

BYLAW-1

a Bylaw relating generally to the conduct of the affairs of

FRIENDS OF FOUNDATION (the "corporation")

BE IT ENACTED as a Bylaw of the corporation as follows:

1. 1. Definitions

In this Bylaw and all other Bylaws of the corporation, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit corporations Act 2009, 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"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 and "director" means a member of the board;

"Bylaw" means this Bylaw and any other Bylaw of the corporation as amended and which are, from time to time, in force and effect;

"members' meeting" includes an annual members' meeting or a special members' meeting;

"special members' meeting" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1. 2. Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and

unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

1. 3. Corporate Seal

The corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary vice the treasurer of the corporation shall be the custodian of the corporate seal. The secretary vice the treasurer shall affix the corporate seal whensoever required.

1. 4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by the president and the secretary. Any one officer with specific authority or superintendency over a particular matter or aspect of the business, having been charged by the board of directors, may alone sign for the corporation provided the matter does not equate to any more than ten percent (10%) of the corporate assets, and provided that no greater a value than ten percent (10%) of the corporate assets is incurred in liability.

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 signing officer may certify a copy of any instrument, resolution, Bylaw or other document of the corporation to be a true copy thereof. Any officer may take sworn or affirmed statements and affidavit on behalf of the corporation.

1. 5. Fiscal Year End

The fiscal year end of the corporation shall be determined by the board of directors.

1. 6. Banking Arrangements

The banking business of the corporation shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by 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 of directors may by resolution from time to time designate, direct or authorize.

1. 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 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.

1. 8. Annual Financial Statements

The corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) 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 annual financial statements may be sent electronically, at the option of the corporation.

1. 9. Membership Conditions

There shall be two classes of members: Founding Members and Friends.

The board of directors may by resolution decide on any Friend proposal. The board may delegate authority to decide to a committee of directors or to one or more officers, or to a combination thereof, and may stipulate conditions of Friends.

Proposals for Founding Members shall be decided by resolution of the board of directors, and not a committee or delegated authority thereof, and only ever on consent of the Founding Members, by resolution. Admission requires positive consent from the Founding Members as well as a positive resolution by the board of directors. Failure to achieve these two elements shall result in the rejection of the proposal.

Proposals for Friends or Founding Members must, to the sole satisfaction of the board of directors and the Founding Members, as it may be, demonstrate:

- (a) an alignment with the charter and values of the corporation;
- (b) a willingness to act, or to cause action, to the benefit of the corporation;
- (c) contribution(s) of time, resources and/or money to the corporation;
- (d) ability and willingness to represent the corporation in a positive light.

Proposals should be accompanied by some due diligence and, where possible, a recommendation from another Friend or Founding Member.

Founding Members are entitled to (a) receive notice for, attend, be reasonably heard at, and vote at all meetings of Founding Members; (b) receive notice for, attend, be reasonably heard but may not vote at meetings of the board of directors; (c) receive notice for, attend, be reasonably heard but may not vote at meetings of Friends; (d) have full access to records of the corporation.

Friends are entitled to (a) receive notice for, attend, be reasonably heard at, and vote at all meetings specifically called for Friends; (b) whatever entitlements they may be given under the Act.

Bodies corporate and other “non-human legal entities” may hold membership.

Membership does not expire.

1. 10. Transferring Membership

Membership may only be transferred to the corporation.

1. 11. Notice of Meeting

Notice of the time and place of a meeting of Friends or Founding Members shall be given to each entitled to attend at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

1. 12. Members Calling a Meeting

The board of directors shall call a special meeting of Friends or Founding Members in accordance with Section 167 of the Act, on written requisition of the members of that group carrying not less than five percent (5%) of the votes to carry. If the board of directors does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

1. 13. Absentee Voting at Meetings

Pursuant to Section 171(1) of the Act, a Friend or Founding Member entitled to vote at a meeting may vote by proxy by appointing in writing a proxyholder, and optionally one or more alternate proxyholders, who may but need not be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - (i) to an officer of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used;
 - (ii) with the chairperson or the secretary of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,

- (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

1. 14. Membership Dues

Friends or Founding Members, as the case may be, shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the corporation.

1. 15. Termination of Membership

A Friend or Founding Member (collectively, a “Member”) in the corporation is terminated whensoever:

- (a) the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
- (b) a Member fails to maintain any qualifications for membership described in the section on membership conditions of this Bylaw;
- (c) the Member retires or resigns by providing ten (10) days written notice of such resignation to the secretary of the corporation and satisfying any lawful liability outstanding against such Member on the books of the corporation at the time of such written notice;
- (d) the Member is expelled in accordance with any section on discipline of Members of this Bylaw or is otherwise terminated in accordance with the Act or Bylaws.

2. 16. Effect of Termination of Membership

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.

1. 17. Discipline of Members

The board of directors shall have authority to suspend or expel Friends, and the board of directors jointly with the Founding Members shall have the authority to suspend or expel Founding Members, on any one of the following grounds:

- (a) violating any provision of the articles, Bylaws, or written policies of the corporation;

- (b) carrying out any conduct which may be detrimental to the corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the corporation.

Should the board of directors, or the board of directors in concert with the Founding Members (the “discipline decisioner”) determine that a member of either class be suspended or expelled, the president or another officer shall give written notice and particulars of the suspension or expulsion. The member has twenty days (20) to make submissions in writing to the discipline decisioner, which the discipline decisioner may at its sole option consider. Decision taken by the discipline decisioner shall be final and binding on the member, without any further right of appeal.

1. 18. Director Nomination at Annual Meetings of Founding Members

Subject to the Regulations under the Act, proposals made by Founding Members may include nominations for the election of directors if the proposal is signed by not less than five percent (5%) of Founding Members entitled to vote at the meeting at which the proposal is to be presented.

1. 19. Cost of Publishing Proposals

The Founding Member who submits a proposal shall pay all the cost thereof, except when provided by ordinary resolution.

1. 20. Place of Meetings of Founding Members

Subject to compliance with section 159 (Place of Meetings) of the Act, meetings may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

1. 21. Persons Entitled to Attend Meetings of Founding Members

The only persons entitled to be present at a meeting of Founding Members members shall be those entitled to vote at the meeting, the directors and the public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or Bylaws of the corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Founding Members.

1. 22. Chair and Secretary of Meetings of Founding Members

In the event that the chair of the board and the vice-chair of the board are absent, the Founding Members who are present and entitled to vote at the meeting shall elect one of their number to chair the meeting. In the event that the secretary of the corporation is absent, as well as deputy or assistant secretaries, if any, the Founding Members who are present and entitled to vote at the meeting shall elect one of their number to be the recording secretary and, after the meeting, shall prepare minutes and submit them to the secretary of the corporation.

1. 23. Quorum

Quorum at any meeting, whether Founding Members, Friends, board of directors, or any other meeting that may be called where votes are cast, shall be (unless a different computation is required by the Act) shall be a majority of those entitled to vote. If a quorum is present at the opening of a meeting, the business of the meeting may commence, even if quorum is not present throughout the meeting.

1. 24. Voting at members' meeting

Subject to the articles, Bylaws or the Act, voting shall be determined by a majority of the votes cast on the question. The question must be motioned by a

At any meeting of members every question shall, unless otherwise provided by the articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

1. 25. Participation by Electronic Means

If the corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

1. 26. Entirely Electronic Meetings

If the directors or members of the corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

1. 27. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

1. 28. Term of Office: Directors

The directors shall be elected to hold office for a term expiring not later than the close of the annual meeting of members following the election.

1. 29. Calling of Meetings: Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such

meeting may be called by any director or incorporator. If the corporation has only one director, that director may call and constitute a meeting.

1. 30. Notice of Meeting: Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the corporation not less than five days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
- (b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- (c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

1. 31. Regular Meetings of the Board of Directors

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 subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

1. 32. Voting: Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

1. 33. Committees of the Board of Directors

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. Any committee member may be removed by resolution of the board of directors. Founding Members have the right to attend, and to be heard at, committees of the board of directors.

1. 34. Appointment of Officers

Except as specifically provided by the articles, Bylaws and the Act, the board may designate the offices of the corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage 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 these Bylaws otherwise provide. Two or more offices may be held by the same person.

1. 35. Officers 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) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify;

(b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify;

(c) President – If appointed, 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 president shall, subject to the authority of the board, have general supervision of the affairs of the corporation;

(d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and 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;

(e) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

2. 36. Officer Vacancies

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); or

(d) such officer's death.

If the office of any officer of the corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

1. 37. Method of Giving Notice

Notice (which includes any communication or document), other than notice of a meeting of Founding Members, or meeting of the board of directors, to be given (which term includes sent, delivered or

served) pursuant to the Act, the articles, the Bylaws 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 (Notice of Directors) or 134 (Notice of Change of Directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this Bylaw 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.

1. 38. Severability

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

1. 39. 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 where the corporation has provided notice in accordance with the Bylaws 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.

1. 40. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this Bylaw.

1. 41. Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the corporation arising out of or related to the Certificate of Formation, the Bylaws, or out of any aspect of the operations of the corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the corporation as set out in the

Certificate of Formation, Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) the dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the board of directors) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;
- (b) the number of mediators may be reduced from three to one or two upon agreement of the parties;
- (c) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator is final.

All costs of this provision shall be borne by the party that is not the corporation, and this may not by the arbitrators be changed.

1. 42. Bylaws and Effective Date

The board of directors may not make, amend or repeal any Bylaws that regulate the activities or affairs of the corporation without having the Bylaw amendment or repeal confirmed by ordinary resolution of the Founding Members. The Bylaw amendment or repeal is only effective on the confirmation of the Founding Members and in the form in which it was confirmed.

This section does not apply to a Bylaw that requires a special resolution of the Founding Members according to subsection 197(1) (fundamental change) of the Act.

1. 43. Written Resolutions

Written resolutions may be substituted for a meeting provided the signatories to the written resolutions are sufficient to constitute the requirements of the meeting, had there been one. Written resolutions are of equal standing to meetings when this criteria is met.

1. 44. Changes: Special Resolutions

Section 197(1) (Fundamental Change) of the Act stipulates that certain formative sections of these or other Bylaws require a special resolution of the Founding Members to be enacted. This may include the necessity of a special resolution from Friends, Founding Members and the board of directors, together or separate. The secretary is charged to ensure that any changes to this or other Bylaws complies with the Act.