, body corporate, partnership, trust, and unincorporated organization;

**"Regular Member"** shall mean any individual in satisfying the requirements for the class of Regular Members in accordance with Section 9.2(a);

**"Returning Officer"** means the Person appointed in accordance with Section 6.9;

**"Special Meeting of Members"** means any Meeting of Members other than an Annual Meeting of Members;

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds of the votes cast on such resolution; and

**"Suggested List of Candidates"** shall have the meaning given to it in Section 6.6.

## **1.2 Interpretation**

In the interpretation of these By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in these By-laws, words and expressions defined in the Act have the same meanings when used in these By-laws;
- (b) words in the singular include the plural and vice versa;
- (c) words in one gender include all genders;
- (d) each reference herein to a Section is a reference to a Section of this By-law No. 2019-1;
- (e) the headings used in these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) except as otherwise required by the Act or the By-laws, any decision of the Board or the Members shall be made by way of Ordinary Resolution; and

- (g) where the Corporation is or becomes a soliciting corporation, any unanimous members' agreement shall immediately thereupon cease to have effect and any provision of the By-laws containing a reference to any such unanimous members' agreement shall be read as though the reference had been deleted.

### **1.3 Precedence**

In the event of a contradiction between the Act, the Articles or the By-laws, the Act shall prevail over the Articles and over the By-laws, and the Articles shall prevail over the By-laws.

## **2. GENERAL**

### **2.1 Registered Office**

The registered office of the Corporation is situated in the province specified in the Articles, at such address as the Board may, by Ordinary Resolution, determine. Subject to the Act, the Members may, by Special Resolution, change the province in which the registered office of the Corporation is situated.

### **2.2 Financial Year End**

The financial year end of the Corporation shall be August 31<sup>st</sup> of each year.

### **2.3 Execution of Documents**

In the absence of any decision to the contrary by the Board, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chairperson of the Board, the President or the Executive Director, by any two (2) Directors or by the Treasurer. In addition, the Board may from time to time direct the manner in which and the Person by whom a particular document or type of document shall be executed. Any Person authorized to sign in accordance with this Section 2.3 may certify a copy of any instrument, resolution, By-laws or other document of the Corporation to be a true copy thereof.

### **2.4 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other Persons as the Board may by Ordinary Resolution from time to time designate, direct or authorize.

### **2.5 Appointment of Public Accountant**

The Members shall, by Ordinary Resolution at each Annual Meeting of Members, appoint a public accountant to hold office until the next Annual Meeting of Members. The Board may appoint a public accountant at the first organizational meeting following incorporation to hold office until the first Annual Meeting of Members and may also, subject to the Articles, fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board. No Director, Officer or employee of the Corporation, or associate of a Director, Officer or employee may be appointed as public accountant or otherwise as auditor of the Corporation.

The public accountant shall complete the audit of the accounts and financial condition of the Corporation. The public accountant shall submit a report to the Members at each Annual Meeting

of Members and confirm that the financial condition is presented in accordance with generally accepted accounting principles.

## **2.6 Amendment**

Subject to the Act and the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members, which shall be held within 30 days of said resolution of the Directors, where it may be confirmed or amended by:

- (a) Special Resolution of the Government Members and Regular Members together voting as one group; and
- (b) Special Resolution of the Family Members voting as a separate group.

If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is not confirmed or confirmed as amended by the Members at such Meeting of Members.

This section does not apply to a By-law that requires a Special Resolution of the Members according to Section 197(1) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

## **2.7 Borrowing Powers**

The Directors of the Corporation may, without authorization of the Members:

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

## **2.8 Annual Financial Statements**

The Corporation shall send to the Members a copy of the Corporation's annual financial statements prepared in accordance with the Act, together with such other documents required by the Act. As an alternative to the transmission of the documents referred to in the preceding sentence, the Corporation may (i) send to the Members a copy of a publication of the Corporation reproducing the aforementioned information; (ii) send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge; or (iii) publish a notice to its Members stating that the documents are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

## **2.9 Books and Registers**

The Corporation shall adopt one (1) or more corporate record books in which the following documents are to be kept:

- (a) a copy of the Articles of the Corporation;
- (b) the By-laws of the Corporations and any amendments thereto;
- (c) the minutes of all proceedings of the Meetings of Members, meetings of Directors, meetings of the Executive Committee and meetings of other committees created by the Board;
- (d) a register of the individuals who are or have been Directors of the Corporation indicating the name, address and the profession of each one of them as well as the date of the commencement and, as the case may be, of the end of their term of office; and
- (e) a register of the Members indicating the name, address, occupation or profession of each Member as well as the date of his or her registration as Member and, if such be the case, the date when he or she ceased to be so registered.

The corporate record book(s) shall be kept at the head office of the Corporation or at any other place determined by the Board.

### **3. DIRECTORS**

#### **3.1 Powers**

Subject to the Act and the Articles, the Directors shall manage or supervise the management of the activities and affairs of the Corporation. Without limiting the generality of the foregoing, the Board may:

- (a) authorize expenses to promote the objects of the Corporation;
- (b) authorize one (1) or more Director or Officer to hire employees and to remunerate them; and
- (c) take all appropriate action in order to enable the Corporation to solicit, to accept or to receive donations or legacies of any kind in order to promote the objects of the Corporation.

#### **3.2 Number**

Until changed in accordance with the Act, the Board shall consist of a minimum of three (3) and a maximum of eighteen (18) Directors, at least two (2) of whom are not Officers or employees of the Corporation or its affiliates. The Members may, from time to time, fix the number of Directors and the number of Directors to be elected at annual Meetings of the Members or delegate such powers to the Directors by:

- (a) Special Resolution of the Government Members and Regular Members together voting as one group; and
- (b) Special Resolution of the Family Members voting as a separate group.

Two (2) Directors shall be elected by the Government Members pursuant to Section 3.6, two (2) Directors shall be elected by the Family Members pursuant to Section 3.7 and the remainder of the Directors shall be elected by the Regular Members pursuant to Section 3.5.

#### **3.3 Qualifications**

Each Director must be an individual: (a) of not less than 18 years of age; and (b) who does not have the status of a bankrupt or declared incapable in accordance with applicable laws by a court in Canada or in another country by a competent court or decision-making body. If a Director acquires

the status of a bankrupt or is declared incapable, such individual shall immediately cease to be a Director. A Director need not be a Member.

### **3.4 Election and Term**

The Members of the Corporation shall, in accordance with Sections 3.5, 3.6 and 3.7, at each Meeting of Members at which an election of Directors is required, elect Directors to hold office for a term of two (2) years, commencing on the date of the Meeting of Members at which they are elected. Directors are eligible for re-election at the expiry of their term.

Subject to the term maximum set out in the foregoing paragraph, if Directors are not elected at a Meeting of Members, the incumbent Directors continue in office until their successors are elected. A Director shall hold office until the end of his or her term or until his or her replacement shall have been elected.

### **3.5 Directors Elected by the Regular Members**

The Directors elected by the Regular Members shall be elected in accordance with Section 3.4 by an Ordinary Resolution of the Regular Members from among the candidates set forth in the List of Candidates. If the number of candidates does not exceed the number of Directors to be elected, the submitted candidates shall be elected by acclamation. If the number of candidates exceeds the number of Directors to be elected, the election shall proceed in the following manner:

- (a) The Returning Officer shall submit to the Regular Members the List of Candidates and the Suggested List of Candidates at the Meeting of Members. Voting on the Suggested List of Candidates shall be by a show of hands, unless the chairperson of the Meeting of Members requests a ballot. If a ballot is held, the scrutineer contemplated at Section 10.17 of these By-laws shall count the ballots. In both cases, if there are one (1) or more Regular Members participating in a Meeting of Members by way of technical means, they shall indicate verbally to the secretary of the Meeting of Members the manner in which they shall be casting their vote.
- (b) If the Suggested List of Candidates is approved by an Ordinary Resolution, there shall be no election and all of the candidates on the Suggested List of Candidates shall be automatically elected as a whole, and the election ends.
- (c) If the Suggested List of Candidates is not approved, the election shall be a vote by ballot, by Ordinary Resolution, from the List of Candidates.

### **3.6 Directors Elected by the Government Members**

The Directors elected by the Government Members shall be elected, at a Meeting of Members at which an election of Directors is required, by an Ordinary Resolution of the Government Members.

### **3.7 Directors Elected by the Family Members**

The Directors elected by the Family Members shall be elected, at a Meeting of Members at which an election of Directors is required, by an Ordinary Resolution of the Family Members.

### **3.8 Consent**

A Director who is elected must consent to hold office as a Director by:

- (a) not refusing to hold office if such Director is present at the Meeting of Members when the election or appointment takes place,

- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such Director is not present at the Meeting of Members, or
- (c) by acting as a Director pursuant to such Director's election or appointment.

### **3.9 Vacancy**

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

### **3.10 Resignation**

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

### **3.11 Removal**

In accordance with the requirements of the Act governing the removal of Directors, any Director may be removed from office before the expiration of his term:

- (a) In the case of the Directors elected by the Regular Members, by Ordinary Resolution of the Regular Members, passed at a Special Meeting of Members called for such purpose; and
- (b) In the case of the Directors elected by the Government Members, by Ordinary Resolution of the Government Members, passed at a Special Meeting of Members called for such purpose; and
- (c) In the case of the Directors elected by the Family Members, by Ordinary Resolution of the Family Members, passed at a Special Meeting of Members called for such purpose.

The class of Members causing the removal of a Director pursuant to this section may elect, in accordance with Section 3.12, a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed.

### **3.12 Vacancies**

Subject to the Act and Section 3.11, a vacancy on the Board may be filled for the remainder of the term by a qualified individual:

- (a) In the case of the Directors elected by the Regular Members, by Ordinary Resolution of the Regular Members passed at a Special Meeting of Members called for such purpose; and
- (b) In the case of the Directors elected by the Government Members, by Ordinary Resolution of the Government Members passed at a Special Meeting of Members called for such purpose; and
- (c) In the case of the Directors elected by the Family Members, by Ordinary Resolution of the Family Members passed at a Special Meeting of Members called for such purpose.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a Meeting of Members or if there are no Directors then in office, the Meeting of Members may be called by any Member.

### **3.13 Delegation**

The Board may appoint from their number a managing Director or a committee of Directors and delegate to the managing Director or committee any of the powers of the Board except for such powers which the Act specifies may not be delegated. Unless otherwise determined by the Board, the committee referred to hereinabove shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

### **3.14 Other Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Those individuals appointed or elected to these committees need not be Directors or Members. Any committee Member may be removed by Ordinary Resolution of the Board. The Board may fix any remuneration for committee Members who are not also Directors.

### **3.15 Remuneration and Expenses**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Subject to the Articles, the Board may, by Ordinary Resolution, fix the reasonable remuneration of the Officers and employees of the Corporation. Any Director, Officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, Officer or employee. Subject to Section 3.2, nothing in these By-laws shall prevent a Director from acting as an Officer or representative of the Corporation and from being compensated as such.

### **3.16 Chairperson Emeritus**

The Directors may appoint only one (1) Chairperson Emeritus at any given time. The Chairperson Emeritus shall attend the meetings of the Board by invitation. The Chairperson Emeritus shall not, in such capacity, have the right to vote or be counted for the purposes of establishing quorum at the meetings of the Board. The status of Chairperson Emeritus shall commence upon appointment and the Chairperson Emeritus shall serve in such capacity at the pleasure of the Board. For greater certainty nothing herein shall be construed as prohibiting an individual appointed Chairperson Emeritus from otherwise serving as a Director.

### **3.17 Honorary Directors**

The Board may appoint one (1) or more Honorary Directors. The Honorary Directors shall attend the meetings of the Board by invitation. The Honorary Directors shall not, in such capacity, have the right to vote or be counted for the purposes of establishing quorum at the meetings of the Board. The status of Honorary Director shall commence upon appointment and the Honorary Directors shall serve in such capacity at the pleasure of the Board.

## **4. MEETINGS OF DIRECTORS**

### **4.1 Place of Meetings**

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

### **4.2 Calling of Meetings**

Meetings of the Board shall be called by the Chairperson of the Board or the President. Special meetings of the Board may be called the Chairperson of the Board and the President acting together



or by the Secretary upon petition by three (3) Directors. Emergency meetings of the Board may be called by the Chairperson of the Board, the President or the Secretary upon petition by two (2) Directors.

#### **4.3 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 to every Director of the Corporation. In the event that the notice is sent by means other than by mail, it must be sent no less than three (3) days prior to the date set for the meeting of the Board. This term may be reduced to twenty-four (24) hours in instances deemed urgent by one (1) of the individuals who have the power to call a meeting of the Board, if, in the opinion of such individual, it is urgent that a meeting be held. In the event that the notice of a meeting of the Board is sent by mail, it must be sent no less than ten (10) days prior to the date set for the meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Except in the case of matters referred to in Section 136(3) of the Act, no notice of any meeting of the Board need specify the purpose or the business to be transacted at the meeting.

#### **4.4 Annual Meeting**

Each year, immediately after the Annual Meeting of Members, a meeting of the Board shall be held, provided that a quorum exists, without a notice of meeting being required for the purposes of electing or appointing the Officers of the Corporation, and to deal with any other matters which may properly be raised thereat.

#### **4.5 Emergency Meeting**

A meeting of the Board may be called by any means, at least three (3) hours before the meeting. In determining the validity of a meeting so called, such notice shall be considered sufficient in itself.

#### **4.6 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **4.7 Quorum**

The Board may, by Ordinary Resolution, determine the quorum for meetings of the Board, but until it is decided otherwise the quorum shall be the majority of Directors. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 4.9, by means of a telephonic, an electronic or other communication facility. The quorum shall be maintained for the duration of the meeting.

#### **4.8 Resolutions in Writing and Electronic Resolutions**

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. A vote on such a resolution may be held electronically. A copy or an electronic copy of every such resolution shall be kept with the minutes of the meetings of the Board or committee of Directors.

#### **4.9 Participation at Meeting by Means of a Telephonic, an Electronic or Other Communication Facility**

Subject to the Act, a Director may, if all the Directors 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 to be present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the Directors and/or committees of the Directors.

#### **4.10 Chairperson of the Meeting**

In the event that the Chairperson of the Board and the Vice-Chairperson of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

#### **4.11 Votes to Govern**

Subject to the Act and the Articles, all questions shall be decided by an Ordinary Resolution of the Board. Each Director has the right to one (1) vote. Voting shall be by a show of hands unless the chairperson of the meeting or a Director in attendance requests a ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. Voting by proxy shall not be permitted at meetings of the Board. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote in addition to an original vote.

#### **4.12 Disclosure of Interest**

A Director or an Officer of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors or committees of Directors, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Corporation if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

Disclosure shall be made at the time and in the manner required by the Act, and a Director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

#### **4.13 Adjournment**

If a quorum is not present at a meeting of the Board, the chairperson of a meeting of the Board may, with the consent of the Directors in attendance, adjourn any meeting of the Directors to another date and place that he or she chooses. Notice of an adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. At the continuance of the meeting, the Board may validly decide on any matter which was not settled at the original meeting, provided a quorum is present. The Directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If a quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have ended with the previous meeting, or when the adjournment was pronounced at the previous meeting.

## **5. EXECUTIVE COMMITTEE**

### **5.1 Appointment and Removal from Office**

Pursuant to Section 138(2) of the Act and Section 3.13, the Board may create an Executive Committee made up of no less than three (3) of its members. Those Directors shall remain on this committee until they cease to be Directors. The Board may remove from office any member of the Executive Committee, with or without reason.

### **5.2 Vacancies**

The Board may fill any vacancy in the Executive Committee arising for any reason by choosing a replacement from among the Directors.

### **5.3 Meetings**

The Chairperson of the Board, a member of the Executive Committee or any other individual appointed by the Board may call meetings of the Executive Committee by following the same procedure used for calling meetings of the Board. Meetings of the Executive Committee shall be chaired by the Chairperson of the Board, if such Chairperson of the Board is member of the Executive Committee, or by a chairperson selected by the members of the Executive Committee in attendance at the meeting from among their number. The Secretary of the Corporation shall also act as the secretary of the Executive Committee, unless the Executive Committee decides otherwise. Resolutions approved by all of the members of the Executive Committee have the same weight as though they were adopted at a meeting of the Committee. A copy of such resolutions shall be filed with the minutes of the Executive Committee's deliberations. All other rules applicable to meetings of the Board shall apply to meetings of the Executive Committee.

### **5.4 Quorum**

The quorum for meetings of the Executive Committee shall be two members of the committee.

### **5.5 Powers**

The Executive Committee shall possess all the powers of the Board, except for the powers which, pursuant to Section 138(2) of the Act and Section 3.13, the Directors are obliged to exercise themselves, such as those powers which require the approval of the Members, as well as the powers that the Directors may expressly reserve for themselves in the By-laws. The Executive Committee shall report on its activities at each meeting of the Board which may modify, confirm or reverse the decisions of the Executive Committee, subject to the rights of third parties and Members in good faith.

### **5.6 Remuneration**

Members of the Executive Committee shall not be entitled to any remuneration for their services. The Board may, however, adopt an Ordinary Resolution aimed at reimbursing the committee members for expenses incurred in the exercise of their duties.

## **6. NOMINATING COMMITTEE**

### **6.1 Composition**

The Nominating Committee shall be composed of seven (7) members elected by the Members from among the Members. The President shall also be a member ex-officio.

### **6.2 Election**

The election of the members of the Nominating Committee shall take place annually on a date which is a reasonable amount of time before the Annual Meeting of Members.

### **6.3 Vacancies**

If any vacancies shall occur on the Nominating Committee by reason of death, resignation, removal from office or otherwise, the Members may, by Ordinary Resolution, fill the vacancy.

### **6.4 Nomination Process**

The Nominating Committee shall provide every Regular Member with the opportunity to suggest the names of new candidates at a reasonable time before the Annual Meeting of Members. The Regular Members may nominate one or more persons, duly qualified according to the Act and the By-laws, who reflect the ideals of excellence that the late Right Honourable Pierre Elliott Trudeau upheld throughout his life. The Regular Members shall provide the following information in writing: the name of the candidate, a declaration that such candidate accepts the candidacy and the name and signature of no less than two (2) Members.

### **6.5 Closing Date**

Nominations shall cease no more than thirty (30) days before the date of the Annual Meeting of Members and the nomination information must be received by the Nominating Committee by that date. No candidate will be accepted after that date or otherwise determined by the Board.

### **6.6 List of Candidate and Suggested List**

The Nominating Committee shall create a list of all eligible candidates designated in valid nomination forms which list shall indicate each of such eligible candidates' proposed respective term of office in accordance with Section 3.4 (the "**List of Candidates**"). If the number of candidates exceeds the number of Directors to be elected, the Nominating Committee shall create a suggested list of Directors from among the candidates set forth in the List of Candidates that it recommends to the Regular Members be elected to the Board (the "**Suggested List of Candidates**").

### **6.7 Submitting of Lists**

The List of Candidates and, as the case may be, the Suggested List of Candidates, shall be submitted to the Regular Members at the Meeting of Members, in compliance with Section 3.5.

### **6.8 Committee Fees**

Members of the Nominating Committee are not remunerated for their services, but the Corporation shall cover all reasonable expenses incurred by them in the exercise of their duties.

### **6.9 Returning Officer**

The Returning Officer shall be appointed by the Board from among the members of the Nominating Committee and shall be responsible for the application and enforcement of the rules in these By-laws relating to the election of Directors. In the case of a conflict of the said rules during a Meeting of Members, the Returning Officer has final binding authority as to their application.

## **7. OFFICERS**

### **7.1 Appointment**

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the activities and the affairs of

the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless the By-laws otherwise provide. Two or more offices may be held by the same individual.

Except as otherwise provided for in the Articles, the Board shall determine the powers of the Officers. The Board may delegate all of their powers to the Officers, except for the powers which the Directors are required to exercise themselves or those requiring the approval of the Members. The Officers shall also have the powers set out in the Act and those which are inherent in the nature of their office. In case of absence, incapacity, a refusal or failure to act or for any other reason the Board considers sufficient, the Board may delegate, exceptionally and for a determinate time period, the powers of an Officer to any other Officer.

## **7.2 Description of Offices**

The Directors shall elect from among them a Chairperson of the Board and may also elect from among them a Vice-Chairperson of the Board. The Board shall appoint a President of the Corporation and if it deems it advisable, it may appoint an Executive Director, one or more Vice-President(s), a Treasurer and a Secretary, none of whom are required to be a Director of the Corporation. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions.

- (a) **Chairperson of the Members** – The Chairperson of the Members shall be a Member. The Chairperson of the Members shall, when present, preside at all meetings of the Members. The Chairperson shall have such other duties and powers as the Members may specify.
- (b) **Chairperson of the Board** - The Chairperson of the Board shall be a Director. The Chairperson of the Board shall, when present, preside at all meetings of the Board. The chairperson shall have such other duties and powers as the Board may specify.
- (c) **Vice-Chairperson of the Board** - The Vice-Chairperson of the Board, if one is to be elected, shall be a Director. If the Chairperson of the Board is absent or is unable or refuses to act, the Vice-Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board. The Vice-Chairperson shall have such other duties and powers as the Board may specify.
- (d) **President** - The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation, the whole subject to the control of the Board. The President shall also be the Executive Director of the Corporation, unless the Board appoints a separate Executive Director. The President shall, subject to the authority of the Board, generally supervise, administer and manage the affairs of the Corporation, except for the powers which the Directors are obliged to exercise themselves and for the business which must be transacted by the Members at Annual Meetings of Members or Special Meetings of Members. He or she shall appoint and dismiss the agents, as well as hire, lay off, fire or dismiss the employees of the Corporation. The President shall also exercise all the powers and perform all the duties delegated to him or her by the Board. When requested to do so by one (1) or more of the Directors, he or she shall provide all relevant information relating to the business and to the affairs of the Corporation. If no Chairperson of the Board or Vice-Chairperson of the Board has been elected, or if the Chairperson of the Board and Vice-Chairperson of the Board are absent, unwilling or unable to act, the President of the Corporation (provided that he or she is a Director and is in attendance) shall preside at all meetings of the Board. The President shall have such other duties and powers as the Board may specify. With the exception of the Audit Committee, the President shall be a member ex-officio (non-voting) of each committee.

- (e) **Vice-President** - The Vice-President(s), if one or more are to be appointed, shall exercise the powers and perform the duties as may from time to time be assigned by the Board or by the President.
- (f) **Executive Director** - If the Board appoints an Executive Director who is not also the President, then such Executive Director shall have such powers and do such things as the Board shall determine by Ordinary Resolution from time to time. The Executive Director shall report to the President, and if requested to do so, to the Board. The Executive Director may act as delegate for the President.
- (g) **Secretary** - The Secretary, if one is to be appointed, shall attend and be the secretary of all meetings of the Board, Meetings of Members and meetings committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. He or she shall be responsible for the safekeeping of the seal of the Corporation. The Secretary shall be responsible for keeping and filing all books, reports, certificates and all other documents required by law to be kept and filed by the Corporation. The Secretary shall have such other duties and powers as the Board may specify.
- (h) **Treasurer** - The Treasurer, if one is to be appointed, shall generally manage the finances of the Corporation. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all transactions of such Treasurer and of the Corporation, as well as of the financial position of the Corporation. The Treasurer shall prepare, maintain and allow the books and accounts of the Corporation to be examined by any Persons authorized to do so. He or she shall sign any contract, document or other instrument in writing requiring his or her signature. The Treasurer shall have such other duties and powers as the President or the Board may specify.

The duties and powers of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.3 Term of Office**

Unless otherwise determined by the Board, the term of office of the President of the Corporation shall be five (5) years and that of every other Officer of the Corporation shall be two (2) years or (in each case) until his or her successor is appointed by Ordinary Resolution of the Board, subject to the right of the Board to remove him or her from office prior to the expiry of such term as provided for at Section 7.4.

### **7.4 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or

(d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may, by Ordinary Resolution, appoint an individual to fill such vacancy.

### **7.5 Remuneration of Officers**

The remuneration of all Officers appointed by the Board shall be determined in accordance with Section 3.15.

### **7.6 Agents and Attorneys**

The Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

### **7.7 Disclosure (Conflict of Interest)**

An Officer or representative shall avoid placing himself or herself in a position of conflict of interest between such Officer or representative's personal interest and that of the Corporation. An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction whether made or proposed with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and Section 4.12.

## **8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.1 Standard of Care**

Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, Articles and By-laws.

### **8.2 Indemnity of Directors and Officers**

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

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

The Corporation may indemnify such Director, Officer or individual in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in these By-laws shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **8.3 Insurance**

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Corporation pursuant to Section 8.2 against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### **8.4 Advances**

With respect to the defense by a Director, an Officer or other individual of any claims, actions, suits or proceedings, whether civil, criminal, administrative, investigative or other proceeding for which the Corporation is liable to indemnify a Director, an Officer or other individual pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director, Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director, Officer or other individual to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director, Officer or other individual shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

## **9. MEMBERS**

### **9.1 Conditions of Membership**

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purpose. The Board shall issue memberships to: (a) individuals who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Members; or (b) individuals who have been accepted into membership in the Corporation by such other manner as may be determined by these By-laws. A membership shall be issued no later than five (5) days following the date of the resolution by which an individual is accepted into membership in the Corporation. There shall be a maximum of thirty (30) Members.

### **9.2 Classes of Membership**

Subject to the Articles, there shall be three (3) classes of Members in the Corporation, namely Regular Members, Government Members and Family Members. The following conditions of membership shall apply:

- (a) Regular Members
  - i. There shall be a maximum of twenty-one (21) Regular Members.
  - ii. Regular Members consist of (A) those having requested the creation of the Corporation with the exception of the executors of the succession of the late Right Honourable Pierre Elliott Trudeau, (B) those Members admitted on January 11, 2002, and (C) all individuals having been admitted as such by the Members at a validly constituted Meeting of Members.
  - iii. Any individual interested in promoting the objects of the Corporation may apply to become a Regular Member by forwarding an application for membership to the Corporation, in accordance with Section 9.3.
  - iv. The status of a Regular Member shall commence upon his or her admission and shall cease as of the Annual Meeting of Members held during the fifth (5<sup>th</sup>) civil year after



the civil year of admission of the Regular Member so admitted. A Regular Member may be re-admitted once their status has expired.

- v. Each Regular Member is entitled to receive notice of, attend and vote at all Meetings of Members and shall be entitled to one (1) vote at such Meetings of Members.

#### **(b) Government Members**

- i. There shall be a maximum of six (6) Government Members.
- ii. The Government Members shall be appointed by the Minister of Industry.
- iii. The status of Government Member shall commence upon his or her admission and shall cease as of the later of: the Annual Meeting of Members held during the fifth (5th) civil year after the civil year of admission of the Government Member so admitted; or the date on which their replacement is appointed by the Minister of Industry. A Government Member may be re-admitted once their status has expired.
- iv. Each Government Member is entitled to receive notice of, attend and vote at all Meetings of Members and shall be entitled to one (1) vote at such Meetings of Members.

#### **(c) Family Members**

- i. The Family Members shall be the three (3) liquidators of the succession of the late Right Honourable Pierre Elliott Trudeau.
- ii. Each Family Member is entitled to receive notice of, attend and vote at all Meetings of Members and shall be entitled to one (1) vote at such Meetings of Members.

### **9.3 Application for Regular Membership**

Each application to become a Regular Member shall be forwarded to the Corporation and shall be supported by no less than two (2) Regular Members in good standing with the Corporation.

### **9.4 Decision with Respect to Regular Membership**

Members, by way of Ordinary Resolution, shall decide on applications made pursuant to Section 9.3. The decisions shall be made during the Annual Meeting of Members or during a Special Meeting of Members called for such purpose.

### **9.5 Transfer of Membership**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) and 199 of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

### **9.6 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the Member dies, resigns or, in the case of a Member that is a corporation, the corporation is dissolved;

- (b) the Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- (c) the Member resigns by delivering a written resignation to the Chairperson of the Members in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled or is otherwise terminated in accordance with the Articles or Section 9.7;
- (e) the Member's term of membership expires, where applicable; or
- (f) the Corporation is liquidated or dissolved under the Act.

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

## **9.7 Honorary Members**

The Members may appoint one (1) or more Honorary Members to recognize extraordinary contributions to the Foundation. An Honorary Member may, on invitation and at the sole discretion of the Chairperson of the Members, attend the meetings of the Members but shall not, in such capacity, have the right to vote or be counted for the purposes of establishing quorum at the meetings of the Members. The status of Honorary Member shall commence upon appointment and the Honorary Members shall serve in such capacity at the pleasure of the Members.

## **9.8 Discipline**

The Members, at a Meeting of Members, may suspend or expel any Regular Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Members in their sole discretion; or
- (c) for any other reason that the Members in their sole and absolute discretion consider to be reasonable, having regard to the purpose of the Corporation.

In the event that the Members determine that a Regular Member should be expelled or suspended from membership in the Corporation, the Secretary shall provide to the Regular Member twenty (20) days' notice of a vote to suspend or expel the Regular Member and shall provide reasons for the proposed suspension or expulsion. The Regular Member may make oral or written submissions to the Members in response to the notice received within such twenty (20) day period. In the event that no submissions are made by the Regular Member, the Secretary may proceed to notify the Regular Member that the Regular Member is suspended or expelled from membership in the Corporation. If submissions are made in accordance with this Section 9.7, the Members will consider such submissions, at a Meeting of Members, in arriving at a final decision and shall notify the Regular Member concerning such final decision within a further twenty (20) days from the date of the submissions. The Members' decision shall be final and binding on the Regular Member, without any further right of appeal.

In the event that the Board is of the view that a Regular Member should be expelled or suspended from membership in the Corporation, the Board may make a non-binding recommendation to the Members that they proceed with the course of action provided for in the foregoing paragraph of this Section 9.7.

## **10. MEETINGS OF MEMBERS**

### **10.1 Annual Meetings**

The Board shall call within ninety (90) days following the end of the financial year of the Corporation, at such date and time as it determines, an Annual Meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the Annual Meeting of Members;
- (b) electing Directors;
- (c) appointing the public accountant and transacting such other business as may properly be brought before the Annual Meeting of Members or is required under the Act.

### **10.2 Special Meeting of Members**

The Chairperson of the Members, the Chairperson of the Board, the President or the Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. In addition, the Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a Special Meeting of Members within 21 days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

### **10.3 Place of Meetings**

Subject to compliance with Section 159 of the Act, Annual Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such Meeting of Members so agree, outside Canada; and Special Meetings of Members shall be held at the registered office of the Corporation, or at any other place determined by the Members.

### **10.4 Special Business**

All business transacted at a Special Meeting of Members or an Annual Meeting of Members constitutes special business, except:

- (a) consideration of the minutes of an earlier Meeting of Members;
- (b) consideration of the financial statements and the public accountant's report;
- (c) election of Directors; and
- (d) reappointment of the incumbent public accountant.

### **10.5 Notice of Meetings**

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting of Members, each Director and the public accountant of the Corporation by the following means:

- (a) by mail, courier or personal delivery at least twenty-one (21) days, but no more than sixty (60) days, before the day on which the Meeting of Members is to be held; or
- (b) by telephonic, electronic or other communication facility at least twenty-one (21) days, but no more than thirty-five (35) days, before the day on which the Meeting of Members is to be held.

Such notice shall be provided in accordance with the requirements of Section 11. Notice of a Meeting of Members at which special business is to be transacted shall state the nature of that

business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the Meeting of Members.

#### **10.6 Waiving Notice**

A Member and any other Person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such Person at a Meeting of Members is a waiver of notice of the Meeting of Members, except where such Person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

#### **10.7 Chairperson of the Meeting**

The Members shall choose one of their number as Chairperson of the Members. Upon appointment, the Chairperson shall serve as Chair for a term of two years, or until their successor is appointed or elected. In the absence of the Chairperson, Members may choose one of their number to Chair a meeting.

#### **10.8 Quorum**

A quorum at any Meeting of Members (unless a greater number of Members is required to be present by the Act) shall be a majority of the Members entitled to vote. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 10.9, by telephonic, electronic or other communication facility.

#### **10.9 Participation at Meetings by Telephonic, Electronic or Other Communication Facility**

Any Person entitled to attend a Meeting of Members may participate in the Meeting of Members using telephonic, electronic or other communication facility permitting all participants to communicate adequately with each other during the Meeting of Members if the Corporation makes available such a communication facility. A Person participating in the Meeting of Members by any such communication facility is deemed to be present at the Meeting of Members. A Member participating by telephonic, electronic or other communication facility may, subject to the provisions of the By-laws governing the voting by Members, vote by any such means if the facility enables the vote to be gathered in a manner that permits its subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how the Member voted.

#### **10.10 Meeting Held by Telephonic, Electronic or Other Communication Facility**

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

#### **10.11 Adjournment**

If a quorum is not present at any Meeting of Members, the chairperson of any Meeting of Members may, with the consent of the Meeting of Members, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned Meeting of Members takes place within 30 days of the original Meeting of Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which

might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.

#### **10.12 Absentee Voting**

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a Meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who are required to be Members, as the Member's nominee to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it;
- (b) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **10.13 Votes to Govern**

Subject to the Act and the Articles, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. The chairperson of the Meeting of Members may vote as a Member. In the case of an equality of votes, and subject to the Act and the Articles, the chairperson of the Meeting of Members shall have a second or casting vote.

#### **10.14 Show of Hands**

Subject to the Act and Section 10.12, except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the chairperson of the Meeting of Members as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Meeting of Members shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

#### **10.15 Ballots**

For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chairperson of the Meeting of Members, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chairperson directs and the decision of the Members on the question shall be determined by the result of such ballot.

#### **10.16 Resolution in Lieu of Meeting**

Except where, pursuant to Section 166 of the Act, a written statement is submitted to the Corporation by a Director or a public accountant:

- (a) a resolution in writing signed in person or electronically by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members; and

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

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

#### **10.17 Scrutineer**

The Chairperson of the Members may appoint one or more Persons, whether or not they are Officers or Members, to act as scrutineer at any Meeting of Members.

### **11. NOTICES**

#### **11.1 Method of Giving Any Notice**

Except as otherwise provided in these By-laws, any notice sent, delivered or served 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 or Section 134 of the Act and received by the Director, and such notice shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
- (b) if mailed to such Person at such Person's recorded address by prepaid ordinary or air mail, and such notice shall be deemed to have been given when deposited in a post office or public letter box;
- (c) if sent to such Person by telephonic, electronic or other communication facility at such Person's recorded address for that purpose, and such notice shall be deemed to have been given when dispatched to the recipient thereof; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act, and such notice shall be deemed to have been given when delivered to the recipient thereof

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 these By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **11.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **11.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such Person

or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **11.4 Electronic Documents**

Subject to the Act, any requirement in the By-laws to provide a Person with information in a notice or other document is not satisfied by the provision of an electronic document unless the addressee has consented in writing and has designated an information system for receipt of the electronic document as follows:

- (a) the electronic document is provided to the designated information system; or
- (b) the document is posted on or made available through a generally accessible electronic source, such as a website and the addressee is provided with notice in writing of the availability and location of that electronic document.

#### **11.5 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such Person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

#### **11.6 Invalidity of any Provisions of These By-Laws**

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

### **12. EFFECTIVE DATE**

#### **12.1 Effective date**

These By-laws shall come into force as of the date of 11<sup>th</sup> day of December 2020.

**ENACTED** by the directors of the Corporation this 20<sup>th</sup> day of November 2020.

**CONFIRMED** by the members of the Corporation this 11<sup>th</sup> day of December 2020.



\_\_\_\_\_  
President



\_\_\_\_\_  
Secretary