
BY-LAWS

PART 1 - INTERPRETATION

- 1.1 (a) In these By-laws, unless the context otherwise requires:
- (i) "College" means Okanagan College
 - (ii) "College Board " means the governing Board of Okanagan College;
 - (iii) "Foundation Board of Directors" means the governing Board of the Okanagan College Foundation;
 - (iv) "Directors" or "directors" means the Directors of the Foundation for the time being;
 - (v) "Foundation" means Okanagan College Foundation;
 - (vi) "Members" means the persons who become members of the Foundation in accordance with these By-laws and who have not ceased to be members, and member means any one of them;
 - (vii) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (viii) "Registered address" of a member means the member's address as recorded in the Registrar of Members; and
 - (ix) "Special Resolution" means:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Foundation, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Foundation; and
- (b) The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.
- 1.2 Words importing the singular or plural, a person or corporate entity, or the masculine, feminine or neuter gender, include the other or others of them respectively as the context requires.

PART 2 - MEMBERSHIP

- 2.1 The Members of the Foundation are:
- (a)
 - (i) the Chair of the College Board or designate from time to time;
 - (ii) the President of the College from time to time;
 - (b) those individuals whose application for admission as a Member has been accepted by the Directors.
- 2.2 There will be no annual membership dues.
- 2.3 Membership is not transferable.
- 2.4 All Members are deemed to be in good standing.
- 2.5 A Member may be expelled by a Special Resolution.
- 2.6 A person will immediately cease to be a Member:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Foundation or to the Address of the Foundation and the effective date of the resignation stated thereon; or
 - (b) upon his or her expulsion; or
 - (c) upon his or her death.
- 2.7 Every Member will, at all times:
- (a) uphold the Constitution and comply with these Bylaws and the policies of the Foundation adopted by the Directors from time to time; and
 - (b) further and not hinder the purposes, aims and objects of the Foundation.

PART 3 - MEETING OF MEMBERS

- 3.1 General meetings of the Foundation will be held at the time and place, in accordance with the *Society Act*, as the Foundation Board of Directors decides.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Foundation Board of Directors may, when it thinks appropriate, convene an extraordinary general meeting.
- 3.4 The Foundation must give to its Members not less than 14 days' written notice of a general meeting of the Foundation, but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

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- 3.5 (a) Notice of a general meeting must specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 The first annual general meeting of the Foundation shall be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special Business:
- (a) all business at an extraordinary general meeting except the adopting of rules of order and procedural matters; and
- (b) all business transacted at an annual general meeting, except:
- (i) adoption of rules of order and procedural matters;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) appointment of Directors;
 - (vi) appointment of the auditor, if required; and
 - (vii) other business that, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors.
- 4.2 (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting, there ceases to be a quorum present, the business then in progress shall be suspended until there is a quorum present or until the meeting is reconvened in accordance with By-law 4.3.
- (c) A quorum is five Members present or such greater number as the members may determine at a general meeting.
- 4.3 If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting if convened on the requisition of Members, will terminate but, in any other case, it will stand adjourned to the same day next week, at the same time and place. If at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present will constitute a quorum.

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- 4.4 The President of the Foundation, or, in the absence of the President, the Vice President of the Foundation shall chair all general meetings, but if at any general meeting neither the President nor the Vice President is present within fifteen minutes after the time appointed for the meeting, or if the President and Vice President request not to chair the meeting, the Members present may choose one of their members to chair the meeting.
- 4.5 (a) A general meeting may be adjourned, from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) It is not necessary to give notice of the adjourned meeting of the business to be transacted at an adjourned meeting, except if a meeting is adjourned for ten days or more, in which case notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.6 (a) Resolutions to be proposed at a meeting must be both moved and seconded. The chair of a meeting may not move or propose a resolution.
- (b) The chair is entitled to vote, but in the case of an equality of votes, the chair does not have a casting or second vote and the proposed resolution shall not pass.
- 4.7 (a) A Member, in good standing, present at a meeting of Members is entitled to one vote.
- (b) Voting will be by show of hands or voice vote unless a Member calls for a secret ballot, in which case voting will be by secret ballot.
- (c) Voting by proxy is not permitted.
- (d) To be approved, a resolution requires the support of a simple majority of Members present, unless otherwise required by the *Society Act* or these By-laws.
- 4.8 (a) A resolution, in writing, which is identified as an *ordinary* resolution and which has been submitted to all the Members and signed by at least 75% of the Members who would have been entitled to vote on it in person at a general meeting of the Foundation is as valid and effective as an ordinary resolution as if it had been passed at a meeting of Members duly called and constituted. That resolution may be in two or more counterparts which together will be deemed to constitute one ordinary resolution in writing. That resolution must be filed with the minutes of the proceedings of the Members and will be effective on the date stated therein, or in the absence of such date being stated, on the latest date stamped on any counterpart.

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- (b) A resolution, in writing, which is identified as a *special* resolution and which has been submitted to and signed by all Members who have been entitled to vote on it in person at a general meeting of the Foundation is as valid and effectual as a special resolution as if it had been passed at a meeting of Members duly called and constituted. That resolution may be in two or more counterparts which together will be deemed to constitute one special resolution in writing. That special resolution must be filed with the minutes of the proceedings of the Members and will be deemed to have been passed on the date stated therein, or in the absence of such date on the latest date stated on any counterpart. The special resolution shall not take effect until the date it is accepted for filing by the Registrar of Companies.

PART 5 - DIRECTORS

- 5.1 The Foundation Board of Directors may exercise all the powers and do all the acts and things that the Foundation may exercise and do which are not by these By-laws or by statute or other lawfully directed or required to be exercised or done by the Foundation in general meetings, but subject, nevertheless to:
- (a) all laws affecting the Foundation;
 - (b) these By-laws; and
 - (c) rules, not being consistent with these By-laws, which are made, from time to time, by the Foundation in general meetings.
- 5.1 No rule, made by the Foundation in general meetings, invalidates a prior act of the Foundation Board of Directors that would have been valid if that rule had not been made.
- 5.2 The Directors of the Foundation will be:
- (a) the persons who hold the following offices while holding that office:
 - (i) Chair of the College Board;
 - (ii) President of the College;
 - (b) those persons who are appointed as Directors by the Members by ordinary resolution in accordance with the provisions of By-law 5.5.
- 5.3 The number of Directors will be five or any greater number not exceeding twenty established from time to time by an ordinary resolution of the Members.
- 5.4 Appointed Directors shall be appointed by the Members by ordinary resolution. Only those persons whose names are submitted to the Directors by the Nominating Committee pursuant to these By-laws are eligible to be appointed as Directors. Any Member in good standing is also eligible for appointment as a Director.

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- 5.5 Each Director who is appointed by the Members will hold office for a term, not to exceed three years, as determined by the Directors at the time of appointment.
- 5.6 A Director may be re-appointed for one successive term; in addition, the Members may in their discretion, by ordinary resolution, re-appoint a Director whose term has expired for one additional term.
- 5.7 If an appointed Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a Member to take the place of the former Director for the balance of the Director's term.
- 5.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.9 The Members may, by Special Resolution, remove any Director before the expiration of the Director's term of office, and may appoint a successor to complete that term of office.
- 5.10 Except as specified by the Members, no Director will be remunerated for being or acting as a Director but a Director will be reimbursed for all expenses necessarily and reasonably incurred by that Director while engaged in the affairs of the Foundation.
- 5.11 A person will immediately cease to be a Director:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Foundation or to the Address of the Foundation and the effective date of the resignation stated thereon; or
 - (b) upon death; or
 - (c) upon being removed by the Members pursuant to By-law 5.10; or
 - (d) upon ceasing to hold the office set out in By-law 5.3 by virtue of which the person became a Director.
- 5.12 An appointed Director will cease to be a Director if, in any fiscal year, that person attends less than seventy-five percent of the meetings of the Foundation Board of Directors without being excused in writing from attendance by the President of the Foundation.
- 5.13 Every Director shall subscribe to and support the purposes of the Foundation.
- 5.14 Every Director will give an annual gift proportionate to their means and additionally during special appeals or campaigns.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 (a) The Directors may meet together when and at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- (b) Except as provided in By-laws 6.10 and 6.11, and unless otherwise determined by the Directors not less than 48 hours notice of a Directors' meeting must be given to each Director, but a Director may waive notice of any meeting.
- (c) The Directors may, from time to time, fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the Directors then in office.
- (d) The President of the Foundation will be the chair of all meetings of the Directors, but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President of the Foundation shall act as chair, but if neither is present, the Directors present may choose one of their members to be the chair of that meeting.
- (e) Meetings of the Directors will be held, from time to time, at the call of the President of the Foundation or may be requisitioned by any two Directors. The President of the Foundation will forthwith call a meeting upon receipt of that requisition and if the President of the Foundation fails to do so within forty-eight hours after receipt of the requisition, the meeting may be called by the requisitioning Directors.
- 6.2 Voting at meetings of Directors will be by show of hands or voice vote unless a Director calls for a secret ballot in which case voting will be by secret ballot.
- 6.3 Resolutions to be proposed at a meeting of Directors must be both moved and seconded. The Chair of a meeting may move or propose a resolution.
- 6.4 Questions arising at a meeting of the Directors or will be decided by a majority of votes.
- 6.5 The Chair of a meeting is entitled to vote, but in case of an equality of votes the Chair does not have a second or casting vote and the proposed resolution shall not pass.
- 6.6 For the first meeting of Directors immediately following an annual or other general meeting of members, it is not necessary to give notice of that meeting.
- 6.7 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. The resolution may be in two or more counterparts which together will be deemed to be one resolution in writing and will be effective on the date stated in it or if no date is stated, on the latest date stated on any counterparts.

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- 6.8 The Foundation Board of Directors may delegate authority to negotiate and to execute on behalf of the Foundation contracts, trust, and agreements of a certain nature or value as specified in the resolution passed by the Foundation Board of Directors authorizing such delegation.

PART 7 - OFFICERS

- 7.1 (a) The Directors will elect a President and Vice President from the Directors at the first meeting of the Board of Directors following a general meeting.
- (b) The Directors will also elect at the first meeting of the Board of Directors following a general meeting a Secretary and a Treasurer, each of who may, but need not be a Director, and determine their responsibilities and remuneration, if any.
- (c) Each of those officers will hold office at the pleasure of the Directors.
- 7.2 The Directors may appoint and remove additional officers as they deem desirable and determine the responsibilities, term, and remuneration, if any, of such additional officers.
- 7.3 The individual who served as President immediately prior to the current President of the Foundation will be known as the Past President. The Past President need not be a member or director of the Foundation and if not, will not have a vote in either capacity but will be available to provide advice, guidance and assistance to the current President, and in such case the Past President will be invited to attend Board meetings at the discretion of the President. The term of the Past President will expire upon his or her resignation, death or upon the appointment of a new President.
- 7.4 The Directors may, in their discretion, honour Past Presidents of the Foundation for exemplary service to the Foundation and the broader community with the designation "President Emeritus". A President Emeritus is not a director, nor a member, of the Foundation and has no vote in either capacity. The terms of such honorary designation will be established by Board policy, as amended from time to time.
- 7.5 The President will:
- (a) preside at all meetings of the Foundation and of the Directors; and
- (b) supervise the other officers in the execution of their duties.
- 7.6 The Vice President will carry the duties of the President during the President's absence.
- 7.7 The Secretary will:
- (a) conduct the correspondence of the Foundation;
- (b) issue notice of meetings of the Foundation and Directors;

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- (c) keep minutes of all meetings of the Foundation and Directors;
 - (d) have custody of all records and documents of the Foundation except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Foundation, if any; and
 - (f) maintain the Register of Members and Directors.

7.8 The Treasurer will:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act* and the *Income Tax Act*;
- (b) prepare financial statements and reports for the Directors, members, and others when required; and
- (c) be responsible for the custody and control of the assets of the Foundation including the implementation of the instructions of the Foundation Board of Directors as to the investment of the assets of the Foundation and the Foundation's banking transactions.

7.9 The offices of the Secretary and Treasurer may be held by only one person who will be known as the Secretary-Treasurer.

7.10 In the absence of the Secretary from a meeting, the Directors will appoint another person to act as Secretary at that meeting.

PART 8 – COMMITTEES

8.1 The Directors may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Directors' resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 The Directors may delegate any, but not all, of their powers to committees which may be in whole or in part composed of Directors as they think fit.

8.3 In the event the Directors decide to create a committee, they must establish a Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Directors in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4 The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

PART 9 - SEAL

- 9.1 The Directors may, but need not, provide a common seal for the Foundation and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal, if any, shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary, or the President and Secretary-Treasurer.

PART 10 - BORROWING AND INVESTMENT

- 10.1 In order to carry out the purpose of the Foundation the Directors may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debentures.
- 10.2 No debenture will be issued without the sanction of a special resolution.
- 10.3 The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.
- 10.4 The Foundation Board of Directors will take such steps as it deems necessary to enable the Foundation to receive donations, bequests, funds, property, trusts, contracts, agreements, and benefits for the purpose of furthering the purposes of the Foundation. Without limiting the generality of the foregoing, the Foundation Board of Directors shall have the power to enter into trust agreements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing, or lending funds or property to the Foundation, or assumed by the Foundation in expectation or anticipation of such donations, bequests, advances, or loans. The Foundation Board of Directors, in its sole and absolute discretion, may refuse to accept any donation, gift, bequest, trust, loan, contract, or property.
- 10.5 In investing the funds of the Foundation, the Foundation Board of Directors shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Without limiting the generality of the foregoing, the Foundation Board of Directors may invest in shares, bonds, debentures, pooled funds, and other securities and evidences of indebtedness and obligations issued or guaranteed by any one or more individuals or any one or more entities (regardless of any relationship which might exist between any individual or entity and the Foundation). The Directors may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments and while the Foundation is the holder or owner thereof the Directors may on behalf of the Foundation exercise all rights, powers, and privileges of ownership including all voting rights, if any, with respect thereto. Subject to the provisions of the *Society Act*, a Director shall not be liable for any loss which may result from any investment.

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- 10.6 In investing the funds of the Foundation and in determining whether to accept gifts, the Directors will comply with all applicable laws and regulations, including, without limitation, the *Income Tax Act* and with the rules, policies, and procedures established by the Foundation Board of Directors from time to time.
- 10.7 The Foundation Board of Directors may, by resolution and in consultation with the College and the College Board, delegate authority for day to day investment and reinvestment decisions to investment counsel, who shall comply with the provisions of these By-laws and with any rules, policies, or procedures which the Foundation Board of Directors may establish from time to time.
- 10.8 The Foundation shall maintain at least one account with a chartered bank, credit union, or trust company for the deposit of funds, The Foundation Board of Directors shall, in consultation with the auditor of the Foundation, ensure that appropriate controls are imposed on such accounts.

PART 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail or by first class mail posted to such person's registered address.
- 11.2 A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.
- 11.3 (a) Notice of a general meeting shall be given to:
- (i) every Member shown on the register of Members on the day notice is given; and
 - (ii) the auditor.
- (b) No other person is entitled to receive a notice of general meetings.
- 11.4 If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 12 - BOOKS OF THE FOUNDATION

- 12.1 The Directors shall cause minutes to be made in books provided for the purpose of:

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- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at every meeting of the Directors; and
 - (c) all resolutions and proceedings of all general meetings of the Foundation and all meetings of the Directors.

12.2 The Secretary shall keep or cause to be kept a book or books wherein shall be recorded:

- (a) a copy of the Constitution of the Foundation and of these By-laws and of any amendments thereto;
- (b) the names, alphabetically arranged, of all persons who are or have been Members;
- (c) the address and occupation of every such person while such member, as far as can be ascertained; and
- (d) the names, addresses, and occupations of all persons who are or have been Directors, with the several dates at which became or ceased to be a Director.

12.3 The books of account of the Foundation and minutes of meetings of the Foundation Board of Directors shall be open to inspection, at any reasonable time, upon the written request of any Member for a purpose reasonably related to the person's interest as a Member. Such written request shall be made to the Chair or Secretary and the Foundation shall have a reasonable period of time to comply with the request.

PART 13 - FINANCIAL RECORDS, AUDIT, AND ACCOUNTING

13.1 The Directors shall cause to be kept proper accounting records for the Foundation and all corporations in which the Foundation holds fifty percent or more of the share capital and without limiting the generality of the foregoing shall cause records to be kept of every sum of money received and disbursed by the Foundation and said corporations, every sale and purchase by the Foundation and said corporations, every asset and liability of the Foundation and said corporations, and every other transaction affecting the financial position of the Foundation and said corporations.

- 13.2 (a) The Directors shall forthwith appoint an Auditor qualified under the *Society Act* and shall fix his or her remuneration.
- (b) At each annual general meeting, the members shall appoint an auditor to hold office until the next annual general meeting or until his or her successor is appointed.

13.3 The fiscal year end of the Foundation shall be determined by resolution of the Directors.

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- 13.4 The Directors shall, at least once in every fiscal year, cause to be prepared and audited, financial statements of the Foundation and of each corporation in which the Foundation holds a fifty percent or more of the share capital. The financial statements shall consist of an income statement, a statement of surplus, a balance sheet, a statement of changes in financial position and such other statements, including consolidated financial statements as the Directors may require.
- 13.5 The Directors shall produce a written report, in each year of the operation of the Foundation, containing a statement of the Foundation's general policies, business, and major transactions during the year and shall table the report at the annual general meeting.
- 13.6 The Directors shall cause the Directors' Report, the Auditor's Report and the audited financial statements and consolidated financial statements (if any) of the Foundation and of corporations in which the Foundation holds fifty percent or more of the share capital to be delivered, within ninety days after the annual general meeting of the Foundation, to the College.

PART 14 - ANNUAL PROGRAM OF THE FOUNDATION

- 14.1 The Directors shall annually, within two months of the annual general meeting of the Foundation, provide to the College Board of Governors for review a written report of all activities, programs, and undertakings of the Foundation during the year which shall include but need not be limited to:
- (a) a description, the rationale, and the outcome of each activity, program, or undertaking;
 - (b) a plan outlining activities to be undertaken in the next ensuing year.

PART 15 - CONTRACTS AND EXECUTION OF DOCUMENTS

- 15.1 No contract shall be entered into by the Foundation, nor any document executed on behalf of the Foundation, without prior resolution of the Directors or of the committee of which the power to enter into a specific contract has been delegated by the Directors provided that the Directors may, by resolution, delegate to the President or other office or employee a general authority to commit the Foundation to contracts of a certain nature or value and to execute the same on behalf of the Foundation.
- 15.2 The Directors shall make rules for the execution of documents and shall ensure control and consistency in respect of the making of commitments and obligations of the Foundation.

PART 16 - INTEREST OF DIRECTORS, COMMITTEE MEMBERS, OFFICERS, AND EMPLOYEES

- 16.1 A Director, committee member, officer, or employee of the Foundation who is, directly or indirectly, interested in a proposed contract, transaction, or

arrangement with the Foundation, shall disclose fully and promptly the nature and extent of his or her interest to the Foundation Board of Directors at a meeting of the Foundation Board of Directors.

16.2 A Director, committee member, officer, or employee referred to in By-law 15.1 shall account to the Foundation Board of Directors for any profit made as a consequence of the Foundation entering into or performing the proposed contract, transaction, or arrangement,

(a) unless:

- (i) the interest has been disclosed as required by By-law 15.1;
- (ii) after disclosure the proposed contract or transaction is approved by the Foundation Board of Directors; and
- (iii) in the case of a Director or committee member, the Director or committee member withdraws from the meeting for the period of discussing and voting, except to the extent the member is requested by the Chair:
 - (A) to remain at the meeting or meetings to state a position and answer questions of other members, but the member need not abide by the request, or
 - (B) to remain or to return at the time the vote is taken, to ensure a quorum is present; and
- (iv) the member abstains from voting on approval of the proposed contract, transaction, or arrangement; or

(b) unless:

- (i) the contract, transaction, or arrangement was reasonable and fair to the Foundation at the time it was entered into; and
- (ii) after full disclosure of the nature and extent of the interest of the Director, committee member, officer, or employee in the contract, transaction, or arrangement, it is approved, in the case of a Director, committee member, or officer, by special resolution and, in the case of an employee, by resolution of the Foundation Board of Directors.

16.3 A Director or committee member shall not be counted in the quorum at a meeting of the Foundation Board of Directors or at a committee meeting at which the proposed contract, transaction, or arrangement is approved.

16.4 Notwithstanding the provisions of Part 15, a Director is not required to disclose a direct or indirect interest in a contract, transaction, or arrangement between the College and the Foundation unless that Director may receive a direct personal

benefit from the contract, transaction, or arrangement and in that event By-laws 15.1, 15.2, and 15.3 apply.

PART 17 - MISCELLANEOUS

- 17.1 Any meeting of the Foundation Board of Directors or any committee of the Foundation Board of Directors may be held, or any Director or member of a committee may participate in any meeting of the Foundation Board of Directors or a committee by a conference call or similar communication equipment or device so long as all the Directors or members of the committee participating in the meeting can hear and respond to one another. All such members of the committee so participating in any such meeting shall be deemed to be present at the stated location of such meeting and notwithstanding anything else in these By-laws shall be entitled to vote by voice vote recorded by the Secretary of such meeting.
- 17.2 The Foundation shall have the right to subscribe to become a member of and cooperate with any other Society, Foundation, corporation, or association whose purposes or objectives are in whole or in part similar to the Foundation's purposes.
- 17.3 Subject to an order of the Registrar pursuant to the *Society Act* stating that the Foundation is a "reporting Society", the Foundation shall be deemed not to be a reporting society.
- 17.4 Subject to the *Society Act* and these By-laws, the rules of order for the conduct of general meetings of the Foundation and meetings of the Directors shall be the rules of order set out in the current edition of Robert's Rules of Order Newly Revised.

PART 18 - INDEMNIFICATION

- 18.1 Subject to the provisions of the *Society Act*, each Director and each officer of the Foundation shall be indemnified by the Foundation against expenses reasonably incurred in connection with any action, suit, or proceedings to which that person may be made a party by reason of being or having been an officer or Director of the Foundation.
- 18.2 The Foundation shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless every person heretofore, now or hereafter serving as Director or officer of the Foundation and that person's heirs and legal representatives.
- 18.3 To the extent permitted by the *Society Act*, expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Foundation prior to the final disposition thereof in the discretion of the Foundation Board of Directors and upon receipt of an undertaking satisfactory in form and amount to the Foundation Board of Directors by or on behalf of the recipient is entitled to indemnification hereunder.
- 18.4 The Foundation shall apply to the court for any approval of the court, which may be required to make the indemnities herein effective and enforceable. Each

Director and each officer of the Foundation on being elected or appointed shall be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities.

- 18.5 The failure of a Director or officer of the Foundation to comply with the provisions of the *Society Act* or of the Constitution or these By-laws shall not invalidate any indemnity to which he or she is entitled under this part.
- 18.6 The Foundation may purchase and maintain insurance for the benefit of any or all Directors, officers, employees, or agents against personal liability incurred by any such person as a Director, officer, employee, or agent.

PART 19 - BY-LAWS

- 19.1 On being admitted to membership, each Member is entitled to and the Foundation shall give him or her, without charge, a copy of the Constitution and By-laws of the Foundation.
- 19.2 These By-laws shall not be altered or added to except by special resolution.