

OFFICE CONSOLIDATION
ROSSBROOK HOUSE FOUNDATION INC.

All persons making use of this consolidation are reminded that it has no official status. Amendments have been inserted into By-law No. 1/2006 for convenience of reference only. The original By-laws should be consulted for purposes of interpreting and applying the By-laws.

This consolidation includes By-law No. 1/2006 passed by the Board on March 8, 2006 and confirmed by the Members on March 8, 2006; as amended by By-law No. 1/2011 passed by the Board on July 28, 2011 and confirmed by the Members on July 28, 2011; as amended by By-law No. 1/2014 passed by the Board on May 13, 2014 and confirmed by the Members on May 13, 2014; as amended by By-law No. 1/2019 passed by the Board on June 18, 2019 and confirmed by the Members on June 18, 2019; as amended by By-law No. 1/2020 passed by the Board on June 23, 2020 and confirmed by the Members on June 23, 2020; as amended by By-law No. 2/2020 passed by the Board on September 29, 2020 and confirmed by the Members on September 29, 2020; as amended by By-law No. 1/2023 passed by the Board on February 2, 2023 and confirmed by the Members on February 2, 2023.

NOTE: This Office Consolidation was prepared on July 19, 2023.

BY-LAW NO. 1/2006

A by-law relating generally to the transaction of business and affairs of

ROSSBROOK HOUSE FOUNDATION INC.

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BE IT ENACTED as a by-law of the Foundation as follows:

INTERPRETATION

1.01 Definitions. In the by-laws of the Foundation, unless the context otherwise requires:

“Act” means The Corporations Act (Manitoba), and any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“articles” means the articles of the Foundation as from time to time amended or restated;

“board” means the board of directors of the Foundation;

“by-laws” means this by-law and all other by-laws of the Foundation from time to time in force and effect;

“Foundation” means the Foundation incorporated under the Act and named ROSSBROOK HOUSE FOUNDATION INC.;

“meeting of members” includes an annual meeting of members and a special meeting of members;

“non business day” means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Manitoba);

“recorded address” means in the case of a member that member’s address as recorded in the members register; and in the case of a director, officer, auditor or member of a committee of the board, that member’s latest address as recorded in the records of the Foundation;

“signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Foundation by section 2.05 or by a resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Section Two

BUSINESS OF THE FOUNDATION

2.01 Undertaking of the Foundation. The Foundation shall restrict its undertaking as set out in its Articles. All profits or other accretions to the Foundation shall be used in furthering its undertaking. The board may take such steps as they may deem requisite to enable the Foundation to receive donations and benefits for the purpose of furthering its undertaking.

2.02 Registered Office. Until changed in accordance with the Act, the registered office of the Foundation shall be at the City of Winnipeg in the Province of Manitoba and at such location therein as the board may from time to time determine.

2.03 Corporate Seal. Until changed by the board the corporate seal of the Foundation shall be in the form impressed in the margin hereof.

2.04 Financial Year. Until changed by the board, the financial year of the Foundation shall end on the last day of March in each year.

2.05 Execution of Instruments. Deeds, transfer, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Foundation by the chair and the vice-chair together, or either of them with the secretary or the treasurer. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.06 Financial Arrangements. The financial business of the Foundation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such financial 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.

2.07 Voting Rights in Other Bodies Corporate. The signing officers of the Foundation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Foundation. Such instruments, certificates or other evidence shall be in favour or such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

Section Three

BORROWING, SECURITIES AND INVESTMENTS

3.01 **Borrowing Power.** Without limiting the borrowing powers of the Foundation as set forth in the Act, the board may from time to time:

- (a) borrow money upon the credit of the Foundation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Foundation, whether secured or unsecured; and
- (c) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Foundation, owned or subsequently acquired, by way of mortgage, hypothec, pledge otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Foundation.

Nothing in this section limits or restricts the borrowing of money by the Foundation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Foundation

3.02 **Delegation.** The board may from time to time delegate to such one or more of the directors and officers of the Foundation as may be designated by the board all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

3.03 **Safe Keeping of Securities.** All securities owned by, or belonging to, the Foundation, shall be lodged (in the name of the Foundation) with a Chartered Bank or a Trust Company, or in safety deposit box or, if so authorized by resolution of the board, with such other depositories, or in such other manner as may be determined from time to time by the board.

Section Four

DIRECTORS

4.01 Number of Directors. Until changed in accordance with the Act, the board shall consist of twelve (12) directors.

[see By-law No. 1/2023]

4.02 Qualification. No person shall be qualified for election as a director if that person is less than 18 years of age; if that person is of unsound mind and has been so found by a court in Canada or elsewhere; if that person is not an individual; or if that person has the status of a bankrupt' or if that person is an employee of the Foundation or has contracted directly or indirectly, to provide services to the Foundation. A director must be a member of the Foundation. A majority of the directors shall be residents of Canada.

4.03 Status and Term. Each member of the Foundation shall automatically be a director of the Foundation and shall remain a director until that person ceases to be a member of the Foundation for a maximum of three terms, totalling a maximum of nine years of service.

[see By-law No. 1/2023]

4.04 Quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors constituting the board from time to time or such greater number of directors as the board may from time to time determine.

4.05 Vacation of Office. A director ceases to hold office when that director ceases to be a member of the Foundation.

4.06 Vacancies. A director who fills a vacancy shall serve the balance of the term of the director whose cessation of office caused the vacancy.

4.07 Action by the Board. The board shall manage the business and affairs of the Foundation. Subject to sections 4.08 and 4.09, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all powers of the board so long as a quorum remains in office.

4.08 Canadian Majority. The board shall not transact business at a meeting unless a majority of the directors present are residents of Canada, except where

- (a) a director who is a resident of Canada and who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
- (b) a majority of directors who are residents of Canada would have been present had that director been present at the meeting.

4.09 Participation in Meetings by Electronic Means. If all directors consent, a director may participate in a meeting of the board by means of such telephonic, electronic or other communication facility that permits all participants in the meeting to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board held while a director holds office.

[see By-law No. 2/2020]

4.10 Place of Meetings. Meetings of the board may be held at any place in Manitoba.

4.11 Callings of Meetings. Meetings of the board shall be held from time to time and at such place as the board, the chair, or any two directors may determine.

4.12 Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided in section 10.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy in the office of auditor;
- (c) issue securities;
- (d) approve any annual financial statements; or
- (e) adopt, amend or repeal by-laws

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

4.13 First Meeting of New Board. Provided a quorum of directors is present, the board may without notice hold its first meeting immediately following an annual meeting of members.

4.14 Adjourned Meeting. Notice of an adjourned meeting of the board to be held within 48 hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting

4.15 Regular Meetings. The board shall meet at least once every four (4) months. 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.16 Chair. The chair of any meeting of the board shall be the chair, or in that director's absence a vice-chair who is chosen by the directors present to be chair. If no such officer is present, the directors present shall choose one of their number to be chair.

4.17 Votes to Govern. 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 meetings shall not be entitled to a second or casting vote.

4.18 Conflict of Interest. The Foundation shall not enter into a material contract or arrangement with a director of any firm or partnership associated with a director (or the spouse or dependant child of such director) for the provision of goods or services to the Foundation, and no director shall knowingly approve such a contract. A director who is a party to or who has a material interest in any person who is a party to a material contract or proposed material contract with the Foundation shall immediately disclose to the other directors the nature and extent of that interest. The Guidelines annexed hereto as Schedule "A" shall govern the interpretation and application of this section.

4.19 Reimbursement for Expenses. The directors shall not be paid remuneration for their services. The directors may, by resolution of the board, be reimbursed for out-of-pocket expenses properly incurred by them in carrying out responsibilities approved by the board.

4.20 Report. The board shall submit or cause to be submitted to the board of directors of Rossbrook House Inc. an annual report as to the affairs of the Foundation. In addition, it shall be the responsibility of the board to keep the board of directors of Rossbrook House Inc. informed as to the affairs of the Foundation and to encourage interest, discussion and support on the part of the board of directors of Rossbrook House Inc. by presenting periodic reports to the board of directors of Rossbrook House Inc. as to the affairs of the Foundation and its activities.

Section Five

EXECUTIVE AND COMMITTEES

5.01 Executive Committee. The Executive Committee shall include the chair, immediate past-chair if a director, vice-chair, secretary and treasurer of the Foundation.

The Executive Committee shall from time to time prepare agendas for meetings for the board of directors and ensure that the meetings of the board of directors have sufficient information and alternatives available to them in order to deal with the matters included on such agendas.

During the intervals between the meetings of the board, the Executive Committee shall possess and may exercise (subject to any restrictions which the board may from time to time make) all of the powers of the board in the management and direction of the day to day operation of the Foundation (save and except only such acts as must by the Act or the Articles be performed by the board itself) in such manner as the Executive Committee may deem best in the interest of the Foundation in all cases in which specific direction shall not have been given by the board. All actions of the Executive Committee shall be reported to the board at the meeting next succeeding such actions and shall be subject to revision or alteration by the board; provided that no acts or rights of the parties shall be affected or invalidated by any such revision or alteration.

[see By-law No. 1/2019]

5.02 Committees of Directors. The board may appoint the following standing committees: Finance and Investment Committee, Fund Development Committee, and Nominating and Governance Committee. If appointed, the board shall appoint not less than three (3) and not more than seven (7) individuals to be the members of an aforesaid committee, a majority of whom must be directors. The treasurer shall be the chair of the Finance and Investment Committee. The board shall designate one (1) of the members of each other committee as chair thereof, which member must be a director. The chair of the board shall be ex officio, a member of each such committee but shall not be included in the numbers referred to in this sub paragraph.

The Finance and Investment Committee shall from time to time review the overall financial position of the Foundation and make reports and recommendations to the board concerning the finances of the Foundation, including the preparation of the annual budget, the management of the Foundation's funds, and the long term financial plans of the Foundation. The Finance and Investment Committee shall from time to time review the presentation of the financial position and results of the operations of the Foundation in accordance with Canadian Accounting Standards for Not-for-Profit Organizations and ensure that appropriate financial systems and controls are maintained for the proper recording of transactions and protection of assets. The Finance and Investment Committee shall review the annual corporate and non-profit charitable returns and ensure that they have been filed on a timely basis; shall review

financial systems and controls with management; shall report on and recommend to the board policies related to finance and investment; and shall monitor compliance with policies related to finance and investment.

The Fund Development Committee shall from time to time investigate, recommend and champion the fund development and fundraising activities of the Foundation directed to the general public which may entitle the donor to a charitable receipt. The Fund Development Committee shall oversee the annual fundraising activities of the Foundation and its Planned Giving program activities.

The Nominating and Governance Committee shall, prior to each meeting of directors at which members are to be admitted as members, recommend to the board those individuals who it considers suitable candidates for admission as members, bearing in mind the importance of reflecting the identity and needs of the community which the Foundation serves. The Nominating and Governance Committee shall also identify to the board those individuals who it considers suitable candidates for election or appointment as officers of the board or as chairs or members of committees of the board, bearing in mind the importance of reflecting the identity and needs of the community which the Foundation serves, and shall recommend individuals to fill any vacancy which may arise in any office, or on any committee. The Nominating and Governance Committee shall from time to time review the by-laws of the Foundation and shall make recommendations with respect to any proposed changes to such bylaws. The Nominating and Governance Committee shall also from time to time review the overall performance of the board and shall report its findings and comments following such review to the board.

[see By-law No. 1/2023]

5.03 Advisory Committees. The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

5.04 Transaction of Business. Subject to the provisions of section 4.09, the powers of the Executive Committee or any other committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Manitoba.

5.05 Procedure. Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure.

Section Six

OFFICERS

6.01 Appointment. The board may from time to time elect from among their numbers a chair, a vice-chair, a secretary, and a treasurer. The board may also from time to time appoint such other officers as the board may determine, including one or more assistants to any of the officers so appointed. Such other officers may but need not be a director. One person may hold more than one office. The board may specify the duties of and, in accordance with this By-law and subject to the provisions of the Act delegate to such officers such powers as it may deem appropriate.

6.02 Chair. The chair shall preside at all meetings of the members, and shall preside at meetings of the directors, and of the Executive Committee. The chair shall be an ex officio member of all committees appointed by the board. The chair shall perform such other duties as are incident to the office of chair of the Foundation or as may be required from time to time by the board.

6.03 Vice-chair. The vice-chair shall, in the absence of the chair or the chair's inability from any cause to act, discharge the duties of the chair. Should the office of the chair become vacant, the vice-chair shall act until such time as the directors may appoint a successor. The vice-chair shall carry out such duties as the board may assign to that individual.

6.04 Secretary. The secretary shall attend and be the secretary of all meetings of the board and of the members, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; that director shall conduct or cause to be conducted the correspondence of the Foundation; the secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and auditors; the secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Foundation and of all books, papers, records, documents and instruments belonging to the Foundation, except when some other officer or agent has been appointed for that purpose; and the secretary shall have such other powers and duties as the board may specify.

6.05 Treasurer. The treasurer shall be the chair of the Investment Committee, and shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Foundation; the treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the Foundation and shall render to the board whenever requested by them an account of all the treasurer's transactions as treasurer and of the financial position of the Foundation, the treasurer shall have prepared for submission to the annual meeting of members a set of audited financial statements of the financial position of the Foundation, and when requested to do so, prepare or have prepared interim financial statements for

submission to any general or special meeting of members; and the treasurer shall have such other powers and duties as the board may specify.

6.06 Powers and Duties of Other Officers. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

6.07 Variation of Powers and Duties. The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

6.08 Term of Office. The board, in its discretion, may remove any officer of the Foundation, without prejudice to that officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until that officer's successor is appointed.

6.09 Conflict of Interest. An officer shall disclose that officer's interest in any material contract or proposed material contract with the Foundation in accordance with section 4.18.

6.10 Agents and Attorneys. The board shall have the power from time to time to appoint agents or attorneys for the Foundation in or outside Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

6.11 Fidelity Bonds. The board may require such officers, employees and agents of the Foundation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.

Section Seven

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. Every director and officer of the Foundation in exercising such person's powers and discharging that person's duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgement or oversight on such person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such person's office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity. Subject to the limitations contained in the Act, the Foundation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Foundation's request as a director or officer of a body corporate of which the Foundation is or was a shareholder or creditor, and that person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of the Foundation or such body corporate, if

- (a) such person acted honestly and in good faith with a view to the best interests of the Foundation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that such person's conduct was lawful.

The Foundation shall also indemnify such person in such other circumstances as the Act permits or requires.

7.03 Insurance. The Foundation may purchase and maintain insurance for the benefit of any person referred to in section 7.02 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

Section Eight

MEMBERSHIPS

8.01 Admission and Term of Members. Membership in the Foundation shall initially consist of the applicants for incorporation of the Foundation, and such other individuals as are admitted as members by the board of directors.

The number of members of the Foundation shall be limited to twelve (12) persons, namely:

- (a) the chair of the board of directors of Rossbrook House Inc. or the designate of the chair from time to time;
- (b) one (1) individual nominated from time to time by the board of directors of Rossbrook House Inc.: and
- (c) up to ten (10) persons selected by the board of directors of the Foundation to fill vacancies in the membership of the Foundation from time to time.

There shall be no membership fees or dues payable by members.

Except as provided in clauses (a) and (b), the term of membership shall be three (3) years and shall expire at the conclusion of the applicable annual meeting of members.

[see By-law No. 1/2023]

A person who fills a vacancy shall serve the balance of the term of membership of the member whose termination of membership caused the vacancy.

[see By-law No. 1/2019]

8.02 Termination of Membership. The interest of a member in the Foundation is non transferable and lapses and ceases to exist upon the death of a member or when the period of that person's membership expires or when that person ceases to be a member by resignation or otherwise in accordance with these by-laws. Members are allowed to serve a maximum of three terms, totalling a maximum of nine years of service. A person nominated to be a member of the Foundation shall, upon the written request of that person's nominator, accepted by resolution of the directors, cease to be a member and a director of the Foundation. A member may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

[see By-law No. 1/2023]

8.03 Other Cancellation or Suspension of Membership. The board may cancel or suspend the membership of a member by resolution for cause, or in circumstances where, the directors are of the opinion that such cancellation or suspension is in the

best interests of the Foundation. Such member shall receive at least seven (7) days notice of the meeting of the board at which such resolution is to be considered, together with a statement of the grounds upon which the membership of the member is proposed to be terminated, and such member shall be entitled to appear, either personally or by or with an agent or counsel, to make submissions at the meeting.

Section Nine

MEETINGS OF MEMBERS

9.01 Annual Meetings. The annual meeting of members shall be held at such time n each year and, subject to section 9.03, at such place as the board, or the chair may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings. The board, or the chair shall have the power to call a special meeting of members at any time.

9.03 Place of Meetings. Meetings of members shall be held at the registered office of the Foundation or elsewhere in the municipality in which the registered office is situate or, if the board shall so determine, at some other place in Manitoba.

9.04 Notice of Meetings. Notice of the time and place of each meeting of members shall be given in the manner provided in section 10.01 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each member who at the close of business on the record date, if any, for notice is entered in the members register. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A member may in any manner waive notice of or otherwise consent to a meeting of members.

9.05 List of Members Entitled to Notice. For every meeting of members, the Foundation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. The members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given. The list shall be available for examination by any member during usual business hours at the registered office of the Foundation or at the place where the meeting is held.

9.06 Chair, Secretary and Scrutineers. The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the chair, or the vice-chair. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Foundation is absent, the chair shall appoint some person, who need not be a member to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

9.07 Persons Entitled to be Present. The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditors of the Foundation and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the articles or 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.

9.07.1. Electronic Participation. The board may make available a telephonic, electronic, or other communication facility that enables a person entitled to attend a meeting of members to participate in that meeting. The communication facility must permit all persons participating in the meeting to communicate adequately with each other.

[see By-law No. 1/2020]

9.07.2. Effect of Electronic Participation. A person who participates in a members meeting in a manner contemplated by section 9.07.1 is deemed to be personally present at the meeting for all purposes, including determining quorum.

[see By-law No. 1/2020]

9.07.3. Electronic Voting. If voting is to take place at a meeting of members by means of telephonic, electronic, or other communication facilities, the board must take reasonable measures to ensure that the communication facility contemplated in section 9.07.1 ensures that

- (a) the identity of each person who votes is verified;
- (b) each person who votes does so only in their own right.

[see By-law No. 1/2020]

9.08 Quorum. A quorum for the transaction of business at any meeting of members shall be a majority of the members personally present. If a quorum is present at the opening of any meeting of members, the members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

9.09 Right to Vote. At any meeting of members every person personally present who is named in the list referred to in section 9.05, shall be entitled to one vote.

9.10 Votes to Govern. At any meeting of members every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the motion shall be lost.

9.11 Method of Voting. Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. In the case of a person who participates in a meeting as contemplated by section 9.07.1 and is entitled to vote at that meeting, the person may vote by means of the telephonic, electronic, or other communication facility that the board has made available for the purpose of such vote. Upon such vote every person who is present and entitled to vote shall have one vote. Whenever a vote shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

[see By-law No. 1/2020]

9.12 Ballots. On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present and entitled to vote shall have one vote upon the question, and the result of the ballot so taken shall be the decision of the members upon the said question.

9.13 Adjournment. If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

9.14 Resolution in Writing. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

9.15 Rules of Order. In the case of a question or dispute over procedures to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order shall be followed except where inconsistent with these by-laws.

Section Ten

NOTICES

10.01 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's recorded address or if mailed to that person at that person's recorded address by prepaid ordinary or air mail, fax or e-mail. 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 properly dispatched. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by that person to be reliable.

10.02 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 Undelivered Notices. If any notice given to a member pursuant to section 10.01 is returned on three consecutive occasions because that member cannot be found, the Foundation shall not be required to give any further notices to that member until that member informs the Foundation in writing of that member's new address.

10.04 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.05 Waiver of Notice. Any member, director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board which may be given in any manner.

Section Eleven

DISSOLUTION

11.01 Dissolution. Upon the dissolution or winding up of the Foundation, all remaining property, after payment of all debts and liabilities of the Foundation, shall be distributed as provided in its Articles.

Section Twelve

EFFECTIVE DATE, AND AMENDMENT

12.01 Effective Date. These by-laws shall come into force when confirmed by an ordinary resolution of the members.

12.02 Amendment, Repeal and Replacement. These by-laws may be amended, repealed and replaced in accordance with the Act.

ROSSBROOK HOUSE FOUNDATION INC.
BY-LAW NO. 1/2006
SCHEDULE "A"
(Section 4.18)

GUIDELINES ESTABLISHED PURSUANT TO SECTION 4.18 OF BY-LAW NO. 1/2006

GENERAL

1. No conflict should exist or appear to exist between the direct personal interests of a member of the Board of Directors of the Foundation and his or her duties and responsibilities as a Director of the Foundation. For the purposes of this Policy Statement personal interests include, but are not necessarily limited to, a business, commercial or financial interest, whether of a person involved or arising from family or marital relationships, friends, or from former, existing or prospective business association.
2. Such individuals should arrange their personal affairs in a manner that will prevent conflict of interest from arising.
3. Such individuals should exercise care so as to not benefit or appear to derive a material personal benefit from being a member of the Board of Directors.
4. Such individuals should not place themselves in a position where they could derive or appear to derive a material personal benefit or interest, direct or indirect, personally or through a firm or corporation in which the individual has an interest, from contracts or other financial arrangements entered into by the Foundation, either with themselves, or with members of the immediate family (spouse and dependent children).
5. Each member of the Board of Directors shall complete a Conflict of Interest Disclosure Statement in the form approved and at the times specified by resolution of the Board of Directors.

IMMEDIATE DISCLOSURE OF INTEREST

Each Director is responsible for the immediate disclosure of any situation or matter where he or she may have a conflict of interest or a potential conflict of interest. Where a Director is unsure whether any conflict of interest may exist, it is his or her responsibility to seek clarification from the Board of Directors.

DECISION AS TO CONFLICT OF INTEREST

The Board of Directors shall decide by resolution of the Board of Directors, whether a material personal interest exists in the case of a Director. A material personal interest includes any matter or situation where a Director or any of his or her spouse or

dependents has a direct or indirect pecuniary interest beyond the financial interests of any other member of the Board of Directors.

MINIMUM STANDARDS OF CONDUCT

It is impossible to anticipate all potential conflict of interest situations. The following guidelines or examples then are intended to provide general principles and minimum standards of conduct:

1. The purchase of goods or services required for the daily operation of the Foundation in the ordinary course of the business of a supplier from the supplier’s retail shelf, published price list, or catalogue would not normally be considered a prohibited contract or arrangement. On the other hand, a purchase or customized goods or services or the call for tender to provide goods or services from a supplier which would involve a subjective qualitative judgement by the Foundation may well constitute a prohibited contract or arrangement.
2. It would be inappropriate for the Foundation to hire a Director, or the spouse or dependent child of a Director, as an employee of the Foundation.

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