



Canadian
Race Relations
Foundation

Fondation
canadienne des
relations raciales

General Bylaw No. 1 for the Administration, Management and Control of the Business, Activities and Affairs of the Canadian Race Relations Foundation

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General Bylaw No. 1 for the Administration, Management and Control of the Business, Activities and Affairs of the Canadian Race Relations Foundation

ARTICLE 1 GENERAL

1.01. SHORT TITLE

This Bylaw shall be known as and may be cited as “General Bylaw No. 1 of the Canadian Race Relations Foundation.”

1.02. INTERPRETATION

In this Bylaw and all other bylaws of the Canadian Race Relations Foundation, words in the singular shall include the plural and vice versa; the use of any gender, be it masculine, feminine or gender neutral, shall include all genders.

1.03. DEFINITIONS

Unless the context otherwise specifies or requires:

- (a) **Act** means the *Canadian Race Relations Foundation Act*, S.C. 1991, c. 8, including any Regulations made pursuant to the *Act* and any statute or Regulations that may be substituted, as amended from time to time.
- (b) **Board** means the Board of Directors of the Canadian Race Relations Foundation.
- (c) **bylaw(s)** means any bylaw(s) of the Canadian Race Relations Foundation as adopted by the Board and as amended from time to time; when capitalized in this document, Bylaw means the General Bylaw No. 1 of the Canadian Race Relations Foundation.
- (d) **Chairperson** means the Chairperson of the Board.
- (e) **director** means a member of the Board, appointed pursuant to section 6 (1) of the *Act*.
- (f) **Executive Director** means the Executive Director of the Foundation, who is also the CRRF’s Chief Executive Officer in accordance with section 9 of the *Act*.



- (g) **FAA** means the *Financial Administration Act*, R.S.C., 1985, c. F-11.
- (h) **Foundation** means the Canadian Race Relations Foundation.
- (i) **Minister** means the member of the Queen’s Privy Council for Canada designated as the Minister for the purposes of the *Canadian Multiculturalism Act*.
- (j) **Corporate Policies** means the corporate or governance policies approved by the Board in accordance with section 2.03(c) of this Bylaw.
- (k) **person** includes an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person.

1.04. PRINCIPAL OFFICE

The principal office of the Foundation shall be located in the Municipality of Metropolitan Toronto, Ontario.

1.05. SEAL

The Foundation’s seal, if any, shall be in the form determined by the Board.

ARTICLE 2 BOARD OF DIRECTORS

2.01. COMPOSITION AND TERMS OF OFFICE

- (a) The Board consists of a Chairperson and not more than 11 other directors that are appointed by the Governor in Council, on the recommendation of the Minister, pursuant to section 6 (1) of the *Act*. Individuals appointed to the Board must have knowledge or experience that will assist the Foundation in fulfilling its purpose.
- (b) Each director shall be an individual who is not less than eighteen (18) years of age. No person who is an employee of the Foundation, has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a director.
- (c) The terms of office for the Chairperson and each director are as established by the Governor in Council but shall not exceed four (4) years.



- (d) Directors are eligible for reappointment to the Board in the same or another capacity.
- (e) The Executive Director is a non-voting *ex officio* member of the Board.

2.02. RESIGNATION

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.

2.03. POWERS AND DUTIES

- (a) The Board shall manage the activities of the Foundation. The Board has all the powers and duties assigned to it under the *Act*, the *FAA* and any other applicable statute or regulation and shall exercise those powers and perform those duties.
- (b) Where permissible and the Board deems it appropriate, the Board may delegate its powers and duties by way of bylaw, policy or resolution.
- (c) The Board may adopt, amend, or repeal such Corporate Policies and bylaws that are not inconsistent with this Bylaw relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the bylaws as the Board may deem appropriate from time to time. Any Corporate Policy or bylaw adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.
- (d) The Board shall oversee the stewardship of the Foundation's investment portfolio, including the endowment fund established by the *Act*, in accordance with the terms and conditions set out in the Foundation's Investment Policy Statement.

2.04. MEETINGS OF THE BOARD

- (a) The Board shall meet at least twice in each year.
- (b) The Board shall meet at such times and places or by such feasible means as the Chairperson may determine.
- (c) A meeting of the Board may be held by telephonic, electronic or other communications facility that permits all participants to communicate



adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.

- (d) The Board shall hold at least one in-person meeting in each year unless precluded by unforeseen circumstances.

2.05. NOTICE OF MEETINGS

- (a) A Board meeting may be called by the Chairperson, or by the Vice-Chairperson if the Chairperson is absent or unable to act.
- (b) 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.
- (c) Notice of a meeting of the Board shall be given either in person, by telephone or by electronic means to each director not less than 48 hours before the meeting is to be held or be mailed to each director not less than ten (10) days before the meeting is to be held.
- (d) The declaration of the Corporate Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.
- (e) The accidental omission to give any notice or the non-receipt of any notice where the Foundation has provided notice in accordance with this Bylaw 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.
- (f) Any person may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be.

2.06. QUORUM AND VOTING

- (a) A majority of the directors in office constitutes a quorum at a meeting of the Board.
- (b) Each voting director shall have one vote, and votes need only be taken by ballot if requested by at least one voting director in attendance.
- (c) Every question arising at any meeting of the Board is decided by a majority of the votes cast on the question.



- (d) Questions are deemed to be decided once the chair of the meeting declares a resolution carried or defeated.
- (e) In the event of an equality of votes, the chair of the meeting shall not cast a second vote, and the motion shall be deemed defeated.
- (f) The Board or its committees may decide or approve a resolution by email or other electronic means. In the case of an electronic vote, a quorum shall be constituted when at least two-thirds of the directors eligible to vote cast a vote by email.

2.07. ANNUAL PUBLIC MEETING

- (a) Pursuant to section 113.1 (1) of the *FAA*, the Foundation shall hold an annual public meeting within fifteen (15) months after the day on which the last preceding public meeting was held.
- (b) Pursuant to section 113.1 (3) of the *FAA*, the Foundation shall publish a notice of the meeting at least thirty (30) days before the day on which the meeting is to be held. The notice shall indicate the location, if any, and the date and time of the meeting, the means of participating in the meeting and how copies of the Foundation's most recent annual report may be obtained.
- (c) Pursuant to section 113.1 (4) of the *FAA*, one or more directors and the Executive Director shall participate in the meeting to answer questions from the public.

2.08. COMMITTEES OF THE BOARD

- (a) Pursuant to sections 12 and 16 of the *Act* and section 148 (1) of the *FAA*, the Board shall establish committees to support it in carrying out its responsibilities.
- (b) At a minimum, the Board shall establish:
 - (i) An Executive Committee; and
 - (ii) A Finance and Audit Committee.
- (c) Other committees or advisory bodies as the Board deems necessary or appropriate may be appointed by the Board from time to time for such purposes and, subject to the *Act*, with such powers as the Board shall see fit.



- (d) The chair of each committee shall be appointed by the Board from among the directors, on the recommendation of the Chairperson.
- (e) The Board may appoint persons who are not directors to any committee except the Executive Committee and the Finance and Audit Committee, so long as those persons are not employees of the Foundation.
- (f) In accordance with section 148 (1) the Finance and Audit Committee shall be comprised of at least three (3) directors who are not officers nor employees and may be comprised of other directors.
- (g) The Executive Director is a non-voting *ex officio* member of each committee, except the Finance and Audit Committee, and may attend all committee meetings unless otherwise advised by the chair of said committee.
- (h) The Chairperson shall be a voting member of all committees.
- (i) In the event of an equality of votes in a committee meeting, the chair of the meeting shall not cast a second or casting vote and the motion shall be deemed defeated.
- (j) Except for the Executive Committee, which may act on behalf of the Board between regular meetings in regard to powers delegated to it by the Board, committees have no independent decision-making authority. All committees shall report to the Board through the chairs of the respective committees.

ARTICLE 3 CORPORATE OFFICERS

3.01. OFFICERS OF THE FOUNDATION

The officers of the Foundation shall be the Chairperson, Vice-Chairperson, and Executive Director.

- (a) The Board shall elect one of the directors, other than the Chairperson, to be Vice-Chairperson. If the Chairperson is absent or unable to act, or if the office of the Chairperson is vacant, the Vice-Chairperson may act as Chairperson. If the Vice-Chairperson is absent or unable to act as Chairperson, the Board may then appoint another director to exercise the duties and powers of the Chairperson.
- (b) The Executive Director is appointed by the Governor in Council on the recommendation of the Minister, for a term not exceeding five (5) years. The



Minister shall consult the Board before making any recommendation with respect to the appointment of the Executive Director. The Executive Director is eligible for re-appointment.

- (c) The Executive Director shall be responsible for implementing the Foundation's strategic plans and policies and shall supervise the day-to-day operations and administration of the Foundation. In accordance with the *Act*, the Executive Director 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. The Chief Executive Officer shall conform to all lawful directives given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.
- (d) The officers of the Foundation shall perform their duties as detailed in the Board's Corporate Policies, in particular the Governance Policy, and such other duties as the Board may require.

ARTICLE 4 COMPENSATION AND INDEMNIFICATION

4.01. REMUNERATION AND EXPENSES

- (a) In accordance with the *Act*, the Chairperson and other directors shall be paid such fees for their attendance at meetings of the Foundation and for the performance of other duties under the *Act* as the Governor in Council may fix.
- (b) In accordance with the *Act*, the Executive Director, the Chairperson and other directors are entitled to be paid such travel and living expenses incurred by them in the performance of duties under this *Act* as the Governor in Council may fix.
- (c) The salary and any other remuneration to be paid to the Executive Director shall be fixed by the Governor in Council.
- (d) The Board may fix benefits for the Executive Director so long as such benefits do not constitute remuneration that is otherwise established by the Governor in Council.

4.02. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- (a) 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:

- (i) the person acted honestly and in good faith with a view to the best interests of the Foundation or other corporation; and,
 - (ii) 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.
- (b) 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 above in section 4.02(a) of this Bylaw.

ARTICLE 5 CONFLICT OF INTEREST

5.01. DISCLOSURE OF INTEREST IN CONTRACT

- (a) In accordance with the *Act*, a director or officer of the Foundation who
- (i) is a party to a material contract or proposed material contract with the Foundation, or
 - (ii) 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 and shall not be entitled to vote in respect of said contract.
- (b) Any such disclosure shall be made in accordance with the requirements of the *Act* and the Foundation's Corporate Policy relating to conflicts of interest.



5.02. CORPORATE POLICY RELATING TO CONFLICTS OF INTEREST

The Board shall adopt a Corporate Policy relating to conflicts of interest, which shall include provisions respecting:

- (a) who the policy applies to and the circumstances in which a conflict of interest might arise;
- (b) the time when and the form and manner in which the disclosure of an interest (including an interest described in section 5.01 (a)) shall be made;
- (c) the limitation on the participation of a director or officer who has made a disclosure of an interest in any proceedings respecting the matter that is the subject of the disclosure;
- (d) such other rules, directions or procedures as the Board may specify from time to time.

ARTICLE 6 FINANCIAL MANAGEMENT AND ADMINISTRATION

6.01. FINANCIAL YEAR

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

6.02. AUDITORS

- (a) The auditors of the Foundation shall be the Office of the Auditor General of Canada.
- (b) The books and records and financial transactions of the Foundation shall be audited annually by the Foundation's auditors, in accordance with the *FAA*, and a report of the audit shall be made to the Board.

6.03. 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 *Act*, the *FAA*, the bylaws of the Foundation or by any applicable statute or Regulation are regularly and properly kept.



6.04. EXECUTION OF DOCUMENTS

- (a) Deeds, transfers, assignments, contracts, 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. In addition, the Board may from time to time, either by resolution or Corporate Policy, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- (b) 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, bylaw or other document of the Corporation to be a true copy thereof.

6.05. REPORTS

Within four (4) 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.

ARTICLE 7 GENERAL

7.01. 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.

7.02. NOTICE

- (a) Where notice is required under any provision of the bylaws 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 committee member at his or her address as the same appears on the books of the Foundation.
- (b) 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 letterbox.
- (c) For the purpose of service of any notice the address of any director, officer or committee member shall be his or her last address as recorded in the books of the Foundation.



- (d) Any director or officer may at any time waive any notice required to be given under the bylaws of the Foundation.

7.03. REPEAL AND AMENDMENT

The provisions of this Bylaw 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.

