BY-LAW No. 1

SCOUTS CANADA (NEWFOUNDLAND & LABRADOR) TRUST FOUNDATION INC.

A By-law relating to the transaction of the business and affairs of Scouts Canada (Newfoundland & Labrador) Trust Foundation Inc., hereinafter called "the Corporation".

1. DEFINITIONS

1.01 In this By-law and all other By-laws of the Corporation unless the context otherwise specifies or requests:

a) "Act" means the *Corporations Act*, RSNL 1990 c.C-36, as amended, and includes any Act or Acts substituted therefore;
b) "By-Law" means the By-Law as then in effect;
c) "Board" means the Corporation's Board of Directors;
d) "Council" means the Newfoundland and Labrador Council of Scouts Canada;
e) "Council Commissioner" means the person duly appointed to that office by Scouts Canada;
f) "Directors" means the Directors appointed pursuant to Article 6 of this By-law;
g) "Members" means the persons named in Article 3 of this By-law;
h) "Officers" means the persons appointed pursuant to Article 11 of this By-law.

2. MEMBERSHIP

2.01 The Members of the Corporation are the individuals who hold the following offices in the Newfoundland and Labrador Council of Scouts Canada:

a) Council Commissioner;

b) Council Youth Commissioner;

c) Area Commissioner;

d) Area Youth Commissioner;

e) Deputy Council Commissioner; and

f) Deputy Council Youth Commissioner.

2.02 The Members may admit other persons to the membership of the Corporation from time to time by resolution.

2.03 A Member may resign his or her membership by filing written notice with the Secretary.

2.04 A Member shall be deemed to have resigned his or her membership upon leaving the office which qualified them for membership.

2.05 The Board may revoke a Member membership for cause.

3. SETTING MEETINGS OF THE MEMBERS

3.01 The Members shall meet annually within 180 days of the end of the Corporation's fiscal year at a place and time designated by the Board, provided that no more than 15 months shall elapse between such meetings.

3.02 At such annual meetings, the Directors shall present to the Members a report on the affairs of the Corporation for the previous year, including

a) a financial statement of the Corporation;

b) the auditor's report thereon as required by the Act;

c) The election of Directors; and,

d) such other information or reports relating to the Corporation's affairs as the Directors may determine.

3.03 The President may call special meetings of the Corporation. In his or her absence or in the event of his or her inability to act, by the Vice-President may call special meetings.

3.04 Five members may requisition a special meeting of the Members by submitting a written request to the Secretary stating the object of the meeting.

3.05 Upon the receipt of such requisition, the Board shall convene a special meeting of the Members. If a requisitioned meeting is not convened within 21 days, any 5 Members, may convene a meeting within 90 days from the date of the original requisition.

4. PROCEEDINGS AT MEETINGS OF THE MEMBERSHIP

4.01 The Members, the Directors, and the Auditor, if any, shall receive 14 days' notice of meetings, sent by mail. The notice shall include:

a) the place of the meeting;

b) the day and the hour of meeting; and,

c) the agenda for the meeting, including the text of any special resolution on the agenda.

4.02 The failure to receive notice by any person entitled to receive it shall not invalidate the proceedings or any resolution passed at any such meeting of the Membership.

4.03 No business shall be transacted at any meeting of the Membership unless a quorum of 7 members is present at the commencement of such business.

4.04 If a quorum is not present within 1 hour from the time appointed for the meeting of the Membership requisitioned by the Members, it shall stand adjourned to the same day in the

following week at the same time and place. The meeting is deemed dissolved if at such adjourned meeting a quorum of members is not then present.

4.05 If neither the President nor Vice-President is present or able to act as Chair then the members present shall choose another director as Chair. If no director is present or if all the directors present decline to act as Chair then the members present shall choose a member to be Chair.

4.06 The Chair may, with the consent of the meeting, adjourn any meeting of the Members from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.

4.07 The Chair shall declare all motions and resolutions carried or lost. Unless the Chair or any 3 Members present and entitled to vote at the meeting demand a poll, the entry of the Chair's declaration in the Corporation's book of proceedings is sufficient evidence of that fact.

4.08 The Chair may determine the manner of taking a poll at such time and place and either at once or after an interval or adjournment or otherwise as the Chair of the meeting may direct. The person who demands a poll may withdraw the demand. The Chair of the meeting shall resolve any dispute that occurs over the admission or rejection of a vote, and such determination made in good faith shall be final and conclusive. A meeting shall not be adjourned while a poll demanded on the election of the Chair or on any question of adjournment is pending. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business.

4.09 The Chair shall count the votes cast in a poll and declare the motion or resolution carried or lost. The entry of the Chair's declaration in the Corporation's book of proceedings is sufficient evidence of that fact.

5. VOTES AT MEETINGS OF THE MEMBERS

5.01 Except where these By-Laws specifically state otherwise, each Member of the Corporation shall have one vote at all meetings of the Corporation.

5.02 Members may not vote by proxy.

5.03 The Members shall vote by a show of hands or secret ballot except where these By-laws specifically provide otherwise.

5.04 The Member presiding over a meeting of the Members shall, in the event of a tie vote on any motion, have a casting vote in addition to his or her usual vote.

6. DIRECTORS

6.01 Subject to the Articles of Incorporation, the Directors Board shall manage the affairs of the Corporation.

6.02 The Members shall elect the directors at the Corporation's annual meeting.

6.03 The Directors shall exercise all powers of the Corporation which are not by the By-laws or otherwise by law expressly assigned to the Membership.

6.04 No regulation made in a meeting of the Members shall invalidate any validly made prior act of the Directors.

6.05 Each Director serves until his or her successor is elected or appointed.

6.06 The Council Commissioner shall fill any vacancy on the Board. The replacement director shall serve the remainder of the replaced director's term.

6.07 In the event of a vacancy or vacancies in the Board, the continuing Directors may act; but if the number of Directors falls below 3, they shall not act except to call a meeting to request the Council Commissioner to fill the vacancy or vacancies.

6.08 Subject to the following provisos, a person is qualified to act as a Director of the Corporation

a) If he or she is a Member of the Corporation;

b) If he or she has attained the full age of 19 years; and

c) If he or she has not been declared bankrupt or found of unsound mind by a court in Canada or elsewhere.

6.09 A Director who acquires the status of a bankrupt or becomes of unsound mind and is so found shall thereupon cease to be a Director.

6.10 A majority of the Directors shall be resident Canadians. The Directors may not transact business unless a majority of the Directors who are resident Canadians are present at the meeting or approve the business conducted at it in writing.

6.11 Directors may not receive any remuneration for their services as Directors.

6.12 A Director may on such terms as to remuneration and otherwise as the Board may determine, hold any other office under the Corporation or under any corporation or company in which the Corporation is a shareholder or member or is otherwise interested.

7. BORROWING AND CHARGING POWERS

7.01 The Board on behalf of the Corporation may from time to time in their discretion:

a) borrow or raise money or secure the payment of money or the performance of any guarantee in such manner as the Board may think fit;

b) sign or endorse bills, notes, acceptance, cheques, contracts, and other evidence of or securities for money borrowed or to be borrowed for the purposes previously mentioned; and

c) pledge debentures as security for loans, bonds, debentures, and other securities, free from any equities between the Corporation and the person to whom such securities were issued.

8. FINANCIAL SERVICES ARRANGEMENTS

8.01 The Corporation shall transact its banking business and other financial services with such banks, trust companies or other firms or corporations as the Board may designate, appoint, or authorize from time to time by resolution.

8.02 Two or more persons designated by a resolution of the Board shall transact the Corporation's banking and other financial services, including, without limiting the generality of the foregoing,

a) the operating of the Corporation's bank and investment accounts;

b) the making, signing, drawing, accepting, endorsing, negotiating, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Corporation;

c) the issuing of trading instructions on the Corporations investments;

d) the executing of any agreement relating to any banking business and other financial services and defining the rights and powers of the parties thereto; and,

e) the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

9. OFFICERS

9.01 The Directors shall elect the Officers at a Board meeting convened immediately following the annual meeting of the Members. The Officers shall serve until the election of their successors at the next annual meeting of the Corporation.

9.02 The President shall act as Chair of the annual meeting and any special meetings. He or she shall perform-the duties that are usual to the office of President and any other duties assigned to the President by the Board. In the event of a tie vote on any motion at any such meetings, the President shall have a casting vote in addition to his or her usual vote.

9.03 The Vice-President shall preside at all meetings in the absence of the President or in the event of the President's inability to act. When acting as Chair at any meeting, the Vice-President will have the rights and authority of the President, including the right to cast a deciding vote in addition to his or her usual vote. The Vice-President shall assist the President when and as requested.

9.04 The Secretary shall be responsible for taking Minutes of all meetings of the Membership and the Board and any committees of the Corporation.

9.05 The Secretary shall provide copies of Minutes to the Membership and the Board and timely notification of meetings of the Members and the Board. The Secretary shall perform all duties that are usual to that office and such other duties as assigned to him or hereby the Board.

9.06 The Treasurer shall have general supervision over all the funds received by the Corporation from any source whatsoever and the disbursement of same subject to the direction of the Board and ensure that an adequate accounting system is in place.

9.07 The Treasurer shall be responsible for:

a) the safe keeping, banking, and investment of the Corporation's assets;

b) the production of accurate financial statements for submission to the Membership at its annual meeting; and,

c) such other matters and things as assigned by the Membership or the Board.

9.08 The Honourary Solicitor shall advise the Corporation on legal matters and perform the duties of that office and such other duties assigned to him or her by the Board.

10. PROCEEDINGS OF THE BOARD

10.01 The Board may meet for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit. A quorum for the transaction of business at any meeting of the Board shall be 50% plus one of the complement of Directors.

10.02 Unless otherwise provided:

a) the Board may meet at the close of every meeting of the Membership without notice;

b) notice of every meeting of the Board shall be delivered, mailed, telephoned, emailed or communicated orally to each Director at least 48 hours before the time fixed for the meeting;

c) the Board may meet without the notice specified above if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.

10.03 A Director may requisition a meeting of the Board by submitting a written request to the Secretary stating the object of the meeting. Upon receiving a request to convene a meeting, the Secretary shall schedule it at such time and place as the Chair may specify.

10.04 Except when he or she is chairing a meeting, each Director shall have one vote on all business transacted at any meeting of the Board.

10.05 Unless otherwise provided, a majority of Directors present and voting is sufficient to decide any matter before the Board.

10.06 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authority, power and discretion vested in or exercisable by the Board.

10.07 The Board may hold meetings in person or by telephone or by other telecommunication facility provided that all Directors participating in a meeting by telephone or other telecommunication facility can hear each other.

10.08 Except as specifically prohibited by law, the Board may appoint such committees as it sees fit. The President shall be an *ex officio* member of all such committees.

10.09 No act by the Board or one of its committees or by any person acting as a Director shall be invalidated because a defect in the appointment of the director, committee, or person so acting is subsequently discovered.

10.10 A resolution in writing signed by all Directors or all members of a committee of Directors shall be valid and effectual.

10.11 If a Director is called upon to perform extra services or to make any special exertions for any of the purposes of the Corporation or the business thereof, the Corporation may remunerate him or her at such remuneration determined by the Board.

11. CONFLICT OF INTEREST

11.01 The Directors and Officers of the Corporation are subject to the same conflict of interest policies, regulations and rules as Scouts Canada imposes on its Board of Governors.

12. COMMITTEES

12.01 The Nominating Committee of Corporation shall consist of three members. A member of the Board shall chair the Nominating Committee and appoint the remaining members of the Committee, who need not be Members.

12.02 The Nominating Committee shall prepare and submit to the annual meeting, a report proposing a slate of directors which shall be circulated to the Members no later than 30 days prior to the annual meeting.

12.03 The Investment Committee shall prepared and administer a Statement of Investment Policies and Procedures to guide the Corporation's investment activity.

12.04 The Corporation may appoint *ad hoc* committees and must renew such committee's mandates annually.

13. REGISTERS

13.01 The Board shall keep at the Corporation's registered office a register of the Members of the Corporation, a register of the bond and debenture holders of the Corporation and a register of its Directors.

14. RECORDS

14.01 The Board shall cause records keep in books designated for recording:

a) the Articles of Incorporation and By-Laws of the Corporation and any amendments thereto;

b) the names of the Members and Directors of the Corporation;

c) all orders made by the Board and committees of Directors; and,

d) all minutes of meetings and resolutions of the Members, the Board, and its committees.

14.02 The Chair of a meeting or the Chair of the next succeeding meeting shall sign the Minutes of a meeting of the members or the Board or of any committee of the Directors. Once signed, such minutes are *prima facie* evidence of the matter stated in them.

15. REGISTERED OFFICE

15.01 The Directors may from time to time by resolution fix the location of the registered office of the Corporation within the place in the Province of Newfoundland and Labrador designated as such by the Articles of Incorporation.

16. THE SEAL

16.01 The Secretary shall have custody of the Seal of the Corporation.

16.02 The Secretary shall affix the seal to any contract, agreement, document, or instrument in writing requiring execution by the Corporation and all such other kinds of documents as directed from time to time by the Board of the Corporation.

16.03 The Secretary shall use the seal only with the prior approval of the Board.

17. EXECUTION OF INSTRUMENTS

17.01 The President shall execute all contracts, agreements, documents or· any instruments in writing requiring execution by the Corporation.

17.02 The Vice-President shall execute such documents in the President's absence or incapacity.

17.03 The Secretary shall also sign the same and affix the seal of the Corporation.

18. FISCAL YEAR

18.01 The financial year of the Corporation shall start on September 1 of each year and terminate on August 31.

19. ACCOUNTS

19.01 The Corporation shall keep accounting records at its Registered Office or at such other place or places as the Board may direct. Such records shall be open during the Corporation's business hours for inspection by the Members.

19.02 The Corporation shall from time to time determine the conditions under which the accounts and the records of the Corporation shall be open to the inspection of persons not being Members.

19.03 At the annual meeting, the Board shall lay before the Members comparative financial statements as required by law, including a balance sheet, a statement of retained earnings, an income statement, and a statement of changes in financial position.

19.04 The Board shall provide comparative financial statements and a report of the Board as to the state and condition of the Corporation's affairs annually. The Board shall approve the comparative financial statements and designate two Directors to sign them to signify such approval.

19.05 The Board shall send copies of the comparative financial statements, the auditors' report, if any, and the report of the Board to all Members at least seven days before the date of the annual meeting at which the reports are to be presented.

20. AUDITORS AND AUDIT

20.01 The Membership shall at the annual meeting in every year appoint an auditor or auditors to hold office until the next annual meeting.

20.02 The Board may fill any vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.

21. NOTICES

21.01 The Corporation may serve any notice required by the Act or these By-laws on a Member, a Director, an Officer or an auditor or auditors, if any, by personal service or by mail in a prepaid letter.

21.02 Notices sent by mail are deemed received three days after the letter containing the same and properly addressed was delivered to the post office.

21.03 By consenting in writing, all the persons entitled to vote may convene a meeting by a shorter notice and in any manner, they think fit. If all the persons entitled to vote at it are present at a meeting, notice of the time, place and purpose of the meeting may be waived.

22. PROTECTION AND INDEMNITY OF DIRECTORS & OFFICERS

a) The Corporation shall indemnify the Directors or Officers, former Directors or Officers or any person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor and his or her heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is a party by reason of being or having been a Director or Officer of such corporation or body corporate if he or she acted honestly and in good faith with a view to the best interest of the Corporation, and in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

22.02 The Corporation shall also indemnify such Directors or Officers who have been substantially successful in the defence of any civil, criminal, or administrative action or proceeding to which he or she is a party by reason of being or having been a director or officer of the corporation or body corporate against all costs, charges and expenses he or she reasonably incurs in respect of such action or proceeding.

22.03 Unless a Director or Officer breaches his or her duties to the Corporation, in the absence of dishonesty on his or her part, he or she is not liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or through the insufficiency of any security in or upon one of the Corporation's investments, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person holding monies, securities or effects of the Corporation, or for any loss occasioned by errors of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of his or her office or in relation thereto.

22.04 The Corporation may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges, and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

23. AMENDMENTS OF BY-LAWS

23.01 The Members may consider amendments to these By-Laws only at the annual meeting. A proposer shall give the Secretary notice of an amendment to the By-laws no less than three weeks before the date fixed for the annual meeting. Only Members may propose amendments to these By-Laws.

23.02 The Secretary shall forward a copy of all proposed amendments to these By-Laws to each Member within five days of receipt of same.

23.03 Two thirds of the Members present and voting must approve any amendment to these By-Laws.

23.04 Amendments to these By-Laws shall come into force upon receiving the approval of the Board of Governors of Scouts Canada.