



CAPACITYCANADA

FEDERAL NOT-FOR-PROFIT INCORPORATION CHECKLIST

(Please seek independent legal advice before proceeding)

- Determine the purposes of your corporation. The purposes of an organization are the objectives that it is created to achieve. It is important that these purposes are acceptable to the Canada Revenue Agency (CRA) if you want to become a registered charity in the future. Please refer to Appendix A for CRA's model purposes. Your purposes should be not too narrow and not too detailed.
- Determine the name of your corporation. You will need to perform a NUANS (Newly Upgraded Automated Name Search) search. This usually costs around \$30 and can be completed online here: <http://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04210.html>
- Once you have verified that no one else has is using your name, you can get a name pre-approval online free here: <https://www.ic.gc.ca/app/scr/cc/CorporationsCanada/bs/nmprvl.html> . This will speed up the incorporation process.
- You need to determine who your initial board members will be. You need a minimum of three legally.
- You will now need to complete the Articles of Incorporation form 4001. Please see Appendix B for sample form.
- Complete the Initial Registered Office Address and First Board of Directors form 4002. Please see Appendix C for sample form.
- You can file online here: <https://www.ic.gc.ca/app/scr/cc/CorporationsCanada/bs/crp-wz.html> . There is a \$200 one-time fee for incorporating. It costs \$250 to incorporate by mail.
- Once you receive your articles of incorporation you will need to perform the following tasks:
 1. Write your bylaws. Sample bylaws are included in Appendix D. You can also use Industry Canada's online bylaw builder tool here: <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04993.html>
 2. Have you first official board meeting. At the first meeting, you will need to at minimum:
 - Pass the bylaws
 - Appoint officers (Chair, Vice-Chair etc.)
 - Appoint a public accountant or auditor
 - Approve banking arrangements and signing officers
 3. Have your first members meeting (Annual General Meeting). You will need to have this within 18 months of incorporation. At this meeting you to a minimum:
 - Elect directors
 - Pass the bylaws
 - Appoint a public accountant or auditor

APPENDIX A

Canada Revenue Agency Model purposes

Relief of poverty

- To relieve poverty by operating a food bank for [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].
- To relieve poverty by operating a soup kitchen for [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].
- To relieve poverty by providing basic necessities of life, including food, clean water, clothing, and/or shelter to [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].
- To relieve poverty by providing food and other basic necessities of life to [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].
- To relieve poverty by establishing, operating and maintaining shelters for the homeless.
- To relieve poverty by providing residential accommodation below market rate, support, and incidental facilities to [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].

Relief of poverty – Developing nations

- To relieve poverty in developing nations by providing food and other basic necessities of life to individuals or families in need.
- To relieve poverty in developing nations by providing basic necessities of life, including food, clean water, clothing, and/or shelter to [specify eligible beneficiaries, for example, individuals or families who are poor, of low income, or in need].

Relief of poverty – Disaster relief

- To relieve poverty by providing necessities of life, including food, clean water, medical supplies, clothing, and/or shelter to victims of disasters.

Advancement of education

- To advance education by establishing and operating a public [primary, secondary, or post-secondary] school for [specify eligible beneficiaries] [if required, specify topic(s)].

- To advance education by providing books, equipment, and educational aids to students attending [specify name of school].
- To advance education by providing classes on the subjects of childbirth education, preparation for parenting, and nutrition to [specify].
- To advance education by providing leadership training programs to [specify eligible beneficiary group].
- To advance education by providing publicly available scholarships, bursaries, and other forms of financial assistance to [specify eligible beneficiaries] to be used for [specify, elementary, secondary, or post-secondary] education.
- To advance education by providing awards to [specify eligible beneficiaries] to encourage academic excellence.
- To advance education by training police officers, teachers, social workers, and crisis response workers to recognize and respond to online sexual exploitation and to assist children and youth affected by this issue.
- To advance education by operating a science fair for students across Canada.

Advancement of education – Arts

- To advance education by providing instructional seminars on topics related to the performing and visual arts to [specify eligible beneficiaries].

Advancement of Religion

- To advance religion by teaching the religious tenets, doctrines, and observances associated with [specify religion or faith].
- To advance religion by preaching the teachings, and religious tenets, doctrines and observances, associated with [specify faith or religion].
- To advance religion by establishing and maintaining a house of worship with services conducted (or held) in accordance with the tenets and doctrines of [specify faith or religion].
- To advance religion by establishing and maintaining a religious school of instruction on the subject of [specify faith or religion] for [specify children, youths, and/or adults].
- To advance religion by establishing a facility to be used for religious programs, workshops, music, and [specify for example Bible, Qur'anic, Talmudic or other] studies.

Other purposes that are beneficial to the community in a way the law considers charitable

Promotion of health

- To promote health by providing the public with [specify type of] medical services.
- To promote health by providing affected populations with health care services or products that prevent and manage serious threats to health and survival.
- To promote health by providing accident victims with physical, occupational, or speech therapy.
- To promote health by protecting and maintaining public health through the operation of a healthy-heart program to slow the development and progression of heart disease.
- To promote health by providing individuals with [specify health condition] with access to related counselling, information, or group support programs.
- To promote health by providing public ambulance, paramedic, or firefighting services.

Advancing the public's appreciation of the arts

- To advance the public's appreciation of the arts by providing high-quality artistic performances in [specify for example, public places, senior citizens homes, churches, community centres, and educational institutions].
- To advance the public's appreciation of the arts by producing public art exhibitions, presentations, and performance art(s) events, and by providing a forum for qualified artists to exhibit, present, or perform their artistic works through participation in such events.
- To advance the public's appreciation of the arts by:
 - providing high-quality public performances of classical choral works; and
 - providing free performances for audiences that may not be able to attend regular performances.

Protection of the environment

Ecosystem preservation

- To protect the environment for the benefit of the public by conserving or restoring ecosystems and biodiversity on a long-term basis.

Pollution reduction

- To protect the environment for the benefit of the public by conserving ecosystems through saving, supporting, protecting, or assisting stressed or endangered forms of life (including plant and animal life).

- To protect the environment for the benefit of the public by reducing pollution for the benefit of the public by operating a water testing and treatment program at [specify location].
- To protect the environment for the benefit of the public by reducing pollution and by cleaning up or remediating polluted [specify air, water, or ground].

Promoting the welfare of animals

- To promote the welfare of animals for the benefit of the public by spaying or neutering domestic pets, and/or feral or stray animals.
- To promote the welfare of animals for the benefit of the public by:
 - rescuing stray, abandoned, abused, or surrendered animals; and
 - operating an animal adoption program.

Addressing and preventing specific problems faced by children or youth

- To address and prevent problems faced by children or youth by providing publicly available crisis counselling.
- To address and prevent problems faced by children by operating a latchkey program for [specify eligible beneficiaries, for example, children attending public elementary schools].
- To address and prevent problems faced by youth by operating a supervised youth centre (or drop-in centre) that provides structured programs directed toward resolving [specify the problem(s)].
- To address and prevent problems faced by youth by establishing, operating, and maintaining a long-term group home for youth dealing with [specify problem(s)].
- To address and prevent problems faced by youth by establishing, operating, and maintaining a life-skills learning centre for Aboriginal children and youth dealing with [specify problem(s)].

Addressing and preventing specific problems faced by families

- To address and prevent specific problems faced by families by establishing and operating an assessment and counselling center for children, youth, and parents dealing with behaviour management issues.
- To address and prevent specific problems faced by families by providing parents, children, and youth with mentoring programs, workshops, and seminars on issues such as anger management, conflict resolution, and effective communication.
- To address and prevent specific problems faced by families by providing grief support and counselling for survivors that addresses issues associated with the loss of family members.

- To address and prevent specific problems faced by families by providing counselling and outreach programs to individuals affected by family violence.

Relieving conditions associated with the aged

- To relieve conditions associated with the aged by providing specially adapted residential accommodation, incidental facilities, and support to [specify eligible beneficiaries].
- To relieve conditions associated with the aged by providing personal care, housekeeping, meals, nursing, shopping assistance, and transportation to medical appointments to [specify eligible beneficiaries].

Relieving conditions associated with disability

- To relieve conditions associated with disability by providing specially adapted residential accommodation, incidental facilities, and support to [specify eligible beneficiaries].
- To relieve conditions associated with disability by providing trained personnel and specialized services that assist [specify eligible beneficiaries] in their daily activities.
- To relieve conditions associated with disability by providing athletic and recreational programs to support the physical, mental, and emotional well-being of [specify eligible beneficiaries].
- To relieve conditions associated with disability by providing life management counselling and other supportive services to [specify eligible beneficiaries] to become and remain more independent in the community.
- To relieve conditions associated with disability by providing job training and job placement assistance to [specify eligible beneficiaries].
- To relieve conditions associated with disability by providing camps with specially adapted programs and facilities for children or youth with [specify condition(s)].
- To relieve conditions associated with disability by providing assistive devices to [specify eligible beneficiaries].

Providing public amenities

- To provide a public amenity by establishing and maintaining a memorial garden for the public.
- To provide a public amenity by establishing and maintaining a park in [specify community].
- To provide a public amenity by establishing and maintaining a public children's playground].
- To provide a public amenity by establishing, administering, and maintaining a multi-use recreational facility in [specify community].

- To provide a public amenity by establishing and maintaining a [specify type of museum] for the public.

Protecting and preserving significant heritage sites

- To protect and preserve significant heritage sites by restoring, developing, and maintaining the [specify the historic site] with a view to commemorating the site and educating the public about it.

Promoting the efficiency of the Canadian Armed Forces

- To promote the efficiency of the Canadian Armed Forces for the benefit of the public by providing [air, sea, or army] cadet training to youth.

Promoting commerce or industry

- To promote and maintain efficiency and high standards of practice in the [specify industry, trade, or profession] for the benefit of the public by developing training programs for, and providing funds for the training of, individuals engaged in the [industry, trade or profession].
- To promote excellence and efficiencies in the [specify industry, trade or profession] in Canada for the benefit of the public by establishing and maintaining best practices and standards of workmanship, through the development and institution of an apprenticeship program.
- To promote excellence in the [specify industry, trade or profession] in Canada for the benefit of the public by conducting research on best practices related to that [specify industry, trade or profession] and disseminating the results of the research to the public.

More information is available at:

<http://www.cra-arc.gc.ca/chrts-gvng/chrts/pplyng/mdl/mdl-bjcts-eng.html>

APPENDIX B

Canada Not-for-profit Corporations Act (NFP Act) Form 4001 - Articles of Incorporation

1. Corporate name

XYZ FOUNDATION
2. The province or territory in Canada where the registered office is situated
ONTARIO
3. Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number 3
Maximum number 10
4. Statement of the purpose of the corporation

The purpose(s) of the corporation is/are:
5. Restrictions on the activities that the corporation may carry on, if any

None
6. The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
7. Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.
8. Additional provisions, if any
9. Declaration

I hereby certify that I am an incorporator of the corporation.

Jane Doe

APPENDIX C

Initial Registered Office Address and First Board of Directors form 4002

Item 1: Corporate Name

Provide the name of your corporation as indicated in the articles of the corporation.

Item 2: Complete address of the registered office

The registered office address is the legal address of the corporation. All official documents that are sent by registered mail to, or that are served on, a corporation at the registered office address are deemed to be received by the corporation.

Indicate the street name and number, city, province/ territory and postal code of the registered office.

Note:

The registered office address cannot be a post-office box and the address must be within the province or territory as indicated in the articles of the corporation.

Item 3: Directors of the corporation

Indicate the first and last name as well as the residential address or other address for service of each member of the board of directors.

Note:

The address cannot be a post-office box

The number of directors must correspond with the minimum and maximum or fixed number of directors indicated in the articles of the corporation.

Item 4: Declaration

In the case of an incorporation, this form must be signed by an incorporator. If an incorporator is a company or other incorporated body, the articles must be signed by an individual authorized by that body. In the case of a continuance (transition), amalgamation or continuance (import), this form must be signed by a director or an officer of the corporation continuing into or amalgamating under the NFP Act.

APPENDIX D

Sample Bylaws

XYZ Foundation

BY-LAW NO. 1

As Amended

Insert Date

1. MISSION STATEMENT

Bringing together the ideas, people and resources that drive social change.

2. VISION STATEMENT

Changing lives through courageous community organizations.

3. INTERPRETATION

- a) "Act" means the Canada Corporations Act as may be amended from time to time.
- b) "Annual General Meeting" means the annual meeting of members of the Corporation held in accordance with the provisions of Article 11.
- c) "Article" means the relevant Article of this By-Law.
- d) "Board" means the Board of Directors of XYZ Foundation.
- e) "By-laws" means these by-laws as they may be amended from time to time in accordance with the provisions of Article 12.
- e) "Corporation" means XYZ Foundation.

4. REGISTERED OFFICE

XYZ Foundation's registered office shall be in the Regional Municipality of Waterloo, in the Province of Ontario.

5. CORPORATE SEAL

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

6. MEMBERSHIP

a) REGULAR MEMBERSHIP

- i) Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of the Corporation.
- ii) There shall be no membership fees or dues unless otherwise directed by the Board.
- iii) 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.
- iv) Any member may be required to resign by a vote of three-quarters (3/4) of the members at an Annual General Meeting.
- vi) Board members are automatically members of the Corporation.

b) HONORARY MEMBERSHIP

The Board may grant honorary membership in XYZ Foundation to individuals in recognition of long service or special service to XYZ Foundation or the Community. Honorary Members shall not be subject to fees and are not entitled to vote at all Annual General Meetings or special meetings.

c) TERM OF MEMBERSHIP

Any member, during his/her term of membership, shall remain a member until he or she shall die, resign or be suspended temporarily or permanently for cause at any meeting of the Board.

d) VOTING MEMBERSHIP ELIGIBILITY

Unless the Act provides otherwise, each member of the Corporation shall be entitled to one (1) vote at all meetings of the membership of the Corporation. All members are entitled to vote at any Annual General Meeting or special meeting providing they are members of record at the time of the meeting.

7. BOARD OF DIRECTORS

a) DIRECTORS

The Corporation shall be governed by a Board of no less than four (4) and no more than fifteen (15) Directors each of whom, at the time of his/her election and throughout his/her term of office, shall be a member of the Corporation. The members shall, by resolution passed by at least 2/3rds of the votes cast at a special meeting of the members, determine the number of directors within the minimum and maximum above stated from time to time. No employee of the Corporation may be a Director. As a member of the Corporation, a Director has the same rights as any other member.

b) DIRECTOR NOMINATION

At each Annual General Meeting, the Nominating Committee shall place before the members a list of the nominees for the Board in accordance with Article 11 b) of these By-Laws.

c) TERM OF OFFICE

The term of office of a Director shall be two (2) years and each Director shall be eligible to serve a maximum of three (3) successive terms, after which time, at the discretion of the Board, certain members will be permitted to serve beyond the current six (6) year limit. These members will be determined annually by the Board.

d) ELECTION

All Directors shall be elected at the Annual General Meeting of XYZ Foundation. An exception to this Article is contained in Article 7 h) ii).

e) VACANCIES

A Director or officer shall be deemed to have vacated his/her office:

- i) if he/she ceases to be a member of the Corporation;
- ii) if he/she resigns his/her directorship or office by notice in writing; or
- iii) if he/she fails to attend three (3) consecutive meetings, without a bona fide reason for such absence being accepted by the Board.

f) REMOVAL FROM OFFICE

A Director or officer may be removed from office at any time by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of the members called for that purpose.

g) REMUNERATION

No Director shall receive any remuneration for his/her services as such.

h) DUTIES

The Board shall have power during its term of office (in addition to all other powers vested in it):

- i) to appoint and define the duties and remuneration of a Chief Executive Officer and such other officers and/or agents as it thinks necessary to further the objectives of the Corporation;
- ii) so long as a quorum of Directors remains in office, to fill, by appointment or election, vacancies occurring either among officers or the Directors until the next Annual General Meeting;
- iii) to appoint and delegate power to the chairperson and members of such other committees from time to time as it may consider necessary in carrying out the objectives of the Corporation;
- iv) to remove any officer or agent of the Corporation, including the Chief Executive Officer. To do so, a majority vote of all Directors of the Corporation shall be necessary;
- v) to suspend or expel any member from the Corporation for breach of any By-Law or resolution of the Corporation or of the Board;

- vi) to borrow money and obtain advances upon the credit of the corporation from such lending institutions as the Board may approve at such time, in such amounts, and on such terms as they may deem proper, either by discounting or causing to be discounted negotiable paper or instruments made, drawn accepted or endorsed by the Corporation, by overdraft, by arranging for credits, or by way of loans, advanced and otherwise;
- vii) to give, pledge, hypothecate and/or mortgage to said bank or trust company, as security for any such discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Corporation, all or any of the stocks, bonds, debentures, negotiable instruments, agreements, book debts, letters of guarantee, and personal property of the Corporation, and to assign, transfer or give and cause to be assigned, transferred or given to such lending institution, warehouse receipts, bills of lading, insurance policies, securities under the Bank Act (Canada), mortgages, pledges, agreements or other collateral securities, assignments, promises to give warehouse receipts and/or bills of lading, covering all or any of the real or personal property of the Corporation, and, at any time, to renew, alter, vary some or substitute others; and
- viii) to generally exercise all rights and powers which the Director might or could exercise under the authority of the Corporation's constitution or under the laws governing the Corporation.

i) REPORTING TO MEMBERS

The Board shall give a full and complete report of its activities for the preceding year at the Annual General Meeting of the members of the Corporation.

The Board may enlarge or reduce the duties of any Director by resolution from time to time.

8. OFFICERS

a) OFFICERS

The officers of the Corporation shall be a Chair, a Vice-Chair and a Secretary/Treasurer, together with such other officers as the Board may determine by resolution from time to time. Each officer must be a member of the board and shall receive no remuneration for his/her services as such.

b) APPOINTMENT OF OFFICERS

The Chair, the Vice-Chair and the Secretary/Treasurer shall be appointed by the Board at a meeting of the Board to be held immediately following each Annual General Meeting.

c) SIGNING AUTHORITY

With respect to all general chequing or savings accounts carried with or without special designation, any two of the Chair, Vice-Chair and Secretary/Treasurer may act jointly as signing authorities in the drawing and issuing of cheques and orders for the payment of monies out of funds of XYZ Foundation. The Board, by resolution, may appoint such further signing officers as they may deem necessary from time to time.

d) BONDING

All signing officers and employees who have signing authority must be bonded in such amounts as shall be fixed by the Board from time to time at the cost of the Corporation.

9. DUTIES OF OFFICERS

a) CHAIR

The Chair of the Board shall:

- i) call and preside at the annual general meeting or, any special meeting of XYZ Foundation and at all meetings of the Board;
- ii) act as an official public spokesperson of XYZ Foundation;
- iii) be an ex-officio voting member of all Board committees;
- iv) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws;
- v) enforce order and the observance of the By-Laws; and
- vi) report to each Annual General Meeting of the members concerning the operations of XYZ Foundation.

b) VICE-CHAIR

The Vice-Chair shall have all powers and perform all the duties of the Chair in the absence or disability of the Chair together with such other duties as may from time to time be assigned by the Board. In the event of a vacancy in the office of the Chair, the Vice-Chair shall assume that office and a new Vice-Chair shall be elected by the Board for the remainder of that term.

c) SECRETARY/TREASURER

The Secretary/Treasurer shall be the custodian of the seal, ensure that the minute book is updated and that finances are properly accounted for. The Secretary/Treasurer's day-to-day duties are delegated to the Chief Executive Officer.

10. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer of XYZ Foundation has all the authority and accountability that the Board from time to time chooses to grant.

11. COMMITTEES OF THE BOARD

a) NOMINATING COMMITTEE

The Nominating Committee shall consist of at least three (3) persons, including the Chair. Normally, the Vice-Chair and Past Chair will be members of this Committee, and the Past Chair

will serve as Committee Chair of the Nominating Committee. The Board, at a regular meeting, will appoint the Nominating Committee. The appointment to this committee is for one (1) year and is renewable each year at the discretion of the Board.

b) DUTIES OF THE NOMINATING COMMITTEE

The Duties of the Nominating Committee are:

- i) to review with members of the Board their attendance in the past year and interest and availability for future years;
- ii) upon request throughout the year, to recruit and nominate new members;
- iii) to present a complete slate of nominees for elections to the Board for the Annual General Meeting and to indicate thereon which nominees are endorsed by the Nominating Committee. In carrying out these duties the Committee shall ensure, as far as possible, that those who are nominated and/or endorsed will be representative of the geographic, economic, cultural and other interest of the community; and
- iv) to obtain from the Directors as much biographical information on each newly nominated Director as is necessary to assist the Nominating Committee in their selections and will ensure that each nominee is at least eighteen (18) years of age and has capacity under law to contract. The Nominating Committee shall also ensure that nominees possess the skills backgrounds, and experience required to effectively carry out Board monitoring functions.

12. MEETINGS

a) ANNUAL GENERAL MEETING

The Annual General Meeting shall be a membership meeting and shall be held within one hundred and twenty (120) days of the end of the fiscal year at such time and place as the Board may determine. In addition to any other business that may properly come before the meeting, the Board shall be elected, the report of the Directors, the financial statements and the report of the auditors shall be presented and the auditors for the following year shall be appointed.

b) NOTICE OF THE ANNUAL GENERAL MEETING

Notice of the Annual General Meeting shall be given not less than ten (10) nor more than sixty (60) days in advance of the meeting by means of publication deemed advisable by the Board.

c) MEMBER QUORUM AT ANNUAL GENERAL MEETING

A quorum for the transaction of business at any meeting of members shall consist of not less than (5) five members present in person or represented by proxy; provided that in no case can any Annual General Meeting be held unless there are five (5) or more members present or represented .

d) SPECIAL MEETINGS OF THE MEMBERS

- i) Special meeting of the members may be called at any time by order of the Chair or the Board by publication of notice of the date, place and purpose of the meeting not less than ten (10) days nor more than sixty (60) days in advance of the meeting and such notice shall contain enough information to allow the member to make a reasoned decision at the meeting;
- ii) If all of the members consent prior to the meeting, meetings of the members may be held by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member participating in such meeting by such means is deemed for the purposes of the Act to be present at that meeting. Any consent so given may be given with respect to all meetings of the members and/or a committee of the members;
- iii) Those members wishing to vote at the Annual General Meeting or a special meeting must register as members of XYZ Foundation no later than the record date prescribed by the Board, said registration to be made in writing to head office of the Corporation or a place and time designated by the Board;
- iv) The record date for those members entitled to vote at the Annual General Meeting or any special meeting of XYZ Foundation may be set by the Board by a date not less than ten (10) or more than sixty (60) days in advance of the meeting; and
- v) Unless the Act or these By-laws provide otherwise, at all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and 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 Corporation 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. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.
- vi) Fifty-one (51) percent of the voting members on record can order a special general meeting and Fifty-one (51) percent of the voting members are required to approve such special general meeting.

e) REGULAR BOARD OF DIRECTOR MEETINGS

- i) Regular meetings of the Board shall be held at the registered office of the Corporation or such other location within Ontario as the Chair may direct at least four (4) times during the year at the call of the Chair;

- ii) Notice of any regular meeting of the Board shall be given at least three (3) days before it is held and in accordance with Articles 13 b) below;
- iii) One (1) more than half (1/2) of the Board shall constitute a quorum for the transaction of business both if meeting in person or if the meeting is held by electronic means;
- iv) Unless the Act provides otherwise, all decisions at any meetings of the Board shall be conclusive if passed by a majority of the members or delegates present and voting except where otherwise stipulated in these By-Laws. Only in the eventuality of a tie in voting shall the Chair be entitled to a casting vote; and
- v) If twenty-five (25) percent of the elected directors consent prior to the meeting, meetings of the board of directors or of a committee of the board of directors may be held by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purposes of the Act to be present at that meeting. Any consent so given may be given with respect to all meetings of the board of directors and/or a committee of the board of directors.
- f) PROCEDURE
 - i) If the Chair or Vice-Chair are not present at any meeting of the Corporation or of the Board, the members present may elect one of their numbers to preside at the meeting; and
 - ii) If any questions arise regarding procedure within meetings, Robert's Rules of Order shall prevail.

13. GENERAL

a) LIABILITY OF DIRECTORS

- i) The Directors and officers of the Corporation and every one of them, their heirs, executors, administrators and their respective estates and effects shall from time to time and at all times be indemnified and secured harmless out of the funds of the Corporation from and against all actions, costs, charges, damages and expenses whatsoever, which they or anyone of them may incur in respect of any act, matter or thing concurred in or omitted in or about the execution of their duty or supposed duty as long as they are acting in good faith and in the best interests of the Corporation; and
- ii) No Director or officer of this Corporation shall be liable for the actual receipts, neglect or default of any other Director or officer or employee unless the same shall happen by or through his/her own wilful act or default.

b) NOTICE

- i) Any notice may be given by the Corporation to any member either personally, by telephone, email, or by sending it through the post, mailed to the last known address of such member appearing in the records of the Corporation; and

ii) Accidental omission to give notice of any meeting of the Corporation or of the Board to any member entitled to notice shall not invalidate any resolution passed or proceedings taken at such meeting.

c) DEEDS, TRANSFERS AND CONTRACTS

Deeds, transfers, contracts and engagements on behalf of the Corporation shall be signed by any two of the Chair or Vice-Chair or the Chief Executive Officer or by such other officer or officers of the Board as the Board may specify by resolution and the Chief Executive Officer may affix the seal of the Corporation to such instruments as may be required.

d) FISCAL YEAR END

Unless otherwise ordered by the Board of Directors by resolution, the fiscal year of the Corporation shall terminate on the 31st day of December.

e) BY-LAWS

Any By-law may be repealed, amended, enacted or re-enacted, in whole or in part, and any new By-law may be adopted at any Annual General Meeting or at any special meeting, regularly called, by a majority vote except in the cases of By-laws for an increase in the amount of value of real or personal property which may be acquired by the Corporation or an increase or a decrease in the number of Directors or a change in the registered office, which shall be decided by two-thirds (2/3) of the votes cast at a special meeting called for such purpose. Notwithstanding the foregoing, any such repeal, amendment, enactment or re-enactment of such By-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister has been obtained in accordance with the provisions of the Act.

f) LIQUIDATION, WINDING UP, DISSOLUTION

In the event of liquidation, dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (Canada) at the discretion of the remaining members of the corporation.

Adopted by the Members of:

XYZ Foundation
Insert Address

At the Annual General Meeting of the Corporation on insert date.

Chair