

A by-law relating generally to the conduct of the affairs of
Thyroid Foundation of Canada/La Fondation canadienne de la Thyroïde
(the "Foundation")

BE IT ENACTED as a by-law of the Foundation as follows:

1. Definitions

In this by-law and all other by-laws of the Foundation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation;

"**Board**" means the Board of directors of the Foundation and "director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Foundation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual general meeting of members or a special meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Foundation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**TFC**" means the Thyroid Foundation of Canada/La Fondation canadienne de la Thyroïde.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Name and Use of Insignia

The name of this organization shall be Thyroid Foundation of Canada/La Fondation canadienne de la Thyroïde, hereafter referred to as the TFC.

The use of the name Thyroid Foundation of Canada/La Fondation canadienne de la Thyroïde, shall be limited to the National Foundation, the Administrative Districts, the Chapters and authorized individual members of the TFC who are in good standing and whose affiliation is duly recorded by the Board of the National Foundation.

The insignia of the TFC shall be a stylized outline of the thyroid gland superimposed on a maple leaf or any other legal insignia/trademark, as approved by the Board.

The use of the name and insignia shall be deemed the sole property and entirely under the control of the TFC and shall be limited to the TFC, its Administrative Districts, and its Chapter executives unless such use is specifically granted to another person or duly authorized resolution of the TFC directors. Any use of the name or the insignia must be submitted to, and approved by, the TFC board and, in any case, may not be used for commercial purposes or for any purpose other than that authorized by the Board.

4. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Foundation. The Secretary of the Foundation shall be the custodian of the corporate seal.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by the President or designate and a second officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Foundation to be a true copy thereof.

6. Financial Year

The financial year end of the Foundation shall be March 31.

7. Banking Arrangements

The banking business of the Foundation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Foundation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

8. Borrowing Powers

The directors of the Foundation may, without authorization of the members,

- borrow money on the credit of the Foundation;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Foundation;
- give a guarantee on behalf; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Foundation, owned or subsequently acquired, to secure any debt obligation of the Foundation.

Borrowing powers may be exercised only upon special resolution of the Board.

9. Annual Financial Statements

The Foundation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Foundation reproducing the information contained in the documents. Instead of sending the documents, the Foundation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Foundation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

10. Membership and Volunteers

All members shall be members of the National Foundation.

a. Membership Classes

There will be the following types of TFC Members:

- (i) Regular Member – any person interested in furthering the objects of the TFC whose application for admission as a member has received the approval of the TFC Board or the Board of any Chapter and who has paid the required membership fees as established by the TFC Board. A Regular Member shall have the right to vote at any annual or special meeting of the TFC.

- (ii) Family Member – any two adults residing at the same address interested in furthering the TFC objects whose application for admission as members has received the approval of the TFC Board or the Board of any Chapter and who have paid the required membership fees as established by the TFC Board from time to time. Each person of a Family Member shall have the right to vote at any annual or special meeting of the TFC, but all other privileges are those of a Regular Member.

- (iii) Senior Member – any person SIXTY-FIVE (65) years or older interested in furthering the TFC objects whose application for admission as a member has received the approval of the TFC Board or the Board of any Chapter and who has paid the required membership fees as established by the TFC Board from time to time. A Senior Member shall have the right to vote at any annual or special meeting of the TFC.

- (iv) Honourary Member – The TFC Board may admit as honourary member any person or body for such time as it deems advisable. No membership fee is payable by an Honourary Member. An Honourary Member shall have no right to vote at any annual or special meeting of the TFC and shall enjoy such privileges as may be granted to her or him by the TFC Board.

- (v) Life Member – The TFC Board may admit as a Life Member any person or body for the life of the TFC. No membership fee is payable by a Life Member. A Life Member shall have the right to vote at any annual or special meeting of the TFC.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

11. Administrative Districts

For the better administration of the TFC, Canada may be divided into Districts whose boundaries shall be described by the TFC Board of directors as required.

- (i) Each associated member organization, herein referred to as a “Chapter”, situated within the boundaries of a District shall be a member of such District;

- (ii) District bylaws and Policies shall be consistent with the TFC Constitution, bylaws and Policies;

- (iii) Each District shall be administered by such officers, executives and committees and in such a manner as is designated by the TFC.

12. Chapter Organizations

a. The TFC may, at its discretion, admit a Chapter as an affiliated organization. A Chapter shall comprise any group of at least FIFTEEN (15) individuals which group:

- (i) has objectives and policies that are not at variance with the objectives and policies of the TFC;

(ii) pays the required charter and annual membership fees as set by the TFC; and,

(iii) has been approved for membership as a Chapter by the TFC Board.

b. Every Chapter may establish its own bylaws which shall be in conformity with this bylaw. Any bylaw of a Chapter that is not in conformity with this bylaw shall be deemed void and of no effect.

c. In the event of the termination of a Chapter for any reason, including voluntary resignation, the said Chapter shall be obliged to pay all indebtedness owed by it to the TFC, to return any property of the TFC, to release all right to the TFC name and insignia and to discharge all of its financial obligations to its community. In the event of any funds remaining in any bank or trust account of a Chapter on termination, such funds shall become the sole property of the TFC.

d. The TFC Board may terminate the membership of a Chapter if it fails to conform to the provisions of the TFC Constitution, bylaws or any policies properly passed by the Board, or if its conduct or activities are prejudicial to the best interests of the TFC. Such termination must be authorized by a majority of the TFC Board at a properly constituted meeting and providing that the Chapter in question shall have received no less than THIRTY (30) days written notice of such a meeting and be given an opportunity to be heard at such a meeting.

13. Meetings of Members

a. Notice of Members Meeting

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:

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

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 Foundation to change the manner of giving notice to members entitled to vote at a meeting of members.

b. Members Calling a Members' Meeting

The Board shall have the power to call at any time a general meeting of the members of the TFC. The Board shall call a special meeting of the members on written requisition of members carrying no less than FIVE (5%) of the voting rights. A quorum for any meeting of the members shall be a minimum of TWELVE (12) members including those present by teleconference or any other technological means.

TWENTY-ONE (21) days written notice shall be given to each voting member of any annual or special meeting of the members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

c. Voting at Members' Meetings

i. Voting

Each voting member present at a meeting shall have the right to exercise ONE (1) vote.

ii. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Foundation has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and
- permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each member voted.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Foundation to change this method of voting by members not in attendance at a meeting of members.

d. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

e. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Foundation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

f. Chair of Members' Meetings

The President serves as the chair of the Board and members' meetings. In the event that the President is absent, the past-President or the Vice-President shall chair the meeting.

g. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

h. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

i. Participation by Electronic Means at Members' Meetings

If the Foundation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Foundation has made available for that purpose.

14. Membership Dues

Memberships shall correspond to the calendar year (January 1 – December 31) and dues are payable on or before January 1 of each and every year. Members shall be notified in writing of the membership dues payable by them if not paid within one (1) calendar month of the membership renewal date. Members in default as of March 15 shall cease to be members of the Foundation until reinstatement through payment of dues.

15. Termination

a. Termination of Membership

A membership in the Foundation is terminated when:

- the member dies or resigns;
- the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Foundation is liquidated and dissolved under the Act.

b. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Foundation, automatically cease to exist.

16. Discipline of Members

The Board shall have authority to suspend or expel any member from the Foundation for any one or more of the following grounds:

- violating any provision of the articles, by-laws, or written policies of the Foundation;
- conduct which may be detrimental to the Foundation as determined by the Board in its sole discretion;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Foundation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Foundation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Foundation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

17. Board of Directors

The Board of Directors – shall be responsible for implementing the strategic plans and policies of the Foundation.

a. Number of Directors

The Board shall consist of a minimum of five (5) directors and up to a maximum of twelve (12) directors elected by the membership plus the immediate past-President if s/he agrees to serve. If vacancies exist on the Board, the Board may appoint directors up to a maximum of one-third of the Board. The term of any appointed director shall expire at the close of the next general

meeting.

b. Proposals Nominating Directors at Annual Members' Meetings

Immediately following the annual meeting, the Board shall appoint a nominating committee which shall include, unless he/she is unwilling to act, the Past President. The nominating committee shall be comprised of a Chairperson and at least an additional TWO (2) members. The Nominating Committee shall propose a nominee for each position being vacated. The Nominating Committee shall follow the Protocols of the Nominating Committee as adopted by the Board.

Not less than SIXTY (60) days prior to the annual meeting, the Nominating Committee shall request nominations from the voting members by a notice in the TFC's publication and on the TFC's website. Notice of the committee's nominations shall be posted on the TFC website TWENTY-ONE (21) days prior to the annual meeting of the members.

Any nominee shall give her/his consent to his nomination. To stand as a nominee, the candidate must be a member in good standing of the TFC. Members in "good standing" are registered members of TFC, have their dues paid up to date and have not been subject of any disciplinary incidents.

c. Term of Office of Directors

Election terms for the Board of Directors are staggered to provide for board continuity and avoid all the officers' terms ending at the same time.

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

18. Meetings of Board of Directors

a. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President of the Board or any TWO (2) directors at any time. If the Foundation has only one director, that director may call and constitute a meeting. A quorum shall be a majority of the Board as presently constituted.

b. Notice of Meeting of Board of Directors

Meetings of the Board may be held on the call of the President or any TWO (2) other directors at any time and place to be determined by the directors provided that THREE (3) days' notice of the meeting is given. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have

otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

c. Regular Meetings Section

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 TFC Board shall invalidate such a 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 and all proceedings taken or had thereat.

Each member of the Board is obliged to attend all duly constituted meetings of the Board of directors. In the event of any member of the Board being absent for two consecutive meetings without just cause, the Board may require that member's resignation from the Board of directors.

d. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

e. Meetings Held Entirely by Electronic Means

A director or officer may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director or officer participating in such a meeting by such means is deemed to be present at the meeting.

f. Written Resolutions in Lieu of Meeting

Written resolutions in lieu of a meeting of the Board are allowed.

19. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Each Committee member shall be entitled to one vote at committee meetings. Unless otherwise stated in this bylaw, any motion of a committee will be passed by a majority of votes cast.

20. Officers

a. Appointment of Officers

The Board may designate the offices of the Foundation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Foundation. A director may be appointed to any office of the Foundation.

The President shall be elected by the membership from the ranks of the Board for a three (3) year period. Officers (other than the President) shall be appointed by resolution of the Board to hold office until the next annual meeting. Temporary vacancies of officers, including the President, shall be filled by appointment from the ranks of the Board by resolution of the Board, pending the next annual meeting of the membership.

b. Description of Offices and Duties of Officers

The officers of the TFC shall act without remuneration and shall consist of a President, Vice-President, Secretary and Treasurer and such other officers as the Board of directors may determine from time to time, provided that all such officers must be TFC directors elected by the membership.

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Foundation shall have the following duties and powers associated with their positions:

a) President - Subject to the authority of the Board, the President shall have general supervision of the affairs of the Foundation. The President shall be responsible for the general and active management of the affairs of the TFC. He/she shall see that all orders and resolutions of the Board of directors are carried into effect.

The President shall not be a member of the Nominating Committee. S/he shall be a non-voting member of all other committees.

The President shall, when present, preside at all meetings of the TFC and of the Board of directors. Roberts Rules of Order shall stand as the TFC's authoritative guide to rules of order.

b) Vice-President – If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, shall perform the duties and exercise the powers of the President including presiding at all meetings of the Board of directors and of the members.

The Vice-President may be assigned to special areas of responsibility where needed; and shall report to and work closely with the President to assist with his or her duties. The Vice-President shall have such other duties and powers as the Board may specify.

c) Secretary – The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Foundation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation.

The Secretary shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he/she shall be. He/she shall be custodian of the seal of the TFC.

d) Treasurer - The Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

c. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer or director of the Foundation. Unless so removed, an officer or director shall hold office until the earlier of:

- the officer's/ director's successor being appointed,
- the officer's/ director's resignation,
- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's/ director's death.

If the office of any officer of the Foundation shall be or become vacant, the directors may, by resolution, appoint a member to fill such vacancy.

21. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Foundation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Foundation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any

information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Foundation to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

22. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

23. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

24. Dispute Resolution

a. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Foundation are as much as possible to be resolved in accordance with mediation as provided in the section on dispute resolution mechanism of this by-law.

b. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Foundation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Foundation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Foundation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Foundation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that

the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Foundation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

25. By-laws and Effective Date

a. Amendment of Bylaws

The TFC bylaws not embodied in the Letters Patent may be repealed or amended by bylaw enacted by a majority of the TFC Board and sanctioned by an affirmative vote of at least TWO-THIRDS (2/3) of the members at a meeting of the members duly called for the purpose of considering the said bylaw. The amended bylaw would be immediately effective.

The TFC Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the TFC as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of the members of the TFC when they shall be confirmed and failing such confirmation at such annual meeting of the members shall at and from time to time cease to have any force and effect.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act.

b. Review of Bylaws

There shall be a formal review of the TFC bylaws at least every five years.

26. Dissolution of the Foundation

a. Distribution of Property Remaining on Liquidation

Any property that remains on liquidation of the Foundation, after returning any property given to the TFC on the condition that it be returned when the Foundation is dissolved, will be distributed to one or more qualified donees, within the meaning of the Income Tax Act, i.e. not for profit organizations with compatible goals.

Approved June 1, 2018