THE OPERATIONAL BY-LAWS OF

ST. JAMES WESTMINSTER CHURCH FOUNDATION

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BY-LAW NO.5

A By-law relating generally
to the transaction of the affairs of

ST. JAMES WESTMINSTER CHURCH FOUNDATION

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BE IT ENACTED as a by-law of ST. JAMES WESTMINSTER CHURCH FOUNDATION as follows:

ARTICLE 1
INTERPRETATION

1.1 **Definitions:**

(a) In this By-law and all other by-laws and special resolutions of the Foundation, unless the context otherwise requires:

(i) "Act" means the *Not-for-Profit Corporations Act* (Ontario), and any Act that may be substituted therefore, as amended from time to time;

(ii) "Articles" means the Letters Patent incorporating the Foundation, as the same may be from time to time amended;

(iii) "Board" means the board of directors of the Foundation;

(iv) "By-Laws" means this by-law and all other by-laws of the Foundation from time to time in force and effect;

(v) "Church" means Saint James Westminster Anglican Church of the City of London in the Province of Ontario;

(vi) “Director” means a director of the Foundation;

(vii) "Foundation" means the corporation incorporated without share capital under the Act by Letters Patent dated the 8th day of August, 1988 and named ST. JAMES WESTMINSTER CHURCH FOUNDATION;

(viii) "Foundation Member" means a member of the Foundation;

(ix) "Net Earned Income of the Foundation", except as provided for in sub-article 6.2, shall mean:

(A) all income for the fiscal year, determined in accordance with generally accepted accounting principles, including interest calculated on an accrual basis and dividends as received and any other income but not including capital gains or any adjustments for capital losses;

(B) less all expenses of the Foundation for the fiscal year; and

(C) less an inflation adjustment to be determined each fiscal year by the Board, with a view to keeping the market value of the Foundation's capital at the end of the fiscal year comparable to the real market value at the beginning of the fiscal year, provided that the inflation adjustment amount for a fiscal year shall not exceed an amount for the fiscal year determined by reference to the all items Consumer Price Index (2002 = 100), as published by Statistics Canada, using the Consumer Price Index for August of the preceding year compared to the Consumer Price Index of August

of the fiscal year when published or pronounced in that year, and may take into account the appreciation or depreciation of the market value of investments held by the Foundation. In no case shall there be an inflation adjustment that encroaches on capital.

(x) “Officer” means an officer of the Foundation;

(xi) “Rector” means the rector of the Church;

(xii) "Vestry" means the members of vestry of the Church for the purposes of the Canons of the Anglican Diocese of Huron;

and in these By-Laws and in all other by-laws of the Foundation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa**.**

ARTICLE 2
PURPOSE OF THE FOUNDATION

2.1 **To Receive Capital Funds for the Church**

(a) The purpose of the Foundation shall be to receive and invest funds, the capital of which is to be held by the Foundation and the net income from which shall be paid or transferred to or for the general purposes of the Church, authorized charitable organizations or for authorized Church related special purposes referred to in sub-article 5.2; and without limiting the generality of the foregoing, the purpose of the Foundation is to receive:

(i) legacies that have been gifted to the Foundation;

(ii) when authorized by the Rector and wardens of the Church, legacies to the Church, or such part of the legacy as is authorized for transfer to the Foundation;

(iii) *inter vivos* donations from individuals;

(iv) transfers of funds from the Church; and

(v) donations from corporations, including other charitable organizations.

2.2 **Charitable Foundation Registration**

(a) The Foundation shall obtain registration as a charitable foundation under the provisions of the *Income Tax Act*.

2.3 **Funds to go to the Church, Authorized Charitable Organizations or for Church Related Special Purposes**

(a) The Foundation shall not pay or transfer any part of the Net Earned Income of the Foundation otherwise than:

(i) to or for the general purposes of the Church;

(ii) to authorized charitable organizations; and

(iii) to or for the special purpose of the Church that has been authorized as such by a resolution of the parish council of the Church by a two-thirds majority of those present.

2.4 **Disbursement Quotas**

(a) Notwithstanding any other provision of the Articles or of the By-Laws, in the event that it is necessary for the Foundation to disburse funds in order to comply with disbursement requirements of the *Income Tax Act* and regulations, the necessary disbursement shall be made to or for the general purposes of the Church, or to authorized charitable organizations.

ARTICLE 3
BUSINESS OF THE FOUNDATION

3.1 **Head Office**

(a) The head office of the Foundation shall be located at 115 Askin Street in the City of London, in the Province of Ontario.

3.2 **Fiscal Year**

(a) Unless otherwise ordered by the Board, the fiscal year of the Foundation shall terminate on the 31st day of December in each year.

3.3 **Execution of Instruments**

(a) Deeds, transfers, contracts and other instruments executed on behalf of the Foundation shall be signed by any two Directors or by a Director and the Treasurer, if the Treasurer is not a Director. In addition, the Board may, by resolution, from time to time direct the manner in which the two Directors or a Director and the Treasurer, if the Treasurer is not a Director, may or shall sign any particular instrument or class of instruments.

3.4 **Foundation's Banker**

(a) The banking business of the Foundation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3.5 **Banking Arrangements**

(a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by two Directors or by a Director and the Treasurer, if the Treasurer is not a Director.

3.6 **Bank Deposits**

(a) Any Director or the Treasurer may alone endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. Any one of the Directors or the Treasurer may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

3.7 **Deposit of Securities for Safekeeping**

(a) The securities of the Foundation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by two Directors or by a Director and the Treasurer, if the Treasurer is not a Director, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The financial institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

3.8 **Books and Records**

(a) The Directors shall see that all necessary books and records of the Foundation required by the By-Laws or by the Act or any other applicable statute or law are regularly and properly kept.

3.9 **Dealing With Shares, Bonds, and Other Securities**

(a) Any two Directors or a Director and the Treasurer, if the Treasurer is not a Director, may transfer any or all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

3.10 **Voting Rights in Other Corporations**

(a) Any two Directors or a Director and the Treasurer, if the Treasurer is not a Director, may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise voting rights attached to any shares or other securities held by the Foundation. Such instruments, certificates or other evidence shall only be made in favour of one of the Directors as the Board may from time to time determine. In addition, the Board may from time to time direct the manner in which any particular voting rights or class of voting rights may or shall be exercised.

ARTICLE 4
BORROWING

4.1 **Borrowing and Giving Security**

(a) The Directors may from time to time:

(i) borrow money on the credit of the Foundation;

(ii) issue, sell or pledge securities of the Foundation; and

(iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation.

4.2 **Documents Supporting Borrowing**

(a) From time to time the Board may authorize any Director, Officer or employee of the Foundation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Foundation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.

ARTICLE 5
INVESTMENTS

5.1 **Trustees Authorized Investments**

(a) The Board shall manage the assets and affairs of the Foundation but, in doing so, shall not encroach upon capital, unless otherwise specifically authorized by the By-Laws. Save as hereinafter specifically authorized, the Board shall invest and re-invest the monies of the Foundation in securities and investments as are authorized by law for trustees to invest trust funds.

5.2 **Special Purposes**

(a) Notwithstanding the investment restrictions and objectives set out in section 5.1 above, the Foundation may invest in an investment considered to be for a special purpose of the Church by lending money for that purpose on terms that are more favourable than would otherwise be available in the market:

(i) so long as the special purpose has been authorized by a resolution of the parish council of the Church passed by a two-thirds majority of those present;

(ii) so long as there is a bona fide prospect of the loan being repaid; and

(iii) so long as the loan is not outstanding for more than 10 years, provided, however, that such loan may be renewed beyond the initial period on terms that reflect market conditions at the time of renewal.

5.3 **Advances to Cover Budget Shortfall**

(a) Notwithstanding the investment restrictions and objectives set out in section 5.1 above, the Foundation may lend money to the Church out of capital on terms that are more favourable than would otherwise be available in the market:

(i) so long as the loan is to be applied by the Church to pay for budgeted expenditures which cannot be paid by the Church by reason of a shortfall in budgeted receipts from the Foundation, and

(ii) so long as the loan, by its terms, is to be repaid in two years.

5.4 **Socially Responsible Investments**

(a) The Board, in making investments, shall invest in securities of those corporations or organizations whose social responsibility is in accordance with the social conscience of the community, as determined by the Board.

ARTICLE 6
APPLICATION OF INCOME

6.1 **Income Available to or for the General Purposes of the Church**

(a) In each fiscal year of the Foundation the Net Earned Income of the Foundation shall be available to be paid or transferred, as and when requisitioned or authorized by the Foundation Members:

(i) to or for the general purposes of the Church;

(ii) to authorized charitable organizations; and

(iii) to or for a special purpose of the Church that has been authorized as a special purpose of the Church by a resolution of the parish council of the Church by a two-thirds majority of those present.

6.2 **Funds for a Different Purpose**

(a) Nothing in these By-Laws shall prevent the Foundation from receiving and the Foundation is authorized to receive funds for a Church related or other charitable purpose on terms and conditions which permit the net income therefrom to be used or applied otherwise than as part of the net earned income of the Foundation as defined in ARTICLE 1. Prior to accepting any such funds, the terms and conditions upon which the same are to be held by the Foundation shall be settled by resolution of the Board and such terms and conditions as set out in such resolution of the Board may only be amended after the funds have been placed with the Foundation with the approval, by resolution, of the parish council of the Church. Unless otherwise specified by the terms and conditions upon which such funds are held by the Foundation, the net income therefrom shall not be included in the net earned income of the Foundation as defined in ARTICLE 1.

ARTICLE 7
DIRECTORS

7.1 **Powers of Directors**

(a) Subject to the provisions of the Articles and the By-Laws, the Directors shall administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Foundation is by its Articles, By-Laws, or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable. And for the purpose of clarification, it is hereby declared that no Officer or Director may, without the authorization of the Board, undertake or do any of the matters or things contemplated in Sections 3.3, 3.5, 3.7, 3.9, 3.10, 4.1 and 4.2.

7.2 **Number of Directors**

(a) The affairs of the Foundation shall be managed by a board of nine Directors.

7.3 **Rector Ex Officio Director**

(a) The Rector is a Director, ex officio, with all the rights and powers of a Director, including the right to be heard at all meetings of the Board and to vote thereat; and upon ceasing to hold the office of Rector, he/she shall cease to be a Director.

7.4 **Qualification**

(a) No person shall be qualified as a Director unless he/she is eighteen or more years of age. Each Director at the time of his/her election and thereafter throughout his/her term of office shall be a parishioner of Saint James Westminster Anglican Church.

7.5 **Election of Directors in Rotation**

(a) The Directors, excluding the Rector, shall be elected by the Foundation Members and shall retire in rotation. At the first annual meeting the term of Nora M. Partridge and William L. Wood shall expire and two Directors shall be elected to hold office for three years until the fourth annual meeting of the Foundation Members; at the second annual meeting the term of Charles Letton and Robert T. Panabaker shall expire and two Directors shall be elected to hold office for three years until the fifth annual meeting of the Foundation Members; at the third annual meeting the term of L. Blake Fewster and Kenneth W. Lemon shall expire and two Directors shall be elected to hold office for three years until the sixth annual meeting of the Foundation Members; and thereafter at each annual meeting two Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office until the fourth annual meeting after his/her election.

7.6 **Eligible for Re-Election**

(a) Directors shall not hold office for more than two consecutive terms unless so authorized by a resolution of the Foundation Members, passed by a two-thirds majority of those present at the meeting.

7.7 **Show of Hands**

(a) The election may be by a show of hands unless a ballot be demanded by any Foundation Member.

7.8 **Vacancies**

(a) The office of a Director shall be vacated immediately:

(i) if the Director resigns office by written notice to the Foundation, which resignation shall be effective at the time it is received by the Foundation or at the time specified in the notice, whichever is later;

(ii) if the Director dies or becomes bankrupt;

(iii) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

(iv) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Directors' term of office.

7.9 **Filling Vacancies**

(a) Vacancies on the Board, however caused, excluding that of the Rector, may, so long as a quorum of Directors remains in office, be filled at a special meeting of the Foundation Members called for that purpose by the Directors, if the Board shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the Foundation Members at which Directors are elected; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Foundation Members to fill the vacancy. If the number of Directors is increased, a vacancy or vacancies, to the number of the authorized increase, shall thereby be

deemed to have occurred, and the same may be filled in the manner provided above.

7.10 **Place of Meetings of the Board**

(a) Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.

7.11 **Calling of Meetings**

(a) Directors' meetings may be formally called by the Chair or by the Secretary on the direction of two Directors at any time and any place on notice as required by this By-Law.

7.12 **Errors in Notice**

(a) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting so long as each Director affected by the error or omission waives the same and ratifies and approves of any or all proceedings taken at such meeting.

7.13 **Meetings Without Notice**

(a) No formal notice of any meeting of the Board shall be necessary if all the Directors are present, or if those absent have given their prior written consent to the meeting being held in their absence.

7.14 **First Meeting of New Board**

(a) A Directors' meeting may be held, without notice, immediately following the annual meeting of the Foundation.

7.15 **Regular Meetings of the Board**

(a) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

7.16 **Quorum**

(a) A majority of the Directors shall form a quorum for the transaction of business; and the Directors may consider or transact any business either special or general at any meeting of the Board at which a quorum is present.

7.17 **Chair**

(a) The Chair shall be chair of any meeting of Directors. If the Chair is not present, the Directors present shall choose one of their number to be chair.

7.18 **Votes to Govern**

(a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to his/her original vote, shall have a second or casting vote. All votes at a meeting of the Board shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.19 **Adjournment**

(a) Any meetings of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment so long as the following has been provided for:

(i) The time of the continued meeting;

(ii) If applicable, the place of the meeting; and

(iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.20 **Interest of Directors in Contracts**

(a) Subject to the provisions of the Act, no Director shall be disqualified by his/her office from contracting with the Foundation nor shall any contract or arrangement entered into by or on behalf of the Foundation with any Director or in which any Director is in any way interested be liable to be voided nor shall any Director so contracting or being interested be liable to account to the Foundation or any of its Foundation Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

7.21 **Remuneration**

(a) The Directors shall receive no remuneration for acting as such; however, nothing herein shall preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

7.22 **Committees**

(a) The Board may by resolution create one or more committees which may but need not include Foundation Members. Until otherwise provided the Chair shall be a member *ex officio* of all committees. Committees created by the Board shall be given written terms of reference by the Board.

7.23 **Grants Committee**

(a) There shall be a grants committee (the "Grants Committee") consisting of six members chosen by the Foundation. It shall be composed of two Directors; two Foundation Members, other than Directors; and two members of Vestry, who are not Foundation Members. The Chair of the Grants Committee shall be chosen from one of the two Directors appointed to the Grants Committee and shall be entitled to vote on all matters at the Grants Committee. In the event of a tie vote, the Chair has a second or casting vote.

ARTICLE 8
OFFICERS

8.1 **Officers of the Foundation**

(a) There shall be a Chair, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer. In addition there may be a Vice-Chair if the Board choose to elect a Vice-Chair; and· as well there shall be such other Officers as the Board may determine by by-law from time to time.

8.2 **Election of Chair**

(a) The Chair shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbent, being a member of the Board, shall hold office until his/her successor is elected.

8.3 **Election of Vice-Chair**

(a) A Vice-Chair may be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board.

8.4 **Appointment of Other Officers**

(a) From time to time the Board shall appoint a Secretary, a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other Officers as the Board may determine. The Officers so appointed may but need not be Directors and one person may hold more than one office, save that the Chair may not hold the office of Secretary.

8.5 **Terms of Office and Remuneration**

(a) The term of office of Officers appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any Officer. Otherwise each Officer elected or appointed by the Board shall hold office until his/her successor is appointed, except that the term of office of the Chair shall expire if and when he/she shall cease to be a Director. The Officers shall receive no remuneration for acting as such.

8.6 **Chair**

(a) The Chair shall, when present, preside at all meetings of the Foundation Members and of the Board. The Chair shall have all of the duties of a president of the Corporation and shall also be charged with the general management and supervision of the affairs and operations of the Foundation. The Chair with the Secretary or other Officer appointed by the Board for the purpose shall sign all By-Laws.

8.7 **Vice-Chair**

(a) If a Vice-Chair has been elected, during the absence or disability of the Chair, his/her duties shall be performed and his/her powers exercised by the Vice-Chair; and if the Vice-Chair, or such other Directors as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

8.8 **Secretary**

(a) The Secretary of the Foundation may but need not be the vestry clerk of the Church. The Secretary shall be *ex officio* clerk of the Board he/she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to Foundation Members and to Directors. He/she shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Foundation which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board.

8.9 **Treasurer**

(a) The Treasurer may but need not be the treasurer of the Church. The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Board. He/she shall disburse the funds of the Foundation under the direction of the Board taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him/her an account of all his/her transactions as Treasurer, and of the financial position of the Foundation. He/she shall also perform such other duties as may from time to time be determined by the Board.

8.10 **Other Officers**

(a) The duties of all other Officers shall be such as the terms of their engagement call for or the Board requires of them.

8.11 **Variation of Duties**

(a) From time to time the Board may vary, add to or limit the powers and duties of any Officer.

8.12 **Agents and Attorneys**

(a) The Board shall have power from time to time to appoint agents or attorneys for the Foundation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

ARTICLE 9
PROTECTION OF DIRECTORS AND OFFICERS

9.1 **Limitation of Liability**

(a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the money of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the monies, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his/her own wilful neglect or default.

9.2 **Indemnity**

(a) Every Director and Officer and his/her 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 Foundation from and against:

(i) all costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against him/her for 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; and

(ii) all other costs, charges, and expenses that he/she sustains or incurs in or about in relation to the affairs of the Foundation, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

9.3 **Validity of Actions**

(a) No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

9.4 **Directors' Reliance**

(a) Directors may rely upon the accuracy of any statement or report prepared by the Foundation's accountants and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE 10
MEMBERSHIP

10.1 **Foundation Members**

(a) At any time the membership of the Foundation shall consist of the Directors at that time and the then incumbent members of the parish council of the Church.

10.2 **Loss of Membership - Ceasing to be a Director**

(a) When a person ceases to be a Director of the Foundation, he/she thereupon ceases to be a Foundation Member, unless he/she qualifies for membership on the basis of being a member of the parish council of the Church.

10.3 **Loss of Membership - Ceasing to be on Parish Council**

(a) When a person ceases to be a member of the parish council of the Church, he/she thereupon ceases to be a Foundation Member, unless he/she qualifies for membership on the basis of being a Director.

10.4 **Dues**

(a) There shall be no dues or fees payable by Foundation Members.

10.5 **Term of Membership**

(a) The interest of a Foundation Member is not transferable and lapses and ceases to exist upon his/her death or when he/she ceases to be a Foundation Member by resignation or otherwise in accordance with the By-Laws.

ARTICLE 11
MEETINGS OF FOUNDATION MEMBERS

11.1 **Annual Meeting**

(a) The annual meeting of the Foundation Members shall be held at such time and on such day in each year as the Board may from time to time determine. 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 accountants shall be presented, any statements required by the Act to be placed before the Foundation Members shall be presented, Directors shall be elected to fill vacancies on the Board, accountants shall be appointed for the ensuing year, and the remuneration of the accountants shall be fixed.

11.2 **Calling of Meetings**

(a) The Board or the Chair or the Rector shall have power to call at any time a meeting of the Foundation Members.

11.3 **Place of Meetings**

(a) The annual or any other meeting of the Foundation Members shall be held at the head office of the Foundation or elsewhere in the City of London, Ontario as the Board may determine and on such day as the said Directors shall appoint.

11.4 **Notice of Meeting**

(a) No public notice nor advertisement of Foundation Members' meetings shall be required, but notice of the time and place of every such meeting shall be given to each Foundation Member by delivering the notice ten days before the time fixed for the holding of such meeting in the manner as required by this By-Law and the Act. Notice of a special meeting of the Foundation Members shall state the general nature of the business to be transacted at the meeting. The accountants of the Foundation are entitled to receive all notices and other communications relating to any meetings of the Foundation Members that any Foundation Member is entitled to receive.

11.5 **Meetings Without Notice**

(a) Any meetings of Foundation Members may be held at any time and place without such notice if all the Foundation Members are present thereat or are represented by proxy duly appointed, and at such meeting any business may be transacted which the Foundation at annual or general meetings may transact.

11.6 **Omissions and Errors**

(a) No error or omission in giving notice of any annual or other meeting of the Foundation Members or any adjourned meeting, whether annual or other, of the Foundation Members shall invalidate such meeting or make void any proceedings taken thereat and any Foundation Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Foundation Member, Director or Officer for any meeting or otherwise, the address of any Foundation Member, Director or Officer shall be his last address recorded on the books of the Foundation.

11.7 **Waiver of Notice**

(a) Any Foundation Member, or his/her duly appointed proxy, a Director, an Officer or the accountant may waive any notice required to be given to him/her under any provision of the Act, the Articles, the By-Laws or otherwise, whether given before or after the meeting or other event of which notice is required to be given, and such waiver of notice shall cure any default in giving such notice.

11.8 **Chair, Secretary and Scrutineers**

(a) The Chair of the Foundation shall be chair of any meeting of Foundation Members. If the Chair is not present within fifteen minutes from the time fixed for holding the meeting, and the Vice-Chair is also absent, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Foundation be absent, the chair of the meeting shall appoint some person, who need not be a Foundation Member, to act as secretary of the meeting. If desired, one or more

scrutineers, who need not be Foundation Members, may be appointed by a resolution or by the chair with the consent of the meeting.

11.9 **Persons Entitled to be Present**

(a) The only persons entitled to attend a meeting of the Foundation Members shall be those entitled to vote thereat, the accountants of the Foundation and others who, although not entitled to vote, are entitled or required under any provision of the Act, or the Articles, or the By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

11.10 **Quorum**

(a) A quorum for the transaction of business at any meeting of the Foundation Members shall consist of not less than half of the Foundation Members present in person; provided that in no case can any meeting be held unless there are ten Foundation Members present in person.

11.11 **Right to Vote**

(a) Subject to the provisions, if any, contained in the Articles, each Foundation Member shall at all meetings of the Foundation Members be entitled to one vote and the Foundation Members may vote by proxy. Such proxy need not be a Foundation Member themselves, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituent or constituents.

11.12 **Proxies**

(a) At any meeting of the Foundation Members a proxy duly and sufficiently appointed by a Foundation Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her, the same voting rights that the Foundation Member appointing him/her would be entitled to exercise if present at the meeting. A proxy need not be a Foundation Member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only it: prior to the time of voting, it is deposited with the Secretary of the Foundation or of the meeting or as may be directed by the notice calling the meeting.

11.13 **Votes to Govern**

(a) At all meetings of the Foundation Members every question shall be decided by a majority of the votes of the Foundation Members present in person or represented by proxy unless otherwise required by the By-Laws.

11.14 **Show of Hands**

(a) Every question shall be decided in the first instance by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes

of the meeting of the Foundation Members shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

11.15 **Polls**

(a) After a show of hands has been taken on any question, the chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. Any demand for a poll may be withdrawn at any time prior to the taking of the poll, but if a poll be demanded and not withdrawn, unless otherwise required by the By-Laws, the question shall be decided by a majority of votes given by the Foundation Members present in person or by proxy, and the result of such poll shall be deemed the decision of the Foundation Members in general meeting upon the matter in question.

11.16 **Casting Vote**

(a) In case of an equality of votes at any meeting of the Foundation Members, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

11.17 **Adjournment**

(a) Any meetings of the Foundation Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment so long as the following has been provided for:

(i) The time of the continued meeting;

(ii) If applicable, the place of the meeting; and

(iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

ARTICLE 12
NOTICES

12.1 **Method of Giving Notices**

(a) Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the By-Laws of the Foundation or otherwise to a Foundation Member, a Director, an Officer or the accountant shall be sufficiently given if delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Foundation Member, Director or Officer at their latest address as shown in the records of the Foundation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided

always that notice may be waived or the time for giving the notice may be abriged at any time with the consent in writing of the person entitled thereto. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been received 5 days after it was deposited in a post office or public letter box; and a notice sent by any means of transmitted/recorded communication or any other electronic means shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch, or sent directly to the individual for whom its intended. The Secretary may change or cause to be changed the recorded address of any Foundation Member, Director, Officer or accountant in accordance with any information believed by him/her to be reliable.

12.2 **Computation of Time**

(a) In computing the date when a notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded, Saturdays, Sundays and bank holidays shall be excluded; and the date of the meeting or other event shall be included.

ARTICLE 13
ACCOUNTANTS

13.1 **Appointment of Accountant**

(a) The Foundation Members shall at each annual meeting appoint an accountant to perform a review of the accounts of the Foundation, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the Board.

ARTICLE 14
AMENDMENTS

14.1 **Conditions Precedent to Amendment**

(a) The Articles and the By-Laws may be amended but only if there has been compliance with all of the provisions of the Act and of this ARTICLE 14.

14.2 **Presentation to Vestry**

(a) The proposed amendments shall be presented and explained to a meeting of the Vestry which has been duly called for that purpose.

14.3 **Three Months Notice to the Foundation Members**

(a) In addition to all other requirements for convening a meeting of the Vestry, notice of the proposed amendment shall be given to the Foundation Members at least three months before the Vestry meeting; and such notice of the proposed amendment shall include the specific language of the proposed amendment together with a written explanation therefore.

14.4 **Two-Thirds Majority of Foundation Members**

(a) The proposed amendment must be presented to and dealt with at a meeting of the Foundation Members after the meeting of Vestry to which the proposed amendment was presented. The meeting of the Foundation Members shall consider the minutes of the Vestry meeting convened to review the proposed amendment, including any resolution that may have been passed at such meeting of Vestry; and the proposed amendment must be authorized by a resolution of the Foundation Members, passed by a two-thirds majority of those present at the meeting.

14.5 **Immaterial Changes**

(a) If a change in the proposed amendment is made after the giving of the three month's notice to the Foundation Members, prior to dealing with the proposed amendment, as changed, the Foundation Members shall determine whether, in all the circumstances, the change is sufficiently material so as to require further notice of the proposed amendment as changed.

ARTICLE 15
CONFLICT OF INTEREST

15.1 **Conflict of Interest**

(a) A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Foundation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Foundation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such transaction or contract.

15.2 **Charitable Corporations**

(a) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Foundation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

ARTICLE 16
EFFECTIVE DATE

16.1 **Effective Date**

(a) These By-Laws shall come into force when confirmed by the Foundation Members in accordance with the Act.

ARTICLE 17
SEVERABILITY

17.1 **Severability and Precedence**

(a) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ENACTED this 9th day of April, 2025.

Chair

Steve MAYNE

Secretary

Jim MAYS