



(ii) a resolution consented to in writing after being sent to all of the voting members, by at

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

least 2/3 of the voting members in good standing; or  
(iii) a resolution passed by a simple majority of the votes cast by mail or another means of communication, including by fax, email or other electronic means;

"Patron" means a person appointed by the Board to be a Patron of the Foundation;

[REDACTED]

PART 2 – MEMBERSHIP

2.1 Membership in the Foundation shall be restricted to the persons whose names were on the

register of members as at the date of transition to the *Societies Act*, and to those persons who have requested admission and are subsequently admitted by ordinary resolution which may set out specific terms and criteria of membership.

2.2 There shall be ~~one~~ two classes of members. In the absence of any determination establishing a

[REDACTED]

PART 3 - MEETINGS OF MEMBERS

3.1 The voting members in good standing shall appoint from among themselves a Members' Moderator who shall hold office until the close of the next annual general meeting; but if no successor is appointed, the person previously appointed as Member Moderator continues to hold office until the close of

[REDACTED]



4.6 The Members' Moderator shall chair all general meetings; but if at any general meeting the Members' Moderator is not present within 15 minutes after the time appointed for the general meeting, or

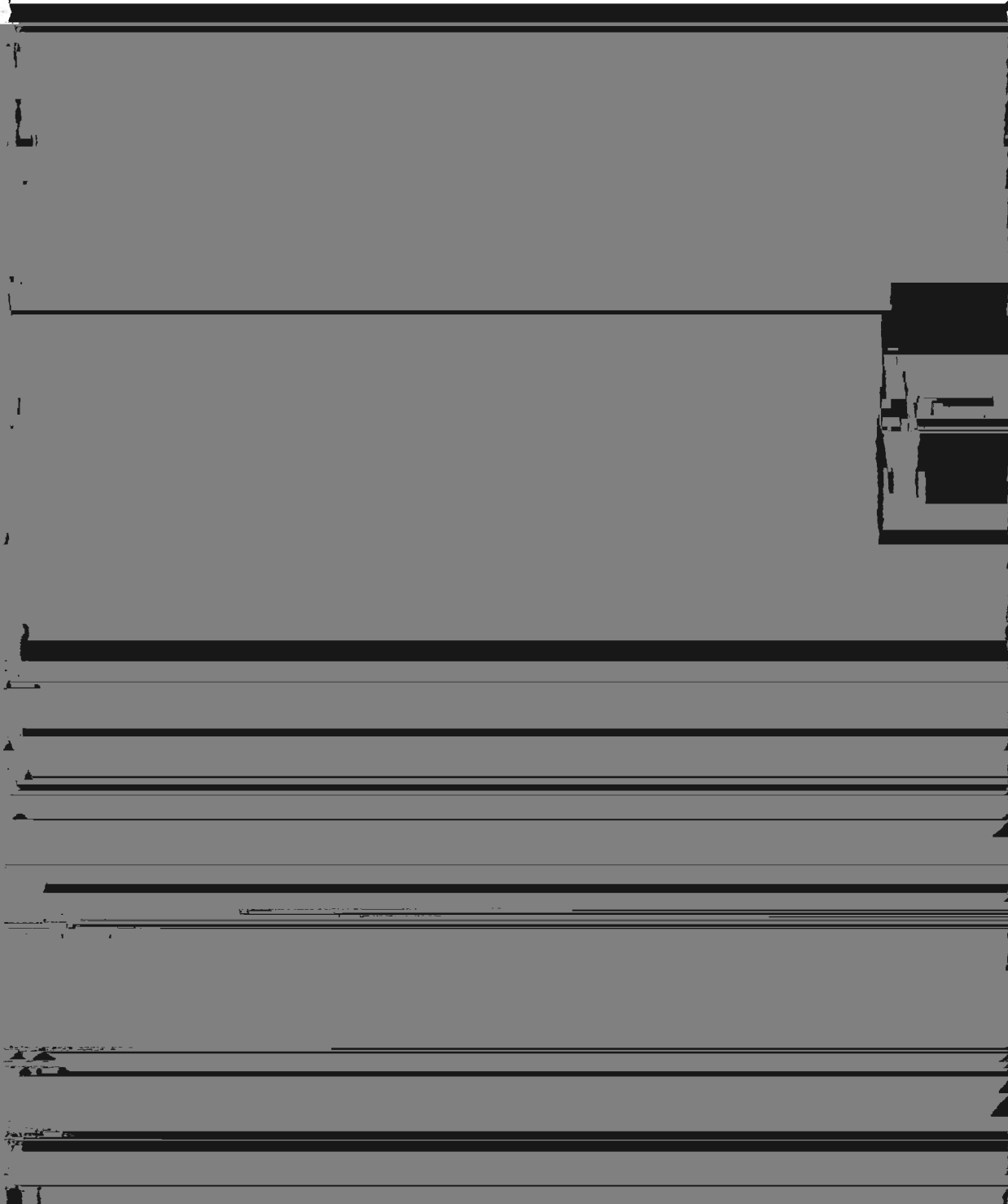
[REDACTED]

choose one of their number to chair that general meeting.

4.7 If any member desiring to chair a general meeting wants to step down as chair for all or part of

[REDACTED]

resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one resolution. In witness whereof, such ordinary resolution shall be filed with minutes of the proceedings of the



5.8 The members may from time to time, by ordinary resolution, appoint additional directors to be  
k... as appointed directors and such ordinary resolution shall set out the term of office and may set out

[REDACTED]

... to be set in order for the appointed directors to be...

[REDACTED]

6.0 Elected or appointed directors may serve repeated consecutive terms



5.18

As required by Section 56 of the *Societies Act*, a director who has a direct or indirect material

[REDACTED]

6.7 No resolution proposed at a meeting of the Board must be seconded. The person chairing a meeting may move or propose a resolution.

~~Resolution at a meeting of the Board which is not required by these bylaws or the Societies Act~~  
~~\_\_\_\_\_~~

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~~\_\_\_\_\_~~  
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to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

~~\_\_\_\_\_~~  
~~\_\_\_\_\_~~

( )

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PART 9 - COMMITTEES

9.1 The Board may create such standing and special committees as may from time to time be

[REDACTED]

[REDACTED]

[REDACTED]

required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any but not all of its powers to such committees and any such committee shall have the authority

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(c) the rendering of financial statements to the directors, members and others when required

10.5 A person may be removed as an officer by a Board resolution or consent resolution of directors

10.6 A person may be removed as an officer by a Board resolution or consent resolution of directors

the Board shall elect or appoint a replacement without delay.

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

10.8 A person may be appointed to two or more of the offices of the Foundation at any one time.

assets (both present and future) of the Foundation or indebtedness or other obligation of the

12.5 The Board on behalf of the Foundation may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation, choses in real and personal property, patents, trademarks, copyrights, and

[REDACTED]

[REDACTED]

[REDACTED]

of inventions, patents, rights, trademarks, formulas, processes, know-how and other industrial property

12.11<sup>f</sup> The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Foundation in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

notice of a general meeting or may agree to reduce the period of that notice. Attendance at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

15.2 Any notice required to be given may be given to a member, a director or a member of a committee either by delivery, electronic means such as facsimile or email, or by first class mail posted to such person's or representative organization's registered address.

15.3 ~~Any notice sent by mail shall be deemed to have been given on the third day following that on~~

[REDACTED]

PART 17 - INDEMNIFICATION

17.1 Subject to the provisions of the *Societies Act*, each director or officer of the Foundation shall be indemnified by the Foundation against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Foundation, except in relation to matters as to which he or she shall be finally adjudged

*[REDACTED]*

director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Foundation.



17.7 The Foundation shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Foundation, on being

[REDACTED]

electd or appointed shall be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director

Income [REDACTED]

[REDACTED]