

**BYLAW RELATING TO THE TRANSACTION OF
THE BUSINESS AFFAIRS OF
SOROPTIMIST FOUNDATION OF CANADA**

BE IT ENACTED by the Members of the SOROPTIMIST FOUNDATION OF CANADA as the bylaws of the Corporation as follows:

BYLAW NUMBER ONE

1. CORPORATE SEAL

The seal of the Corporation shall be in such form as shall be prescribed by the Directors and shall have the words "The Soroptimist Foundation of Canada" endorsed thereon. The seal shall be kept at such places as the Directors may determine and in the custody of the Treasurer of the Corporation.

2. MEMBERSHIP

The Members of the Corporation shall be:

2.1 All Soroptimist Clubs in Canada, which are in good standing with Soroptimist International of the Americas, Inc., hereinafter referred to as "Member Clubs";

2.2 The Directors of the Corporation during their term of office, hereinafter referred to as "Members".

2.3 A Member Club loses its status when it is no longer a Club in good standing with Soroptimist International of the Americas, Inc.

2.4 A Member Club may withdraw from Membership by submitting a requisition to an Annual General Meeting of the Soroptimist Foundation of Canada which has been signed by at least three-quarters of the members of the Club, with each signature to be given before a notary public.

2.5 A Member will lose her status when she no longer holds the named position which entitles her to Membership. She may withdraw from Membership by resigning from the named position which entitles her to Membership.

3. VOTING MEMBERS

Each Member and Member Club is entitled to one vote on every question arising at all Special General Meetings, Annual General Meetings, and on mail ballots except for election of Directors, in which Member Clubs only are entitled to vote.

4. HEAD OFFICE

The head office of the Corporation shall be in Winnipeg, Manitoba.

5. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of five Directors, elected by the Member Clubs, as follows:

5.1 Two Directors shall be Members of the Soroptimist International Clubs in Canada, east of the Manitoba-Ontario border.

5.2 Two Directors shall be Members of the Soroptimist International Clubs in Canada, west of the Manitoba-Ontario border.

5.3 One Director shall be a Member of a Soroptimist International Club in Canada, alternately from a Club east of the Manitoba-Ontario border and then west of the Manitoba- Ontario Border.

6. POWERS OF THE BOARD

The Members of the Board of Directors may exercise all such powers of the Corporation as are not required by The Corporations Act or by these Bylaws to be exercised by the Members of the Corporation at general meetings.

7. ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS

Candidates for election to the Board of Directors shall be nominated by Member Clubs. The Members of the Board of Directors shall be elected by vote of the Member Clubs of the Corporation in accordance with the results of a mail ballot returnable to the Secretary. Each Member Club shall receive by mail, notice of the election, together with a ballot, at least thirty days before the date of the return of the ballots. Ballots completed by Member Clubs must be duly authorized by the signature of the President or Secretary of the Club.

Upon her election, a Director shall serve for a term of four years commencing July 1 in the year in which she is elected. No Director shall serve for two consecutive terms, but after a period of two years has elapsed after the end of a term, may be eligible to be elected for a further term.

A Director who is appointed by the Board ~~Directors~~ to complete the term of a Director who has vacated the office is eligible to serve a consecutive term.

8. VACANCY

If a vacancy on the Board of Directors occurs for any reason, and there is more than two years remaining in the vacated position, a nomination and election shall be conducted for a Director for a four-year term, as provided for in these Bylaws.

If there is not no more than two years remaining in the vacated term, the Board of Directors shall fill the vacancy by appointing an eligible Soroptimist from a Member Club in the same part of Canada as the vacating Director. Candidates for election to the Board of Directors shall be nominated by Member Clubs. Candidates for ~~election~~ appointment to the Board of Directors ~~shall~~ may be nominated by Member Clubs.

9. TERMINATION OF OFFICE

The office of a Director shall be vacated forthwith:

- 9.1 if she resigns her office by delivering a written resignation to the Chair of the Corporation or, if the resigning director is the Chair, by delivering the written resignation to the Secretary;
- 9.2 if she is no longer a Member of a Canadian Soroptimist Club;
- 9.3 upon a decision of the Board of Directors;
- 9.4 if she is found by a court to be of unsound mind;
- 9.5 if she becomes bankrupt or suspends payment to her creditors;
- 9.6 if she is convicted of a criminal offence;
- 9.7 if, at a special general meeting of the Corporation, a resolution that she be removed is passed by

three-quarters of the Members present;

9.8 upon her death

10. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held upon the direction of the Chair, or a requisition in writing, delivered by mail, ~~or~~ electronic or FAX communication, signed by any three Members of the Board, and delivered to the Secretary. The location and the timing of the meeting shall be selected on the basis of economy respecting transportation and accommodation, and similar factors. The Secretary shall, upon receipt of such direction or requisition, serve notice of the meeting, in writing, delivered by mail, ~~or~~ electronic or FAX communication, to the Members of the Board of Directors, at the addresses they have provided for the purpose. Except in an emergency, at least thirty days' written notice shall be given for any meeting of the Board of Directors.

11. QUORUM AND VOTING AT MEETINGS OF DIRECTORS

A majority of the Directors shall constitute a quorum. On any motion at a meeting of the Board of Directors, each Director present is authorized to cast one vote. On motions put to Directors by mail, each Director is authorized to cast one vote. In the case of a tie vote, the Chair shall not have a second or casting vote.

12. EXPENSES OF BOARD MEMBERS

Board Members shall not receive any remuneration for their services to the Corporation. Reasonable expenses for travel, food, and lodging, in association with attendance at meetings of the Board of Directors, Annual General Meetings and Special General Meetings, and other out-of-pocket expenses which have been approved by the Chair and the Treasurer shall be paid.

13. INDEMNIFICATION TO DIRECTORS, OFFICERS AND OTHERS

13.1 Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

13.2 all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

13.3 all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

14. DONATIONS

The Board of Directors may take such steps as it deems necessary to enable the Corporation to receive donations and gifts in kind for the purpose of furthering the objects of the Corporation,

15. DELEGATION OF POWER TO PERSONS AND COMMITTEES

The Board may delegate powers to persons or committees. Appointment of such persons and committees shall be in writing, by the Chair on behalf of the Board. The Committee Members shall be provided with written direction as to authority and responsibilities, and requirements for written and verbal reports. They shall serve without remuneration, but the Board may provide for reimbursement of expenses authorized by

the Board in advance. Such persons and committees may have their appointment terminated by the Board at any time.

16. VALIDITY OF ACTS OF THE BOARD

All acts *bona fide* done by the Board of Directors or any committee of the Board of Directors, or by any person acting as a Member of the Board of Directors, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board of Directors.

17. MINUTES

The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Corporation and of the Board of Directors, and any such minutes of any meeting upon being approved as a true record at such meeting or subsequent meeting, and if purporting to be signed by the Chair of such meeting or by the Chair of the subsequent meeting, shall be conclusive evidence without any further proof of the contents therein stated.

18. AUTHORIZATION OF EXPENDITURES

The Board of Directors may authorize expenditures on behalf of the Corporation from time to time.

19. APPOINTMENT OF AGENTS AND EMPLOYEES

The Board of Directors may appoint such agents, and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors in writing, at the time of such appointment or subsequently. The Board of Directors shall fix the remuneration of all agents and employees.

20. OFFICERS

20.1 The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may elect from time to time. The Officers shall be elected ~~at least~~ annually, and whenever an office is vacated. Officers are elected by the Board of Directors from among the members of the Board of Directors.

20.2 The officers of the Corporation shall hold office for one year or until their successors are elected.

20.3 An officer may be removed from office by a resolution of the Board of Directors.

20.4 The Chair shall be the chief officer of the Corporation. She shall preside at all meetings of the Corporation and of the Board of Directors. She shall ensure that all decisions of the Board of Directors are put into effect.

20.5 The Treasurer shall be responsible for the fiscal affairs of the Corporation, ~~and~~ shall ensure that all appropriate regulations are followed, appropriate records are maintained, ~~and~~ that the Board and the Members are kept apprised regularly of the fiscal affairs of the Corporation, and perform such other duties as are assigned by the Chair. In the absence or disability of the Chair, she shall perform the duties and exercise the powers of the Chair.

20.6 The Secretary shall be responsible for the preparation of minutes of all meetings of the Board of Directors, Annual General Meetings, and ~~Special~~ General Meetings of the Members, the safekeeping of approved minutes and all other formal documents of the Foundation, and such other duties as are assigned by the Chair.

20.7 In the absence of both the Chair and the Treasurer at any meeting, the Board of Directors may elect someone of their number to preside as Chair of the meeting.

21. ANNUAL GENERAL MEETINGS

21.1 An Annual General Meeting shall be held once in every calendar year, and there shall be no more than fifteen months between any two consecutive meetings.

21.2 The Annual General Meeting shall be held in Winnipeg unless the Board fixes the location at any other place in Canada.

21.3 An Annual General Meeting shall be called on at least sixty days' written notice, exclusive of the day on which the notice is served or deemed to have been served and exclusive of the day for which the meeting is called. Notice shall be given to all who are Members under the Bylaws of the Corporation. The Notice shall specify the general nature of the business to be transacted, ~~and specify~~ the location of the meeting, provide information on registration procedures, if any, and any other information deemed necessary.

21.4 The business of the Annual General Meeting shall be to receive the Financial Statements of the Corporation and any other information required by law to be laid before the Corporation at such meeting including the reports of the Board of Directors and Auditors, to effect the appointment of Auditors, and to conduct any other business which may be properly transacted at an annual general meeting.

21.5 The Annual General Meeting may be adjourned, from time to time and from place to place.

22. GENERAL MEETINGS OF MEMBERS

A General Meeting may be convened by the Board of Directors whenever the need arises. The Board shall convene such a meeting on the request of a majority of the Members of the Corporation, made in writing to the Secretary. The Board shall give thirty days' written notice, exclusive of the day on which it is served or deemed to be served and exclusive of the day for which the meeting is called. The notice shall contain enough information about the agenda to allow the Members to make a reasoned decision and ~~The notice~~ shall be given in the same manner and to the same persons as for an Annual General Meeting.

23. MAIL BALLOTS

The Board of Directors may, call for a vote by Members by mail ballot instead of summoning a Special General Meeting, provided that no such vote shall be called to sanction the amendment or enactment of a bylaw nor in any case where a meeting of Members is required by virtue of the Corporations Act. The Secretary, ~~or other Director,~~ shall prepare a mail ballot stating the question, and send it to every Member and Member Club in good standing, with directions for its return and the return date specified. The ballot shall require the signature of the Member or, in the case of a Member Club, the signature of two officers of the Member Club, indicating the outcome of the vote.

Mail ballots shall be retained by the Board of Directors until the disposal of the ballots has been authorized by the voting body at an Annual General Meeting.

24. CLUB REPRESENTATION AT GENERAL MEETINGS

A Member Club shall be represented at General Meeting by a member in good standing of a Soroptimist Club of Canada, who has been elected by the said Club. She may be a member of the Member Club or of another Club. She shall present a document signed by an officer of the Member Club, authorizing her to represent the Member Club at the Meeting. The notice of the meeting shall provide the prescribed

document to be used for this purpose. A member of a Canadian Soroptimist Club may represent more than one Member Club at the meeting and ~~will carry~~ may exercise the corresponding number of votes.

25. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Three Members of the Board of Directors and twenty-five per cent of the Member Clubs of the Corporation, shall constitute a quorum.

26. VOTING

26.1 A vote at a Meeting of the Members shall be decided by a show of hands. The Chair or five Members may call for a standing count in which case it shall be taken.

26.2 No Member may vote by proxy.

27. NOTICE

27.1 A notice may be served by the Corporation upon all Members of the Corporation, either personally or by sending it according to procedures established and published in the Policy & Procedures Manual.

27.2 Any notice sent by regular post shall be deemed to have been served on the twelfth business day following that on which it is mailed. Any notice sent by FAX or electronic mail shall be deemed to have been served on the second business day following the day on which it was sent. Any notice sent by expedited post or courier shall be deemed to have been served on the day specified by the postal service or courier service used as the date that it will be delivered. If the sender receives actual notification that the notice was not received, the notice shall be resent and the above provisions shall apply.

28. CHANGES IN BYLAWS

These Bylaws may be repealed, added to, or amended by the Board of Directors in accordance with the governing statutory provisions and shall be presented to the Members for confirmation at the next general meeting or Annual General Meeting, whichever occurs first. Notice of the intention to seek confirmation of such changes shall be given in accordance with the provisions herein for general meetings and in the case of the Annual General Meeting shall be included with the Notice as provided in S. 21. Such Notice shall indicate the specific additions, amendments and deletions proposed. At least two-thirds of the votes ~~present~~ cast at such meeting must be in the affirmative in order for any motion concerning Bylaws to be confirmed. Furthermore, no addition, amendment or deletion of a Bylaw shall be enforced or acted upon until the approval of Industry Canada has been obtained.

29. AUDITORS

The Auditor shall be appointed at the Annual General Meeting by a motion approved by the voting body. The remuneration of the auditor is subject to approval by the Board of Directors. If a vacancy occurs in the position of auditor between Annual General Meetings, the Board of Directors may appoint an auditor until the next Annual General Meeting.

30. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the thirtieth day of June each year.

31. EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be

signed by any two Members of the Board of Directors and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing.

The term "contract, documents and instruments in writing" as used herein shall include deed, mortgages, hypothecation, charges, conveyances, assignment of property, real or personal, immovable or moveable, agreements, leases and discharges for the payments of money or any other obligation, conveyance, transfer and assignment of shares, stocks, bonds, debentures or other securities and all paper writing.

32. ASSET MANAGEMENT

After receiving a written recommendation from the Board of Directors the voting Members at an Annual General Meeting shall by motion appoint one or more appropriate financial companies to fulfill the following responsibilities:

- (1) Holding securities in safekeeping;
- (2) Investing financial assets of the organization in accordance with the investment policy, and providing regular reports of same;
- (3) providing banking services for the day-to-day operations of the organization.

33. ENDOWMENT FUND

1. The Endowment Fund of the Foundation shall be maintained as heretofore in a bank account separate from the general funds of the Foundation, and from time to time the moneys of said Endowment Fund may be invested in investments authorized by law for Trustees and such other securities as the Directors, or the general meeting of the Foundation may instruct.
2. The Endowment Fund shall maintain its character and all donations thereto shall be "untouchable principal" and be capital and are insured in perpetuity to and exclusively for the Charitable purposes set out in the Letters Patent of the Foundation.
3. In no event shall the perpetual preservation of the capital funds of the Endowment Fund be changed except by express provision of the Charter of the Soroptimist Foundation of Canada obtained by Supplementary Letters Patent.

34. POLICY AND PROCEDURES MANUAL

The Board of Directors shall maintain a Policy & Procedures Manual in relation to the management and operation of the corporation which is consistent with these Bylaws.

35. GENERAL

In these Bylaws the singular shall include the plural and the plural the singular, the feminine shall include the masculine, the word 'Corporation' means the SOROPTIMIST FOUNDATION OF CANADA, the words 'Board of Directors' means the Board of Directors of the Corporation, the words 'in writing' mean written, printed and other modes of representing or reproducing words in a visible form; and words 'importing persons' include Corporations.

36. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not specifically covered by these Bylaws.

Dated this 7th day of August,2008

President

Secretary

Approved by Members 25 October, 2008

Filed with Minister _____ .2009

**BYLAW RELATING TO THE TRANSACTION OF
THE BUSINESS AFFAIRS OF
SOROPTIMIST FOUNDATION OF CANADA**

**BYLAW NUMBER TWO
BORROWING BYLAW**

1. That the Directors of the Corporation be and they are hereby authorized to borrow moneys from time to time upon the credit of the Corporation in such amounts as they deem proper and by way of overdraft or otherwise.
2. That any promissory notes or other negotiable paper (including renewals, thereof in whole or in part) signed on behalf of the Corporation by the officers of the Corporation authorized from time to time to sign negotiable instruments on its behalf and granted for the moneys so borrowed and interest thereon as they may be agreed upon, shall be binding upon the Corporation.
3. That the Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of the Corporation as security for all or any moneys borrowed by the Corporation from a lender or any other liability of the Corporation to the lender and any such mortgage, hypothecation or pledge shall be valid and binding upon the Corporation if signed by any of the officers authorized to sign negotiable instruments on the Corporation's behalf.
4. All contracts, deeds, grants, assurances and documents reasonably required by said lender or its counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Corporation and when necessary the seal of the Corporation shall be affixed thereto.
5. This bylaw when sanctioned by the members shall be irrevocable until a Bylaw repealing the same shall have been confirmed or sanctioned by the members and a copy thereof duly certified under the seal of the Corporation delivered to the said lender, and meanwhile all the powers and authorities hereby conferred shall continue in force.