

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

THE ROTARY FOUNDATION (CANADA)

BE IT ENACTED as a by-law of **THE ROTARY FOUNDATION (CANADA)** (hereinafter called "the Foundation") as follows:

HEAD OFFICE

1. The Head Office of the Foundation shall be at the Municipality of Metropolitan Toronto, in the Province of Ontario.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Foundation.

BOARD OF DIRECTORS

3. *The affairs of the Foundation shall be managed by the board consisting of a minimum of three and a maximum of **twelve directors, who may be known as trustees. A director must be a member of the Foundation. The number of directors to be elected from time to time shall be determined by the directors or members. Commencing at the next election of directors following the enactment of this by-law, eight directors shall be elected for a term of two years. Any director shall be eligible for re-election for up to two further terms of two years, for a maximum of six years. Any director who has ceased to hold office for a period of at least two years may be re-elected and shall be eligible to serve a maximum of a further two two-year terms. Two of the eight directors shall be, ex officio, the Chairman and Vice-Chairman, from time to time, of the Trustees of The Rotary Foundation of Rotary International or any two Trustees designated by such Trustees. The balance of the term of any director who resigns or is no longer able to act as a director may be filled by resolution of the remaining directors, provided they constitute a quorum, and a director so elected shall serve the balance of the term of the director ceasing to hold office and shall be eligible for re-election for up to three two-year terms. If an election of directors is not held at the proper time, the directors then in office shall continue in office until their successors are elected.

* This paragraph - Section 3. - was enacted by By-law No. 5, passed March 23rd, 1999.

** As of Annual Meeting of Members held December 15th, 2004, the number of directors is 12.

VACANCIES - BOARD OF DIRECTORS

3. Vacancies on the board of directors, however caused, may so long as a quorum of directors remains in office be filled by the directors for the remainder of the term of the vacant directorship from among the qualified members of the Foundation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

4. Two directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting 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. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be telephoned or telephoned or given or sent as hereinafter provided to each director not less than one day before the meeting is to take place or shall be sent as hereinafter provided to each director not less than two days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting shall also be held, without notice, immediately following the annual general meeting of the Foundation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE - BOARD OF DIRECTORS

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING - BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the

vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman 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 favour of or against such resolution.

** If all the directors of the Foundation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

POWERS

8. The directors of the Foundation 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 is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from 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 and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF FOUNDATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as may be determined by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number. The other officers of the Foundation need not be members of the board and shall be appointed from time to time by the board.

** This paragraph of Section 7 added by By-law No. 6, passed March 23rd, 1999.

Office Consolidation – Please refer to original By-laws for actual wording.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Foundation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Foundation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of the Foundation. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President or such other director as the board may from time to time appoint for the purpose.

DUTIES OF SECRETARY

12. The Secretary shall be clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Foundation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Foundation. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Foundation shall be signed by either the President or Vice-President and by the Secretary and the Secretary shall affix the seal of the Foundation to such instruments as require the same.

Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the President, Vice-President, Secretary or Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated 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 or 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.

Notwithstanding any provisions to the contrary contained in the by-laws of the Foundation, the board of directors 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.

BOOKS AND RECORDS

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

MEMBERSHIP

17. Save as hereinafter provided, admission to membership in the Foundation shall be by resolution of the members and any person so admitted to membership who shall be elected to the board of directors of the Foundation shall cease to be a member of the Foundation upon termination of his term of office as a director. No person shall be admitted to membership in the Foundation unless such person is a member of a Rotary Club which is a member of Rotary International. Any member of the Foundation who ceases to be a member of such a Rotary Club shall thereupon cease to be a member of the Foundation. Trustees of The Rotary Foundation of Rotary International, a trust organized in the State of Illinois, one of

the United States of America, are ex officio members of the Foundation with full voting rights and privileges. Any person who shall be a member of the Foundation by reason of being a Trustee of The Rotary Foundation of Rotary International shall cease to be a member of the Foundation upon ceasing to be a Trustee of The Rotary Foundation of Rotary International.

Members may resign by resignation in writing.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member shall promptly be informed by the Secretary of his admission as a member.

DUES

18. There shall be no dues or fees payable by members.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

19. The annual or any special general meeting of the members shall be held at the head office of the Foundation or elsewhere on such day as the board of directors may determine or in the case of a special general meeting called by two members at such place and on such day as such members may determine.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, directors shall be elected to fill any vacancies then occurring and auditors shall be appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. Any two members shall have power to call at any time a special general meeting of the members of the Foundation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post or telegraph ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Foundation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Foundation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any

member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Foundation.

ADJOURNMENTS

21. Any meetings of the Foundation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Foundation, each member of the Foundation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy must be a member of the Foundation.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

FINANCIAL YEAR

24. ***Unless otherwise ordered by the board of directors, the fiscal year of the Foundation shall terminate on the last day of December in each year.

*** Fiscal year end changed to June 30th by resolution of Directors dated Feb.14/95

CHEQUES AND NEGOTIABLE INSTRUMENTS

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone 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 the Foundation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, 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 sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Foundation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by such officer or officers, agent or agents of the Foundation and in such manner as shall, from time to time, be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

27. Whenever under the provisions of the by-laws of the Foundation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a postpaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Foundation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the

purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Foundation.

AUDITORS

28. The directors may fill any casual vacancy in the office of auditor and the remuneration of the auditor shall be fixed from time to time by the board of directors.

INTERPRETATION

29. In these by-laws and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

AMENDMENT OF BY-LAWS

30. The by-law of the corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law and such by-law shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

PASSED by the Board of Directors and sealed with the corporate seal this **23rd** day of **February 1968**.

"signed"
President

"signed"
Assistant Secretary Treasurer

BY-LAW NO. 7

A By-law providing for an Executive Committee of the Board of Directors of

THE ROTARY FOUNDATION (CANADA)**EXECUTIVE COMMITTEE**

- 1. Constitution** - The board, whenever it consists of more than six people, may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three, as the board may by resolution determine. Each member of the Executive Committee shall serve during the pleasure of the board and, in any event, only so long as such member shall be a director. The board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.
- 2. Powers** - During the intervals between the meetings of the board, the Executive Committee shall possess and may exercise (subject to any regulations which the board may from time to time impose) all the powers of the board in the management and direction of the affairs of the Foundation in such manner as the Executive Committee shall deem in the interests of the Foundation in all cases in which specific directions shall not have been given by the board.
- 3. Procedures** - Subject to the provisions of this by-law and to any regulations imposed from time to time by the board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and such minutes shall be submitted to the Board at least annually.
- 4. Quorum** - No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.
- 5. Place of Business** - Meetings of the Executive Committee may be held at the head office of the Foundation or as specified in the notice calling the meeting.
- 6. The Executive Committee** may invite such other directors, officers and others as it may deem fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Foundation.

PASSED by the Board of Directors this 23rd day of March, 1999

"signature"

President

SANCTIONED by the Members this 23rd day of March, 1999

"signature"

President