

Canadian Race Relations Foundation

By-law No. 1

1. INTERPRETATION

In this by-law and all other by-laws of the Canadian Race Relations Foundation, words in the singular shall include the plural and vice versa; the masculine shall include the feminine and vice versa; and unless the context otherwise specifies or requires:

Act means the *Canadian Race Relations Foundation Act*;

Board means the Board of Directors of the Canadian Race Relations Foundation;

By-laws means any by-laws of the Canadian Race Relations Foundation as amended from time to time;

Chairperson means the Chairperson of the Board;

director means a member of the Board;

Executive Director means the Executive Director of the Foundation;

Foundation means the Canadian Race Relations Foundation;

Minister means the member of the Queen's Privy Council for Canada designated as the Minister for the purposes of the *Canadian Multiculturalism Act*.

Person includes individuals, corporate bodies, partnerships, syndicates, trusts, sole proprietorships, unincorporated organizations and any number or aggregate of persons representing a common interest.

2. PRINCIPAL OFFICE

The principal office of the Foundation shall be located in the Municipality of Metropolitan Toronto, Ontario, and at such place therein as the directors may from time to time by resolution determine.

3. SEAL

The seal, where one is approved for use by the Board, shall be the corporate seal of the Foundation.

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4. DIRECTORS

- (1) Directors shall be individuals eighteen or more years of age and must have knowledge or experience that will assist the Foundation in fulfilling its purpose.
- (2) A director who wishes to resign shall notify the Board in writing to that effect, and the resignation becomes effective when the Board receives the notice, or at the time specified in the notice, whichever is the later.

5. MEETINGS OF THE BOARD AND QUORUM

- (1) The Board shall meet at least twice in each year.
- (2) (a) Except as otherwise required by law, the Board shall meet at such times and places or by such feasible means as the Chairperson may determine.

(b) A meeting of the Board held by teleconference or other electronic means shall be conducted in a way that permits directors to communicate adequately with each other.

(c) The Board shall hold at least one face-to-face meeting in each year unless precluded by unforeseen circumstances.
- (3) A majority of the directors in office constitutes a quorum at a meeting of the Board.
- (4) A Board meeting may be called by the Chairperson, or by the Vice-Chairperson, if the Chairperson is absent or unable to act.
- (5) (a) No formal notice of a meeting of the Board shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

(b) Notice of a meeting of the Board may be emailed, delivered or telephoned to each director not less than seven days before the meeting is to take place or may be mailed to each director not less than ten days before the meeting is to take place.

(c) The statement of the Chairperson or Vice-Chairperson, or their designate that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

(d) No error or omission in giving notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- (6) (a) (i) Questions arising at any meeting of the Board shall be decided by a majority of votes.
(ii) In the event of an equality of votes, the Chairperson, or in the Chairperson's absence the chair of the meeting, votes.

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(b) All votes at a meeting of the Board shall be taken by ballot if so demanded by any director present, but otherwise the vote shall be taken by assent or dissent.

(c) A declaration by the Chairperson, or in the Chairperson's absence the chair of the meeting, that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

(d) No resolution may be approved at a meeting where a quorum is not present.

(e) In the absence of the Chairperson, his duties may be performed by the Vice-Chairperson or such other director as the Board may from time to time appoint for the purpose.

(f) The Board may decide or approve a resolution by email or other electronic means, provided all directors in office are notified of the business in question, and a majority of the directors votes in favor of the decision or resolution.

6. POWERS

(1) The activities of the Foundation shall be managed by the Board.

(2) The Board 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 by the *Act* is authorized to exercise and do.

(3) Without limiting the generality of the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options, bonds, debentures, and other securities, lands, buildings, and/or other property moveable or immoveable, real, or personal or any right or interest therein held by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

7. OFFICERS OF THE FOUNDATION

(1) The officers of the Foundation shall be the Chairperson, Vice-Chairperson, Treasurer, Board Secretary, Executive Director, and such other officers as may be elected or appointed by the Board.

(2) (a) The Executive Director is appointed by the Governor in Council on the recommendation of the Minister, for a term not exceeding five years.

(b) Pursuant to section 9 of the *Act*, the Minister shall consult the Board before making any recommendation with respect to the appointment of the Executive Director, other than the first Executive Director.

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8. DUTIES OF CHAIRPERSON AND VICE-CHAIRPERSON

- (1) The Chairperson shall, when present, preside at all meetings of the Board.
- (2) If the Chairperson is absent or unable to act or if the office of the Chairperson is vacant, his duties and powers may be exercised by the Vice-Chairperson, and if the Vice-Chairperson is absent or unable to act, the Board may then appoint a director to exercise the duties and powers of the Chairperson.

9. DUTIES OF EXECUTIVE DIRECTOR

- (1) The Executive Director is the chief executive officer of the Foundation and has supervision over and direction of the work and staff of the Foundation and may engage such officers, employees and agents as are necessary for the proper conduct of the work of the Foundation.
- (2) The Executive Director is ex officio a member of the Board, but has no vote.

10. DUTIES OF OTHER OFFICERS

- (1) The duties of all other officers of the Foundation shall be provided in the terms of their engagement as the Board may require.
- (2) The Board may require such officers, employees and agents of the Foundation as the Board deems advisable to furnish bond for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- (1) The Foundation may indemnify a present or former director or officer of the Foundation or any other person who acts or acted at its request as a director or officer of another corporation of which the Foundation is or was a shareholder or creditor, and the person's heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by the person in respect of any civil, criminal or administrative action or proceeding to which the person is a party by reason of being or having been such a director or officer, if:
 - (a) the person acted honestly and in good faith with a view to the best interests of the Foundation or other corporation; and,
 - (b) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the person's conduct was lawful.
- (2) The Foundation may purchase and maintain insurance for the benefit of a director or officer, and the director's or officer's heirs and legal representatives, against any liability cost, charge and expense incurred by the director or officer as described in section (1) hereof.

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12. DISCLOSURE OF INTEREST IN CONTRACT

(1) A director or officer who:

(a) is a party to a material contract or proposed material contract with the Foundation, or

(b) is a director or officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the Foundation,

shall disclose in writing to the Foundation the nature and extent of the interest of the director or officer.

(2) (a) A director who is a party to, or who is a director or officer of or has a material interest in any proposed contract or arrangement with the Foundation shall disclose the nature and extent of his interest at the meeting of the Board at which the contract or arrangement is first taken into consideration, or if the director is not at the date of that meeting interested in the proposed contract or arrangement, at the next meeting of the Board held after the director becomes so interested, and in a case where the director becomes so interested in a contract after it is made or entered into, the disclosure of the director's interest shall be made at the first meeting of the Board held after he becomes so interested.

(b) A director shall not be entitled to vote in respect of any proposed contract or arrangement in which he is so interested, and he shall recuse himself from any discussions of the Board pertaining to the related contract or proposed contract.

13. COMMITTEES

(1) (a) Pursuant to section 12 of the *Act*, the Board may appoint

(i) an Executive Committee from among the directors;

(ii) advisory and other committees consisting, wholly or partly, of directors and persons who are not directors; and

(iii) in accordance with the composition, terms and conditions as are fixed by by-law of the Board.

(b) Pursuant to section 16 of the *Act*, the Board may make by-laws respecting

(i) the constitution of any committees appointed pursuant to section 12 of the *Act*, the role and duties of the committees and the expenses, if any, to be paid to the members of those committees who are not directors; and

(ii) the procedure at meetings of the Board and its committees.

(2) The Executive Committee may invite such officers, directors, employees of the Foundation and such other persons as it may consider necessary from time to time to attend meetings of the Executive Committee.

(3) The Executive Director shall attend all meetings of the Executive Committee, unless otherwise advised by the Chair of the said committee.

(4) The Chair of each Committee shall be appointed by the Chairperson of the Foundation from among the directors, except provided otherwise by by-law of the Board in respect of specific committees.

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- (5) All committees shall report to the Board through the chairs of the respective committees.
- (6) Meetings of committees shall be held at such times and places as the respective committee chairs determine in consultation with the Executive Director.
- (7) The Chairperson of the Foundation shall be a voting member of all committees. In the event of an equality of votes in a committee meeting, the Chair of the meeting shall have the right to cast a second vote.

14. EXECUTION OF DOCUMENTS

- (1) Deeds, transfers, licenses, assignments, contracts, engagements, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two (2) of the Chairperson, Vice-Chairperson, Executive Director or such other authorized persons by the Board.
- (2) Any person authorized to sign any document may affix the corporate seal, if any, to the document; and any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- (3) Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the Chairperson, Vice-Chairperson, Executive Director, or by any other person authorized by the Board for this purpose.
- (4) The Chairperson, Vice-Chairperson, Executive Director, or any person or persons authorized for this purpose by the Board of Directors may transfer any and all shares of stock, 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 of stock, 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 or attorneys to make or accept transfers of shares of stock, bonds, or other securities on the books of any company or corporation.
- (5) Notwithstanding any contrary provisions that the by-laws of the Foundation may contain, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Foundation may or shall be executed.

15. OFFICIAL LANGUAGES ACT

As a federal crown corporation, the Foundation is subject to the provisions of the Official Languages Act and shall develop policies to implement this obligation.

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16. BOOKS AND RECORDS

The directors shall oversee and the Executive Director shall ensure that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute of law are regularly and properly kept.

17. AUDITORS

- (1) The auditors of the Foundation shall be the Office of the Auditor General of Canada.
- (2) The books and records and financial transactions of the Foundation shall be audited annually by the auditors and a report of the audit shall be made to the Board.

18. FINANCIAL YEAR

The financial or fiscal year of the Foundation is the period beginning on April 1st in one year and ending on March 31st in the following year.

19. PAYMENTS AND CHEQUES

- (1) All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such authorized officers or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.
- (2) Any one of the officers or agents so authorized by the Board may:
 - (a) 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 a stamp or mechanical or electronic device for the purpose as the Board may authorize;
 - (b) 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
 - (c) Sign all the bank's forms of settlement of balances and releases or verification slips.

20. DEPOSIT OF SECURITIES FOR SAFEKEEPING

- (1) The securities of the Foundation shall be deposited for safekeeping or kept in safety deposit boxes with one or more bankers, trust companies or other financial institutions to be selected by the Board.
- (2) Any and all securities deposited pursuant to section (1) hereof may be withdrawn only upon the written order of the Foundation signed by such authorized officers or agents of the Foundation and in such manner as shall be determined by resolution of the Board, and such authority may be general or confined to specific instances.

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21. REPORTS

Within four months after the end of each financial year of the Foundation, the Chairperson shall submit to the Minister a report of the activities of the Foundation during that year, including the financial statements of the Foundation and the auditor's report thereon.

22. NOTICE

- (1) Where notice is required under any provisions of the by-laws of the Foundation, such notice may be given either in person, by telephone or by electronic means, or by depositing same in a post office or a public letter-box, in a post-paid, sealed wrapper addressed to the director, officer or member at his address as the same appears on the books of the Foundation.
- (2) A notice or other document sent by post shall be held to be served at the time when the same was deposited in a post office or public letter-box.
- (3) For the purpose of service of any notice the address of any member, director or officer shall be his last address as recorded in the books of the Foundation.
- (4) Any officer or director may at any time waive any notice required to be given under the by-laws of the Foundation.

23. REPEAL AND AMENDMENT

The provisions of this by-Law not embodied in the *Act* may be repealed or amended by a resolution approved by a majority of the directors at a meeting of the Board, and no notice of such repeal or amendment shall be required.

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