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# THE PPCLI FOUNDATION

## BY-LAWS

May 12, 2011\*

\* With changes approved by the Trustees on 23 August 2013 and sanctioned by the Members at the 4th Annual Meeting held on 16 May 2014.

## Princess Patricia's Canadian Light Infantry Foundation (PPCLI Foundation)

### By-laws

These By-laws are made pursuant to Section 16.02 of the Deed of Trust (Deed) executed on the 27<sup>th</sup> day of August, 2010 and any amendments thereto. The By-laws relate generally to the rules and regulations for the conduct of the affairs of **Princess Patricia's Canadian Light Infantry Foundation** ("PPCLI Foundation"). The By-laws of the PPCLI Foundation are enacted as follows:

#### I. INTERPRETATION

1. In these By-laws, terms are used as defined in the *Income Tax Act* (Canada) and in Section 1.01 of the Deed, unless the context requires otherwise, and:

"**board**" means the board of trustees of the Foundation;

"**Deed**" means the deed of trust executed on the 27<sup>th</sup> of August 2010 between the Regiment and the founding trustees of the Foundation and any amendments thereto subsequently approved by the trustees;

"**Foundation**" means Princess Patricia's Canadian Light Infantry Foundation (PPCLI Foundation), a registered charity under the *Income Tax Act*; and

"**Regiment**" means Princess Patricia's Canadian Light Infantry, which is not limited solely to the serving members of the Regiment;

2. The headings used throughout these By-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any article, nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.
3. In these By-laws and in all other By-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporate entities.

#### II. AFFAIRS OF THE FOUNDATION

##### Corporate Seal

4. The Foundation may create a seal, which shall have the words "Princess Patricia's Canadian Light Infantry Foundation" or "PPCLI Foundation" inscribed thereon. The secretary shall have charge of the seal.

##### Head Office

5. The head office of the Foundation shall be situated in Calgary, Alberta or at such other place as the board may, by resolution, determine.

**Execution of Documents**

6. Pursuant to Section 5.01 of the Deed, contracts, documents or any instruments in writing requiring the signature of the Foundation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The trustees shall have power from time to time by resolution to appoint an officer or officers on behalf of the Foundation to sign specific contracts, documents and instruments in writing. The trustees may give the Foundation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Foundation. The seal of the Foundation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

**Financial Year**

7. The financial year of the Foundation shall be the calendar year.

**Auditor**

8. The first auditor shall be appointed by the board. Subsequently, the members shall, at the first and at each subsequent annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Foundation and to report to the members at the annual meeting which follows. The auditor shall hold office until the next annual meeting provided that the trustees may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.

**Books and Records**

9. The trustees shall see that all necessary books and records of the Foundation required by the By-laws of the Foundation or by any applicable statute or law are regularly and properly kept.
10. The trustees shall also see that all reports and returns required by law are duly submitted.

**Rules and Regulations**

11. The board may prescribe such additional rules and regulations not inconsistent with the Deed or these By-laws relating to the management and operation of the Foundation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Foundation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

**III. MEMBERS****General**

12. Pursuant to Section 3.05 of the Deed, the Foundation shall be open to members who are not Trustees and who are entitled under paragraph 15. Such members may assist the Trustees in the conduct of their affairs from time to time as set out in these By-laws.

### Categories of Membership

13. There shall be three categories of membership:
- a. **Individual Members.** Individuals who are at least eighteen (18) year of age and make an annual yearly donation of or greater than the yearly membership dues rate. Individual members shall have voting privileges.
  - b. **Corporate Members.** A person who is not an individual may become a Corporate Member and may appoint a representative to vote on behalf of that Corporate member.
  - c. **Honorary Members.** Individuals appointed by the board as set out in paragraph 39. These individuals may include those who have not served in the Regiment. Honorary members may serve on board-constituted committees at the pleasure of the board but do not have voting privileges.

### Membership Rules and Dues

14. The board may make membership rules and set the dues (fees), if any, for each and all of these categories of membership.

### Entitlement

15. Individual and Corporate members shall include the founding trustees of the Foundation and their successors together with such other persons who are interested in furthering the objectives of the Foundation and whose application for admission as a member has received the approval of the board. Each member shall be promptly informed by the secretary of their admission as a member.

### Resignation

16. Any member may withdraw from the Foundation by delivering to the Foundation a written resignation and lodging a copy of same with the secretary. A resignation shall be effective from acceptance thereof by the board. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Foundation prior to such person's resignation.

### Termination of Membership

17. The interest of a member in the Foundation is not transferable and lapses and ceases to exist:
- a. upon death or dissolution of the member;
  - b. when the member's period of membership expires (if any);
  - c. when the member ceases to be a member by resignation or otherwise in accordance with these By-laws; or
  - d. if at a meeting of members, a unanimous resolution is passed to remove the member provided that the member shall be granted the opportunity to be heard at such meeting.

## IV. MEETINGS OF MEMBERS

### Annual or General Meetings

18. The annual or any other general meeting of members shall be held at the head office of the Foundation or at any place in Canada as the board may determine and on such day as the said trustees shall decide. The members may resolve that a particular meeting of members be held outside of Canada.
19. Every general meeting, other than the annual general meeting, is a special general meeting. The annual general meeting shall be held annually prior to the 30<sup>th</sup> day of June.
20. The trustees may convene a special general meeting of members by giving proper notice. Three (3) or more members may convene a special general meeting by communicating a request stating the purpose of the meeting to the secretary. Notice of a special general meeting must specify the place, day and hour of the meeting, and the general nature of the business to be conducted.
21. The members of the Foundation may meet by teleconference or other electronic means provided that either a majority of the members consent to meeting by teleconference or other electronic means, or such meetings have been approved by a resolution passed by the members.
22. The members of the Foundation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:
  - a. the board of the Foundation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
  - b. each member has equal access to the specific means of communication to be used.
23. Twenty (20) members present in person, by telephone, or by other electronic means at an annual or general meeting of members shall constitute a quorum. In the event that a twenty (20) members are not present in person at the hour given in the notice of a meeting, the meeting shall stand adjourned for fifteen (15) minutes, and at the expiration of such period but subject to the following proviso, the members then present in person will constitute a quorum for the transaction of business at that meeting. In no case shall any meeting of the members be held unless there are at least three (3) members present in person at the meeting.
24. At every annual meeting, in addition to any other or special business that may be transacted, the following regular business shall be transacted:
  - a. report of the board on the activities of the preceding year and plans for the future;
  - b. presentation of the financial statements and the report of the Auditor;
  - c. appointment of the Auditor for the current year; and
  - d. the election of "additional trustees", as may be required.

The members may consider and transact any business either special or general at any meeting of members.

25. Fourteen (14) days' written notice shall be given to each member of any general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote. The chair of the meeting shall not have a second or casting vote.
26. A majority of the votes cast by the members present shall determine the questions in meetings.
27. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or special, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and 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, trustee or officer for any meeting or otherwise, the postal, facsimile or email record of the member, trustee or officer shall be the last information so recorded on the register of the Foundation. Notice of any annual or general meeting may be given by electronic means.

## **V. TRUSTEES AND OFFICERS**

### **Composition of the Board**

28. The affairs of the Foundation shall be managed by a board of trustees comprised and appointed as set out in Section 8.01 of the Deed. The actual number of "additional trustees" shall be determined from time to time by a majority of the members present at a meeting of members. Trustees must be individuals, 18 years of age, with power under law to contract.

### **Election and Term of Office**

29. "Additional trustees", those who do not hold that office by virtue of their appointment, shall be elected for a term of 3 years by the members at an annual meeting of members. Trustees may be re-elected for a second or subsequent term. The trustees shall appoint a nominating committee, which shall make recommendations to the members at a duly constituted meeting of members. Nominations from the floor will also be permitted.
30. Where there are more candidates than trustee offices to be filled, voting shall be by secret ballot, with scrutineers appointed by the members present at the meeting.
31. A retiring trustee shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

### **Vacancy in the Office of Trustees**

32. The office of trustee shall be automatically vacated:
  - a. if at a special general meeting of members, a resolution is passed by of the votes cast in favour of the removal of the trustee;

- b. if a trustee has resigned his office by delivering a written resignation to the secretary of the Foundation;
- c. if he is found by a court to be of unsound mind;
- d. if he becomes bankrupt or suspends payment or compounds with his creditors; or
- e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board by majority vote, may, by appointment, fill the vacancy with a member of the Foundation.

33. Upon the death or resignation of a trustee, or if for any reason a trustee is unable to act, the trustees may appoint another trustee in the place and stead of the person so dying or resigning or becoming unable to act, provided always that no resignation shall take effect unless approved by the trustees.

#### **Removal of a Trustee**

34. The trustees may remove any trustee, at any time, for any reason they deem fit, provided all trustees, with the exception of the trustee to be removed, consent to such removal.

#### **Expenses Incurred by Trustees**

35. A trustee may be paid reasonable expenses incurred by him in the performance of his duties.

#### **Powers of Trustees**

36. Provisions of the following By-laws in this section are made pursuant to Section 5.01 of the Deed. The board shall take such steps as they may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the charitable purposes of the Foundation.
37. The trustees of the Foundation may, collectively, 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 do all such other acts and things as the Foundation is by its Deed or otherwise authorized to exercise and do.
38. The trustees shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to an officer or officers of the Foundation the right to employ and pay salaries to employees. The trustees shall have the power to enter into one or more trust arrangements with one or more financial institutions or registered dealers in securities for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Foundation in accordance with such terms as the board may prescribe. The board is hereby authorized, from time to time:

- a. to borrow money upon the credit of the Foundation, from any bank, Foundation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient; and
- b. to limit or increase the amount to be borrowed.

The foregoing clauses a. and b. are subject to the proviso that the Foundation shall not incur debts other than debts for current operating expenses, debts incurred in connection with the purchase and sale of investments and debts incurred in the course of administering charitable activities.

39. The board may appoint an Honorary Chair, such Patrons and other honorary positions and nominations as may be deemed useful in furthering the charitable purposes of the Foundation as set out in Section 3.01 of the Deed.
40. The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
41. Remuneration for all officers, agents and employees shall be fixed by the board by resolution.
42. The powers of the board may be exercised at a meeting at which a quorum is present or by a resolution in writing signed in one instrument or in counterpart (including by facsimile, email, or other means of recorded electronic transmission) in accordance with paragraph 58.

#### **Officers**

43. The officers of the Foundation shall be a president, two vice-president(s), a secretary and a treasurer and any such other officers as the board may by by-law determine. Any two offices, except those of president and a vice-president may be held by the same person.
44. Officers of the Foundation shall be appointed by resolution of the board at the first meeting of the board following an annual meeting of members.
45. The officers of the Foundation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.

#### **Duties of Officers**

46. The president shall be the chief executive officer of the Foundation. He shall preside at all meetings of the Foundation and of the board. He shall have the general and active management of the affairs of the Foundation. He shall see that all orders and resolutions of the board are carried into effect.
47. The executive vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. He shall be responsible for leading the fundraising group effort and ensuring that fundraising policy, plans and procedures are developed and implemented. He shall perform such other duties as shall from time to time be imposed upon him by the board.



48. The vice-president, designated by the board shall, in the absence or disability of both the president and the executive vice-president, perform the duties and exercise the powers of the president. Vice-president(s) shall be responsible for leading in their assigned area(s), ensuring that policy, plans and procedures are developed and implemented for the area for which they are responsible. Vice-president(s) shall perform such other duties as shall from time to time be imposed upon them by the board.
49. The treasurer shall have the custody of the funds and securities of the Foundation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He shall disburse the funds of the Foundation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and trustees at the regular meeting of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Foundation. He shall also perform such other duties as may from time to time be directed by the board.
50. The secretary shall record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board. The secretary shall ensure that all reports and returns required by law are duly completed and submitted, and shall perform such other duties as may be prescribed by the board or president, under whose supervision the secretary shall be. The secretary shall cause a member register to be maintained and be the custodian of the seal of the Foundation.
51. The duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the board requires of them. The trustees shall prepare and approve job descriptions for each and every officer of the Foundation.

#### **Committees**

52. Pursuant to Section 3.04 of the Deed, the board may form committees and appoint members to such committees. Committee members need not be trustees or members, but all will hold their offices at the will of the board. The trustees shall determine the duties of such committees and cause a committee charter to be prepared and approved for each and every committee struck.

#### **Minutes of Board of Trustees**

53. The minutes of the board shall not be available to the general membership of the Foundation but shall be available to the board, each of whom shall receive a copy of such minutes.

### **VI. MEETINGS OF TRUSTEES**

54. Pursuant to Section 16.01 of the Deed, meetings of the board may be held at any time and place to be determined by the trustees provided that 48 hours written notice (by facsimile, email, or other

means of electronic communication) of such meeting shall be given, other than by mail, to each trustee. Notice by mail shall be sent at least 14 days prior to the meeting.

55. There shall be at least one (1) meeting per year of the board. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any trustee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
56. The trustees may by resolution appoint a standard time and place on fixed dates for regular meetings of the board, provided that notice thereof has been entered in the minutes of the meeting at which the resolution was passed, and a copy of such resolution provided to all trustees. No other formal notice shall be required for any such regular meetings of the board.
57. The trustees of the Foundation may meet by teleconference provided that either a majority of the trustees consent to meeting by teleconference or meetings by teleconference have been approved by a resolution passed by the board.
58. The trustees of the Foundation may meet by other electronic means that permits each trustee to communicate adequately with each other, provided that:
  - a. the board of the Foundation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, as well as the procedure for establishing quorum and recording votes;
  - b. each trustee has equal access to the specific means of communication to be used; and
  - c. each trustee has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
59. A majority of trustees in office, from time to time, but no less than three trustees, shall constitute a quorum for meetings of the board. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Foundation.
60. At any duly constituted meeting of trustees, each trustee shall have one (1) vote. Unless otherwise required, each matter to be decided is to be decided by a majority of votes. In the event of a tie, the chair of the meeting does not have a second or casting vote.
61. A resolution in writing, signed by a majority of the trustees entitled to vote on that resolution at a meeting of the board, shall be as valid as if it had been passed at a meeting of the board; provided that, in connection with any matter which, in accordance with the applicable law and notwithstanding these By-laws, must be approved by all of the trustees, such resolution in writing must be signed by all of the trustees entitled to vote on that resolution at a meeting of the board.

A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board.

## **VII. PROTECTION OF TRUSTEES AND OFFICERS**

### **Insurance**

62. Pursuant to Article X of the Deed and in addition to the limitations on liability and indemnifications provided therein, the Foundation may purchase and maintain insurance for the benefit of all trustees and officers against any liability incurred by such individuals in their capacity as trustees and officers of the Foundation or any entity controlled by the Foundation.

## **VIII. AMENDMENT OF BY-LAWS**

63. The By-laws of the Foundation not embodied in the Deed may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the trustees at a meeting of the board and sanctioned by an affirmative vote of a majority of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law.

## **IX. DISSOLUTION**

64. Pursuant to Sections 5.01(c) and 19.01 of the Deed, if, for whatever reason, the Foundation has ceased its activities or no longer wishes to carry on its activities or purposes as set out in its Deed, the Foundation may be dissolved upon a resolution passed at a meeting of the Trustees. The notice of that meeting must specify the intention to propose the resolution and said notice must be duly given to all of the Trustees of the Foundation then appointed or elected. Subject to any trust conditions attaching: firstly, to the use of any property of the Foundation in payment of any costs incurred in the winding up of the Foundation; secondly, to any trust conditions attaching to the use of any property of the Foundation in the discharge of all liabilities of the Foundation; and thirdly, to give effect as far as possible to any outstanding commitments applicable to the Foundation; any assets remaining shall be gifted, at the discretion of the Trustees, to one or more eligible donees, being charitable organizations with similar charitable purposes.

These By-laws were approved by the members at the initial meeting of members held on 12 May 2011 and contain changes approved by the Trustees on 23 August 2013. In accordance with By-law 63, the changes were sanctioned by the Members at the 4th Annual Meeting held on 16 May 2014.