

CJL FOUNDATION

A BY-LAW relating generally to the conduct of the affairs of the CJL Foundation

BE IT ENACTED as BY-LAW 1 of CJL FOUNDATION (the Corporation), a company incorporated under the Canada Not-For-Profit Corporations Act, S.C. 2009, c.23, hereafter (The Act), as follows:

CORPORATE SEAL

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

HEAD OFFICE

2. The Head Office of the Corporation shall be in the **City of Ottawa** in the Province of Ontario, or at such other place as the directors may determine in accordance with the Canada **Not-For-Profit** Corporations Act.

MEMBERSHIP CONDITIONS

3. **Subject to the articles, there shall be one class of members in the Corporation. Membership shall be available only to individuals interested in furthering the Corporation's purposes, who express harmony with the vision and mission of the Corporation, who pay their annual membership dues, who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Only such individuals shall be deemed to be members of the Corporation.**
4. Membership in the Corporation entitles one to:
 - a. vote at any general, annual or special meeting;
 - b. full participation in all membership meetings;
 - c. make nominations for and elect the board of directors, and where applicable, the local or regional council according to established election procedures;
 - d. vote on the annual budget;
 - e. make proposals for policies and programs for the Corporation;
 - f. join with other members in local groups to carry on the activities of the Corporation in consultation with the board of directors and staff, and in keeping with established policy.
5. Membership fees shall be set by the board of directors from time to time. Every member must pay the membership fees annually in order to retain membership in the Corporation. Membership will lapse upon non-payment of membership fees. Despite the foregoing, upon annual written application by any

member, membership fees for that member may be waived or reduced by the board for reasons of economic hardship.

6. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
7. Members who fail to abide by the conditions of membership specified in articles 3 and 5 may be removed from the membership rolls by decision of the board of directors.

MEETINGS OF MEMBERS

8. The annual or any other general meeting of the members shall be held within 180 days of the Corporation's fiscal year end, in the city where the head office of the Corporation is situated or elsewhere in Canada as the board of directors may determine. The board of directors, or the chair or vice-chair, may call, at any time, an annual, general or special meeting of the members. The board of directors shall call a special general meeting of members on written request by members carrying not less than 25% of the voting rights.
9. At every annual meeting, in addition to any other business that may be transacted,
 - a. the summary audited financial statement, the annual report of activities and the program for the next year shall be presented to the members;
 - b. the directors shall be elected;
 - c. the budget shall be presented for approval by the members; and
 - d. the auditors shall be appointed for the ensuing year.

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

NOTICE OF MEETING OF MEMBERS

10. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a 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. Notice of each meeting of members shall remind the member that he or she has the right to vote by proxy prior to the meeting.
11. Voting with respect to questions that are to be decided by the members, including the election of directors, may take place in one or more of the following ways:
 - a. By show of hands or roll call of the members who are in attendance at the meeting;
 - b. By ballots cast by members or the members' proxies, at the members' meeting;
 - c. By mail ballot, in accordance with the provisions set out in this by-law, provided that the matter does not require approval by the members at a meeting of members; or
 - d. By electronic mail ballot, in accordance with the provisions set out in this by-law, provided that the matter does not require approval by the members at a meeting of members.
 12. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and vote at a specific meeting of members in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail.
 13. A quorum for the transaction of business at any meeting of the members shall be 1% of members or 11 members, whichever is greater.
 14. Questions being considered at any meeting of the members shall be voted upon by a show of hands, unless *The Act* or these by-laws require or provide otherwise or unless requested by a member, in which case they shall be decided by secret ballot.
 15. If a question to be decided by the members is to be considered by the members at a meeting of the members, then the results of the mail or electronic mail ballots will only be released at the members' meeting after the vote by members in attendance at the meeting is completed.
 16. **Additional Provisions for decision-making**
 - a. Following the counting of the ballots and determination of the matter or matters, all ballots counted shall be kept for no less than 30 days before being destroyed.
 - b. Within 10 days of members' ballots being received by the Corporation, in accordance with the provisions set out in this paragraph, the votes shall be counted by a person or persons appointed by the chair of the Corporation. The secretary of the Corporation, or, in the absence or unavailability of the secretary, such other person as the chair may designate, shall supervise the counting of the ballots and shall determine the validity of any ballot.

- c. Following the counting of the ballots and determination of the matter or matters, all ballots counted shall be kept for no less than 30 days before being destroyed.
 - d. Quorum for consideration of a matter exclusively by mail (and/or electronic mail) balloting shall consist of ballots received by the Corporation that represent 10% of the members eligible to vote on the matter.
17. In order for a matter to be passed, a majority of the eligible votes cast must be obtained, except where the vote or consent of a greater number of members is required by the **Canada Not-For Profit Corporations Act S.C. 2009, c.23** or this by-law. In the event that the number of ballots cast on either side of a matter is equal and the vote is tied, the officer of the Corporation supervising the counting of the ballots shall cast the deciding vote.
18. Any member of the Corporation may propose items to be added to the agenda of the next following annual general meeting, provided that all such items are submitted to the Chair of the Board no later than April 1st of **the current** calendar year.
19. 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 Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member for any meeting or otherwise, the address of the member shall be his/her last address recorded on the books of the Corporation.

BOARD OF DIRECTORS

20. The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of ten and a maximum of fifteen directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors.
21. Directors must be Christian individuals, residents of Canada, 18 years of age, with power under law to contract who express harmony with the vision and mission statements and the *Guidelines for Christian Faith and Public Life* of the Corporation. Directors must be members of the Corporation.
22. The composition of the board must take into account the geographic distribution of members and donors. Regional boundaries, for the purpose of elections, will be established by the board, and will not exclude any member residing in Canada. The number of directors from each region will be determined by the board and reviewed regularly to account for changes in the regional distribution of members and donors.

23. Directors shall be elected for a term of 3 years by the members at an annual meeting of members, and are eligible to serve no more than 2 consecutive terms.
24. The office of director shall be automatically vacated:
- a. if a director resigns his/her office by delivering a written resignation to the secretary of the Corporation;
 - b. if he/she is found by a court to be of unsound mind;
 - c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
 - d. if at a special general meeting of members called in accordance with Section 10 a resolution is passed by two-thirds of the members voting at the meeting that he/she be removed from office; or
 - e. on death;
- provided that if any vacancy occurs for any reason set out in this section, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation, so long as a quorum of directors remains in office. If there is not a quorum of directors in office, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.
25. The directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity.
26. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

POWERS OF DIRECTORS

27. The directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
28. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time .
29. The board of directors may prescribe such rules and regulations and policies not inconsistent with these by-laws relating to the management and operation of the Corporation, as they deem expedient.
30. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

31. The board of directors may appoint such agents and engage such employees as it deems necessary from time to time and such persons will have such authority and shall perform such duties as are prescribed by the board of directors at the time of such appointment.
32. Remuneration of all agents and employees and committee members shall be fixed by the board of directors by resolution, except that remuneration of agents may be fixed by another person or persons designated by the board of directors.

DIRECTORS' MEETINGS

33. There shall be at least one meeting per year of the board of directors.
34. Two-thirds of all directors in office from time to time, but not less than seven directors, constitute a quorum for meetings of the board of directors. All matters brought to the board of directors for a decision shall be decided by way of a majority of votes cast at that meeting. Each director is authorized to exercise one vote.
35. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that at least 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 7 days prior to the meeting. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation will invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
36. If a majority of directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or a committee of the board by means of such conference telephone as permits all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed present at the meeting. Where meetings are held by conference telephone, the secretary shall record that there is quorum and shall record all votes cast.

OFFICERS

37. The officers of the Corporation shall be a chair, vice-chair, secretary, and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. All officers must be members. The chair and vice-chair must be directors.
38. Officers of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
39. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

40. The officers of the Corporation shall hold office for one year from the date of appointment or election or until they resign or their successors are elected or appointed in their stead. Officers are subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

41. The chair shall preside at all meetings of the Corporation and of the board of directors. He/she shall have general oversight of the affairs of the Corporation. He/she shall see that all orders and resolutions of the board of directors are carried into effect. He/she shall perform such other duties as are from time to time imposed upon him/her by the board of directors.
42. The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and perform such other duties as are from time to time imposed upon him/her by the board of directors.
43. The treasurer shall:
- a. have the custody of the funds and securities of the Corporation;
 - b. keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
 - c. deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or credit union, or, in the case of securities, in such registered dealer in securities or such other person as may be designated by the board of directors acting as prudent investors from time to time;
 - d. disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements;
 - e. render to the chair and directors at the regular meeting or the board or directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation; and
 - f. perform such other duties as may from time to time be directed by the board of directors.
44. The secretary:
- a. may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof;
 - b. shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
 - c. shall give or cause to be given notice of all meetings of the members and of the board of directors;
 - d. shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution; and

- e. shall perform such other duties as may be prescribed by the board of directors or chair, under whose supervision he/she shall be.
45. Any or all powers conferred on any officer of the Corporation pursuant to these by-laws may be delegated to a designate.
 46. The duties of all other officers of the Corporation will be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

47. The board of directors may appoint committees whose members hold office at the will of the board of directors, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the chair of the committee may from time to time determine.

EXECUTION OF DOCUMENTS

48. Unless otherwise set out in a resolution of the Board, contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two persons appointed by the Board to do so and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors may give the Corporation's power of attorney to any registered dealer in securities or such other person as may be designated by the board of directors acting as prudent investors from time to time for the purposes of transferring and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation, 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 of directors.

MINUTES OF BOARD OF DIRECTORS

49. A copy of the minutes of every meeting of the board of directors shall be provided to the board within 30 days of such meeting, and made available for viewing upon request by the general membership of the Corporation, provided that the confidential portion of the minutes shall only be distributed to the directors.

FISCAL YEAR

50. Unless otherwise determined by the board of directors, the fiscal year-end of the Corporation shall be December 31 in each year.

AMENDMENT OF BY-LAWS

51. The by-laws of the Corporation not embodied In the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law.

DISSOLUTION

52. In the event of dissolution or winding-up of the Corporation, all of its remaining assets after payment of all liabilities shall be transferred to a Canadian registered charity with similar objects as judged by the board of directors.

AUDITORS

53. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

54. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

INTERPRETATION

55. In these by-laws and In all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and references to persons shall include partnerships and corporations.

OPERATIONS WITHOUT PECUNIARY GAIN

56. The Corporation shall carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

PRIMACY OF THE ACT

57. In the event of any conflict in the interpretation of these by-laws or in any decisions made by the members or directors of the Corporation, the provisions of the Canada Not-For Profit Corporations Act S.C. 2009, c23, shall take precedence.

EFFECTIVE DATE

58. The effective date for this by-law shall be the date on which these by-laws are approved by the membership of the CJL Foundation.

ENACTED as by-law Number 1 by the directors of the Corporation at a meeting duly called and regularly held at which quorum was present on the 21st day of March, 2013.

Name: Mark Huyser-Wieringa
Title: Chair

Name: Joe Gunn
Title: Executive Director

The foregoing by-law Number 1 as enacted by the directors of the Corporation was confirmed by at least two-thirds of the members voting at a meeting of members duly called and regularly held and at which quorum was present on the 30th day of May, 2013.

Name: Maylanne Maybee
Title: Secretary

Dated: _____