

## **BY-LAW NUMBER 1**

A by-law relating generally to the  
conduct of the affairs of

HARRY CROWE FOUNDATION  
(the **Corporation**)

### **CORPORATE SEAL**

1. The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.

### **HEAD OFFICE**

2. The Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

### **CONDITIONS OF MEMBERSHIP**

3. There shall be two classes of members in the Corporation, as follows:

- a. Organizational Member -- There shall be one organizational member, the Canadian Association of University Teachers.
- b. Individual Members – Those individuals who are elected to be directors of the Corporation shall, by virtue of their election, become members of the Corporation and remain members for so long as they remain directors of the Corporation. Upon ceasing to be a director of the Corporation, an individual shall also cease to be a member of the Corporation.

4. The two classes of members shall have the following voting rights at meetings of members:

- a. Organizational Member – The Organizational Member shall be entitled to one vote with respect to each matter that comes before the membership for decision. The Organizational Member shall, alone, have the right to elect the directors of the Organization.
- b. Individual Members – Each Individual Member shall be entitled to one vote with respect to each matter that comes before the membership for decision, except that no Individual Member shall be entitled to vote in the election of directors of the Organization.

5. There shall be no membership fees or dues unless otherwise directed by the board of directors.

6. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

## MEETINGS OF MEMBERS

7. The annual or any other general meeting of the members shall be held within six months after the end of the Corporation's fiscal year, in the city where the head office of the Corporation is situated or elsewhere as the directors may determine from time to time.

8. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members for a purpose not inconsistent with the *Canada Corporations Act*, on written requisition of at least 50% of the members.

9. Fifty percent plus 1 of the members entitled to vote, present in person or represented by proxy, but not fewer than two members, will constitute a quorum.

10. Fourteen days written notice shall be sent by either regular mail, facsimile transmission, or electronic mail transmission to each member of any annual or special general meeting of members.

11. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy.

12. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder is not required to be a member of the Corporation. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail.

13. Except with respect to matters which require by the *Act* that they be dealt with at a meeting of the members, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.

14. A majority of the votes cast by the members shall determine the questions in meeting except where the vote or consent of a greater number of members is required by the Act or these By-laws.

15. Unless a ballot is requested by a member, a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.

16. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his/her last address recorded on the books of the Corporation.

17. Any meeting of members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.

### **BOARD OF DIRECTORS**

18. The property and business of the Corporation shall be managed by a board of directors, comprised of five directors. The number of directors may be changed from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, at least 18 years of age, with power under law to contract.

19. The applicants for incorporation and those individuals whose names are set out in the application for incorporation as having consented to be first directors of the Corporation shall become the first directors of the Corporation. Their term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.

20. Directors shall be elected for a term of one year at the annual meeting of members.

21. The office of director shall be automatically vacated:

- a. if a director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;

- b. if he/she is found by a court to be of unsound mind;
- c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- d. if a resolution is passed by the Organizational Member that he/she be removed from office;
- e. on death; or
- f. if a director is absent from 3 consecutive board meetings without leave of the Board,

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

22. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity.

23. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

### **POWERS OF DIRECTORS**

24. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

25. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and

conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;

- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

26. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

27. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

28. Remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

## **DIRECTORS' MEETINGS**

29. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each director, or, if by mail, at least 14 days prior to the meeting. There shall be at least one meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote.

30. A majority of directors in office, from time to time, but not less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. Questions arising at any meeting of directors shall be decided by a majority vote of those present. In case of an equality of votes the question is lost.

31. If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone as permits all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

32. Every director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

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

### **OFFICERS**

33. The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Except for the president and the vice-president, officers need not be directors.

34. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

35. Officers of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

36. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

### **DUTIES OF OFFICERS**

37. The president shall preside at all meetings of the Corporation and of the board of directors.

38. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.

39. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors.

40. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

41. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

## **COMMITTEES**

42. The board of directors may appoint committees whose members will hold office at the will of the board of directors, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.

## **EXECUTION OF DOCUMENTS**

43. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

## **MINUTES OF BOARD OF DIRECTORS**

44. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

## **FINANCIAL YEAR**

45. Unless otherwise ordered by the board of directors, the financial year-end of the Corporation shall be the last day of June in each year.

## **AMENDMENT OF BY-LAWS**

46. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and, at a meeting of the members duly called for the purpose of considering the said by-law, confirmed by the Organizational Member and by two-thirds of the votes cast by the Individual Members, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **AUDITORS**

47. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

48. No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation.

## **BOOKS AND RECORDS**

49. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **RULES AND REGULATIONS**

50. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

## **INTERPRETATION**

51. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and references to persons shall include firms and Corporations.

## **OPERATIONS WITHOUT PECUNIARY GAIN**

52. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.