

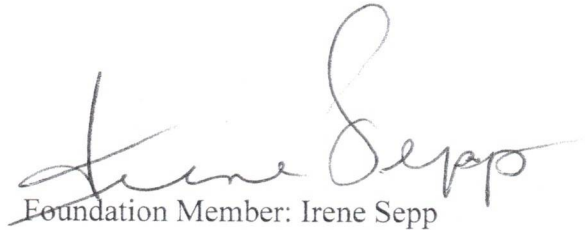
BY-LAW COMMITTEE 2021

The following Directors and Foundation members formed a By-law committee and presented amendments to the by-laws which were approved by the Board of Directors on September 28th 2021 by Special Resolution and subsequently confirmed by members at the

Annual General Meeting on 27th October 2021



Director: George Presz



Foundation Member: Irene Sepp



Witnessed by: Teresa Fiedler

BY LAW NO. 2

A By-Law relating generally to the conduct of the affairs of MAXIMILIAN KOLBE FOUNDATION (MISSISSAUGA)

WHEREAS it is the sincere wish and dedicated intention of the Directors and members of MAXIMILIAN KOLBE FOUNDATION (MISSISSAUGA) to advance the religious, social, cultural and charitable interests of the Polish Canadian community,

AND WHEREAS MAXIMILIAN KOLBE FOUNDATION (MISSISSAUGA) is a non-profit corporation, created to serve the Polish Canadian community,

BE IT ENACTED as a by-law of MAXIMILIAN KOLBE FOUNDATION (MISSISSAUGA) hereinafter called the "Foundation" as follows:

INTERPRETATION

1. In this by-law and other by-laws of the Foundation, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations act, R.S.O. 1980, C95 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Foundation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Foundation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (c) "By-Law" means any by-law of the Foundation from time to time in force and effect;
- (d) all terms which are contained in the by-laws of the Foundation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- (e) words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and words "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
- (f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions, thereof, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

2. The Head Office of the Foundation shall be in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario (subject to change by SPECIAL RESOLUTION) and at such place within the city of Mississauga as the Board of Directors may from time to time, by resolution determine.

SEAL

3. The seal, an impression of which is stamped in the margin of this document, shall be the corporate seal for the Foundation. The secretary of the Foundation shall oversee the corporate seal and its use.

MEMBERS

4. (a) (i) Membership in the Foundation shall be restricted to those persons, corporations, unincorporated associations or other legal entities who are admitted to membership by resolution of the Board of Directors of the Foundation. The secretary of the Foundation shall maintain a register of members, setting out the name, address and date of admission of membership of each member. The Board of Directors may appoint a committee of one or more persons, to assist it in determining the acceptability of any person, corporation, unincorporated association, or other legal entities for membership in the Foundation.

(ii) Any person, corporation, unincorporated association or other legal entity may make application in writing to the Board of Directors for admission to membership in the Foundation. The Board of Directors shall review every such application and shall, by resolution, accept or reject the application.

(iii) A person, corporation, unincorporated association or other legal entity shall cease to be a member of the Foundation when the membership of that person, corporation, unincorporated association or other legal entity is revoked by resolution of the Board of Directors passed by a majority of two-thirds (2/3) of the Directors.

Designated Representative

- (b) (i) Each member which is a corporation, unincorporated association or other legal entity shall designate a representative to represent it in the Foundation and such person so designated shall be described as the "Designated Representative" of such member. The designation shall be in writing and shall be signed by two officers or other persons so authorized as evidence by a certified copy of a resolution properly passed.

The said designation shall be filed with the Secretary of the Foundation. A member which is a corporation, unincorporated association or other legal entity may change its "Designated Representative" at any time by filing a new designation with the Secretary of the Foundation.

- (ii) Each "Designated Representative" shall be entitled to be present, in person, at any general, special or annual meeting of the members of the Foundation.

Classes of Membership

- (c) (i) There shall be four classes of membership in the Foundation, namely, founding members, supporting, life and honorary.
- (ii) With respect to any application for membership, the Board of Directors shall give consideration to the following:
- Service in the community;
 - Service to the Foundation and the work carried on by it;
 - Good and exemplary character;
 - The pledge of a donation and the payment thereof; and,
 - Any other matters which the Board in its sole discretion deems necessary and advisable.
- (iii) A supporting member shall be entitled to one vote at all meetings of members of the Foundation. Annual membership dues shall be paid in accordance with the provisions of the by-laws of the Foundation from time to time in force. The dues payable shall be determined by the Board of Directors, by resolution properly passed.
- (iv) An honorary member shall not be entitled to vote but shall be entitled to attend all meetings of the members of the Foundation. Payment of membership fees or dues shall not be required.
- (v) A life member shall be entitled to one vote at all meetings of members of the Foundation. Such member shall contribute a minimum of TEN THOUSAND (\$10,000.00) DOLLARS admission to membership but shall not be required to pay any further fees or dues of any nature or kind.
- If a pledge is to be made, an application shall be made in accordance with the procedure determined by the Board of Directors. Upon the submission of the application, and payment in full of the sum of TEN THOUSAND (\$10,000.00) DOLLARS in such instalments at the discretion of the applicant, the said applicant shall be designated a life member of the Foundation.
- (vi) Regarding matters of a procedural nature, with respect to the classes of membership as provided herein, the Board of Directors shall by resolution make such necessary changes and provisions as may be desirable in the circumstances.
- (vii) Founding members are and shall be during each of their lifetimes, members of the Foundation and shall be entitled to one vote at all meetings of members of the Foundation. These members currently remain, Casimir J. Bak, Boleslaw Fularczuk, Casimir Swica

TERMINATION OF MEMBERSHIP

5. The interest of a member in the Foundation is not transferable and lapses and ceases to exist upon death or dissolution or when his period of membership expires or when he ceases to be a member

by resignation or otherwise in accordance with the provisions of the by-laws; provided always that the members of the Foundation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Foundation.

DIRECTORS

6. **(a) (i)** The affairs of the Foundation shall be managed by a Board of Directors, composed of 15 Directors, each of whom at the time of his appointment or election and throughout his term of office shall be a member in good standing of the Foundation or the designated representative of a member (as defined herein) in good standing. At the first election following the approval of this by-law, the Members shall elect one-third (1/3) of the Directors for a three-year term, one-third (1/3) of the Directors for a two-year term and one-third (1/3) of the Directors for a one-year term. After this time, one-third (1/3) of the Board whose term has been completed shall be retired at each annual meeting, and newly elected Directors shall be elected for three (3) year terms. Each Director so retired shall be eligible for re-election or appointment if otherwise qualified. However, a director who has served for three (3) complete consecutive terms immediately preceding the current election, that director is not eligible until the next election.

The election may be by a show of hands unless a ballot be demanded by any member.

(ii) No member shall be a Director of the Foundation unless he is eighteen (18) or more years of age and subject to Section 286 of the Act is:

- a member in good standing for a minimum of three (3) years, and
- a member of a committee of the Foundation for a minimum of three (3) years, or
- a member who has regularly volunteered for the Foundation for a minimum of three (3) years, save and except for a member who may not have the above qualifications; however, the Board in its sole discretion deems worthy to be considered as a Board Member.

(iii) The Pastor of St. Maximilian Kolbe Church, situated at lands and premises municipally described as 4260 Cawthra Road, in the City of Mississauga, in the Regional Municipality of Peel, (on the condition that the parish, St. Maximilian Kolbe Roman Catholic Church, be and remain a personal parish serving the Polish Canadian people according to Church Canon Law so designating ethnic parishes), shall be ex officio, and not subject to election by the members of the Foundation, a member and Director of the Foundation and upon ceasing to hold the office of Pastor, shall cease to be a member and Director of the Foundation, unless otherwise qualified to be a member and Director in accordance with the provisions of this by-law.

(iv) Two (2) members of the Foundation, approved by the Oblate Fathers of Assumption Province in Ontario, shall be Directors, subject to election by the members of the Foundation;

Five (5) members of the Foundation approved by the Parish Council of St. Maximilian Kolbe Roman Catholic Church, (on the condition that the parish, St.

Maximilian Kolbe Roman Catholic Church be and remain a personal parish serving the Polish Canadian people according to Church Canon Law so designating ethnic parishes) shall be Directors, subject to election by the members of the Foundation;

(v) The remaining **seven (7) Directors**, shall be elected from among the Members of the Foundation at the annual meeting of Members in accordance with the provisions herein.

Vacancies

- (i) The office of a Director shall ipso facto be vacated:
- (a) if he does not within ten (10) days after his election or appointment as a Director become a member, or if he ceases to be a member of the Foundation; or
 - (b) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or
 - (c) if he is found to be mentally incompetent or becomes of unsound mind; or
 - (d) if by notice in writing to the Foundation he resigns his office, which resignation shall be effective at the time it is received by the Foundation, or at the time specified in the notice, whichever is later; or
 - (e) if he dies; or
 - (f) if he is removed from office by the members in accordance with provisions herein.
- (ii) Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the remaining Directors from among the members of the Foundation, provided that should the vacancy arise for a position requiring approval as provided herein, such vacancy shall be filled with the approval of the body whose approval was required at the time of the election or appointment of said Director. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the Board of Directors are elected, but if, as a result of such vacancies, there is not a quorum of Directors in office, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies, and, in default, or if there are no Directors then in office, the meeting may be called by any member. Any vacancy so filled, shall be for the unexpired term thereof. If the number of members of the Board of Directors is increased during the term of office of a Board, the vacancy or vacancies caused shall be filled by the Directors then in office from among the members of the Foundation at a general meeting of members properly called. Any vacancy so filled shall be confirmed at the next annual meeting of the members.

Notice of BOD Meeting and Quorum

(c) Fifty percent (50%) of the number of directors plus one (1) shall constitute a quorum for the transaction of business in the usual course. The Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held in their absence. A Board of Director's meeting may be formally called by the President or by the Secretary on the direction in writing of five (5) Directors, or by any five (5) Directors. Notice of such meetings shall be given in accordance with section 18 of this By-law to each Director not less than fifteen (15) days before the meeting is to take place. The declaration of the Secretary or President or any five (5) Directors that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The notice shall state in general terms the purpose of the meeting and the proposed agenda shall be attached thereto. A meeting of the Board of Directors may also be held, without notice, immediately following the annual meeting of Members of the Foundation. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

Errors in Notice

(d) No error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting provided that two thirds (2/3) of those present by resolution concur. Any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

Voting at BOD meetings

(e) Questions arising at any meeting of Directors shall be decided by a simple majority of the votes cast. Directors shall be entitled to one vote on any questions arising at a meeting of the Board of Directors. The Chairman shall not be entitled to a vote provided that in case of any equality of votes, the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if, so demanded by a Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prime facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. Proxy vote cannot be used at BOD Meetings.

Powers

(f) (i) The Board of Directors of the Foundation may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Foundation is by its charter or otherwise, authorized to exercise and do.

(ii) Without in any way derogating from the foregoing, the Board of Directors is expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation as it may deem advisable.

(iii) The Board of Directors shall approve rules of order for the conduct of meetings by the members, Directors, committees or any other body of the Foundation.

Remuneration

(g) The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

Indemnity

(h) Every Director of the Foundation, and his 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;

(i) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

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

Removal of a Director

(j) (i) The Board of Directors may remove any Director who is absent from three (3) consecutive meetings of the Board of Directors without sufficient and just cause as determined by the Board. "Notice to Remove Directors" shall be sent to the Directors by prepaid registered post at the address recorded in the books and records of the Foundation. The Director to be removed shall have the right to call a meeting of the Board of Directors in order to hear submissions in his behalf. At such a meeting, the Board shall deal with the matter in its sole discretion. Removal of any Director shall be by SPECIAL RESOLUTION of the Board of Directors. If no response is received to the Notice aforesaid, the Director shall be removed at a meeting of the Board of Directors, properly called, by simple majority.

(ii) The members of the Foundation may, by resolution passed by at least two thirds (2/3) of the votes cast at a general meeting of which Notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of votes cast at that meeting, subject to the provisions of

this by-law, elect or appoint any member or designated representative in the stead of the Director so removed for the remainder of the term.

Conflict of Interest

(k) In supplement of and not by way of limitation upon any rights conferred upon Directors by Section 71 of the Act, it is declared that no Director shall be disqualified from his office, or vacate his office by reason of holding any office or place of profit under the Foundation or under any corporation in which the Foundation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Foundation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Foundation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any Director be liable to account to the Foundation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of Section 71 of the Act, no contract or arrangement entered into, by or on behalf of the Foundation in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Foundation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A Director who is in any way directly or indirectly interested in a proposed contract with the Foundation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve such contract.

FOR PROTECTION OF DIRECTORS AND OFFICERS

7. Except as otherwise provided in the Act, no Director or Officer for the time being of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by the Foundation or for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any money, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any money, securities or other assets belonging to the Foundation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. The Directors for the time being of the Foundation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Foundation shall be employed by or shall perform services for the

Foundation otherwise than as a Director or Officer or shall have an interest in a person who is employed by or performs services for the Foundation, the fact of his being a Director or Officer of the Foundation shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

OFFICERS

Election of Officers of the BOD

8. (a) There shall be a President, a first Vice President, a second Vice President, a Secretary, Treasurer and such other Officers as the Board of Directors may determine by SPECIAL RESOLUTION from time to time. One person may hold more than one office, except, that no person shall hold office of both President and Vice-President at the same time, nor shall any person hold more than one office of Vice-President at the same time. The President shall be elected by the Directors from amongst themselves at the first meeting of the Board of Directors after the election of such Board by the members, provided that in default of such election the incumbent, being a member of the Board of Directors, shall hold office until his successor is elected. The Directors shall elect a Vice-President, Secretary and Treasurer from amongst themselves, and the Directors shall elect all other Officers which other Officers need not be members of the Board of Directors.

Duties of President and Vice-President

(b) The President shall preside at all meetings of the members and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Foundation, unless otherwise directed and authorized by the Board of Directors. The President, together with the Secretary or other Officer appointed by the Board of Directors, by SPECIAL RESOLUTION for such purpose shall sign all by-laws, resolutions and minutes. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other Director or Directors as the Board of Directors may from time to time appoint for the purpose by SPECIAL RESOLUTION.

Duties of Secretary

(c) The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all facts and minutes of all proceedings in the books of the Foundation kept for that purpose. He shall give all notices required to be given to members and to the Board of Directors. He shall be the custodian of the seal of the Foundation and of all the books, papers, records, correspondence, contracts and other documents belonging to the Foundation which he shall deliver up only when authorized by a resolution of the Board of Directors, and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

Duties of Treasurer

(d) The Treasurer, or person performing the usual duties of a Treasurer, shall keep or cause to be kept, full and accurate account of all receipts and disbursements of the Foundation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects

in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Foundation under the direction of the Board of Directors, taking proper vouchers therefore, and shall render the Board of Directors, at the regular meetings therefore or whenever required of him, account for all his transactions as Treasurer, and of the financial position of the Foundation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

Duties of Other Officers

(e) The duties of all Officers of the Foundation shall be such as the terms of their engagement call for or the Board of Directors requires of them by SPECIAL RESOLUTION. No person shall hold any office or position in the Foundation which would constitute a conflict of interest save as herein provided.

EXECUTION OF DOCUMENTS

9. Deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by either the President or the Vice-President and by the Secretary, and the Secretary shall affix the seal of the Foundation to such instruments as require the same. Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the President or the Vice-President or the Treasurer and any one Director or the Executive Director.

The President and one of the Treasurer or any two Directors so authorized by the Board of Directors by SPECIAL RESOLUTION may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Foundation, in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Foundation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Foundation may or shall be executed.

BOOKS AND RECORDS

10. (a) The Secretary shall cause minutes of all proceedings at meetings of the members and of the Directors and of any executive committee to be entered in books kept for that purpose.

(b) The Secretary shall also cause the following documents and registers to be kept:

(i) A copy of the Letters Patent and of any Supplementary Letters Patent issued to the Foundation;

(ii) All by-laws, SPECIAL RESOLUTIONS and EXTRAORDINARY RESOLUTIONS of the Foundation;

(iii) A register of members in which are set out the names alphabetically arranged of all persons who are members and the address of every such person while a member;

(iv) A register of Directors in which are set out the names, addresses and callings of all persons who are or have been Directors of the Foundation with the several dates on which each became or ceased to be a Director.

COMMITTEES

11. (i) The Board of Directors shall appoint by SPECIAL RESOLUTION such Standing committee or committees and designate the scope of authority, the terms of reference, or other powers, rights, duties and obligations, or otherwise as it deems fit and necessary from time to time. Special or "Ad hoc" committees may be appointed, as needed from time to time, by the Management Committee or the Board of Directors.

(ii) Executive Committee (aka Management Committee), subject to Section 70 of the Act and in the event that the number of Directors on the Board of Directors is greater than six (6), the Directors may elect from their number an executive committee consisting of not fewer than three (3) Directors, and, subject to the by-laws and resolutions of the Board of Directors, may delegate to such executive committee any of the powers of the Board of Directors.

This Committee shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Secretary, immediate Past President (ex-officio), Pastor (ex-officio) and two (2) other Directors so appointed. Subject to the by-laws and resolutions of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided; however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than the majority of its members. The executive committee shall have the right to appoint members of the Foundation, not being Directors, to assist the committee in the powers entrusted to it; however, such members shall not have the right to vote on any matter, issue or resolution solely within the competence, power and jurisdiction of the Board of Directors.

This paragraph and any other provisions of this by-law referring to the executive committee shall not be effective unless and until this by-law has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of members duly called for that purpose.

(iii) The pastor of St. Maximilian Kolbe Roman Catholic Church, shall be an ex-officio member of the executive committee on the condition that the parish, St. Maximilian Kolbe Roman Catholic Church, be and remain a personal parish serving the Polish Canadian people according to Church Canon Law so designating ethnic parishes

(iv) The immediate past President of the Foundation shall be an ex-officio member of the executive committee on the condition he is a member in good standing.

NOMINATING COMMITTEE

12. The Board of Directors shall appoint a nominating committee composed of no less than three (3) members of the Foundation, which committee shall recommend to the Board of Directors for its approval, a list of candidates for election to the Board of Directors in accordance with the requirements of section 6. After approval by the Board, such list of candidates shall be presented to the annual meeting of Members for election. No person may be nominated for election to the Board of Directors unless a written nomination has been received with respect to such person by the Secretary of the Board, signed by ten (10) members of the Foundation, and accompanied by the written acceptance of the nominee, at least 30 days prior to the day of the annual meeting of the members of the Foundation. It is provided that the nominee shall be a member of the Foundation and subject to approval of the Board of Directors.

DUES

13. There shall be no pledges and payment thereof by supporting and life members, save as provided herein, no dues or fees payable by members, except such, if any, as shall from time to time be fixed by SPECIAL RESOLUTION of the Board of Directors, which shall become effective only when confirmed by a majority vote of the members at the annual meeting, or at special general meeting of members duly called for the purpose. The Board of Directors by resolution, may cancel the membership of any supporting member for non-payment of annual membership dues as provided herein, thirty (30) days from the day of notification to the member at the address recorded in the books and records of the Foundation, but any such member may, on payment of all unpaid dues or fees, be reinstated by a simple majority vote of the Board of Directors. Where special circumstances warrant, annual dues may be waived at the discretion of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF THE MEMBERS

Place and Time

14.
 - (a) The annual or any other general meeting of the members shall be held at the head office of the Foundation or elsewhere in the Regional Municipality of Peel as the Board of Directors may determine and on such day as the Board of Directors may determine and on such a day as the said Directors shall appoint. The Annual Meeting shall be held within fifteen (15) months next following the last preceding annual meeting.
 - (b) Founding members, supporting and life members as provided herein, shall be entitled to one (1) vote at all meetings of members of the Foundation. No member shall be entitled to vote at any meeting of the Foundation unless the member has paid all dues and fees, if any, then payable.
 - (c) For the purposes of the annual and other meeting of members as provided in this by-law, a quorum shall be thirty (30) members present in person or by proxy.

Agenda

(d) At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the Auditors shall be presented to the members; the Directors shall be elected to the Board, the Auditors shall be appointed for the ensuing year and the remuneration of the Auditors shall be fixed. The members may consider and transact any business either special or general, and, subject to the law in this regard, any prior notice of the nature of such business shall not be necessary, at any meeting of the members.

Notice of Members Meeting

(e) The Board of Directors, the President, or the Vice-President or any five Directors, shall have the power to call at any time a meeting of the members. No public notice nor advertisement of meeting of the members, annual or general, shall be required but notice of the time and place and purpose of every such meeting shall be given to each member by sending the notice by ordinary prepaid post addressed to the member at his last address as it appears in the records of the Foundation, or sent by telephonic, electronic or other communication facility at the member's recorded address for that purpose, forty-five (45) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Foundation entitled to notice of the meeting have waived in writing the notice or are present in person or represented by proxy.

Error or Omission in Notice

(f) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat provided that two thirds (2/3) of those present by resolution concur. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be his last address recorded on the books of the Foundation.

Adjournments

(g) Any meetings of the members of the Foundation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice shall be required of any such adjournments as provided herein. Such adjournment may be made notwithstanding that no quorum is present.

Voting at meeting of Members

(h) All questions proposed for the consideration of the members at a meeting of members shall be determined by a majority of the votes cast, unless otherwise required by the by-laws or any applicable statute. The Chairman shall not be entitled to a vote provided that in the case of an equality of votes, the Chairman presiding at the meeting shall have a casting vote. 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 shall have one (1) vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be admissible in evidence as prima facie proof of fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution. A demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a poll to be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the members upon the matter in question.

FINANCIAL YEAR

15. The Fiscal Year of the Foundation shall terminate on the 31st day of December, in each year, unless changed by resolution of the Board of Directors.

CHEQUES, ETC.

16. All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such Officer or Officers, agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for said purpose. Anyone of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSITS OF SECURITIES FOR SAFEKEEPING

17. The Securities of the Foundation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by such Officer or Officers, agent or agents of the Foundation, and in such manner, as shall from time to time be determined by SPECIAL RESOLUTION of the Board of Directors and such authority may be general or confined to specific instances.

NOTICES

18. Whenever under the provision of the By-laws of the Foundation notice is required to be given, (save as otherwise provided), such notice may be delivered personally to the person to whom it is to be given, or to the person's address on record with the Foundation, mailed by ordinary prepaid post addressed to the person at his last address as it appears in the records of the Foundation, or sent by telephonic, electronic or other communication facility at such person's recorded address for that purpose. A notice or other document so given shall be deemed to have been given at the time in the case of ordinary prepaid post, when the same was deposited in a post office or public letter box, and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee, or when the notice enters the information system designated, whichever is earlier by the addressee.

BORROWING

19. The Board of Directors may from time to time;

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

(b) issue, sell or pledge securities of the Foundation

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation.

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

SPECIAL RESOLUTIONS

20. For the purpose of this By-law, a SPECIAL RESOLUTION is one which is passed by a simple majority of those Directors present at a meeting of the Board of Directors properly called, at which meeting are present at least 2/3 of the Directors. A special book shall be kept by the Secretary containing all SPECIAL RESOLUTIONS of the Foundation.

EXTRAORDINARY RESOLUTIONS

21. For the purpose of this By-law, an EXTRAORDINARY RESOLUTION is one which is passed by no less than 75% of votes cast at a meeting of the Board of Directors properly called, at which no less than 2/3 of Directors are present. Any 5 directors shall have the right to designate and require any resolution to be an EXTRAORDINARY RESOLUTION by notice in writing to that intention and effect. A special book shall be kept by the Secretary containing all such EXTRAORDINARY RESOLUTIONS of the Foundation.

DISSOLUTION CLAUSE

22. In the event that the organization should be dissolved, all of the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery business accounts or property purchased with lottery proceeds) shall be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario and approved by the City of Mississauga's Charity Gaming Office.
23. All previous by-laws of the Foundation are hereby repealed without prejudice to any actions heretofore taken thereunder.

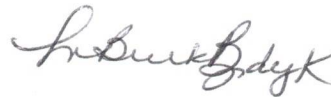
The numbers designating the previous by-laws are hereby repealed and vacated. The within by-law, is now designated as By-law No.2.

The President and Secretary are hereby authorized and directed to sign the said By-law No. 2 as so enacted as evidenced of the foregoing and to insert the same in the front portion of the Minute and Record Book of the Foundation.

PASSED by the Board this 28th day of September, 2021.



President: Ted Fajarczuk



Secretary: Mary Bulka-Bzdyk

Confirmed by the Members in accordance with the Act, this 27th day of October, 2021