



BY-LAWS

HERITAGE COLLEGE FOUNDATION

FONDATION DU CÉGEP HÉRITAGE

Revised October 26, 2023

Table of Contents

INTERPRETATION	5
1 Definitions.....	5
2 Conflict with the Act, the Constituting Documents and the By-Laws	6
3 Rules of Procedure at Foundation Meetings	6
4 Quorum	6
HEAD OFFICE AND OTHER OFFICES	6
5 Head Office	6
BOOKS AND SEAL	6
6 Corporate Book and Seal	6
7 Accounting Books	7
MEMBERS	7
8 Categories of Members	7
9 Election of Members	7
10 Term of Office	8
11 Resignation of Members	8
12 Termination of Members	8
MEMBERS' MEETINGS	9
13 Annual General Meetings.....	9
14 Special General Meetings	9
15 Place of Meetings.....	9
16 Notice of Meetings.....	9
17 Waiver of Notice	10
18 Adjournment.....	10
19 Procedure at Meetings.....	10
20 Members' Right to Vote.....	10
21 Majority Decision.....	10
22 Vote at Face-to-Face Meetings.....	10
23 Vote by Distance Communication.....	11
24 Vote by Secret Ballot.....	11
BOARD OF DIRECTORS	11
25 Number.....	11
26 Qualifications	11

27 Election and Term of Office	11
28 Resignation.....	12
29 Disqualification and Removal.....	12
30 Vacancies on the Board of Directors	12
31 Remuneration	12
32 Powers of the Board of Directors.....	12
33 Validity	13
34 Conflict of Interest	13
MEETINGS OF THE BOARD OF DIRECTORS.....	13
35 Calling of Meetings.....	13
36 Place of Meeting	13
37 Participation by Distance Communication.....	13
38 Adjournment with Unfinished Business.....	14
39 Director Voting	14
40 Chair and Secretary of Meetings.....	14
41 Procedure	14
OFFICERS OF THE EXECUTIVE.....	14
42 Nomination.....	14
43 Cumulative Duties.....	15
44 Term of Office	15
45 Resignation.....	15
46 Disqualification and Removal.....	15
47 Vacancy on the Executive Committee.....	15
48 Chair.....	15
49 Vice-Chair	16
50 Secretary.....	16
51 Treasurer.....	16
52 Conflict of Interest	16
EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS.....	16
53 Number.....	16
54 Election of New Executive Committee.....	16
55 Meetings Related to Urgent Matters	17
56 Powers.....	17

57 Conflict of Interest	17
INDEMNIFICATION AND EXONERATION.....	17
58 Indemnification and Reimbursement of Costs	17
59 Defence - Prosecution by Third Party	17
60 Expenses - Criminal Proceedings.....	18
61 Legal Action taken by the Corporation	18
62 Liability Insurance	18
63 Reimbursement of Expenses	18
64 Compensation after End of Term	18
FISCAL YEAR AND ACCOUNTANTS.....	18
65 Fiscal Year.....	18
66 Auditor	18
67 Professional Accountant.....	19
68 Restrictions.....	19
69 End of Term.....	19
70 Vacancy in the Position of Auditor.....	19
71 Remuneration	19
CORPORATE REPRESENTATION	19
72 Representation.....	19
73 Signature of Documents	20
74 Cheques and Notes.....	20
75 Deposits.....	20
MISCELLANEOUS PROVISIONS	20
76 Employees	20
77 Executive Director	20
78 Amendments.....	20
79 Declarations.....	20

BY-LAWS

Heritage College Foundation Foundation du Cégep Heritage

INTERPRETATION

1 Definitions

For the purposes of this By-law, unless otherwise provided:

- "Act" means Part III of the Companies Act (R.S.Q., c. C-38), as well as any articles of other Parts of the Companies Act that apply to the Corporation, any subsequent amendment and any law in replacement of the above-mentioned, as well as any amendment which may be made thereto, and any act which may be substituted therefore;
- "Corporation" refers to « FONDATION DU CEGEP HERITAGE/ HERITAGE COLLEGE FOUNDATION », a corporation legally constituted under the Quebec Companies Act (Chapter C-38 RSQ);
- "Constituting Documents" refers to the memorandum of agreement, the letters patent and supplementary letters patent;
- "Director" means any member of the Corporation's Board of Directors;
- "Special Resolution" refers to a resolution to be adopted by special majority vote (e.g., two-thirds majority vote for changes to the Letters Patent, fusion with another corporation, choosing members of an Executive in conformity with Article 92 of the Quebec Companies Act, or dissolution of the Corporation);
- "Members" are defined as per Article 8 of this By-Law;
- "Officer" means any member of the Corporation's Executive Committee of the Board of Directors, comprising the Chair, Vice-Chair, Secretary, Treasurer, and such other Officers as the Board deems necessary;
- "Ordinary Resolution" refers to a resolution approved by simple majority vote;
- "Objects of the Corporation" refer to the purely philanthropic and non-profit objects of the Heritage College Foundation as stipulated at Article 5 of the Foundation's Letters Patent registered the 2nd of April 2013 with the Registraire des entreprises with the number 1169013308.
- "Scrutineer" means the individual designated by the Chair of any meeting in which a secret vote has been ordered or requested, whose function is to distribute and collect the ballots and to compile and communicate the results to the Chair of the meeting.

- Words importing the singular number include plural and vice-versa; words importing gender include the masculine and feminine.

2 Conflict with the Act, the Constituting Documents and the By-Laws

In the event of conflict between the provisions of the Act, the Constituting Documents or the Foundation's By-laws, the Act shall prevail over the Constituting Documents and the By-Laws; the Constituting Documents shall prevail over the By-Laws.

3 Rules of Procedure at Foundation Meetings

For all meetings of the Foundation, including Annual General and Special General Meeting, meetings of the Board of Directors and of the Executive Committee and all ad hoc and standing committees of the Foundation, Robert's Rules of Order shall apply.

4 Quorum

At all Annual General Meetings and Special General Meetings of Members, quorum is established in the following manner:

- Quorum will be established by the presence of a simple majority of Members.
- At all meetings of the Board of Directors, the Executive Committee of the Board as well as all standing and ad hoc committees of the Board, quorum is established by the presence of a simple majority of members of the Board or relevant Committee.

Note: In all of the above voting, quorum need not be maintained to the end of any of the meetings.

HEAD OFFICE AND OTHER OFFICES

5 Head Office

The head office of the Corporation is situated in the judicial district of the Province of Quebec specified in Article 2 of the Letters Patent.

BOOKS AND SEAL

6 Corporate Book and Seal

The Corporation must keep at its head office the corporate seal and maintain at least one book in which are kept the following:

- a) Its Constituting Documents;
- b) Its By-Laws and any amendments thereto;
- c) All declarations and requests presented and filed with the Quebec Enterprise Registrar;
- d) All resolutions and minutes of meetings of the Board of Directors, of the Executive Committee or other committees, as well as meetings of Members and of all votes taken during any said meetings. Copies of all the approved minutes must be signed by the Chair of the Corporation or by the Chair of the meeting;

- e) A list of all current Members of the Corporation including Directors and Officers of the Executive, with names, civic and email addresses and occupations as well as the date of inscription;
- f) A list of persons who have been Directors of the Corporation including names, civic and email addresses and occupations as well as the beginning and termination dates at which each ceased to be a Director;
- g) A register of hypothecs that shows all hypothecs and charges affecting property of the Corporation, giving in each case a short description of the property hypothecated or charged, the amount of the hypothec or charge and the names of the hypothecary creditors and successors.

7 Accounting Books

The Corporation must also keep, at its head office in the Province of Quebec, one or more books in which are entered its receipts and disbursements and the matters to which each of them relates, its financial transactions and its credit and liabilities.

MEMBERS

8 Categories and Obligations of Members

The Corporation includes one category of Members, that is the duly elected Directors. In addition to Members, the Foundation may adhere Volunteer Affiliates to help carry out the functions of its various Committees.

In order to maintain their good standing, Members and Volunteer Affiliates are required to follow the law, the Foundation's constituting documents and Bylaws, the Code of Conduct, and all policies and procedures adopted by the organization. Before entering into their functions and on an annual basis, they are required to sign the Code of Conduct and a Non-Disclosure Agreement.

9 Election of Members

Procedures for electing new Members shall be developed from time to time by the Board of Directors or a designated Committee of the Board and approved by the Members at an Annual General Meeting or at a Special General Meeting.

Prior to the Annual General Meeting, the Board of Directors or a designated Committee of the Board shall establish Member eligibility requirements.

The Board, or a designated Committee of the Board, along with the Executive Director, shall receive and review the qualifications of candidates for membership and present the recommended membership lists to the Annual General Meeting for election.

At the Annual General Meeting, or at a regular meeting of the Board of Directors, any Member may nominate for membership a person who meets the eligibility criteria approved by the Board of Directors for election.

A vote shall be held at the Annual General Meeting of Members, or at a regular meeting of the Board of Directors during an *in camera* session, to elect new Members.

Members may also be elected by the Board of Directors prior to the Annual General Meeting pursuant to a majority vote in order to fill a vacancy created by the death, resignation or disqualification of the incumbent, and the term of the replacement Member shall end at the term held by the vacating Member.

Members have the right:

- To receive notice of Annual General Meetings and Special General Meetings and to attend and vote during such meetings;
- To take part in the activities and events organized for the Corporation; To hold office as Director or Officer of the Corporation;
- To be elected to ad hoc or standing committees of the Corporation, participate in discussions and vote at such meetings;
- To attend meetings of the Board of Directors and participate in discussions, as well as to vote at such meetings.

Volunteer Affiliates may:

- Receive notice of Annual General Meetings and attend such meetings, but shall not have the right to participate in the discussion or vote during such meetings;
- Speak during a defined portion of the meeting if so designated by the Board;
- Be adhered to ad hoc or standing committees of the Corporation, to participate in discussions, but not to have the right to vote at such meetings, which should normally be run by consensus.

N.B. Volunteer Affiliates do not have the right to serve on the Board of Directors or the Executive Committee unless they become a Member of the Corporation's Board of Directors.

10 Term of Office

Members shall serve for a two-year term and may be re-elected.

Members remain in good standing upon continued adherence to the objects of the Constituting Documents and to the By-Laws of the Corporation.

Volunteer Affiliates do not have a term of office and remain in good standing by their continued adherence to the Constituting Documents and By-Laws of the Corporation, as well as by their responsible and constructive participation in the activities of the Committee to which they are appointed.

11 Resignation of Members

A Member may resign their membership at any time by addressing a written notice to this effect to the Corporation's Secretary or Chair. Said resignation need not give any reason and is effective as of the date of its delivery unless a later date of resignation is specified therein.

12 Termination of Members

The membership of a Member who contravenes any of the Corporation's By-Laws or its Constitutive Documents or whose behavior or actions are incompatible with the purposes or objects of the Corporation may be terminated by Special Resolution (2/3 majority) of the Board of Directors. Said termination is subject to the Member being given the right to be heard at a meeting of the Board duly called for such purpose. These proceedings will be held *in camera*.

The decision of the Board must be transmitted to the Member in question in writing and is final and without appeal.

MEMBERS' MEETINGS

13 Annual General Meetings

An Annual General Meeting of Members of the Corporation shall be held within four (4) months following the end of the Corporation's financial year and on the date, time and place determined by the Board of Directors. The purpose of the meeting is to:

- a) Elect the Members/Directors of the Board;
- b) Ratify any changes to the Corporate By-Laws that were adopted by ordinary resolution of the Board of Directors during the past year;
- c) Examine the financial statements and appoint an auditor;
- d) Examine the Corporation's annual report;
- e) Vote on the nominations and recommendations of new candidates for membership; and
- f) Decide on any other matter which may be placed on the agenda.

14 Special General Meetings

A Special General Meeting of Members shall only be convened for specific items of business deemed important and demanding of immediate resolution.

The Chair of the Board of Directors may convene a Special General Meeting at any time, provided notice is given to Members in accordance with Section 16: Notice of Meetings of Members.

In addition, a Special General Meeting may be called by a written request of at least 1/3 of the active Members of the Corporation.

15 Place of Meetings

Meetings of Members are held at the Corporation's head office or at any other location as decided by the Chair of the Board of Directors. The Chair of the Board may decide, for reasons of health, safety and access of those attending, to hold meetings via distance communication (i.e. Zoom, Teams, Google Meet, telephone, etc.)

16 Notice of Meetings

Notice of an Annual General Meeting or a Special General Meeting must be given to all Members entitled to attend. The notice shall be delivered by telephone, email or by any other means of communication accessible to the Members. The notice shall be sent to the email address appearing in the list of the Corporation's Members at least ten (10) days prior to the date of the meeting.

The notice must indicate the date, time and place of the meeting and shall include an agenda. Notice of an Annual General Meeting may indicate the purpose of the meeting. Notice of a Special General Meeting shall indicate in sufficient detail the specific issue(s) to be addressed and voted upon during the meeting.

Accidental omission to give notice to one or more Members shall not affect the validity of decisions adopted by the attending Members during the meeting.

17 Waiver of Notice

A meeting of Members may be held validly without prior notice if all Members are present or if they consent to the meeting being held. A Member may waive notice before, during or after a meeting of Members. Attendance of a Member at a meeting of Members shall be deemed to constitute waiver of notice unless said attendance is for the express purpose of objecting to the proceedings due to an irregularity in the convening of said meeting.

18 Adjournment

A meeting of Members may be adjourned to a date and time determined by the meeting Chair, subject to quorum and consent of all active Members present.

The Chair may adjourn a meeting of Members at any time in the event of disturbance or confusion such that an orderly meeting is impossible.

19 Procedure at Meetings

The Chair of a meeting of Members is responsible for the proper conduct of the meeting in all respects and his decision on any matter shall be final and binding on all Members.

20 Members' Right to Vote

- 1) The right to vote during Annual General Meetings and Special General Meetings is limited to all Members of the Corporation in good standing who are in attendance at the meeting, with the exception of the Chair, who shall have the right, but not the obligation to cast a tie-breaking vote.

The right to vote during meetings of the Board of Directors is limited to Directors, with the exception of the Chair, who shall have the right, but not the obligation to cast a tie-breaking vote.

The right to vote during meetings of the Executive Committee is limited to Officers, with the exception of the Chair, who shall have the right, but not the obligation to cast a tie-breaking vote.

The right to vote during meetings of standing or ad hoc committees of the Board is limited to Members of the Corporation, in good standing who sit on specific committees, with the exception of the Chair, who shall have the right, but not the obligation to cast a tie-breaking vote.

- 2) Each eligible Member has the right to one (1) vote. No advance vote or votes by proxy are permitted.

21 Majority Decision

All questions submitted to the Members at an Annual General Meeting or Special General Meeting shall be decided by a simple majority of the votes expressed on the matter unless a Special Resolution is to be voted upon, in which case a special majority vote will be required.

22 Vote at Face-to-Face Meetings

A vote taken by the membership at a face-to-face meeting shall be taken by a show of hands.

23 Vote by Distance Communication

Pursuant to Article 15 of this By-Law, in the event that the meeting is held by distance communication, the votes shall be taken by express assent or dissent.

24 Vote by Secret Ballot

During any face-to-face meeting or any meeting by distance communication, if the meeting Chair so orders, or if a motion is proposed and seconded to hold a secret ballot, the vote shall be taken by a secret written ballot and submitted to a Scrutineer appointed by the Chair for counting

During any meeting held by distance communication, each active Member's secret ballot shall be submitted by email to the appointed Scrutineer for counting

BOARD OF DIRECTORS

25 Number

The Corporation is administered by a Board made up of eleven (11) Directors, of which one may be the Director General of Cegep Heritage College, a second may be a representative of the Cegep Heritage College Board of Governors, a third may be a representative of the staff of the Cegep Heritage College, and a fourth may be an alumnus or alumna of the Cegep Heritage College

This number may be modified subject to the Act.

26 Qualifications

For a person to become a Director, the following minimum qualifications must be met:

- a) Be a physical person, of at least eighteen (18) years of age, who is not under tutorship or curatorship;
- b) Is not a person whose incapacity has been declared by a court of another province, another territory, or another country or by a political subdivision thereof;
- c) Is not an undischarged bankrupt;
- d) Is not prohibited by court order to occupy such a function;
- e) Is not an employee, agent or contractor of the Corporation.

27 Election and Term of Office

The Directors are elected at each Annual General Meeting pursuant to a simple majority vote by all Members in good standing attending the Annual General Meeting.

They shall serve for a two-year term and may be re-elected.

Notwithstanding the above, pursuant to section 29 below, Directors may be elected by the Board of Directors prior to the Annual General Meeting pursuant to a simple majority vote in order to fill a vacancy created by the death, resignation or disqualification of the incumbent, and the term of the replacement Director shall end at the term held by the vacating Director.

28 Resignation

A Director may resign by submitting notice in writing to the Secretary or the Chair of the Corporation. Said resignation need not give any reason and is effective as of the date of its delivery unless a later date of resignation is specified therein.

29 Disqualification and Removal

Subject to any contrary provision in the Act, the Constituting Documents or the By-Laws, any Director may be removed from office prior to the end of their term by way of ordinary resolution adopted by voting Members during a Special General Meeting duly convened for said purpose.

The Director who is the subject of a motion for disqualification and removal must be given prior notice of not less than ten (10) days of the place, date and time of the meeting and the reason for the meeting. The Director may attend and speak at the meeting and state the arguments for their opposition to the motion for disqualification and removal. Said motion shall be based on reasonable grounds described in the notice of meeting and presented at the meeting.

The Board of Directors may disqualify and remove any Director, with cause, at any time, and the decision to remove the Director shall be final and not subject to appeal.

Proceedings relating to the disqualification and removal of a Director will be held *in camera*.

30 Vacancies on the Board of Directors

A vacancy occurring in the Board of Directors may be filled by the Board pursuant to a simple majority vote. The term of the person chosen to fill the vacant Director position shall be for the unexpired term of their predecessor. Qualifications approved by the Board apply to such candidates. Only Members in good standing qualify to fill a vacant position on the Board of Directors.

A vacancy only occurs when an existing position on the Board ceases to be so occupied, notably by resignation, disqualification and removal or death of a Director, and not in order to increase the number of Directors. [see art. 89(3) of the Act].

31 Remuneration

Directors are not remunerated for their time and effort.

32 Powers of the Board of Directors

The Board of Directors shall supervise the management and carry on the business and the affairs of the Corporation. The Board of Directors or a designate may also execute, in the name of the Corporation, all contracts allowed by law and shall exercise all the powers and duties available to the Corporation. On behalf of the Corporation, the Board of Directors or a designate may lease, purchase or otherwise acquire or sell, exchange and hypothecate in order to purchase movable or immovable property and otherwise to dispose of such property, as well as any rights or interests relating thereto. The Board of Directors or a designate may also solicit or receive legacies as well as gifts of any kind that are in accordance with the conditions then in place for the development of the Corporation's purposes or objects.

The Board of Directors may create advisory committees and task forces that they deem necessary. Members of said committees or task forces need not be Directors of the Corporation. If no Directors are serving on said committees and task forces, then they have no decision-making powers and are limited to performing their duties within the set time period as determined by the Board of Directors. Unless

otherwise determined by the Board, said committees and task forces are automatically dissolved upon completion of their mandate.

33 Validity

Decisions made during a meeting of the Board of Directors shall remain valid and binding on the Corporation notwithstanding any subsequently discovered irregularity with respect to the election or appointment or loss of eligibility of one or more Directors on the Board of Directors.

34 Conflict of Interest

Directors of the Board shall avoid placing themselves in a situation where a conflict may be created between their personal interests and their obligations as Board Directors. Any Director shall disclose to the meeting Chair the nature and extent of any such conflict as soon as he or she becomes aware of any. The meeting Chair shall rule on the possible conflict of interest disclosed and the action to be taken.

In the event that any Director raises the question of another Director's conflict of interest, the meeting Chair shall rule on the possible conflict of interest and the action to be taken.

Said disclosure and decision of the Chair shall be recorded in the minutes of the meeting of the Board of Directors or in a resolution in lieu thereof.

MEETINGS OF THE BOARD OF DIRECTORS

35 Calling of Meetings

Meetings of the Board of Directors may be called at any time by the Chair or two Directors jointly. A notice for each meeting, specifying the location, date and time, shall be sent to each Director at their last known email address no less than two (2) juridical days prior to the fixed date.

A meeting may be held without prior notice if all Directors are present or if those absent have consented.

An *in camera* session may be held upon a motion proposed and seconded made by members of the Board of Directors. Likewise, the ending of an *in camera* session requires a motion and a second. The times of entering and closing the *in camera* session will be recorded in the minutes. No voting will take place during an *in camera* session. Only members of the Board of Directors may attend *in camera* sessions. Minutes and recordings of the discussions *in camera* are not to be taken by the Secretary, or any member of the Board of Directors and discussions are not to be shared with anyone outside the meeting.

36 Place of Meeting

Board of Directors' meetings are held at the Corporation's head office or at any other location, as may be determined by the Chair or the Board of Directors. The Chair or the Board of Directors may decide to hold meetings via distance communication (i.e., Zoom, Teams, Google Meet, telephone, email, etc.).

37 Participation by Distance Communication

Individual Directors may, with the consent of all the other Directors, participate in a meeting of the Board of Directors by telephone or any electronic means that allow participants to communicate between themselves. A Director who takes part in a meeting by such a method is deemed to have been present.

38 Adjournment with Unfinished Business

The Chair of a meeting of the Board of Directors may, with the consent of a simple majority of all Directors in attendance, adjourn the meeting prior to the completion of the agenda items. If agenda items remain, the agenda for the next meeting shall list the unfinished business items of the previous adjourned meeting before any other items are to be discussed.

39 Director Voting

Only Directors shall have the right to vote at a meeting of the Board of Directors. Pursuant to the rule established in Section 19 above, each Director other than the Chair shall be entitled to one vote, and all matters shall be decided by the majority of votes cast. The vote shall be taken by a show of hands unless the meeting Chair or any other Director requests a vote by secret ballot, in which case, the rules established for secret ballots in Section 24 above shall apply and the Chair shall appoint the Secretary of the Corporation to act as Scrutineer and counter of the ballots. Voting by proxy shall not be permitted.

In accordance with Section 20 above, in the event of a tie vote, the Chair may cast the deciding vote.

40 Chair and Secretary of Meetings

The Chair shall chair all meetings of the Board of Directors, and the Secretary of the Corporation shall act as the secretary thereof. In the absence of the Chair or Secretary, the Directors present at a meeting may choose any Director present to act as Chair or Secretary of the meeting. The Executive Director may also be designated to take meeting minutes.

41 Procedure

The Chair of a meeting of the Board of Directors shall be responsible for the proper conduct of the meeting and shall submit all proposals to be voted upon. The agenda for a meeting of the Board of Directors shall allow time for the Directors to submit their own items for discussion.

At any time at least 48 hours prior to a meeting of the Board of Directors, a Director may submit to the Secretary and the Chair of the Board an item for inclusion on the agenda of that meeting.

Only Directors are allowed to attend a meeting of the Board of Directors. However, any, agent, authorised representative or other person whose presence will serve the best interest of the Corporation may attend with the consent of the Chair.

Only the Secretary is allowed to make audio recordings of the deliberations of the Board of Directors, and this only for the sole purpose of drafting written minutes of the meeting and the recordings shall be destroyed after the minutes of the meeting have been approved.

At all meetings of the Board of Directors, questions regarding parliamentary rules shall be dealt with in accordance with *Robert's Rules of Order*.

OFFICERS OF THE EXECUTIVE

42 Nomination

At the first Special General Meeting of Members that follows the Annual General Meeting, the Members shall, in accordance with article 92 of the Act, elect by Special Majority vote (2/3) a Chair, a Vice-Chair, a Secretary, a Treasurer and such other Officers as the Board deems necessary.

The Executive Committee shall be composed of at least three (3) Directors. The Officers of the Corporation shall have the powers and duties prescribed by the Board of Directors.

All Directors are eligible to be elected Chair, Vice-Chair, or Treasurer, with the exception of the Heritage College Director General, Staff Representative and Board of Governors Representative.

43 Cumulative Duties

The same person may hold more than one office within the Corporation, except for Chair and Vice- Chair, which should be occupied by two different Directors.

44 Term of Office

The term of office of all Officers of the Executive continues for a term of two (2) years but shall not exceed their term of Membership. They may be re-elected. The Officers of the Executive are elected at the Special General Meeting of Members immediately following the Annual General Meeting of Members.

Officers shall begin their functions as of their acceptance of office. Their term of office shall continue until the election of a successor or replacement, or unless the mandate ends prematurely due to death, resignation or disqualification and removal.

45 Resignation

An Officer may resign by submitting notice in writing to the Chair or Secretary of the Corporation. Said resignation need not give any reason and is effective as of the date of its delivery unless a later date is specified therein.

46 Disqualification and Removal

The Board of Directors may disqualify and remove any Officer, with cause, at any time, and the decision to remove the Officer shall be final and not subject to appeal.

47 Vacancy on the Executive Committee

A vacancy occurring in the Executive Committee of the Board of Directors may be filled by the Board pursuant to a simple majority vote. The term of the person chosen to fill the vacant Executive Committee position shall be for the unexpired term of their predecessor. Only Members in standing qualify to fill a vacant position on the Executive Committee.

A vacancy only occurs when an existing Officer position on the Executive Committee ceases to be so occupied, notably by resignation, disqualification and removal or death of the incumbent Officer.

48 Chair

The Chair of the Corporation shall be a member of the Heritage College Foundation Board of Directors and shall chair all meetings of the Board of Directors, of the Executive Committee as well as meetings of Members unless someone else is appointed for any given meeting. The Chair or their delegate shall sign all required documents and shall generally supervise, administer and manage the business and affairs of the Corporation together with the Executive Director, if one is appointed by the Foundation. The Foundation's Executive Director shall be a staff position.

49 Vice-Chair

The Vice-Chair shall be a member of the Heritage College Foundation Board of Directors. If the Chair is absent temporarily from their functions, the Vice-Chair shall assume the Chair's function until their return. The Vice-Chair may be a signatory on the accounts of a financial institution used by the Heritage College Foundation.

In the event that the Chair is unable to execute their functions due to inability, refusal or failure to act as determined by two-thirds majority vote of the Board of Directors, then the Vice-Chair shall assume the powers and duties of the Chair until a new Chair is elected by the Board. The Vice-Chair shall also perform any other duties as may be delegated by the Chair or the Board of Directors.

50 Secretary

The Secretary of the Corporation may be a member of the Heritage College Foundation Board of Directors is responsible for the keeping of corporate documents, the corporate book and its seal. The Secretary shall act as secretary at all meetings of the Board of Directors, of the Executive Committee and at meetings of Members. The Secretary writes up and countersigns minutes of meetings and other required documents, and sends notices to Directors, Officers or Members. The Secretary shall also perform any other duties as may be delegated by the Chair or the Board of Directors.

51 Treasurer

The Treasurer may be a member of the Heritage College Foundation Board of Directors shall generally manage the finances of the Corporation and documentation relating thereto. The Treasurer shall be a member of any Finance Committee established by the Board of Directors and is responsible for all funds, securities, books, receipts or discharges and other financial documents of the Corporation. The Treasurer or Executive Director shall also deposit all money in the bank or financial institution of the Corporation according to established protocol. The Treasurer shall give the Board of Directors full access to all books and accounts of the Corporation.

The Treasurer shall at each meeting of the Board of Directors submit to the Board a detailed statement of account of the receipts and disbursements as well as a detailed accounting of the financial position of the Corporation. The Treasurer shall sign all documents as required by their functions.

52 Conflict of Interest

Rules applicable to conflict of interest of Directors pursuant to Section 34 above shall also apply to Officers, agents, and other representatives of the Corporation, subject to necessary adjustments made thereto.

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

53 Number

In accordance with article 92 of the Act, when the Board of Directors is made up of more than six (6) Directors, it may appoint an Executive Committee made up of at least three (3) Directors.

54 Election of New Executive Committee

In accordance with Section 43 above and Article 92 of the Act, the election of those members of the Executive Committee whose term of office expires at the Annual General Meeting shall end upon the

election of replacement members at a Special General Meeting of Members immediately following the adjournment of the Annual General Meeting.

55 Meetings Related to Urgent Matters

Meetings of the Executive Committee that deal with urgent matters may be held at the call of the Chair on written notice given at minimum six (6) hours before the proposed meeting.

Rules applicable to meetings of the Board of Directors also apply to meetings of the Executive, subject to necessary adjustments.

56 Powers

The Executive Committee shall exercise the delegated powers of the Board of Directors for the management and control of the business and affairs of the Corporation, except for powers that must legally be exercised by the Board of Directors or that the Board has reserved for itself. The Executive Committee shall report on its activities to the Board of Directors.

57 Conflict of Interest

Officers shall avoid placing themselves in a situation where a conflict may be created between their personal interests and their obligations as Officers of the Executive. An Officer shall disclose to the meeting Chair the nature and extent of any such conflict as soon as he or she becomes aware of any. The meeting Chair shall rule on the possible conflict of interest disclosed and the action to be taken.

In the event that any Officer raises the question of another Officer's conflict of interest, the meeting Chair shall rule on the possible conflict of interest and the action to be taken.

Said disclosure and decision of the Chair shall be recorded in the minutes of the meeting of the Executive Committee or in a resolution in lieu thereof.

INDEMNIFICATION AND EXONERATION

58 Indemnification and Reimbursement of Costs

The Corporation shall indemnify all Directors, Officers, employees, agents or representatives, as well as their heirs, legatees and assigns, for any prejudice suffered by reason or in respect of their performance within the scope of their duties, including all reasonable judicial and extrajudicial costs related thereto.

59 Defence - Prosecution by Third Party

The Corporation shall assume the reasonable costs of defence of a Director, Officer, employee, agent or representative prosecuted by a third party for an act or omission done in the exercise of and within the scope of their duties, as well as the cost of damages awarded therefrom.

The assuming of defence shall involve the payment or reimbursement of reasonable judicial and extra-judicial costs incurred by the Director, Officer, agent or representative who is prosecuted by a third party.

The payment of damages shall include the amounts paid to settle an action out of court and any fine imposed.

Actions or omissions of a Director, Officer, employee, agent or representative considered not within the scope of their duties include, but are not limited to, a grievous or personal offence separable from the

exercise of their duties, including the violation of any duties of loyalty and honesty toward the Corporation as well as violation of the Corporation's conflict of interest rules.

60 Expenses - Criminal Proceedings

However, in a penal or criminal proceeding, the Corporation shall assume the payment of the expenses of a Director, Officer, employee, agent or representative only if said person had reasonable grounds to believe that their conduct was in compliance with the law, or if he or she has been freed or acquitted.

61 Legal Action taken by the Corporation

If the Corporation takes legal action against a Director, Officer, employee, agent or representative for an act or omission done in the exercise of said person's duties, it shall undertake to assume the judicial and extra-judicial costs reasonably incurred by such Director, Officer, agent or representative in the event the Corporation loses its case, and the court so decides. If the Corporation wins its case only in part, the court may determine the amount of the expenses it shall assume.

62 Liability Insurance

The Corporation shall purchase and maintain for the benefit of its Directors, Officers, employees, agents or representatives, as well as their heirs, legatees and assigns, insurance covering personal liability in the performance of their duties. Such insurance is subject to the exclusions and restrictions imposed by the insurer, and it shall never cover liability arising from the failure to act honestly and loyally toward the Corporation, or for a grievous offence or a personal offence separable from the execution of the duties performed for the Corporation.

63 Reimbursement of Expenses

Subject to a contractual agreement specifying or restricting this obligation, the Corporation is required to reimburse a Director, Officer, employee, agent or representative for reasonable and necessary expenses incurred by said person in the exercise of their duties, plus interest from the date on which such expenses were paid by said person. Such reimbursement shall be made upon presentation of all relevant vouchers.

64 Compensation after End of Term

Subject to a contractual agreement specifying or restricting this obligation, the compensation provided for in the preceding paragraphs may be obtained even after a person has ceased their functions either as Director, Officer, employee, agent or representative of the Corporation.

FISCAL YEAR AND ACCOUNTANTS

65 Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

66 Auditor

Members may choose at their Annual General Meeting to appoint an auditor for the preparation of financial statements and management of the Corporation's accounts. In said case, the appointed auditor shall occupy its function until the following Annual General Meeting or until a successor is appointed.

67 Professional Accountant

Subject to legal requirements and in the event the members choose not to appoint an auditor, the Board of Directors may appoint until the next Annual General Meeting of Members, one or more professional accountants for the preparation of financial statements and management of the Corporation's accounts.

68 Restrictions

Persons who are not eligible for appointment as auditor or professional accountant of the Corporation include a Director, Officer, or employee of the Corporation or of an affiliated company, a partner, employer or employee of a person that occupies said functions.

69 End of Term

The term of an appointment of the auditor or professional accountant is fixed by the Board of Directors. The appointment will end upon said person's death, resignation, removal, end of term, being declared of unsound mind by a Court, becoming bankrupt or being disqualified by their professional body from acting as a professional accountant or auditor.

70 Vacancy in the Position of Auditor

In the event of a vacancy in the position of auditor, the Board of Directors may choose a qualified successor who will fill the vacancy until the next meeting of Members at which time the successor may be appointed or replaced. In the event of a vacancy in the position of professional accountant the Board of Directors may choose a qualified successor who will fill the vacancy for the remainder of the term.

71 Remuneration

The Members fix the remuneration of the auditor unless they give said power to the Directors. The remuneration of a professional accountant is fixed by the Board of Directors.

CORPORATE REPRESENTATION

72 Representation

A Director or other person designated by the Board of Directors, shall be authorized and eligible to:

- a) represent the Corporation for any writ of seizure by garnishment, before or after judgment;
- b) prepare any affidavits or sworn declarations in connection with any opposition or other judicial proceeding to which the Corporation is a party;
- c) present demands for assignment of property or petition for winding-up or bankruptcy or receivership orders upon any debtor of the Corporation;
- d) attend and vote at all meetings of creditors and grant proxies in connection therewith;
- e) answer on behalf of the Corporation any examination upon articulated facts and represent any proceeding to which the Corporation is a party; and
- f) represent the Corporation in connection with any other matter.

73 Signature of Documents

Contracts, documents, written deeds, including discharges and releases, requiring the signature of the Corporation may be validly signed by the Chair or Vice-Chair of the Corporation. The Board of Directors may also designate any other person to sign, alone or in conjunction with one or more persons, and to deliver on behalf of the Corporation all contracts, documents and written deeds. Such authorization may be given by resolution in general or specific terms.

74 Cheques and Notes

Any cheque, bill of exchange, promissory note or debt security, made, accepted or endorsed by or on behalf of the Corporation, shall be signed by the Directors, Officers or representatives of the Corporation as designated by resolution of the Board of Directors.

75 Deposits

All money and funds of the Corporation shall be deposited with the financial institution determined by resolution of the Board of Directors.

MISCELLANEOUS PROVISIONS

76 Employees

The Board of Directors may hire agents, representatives, contractors or employees such as an Executive Director, determine their functions, and fix their remuneration. The Board of Directors or a designated Committee will provide feedback and performance evaluation and make hiring, renewal and dismissal decisions for its employees, unless otherwise delegated.

77 Executive Director

The Board of Directors may hire or otherwise engage an Executive Director and delegate to that person specified powers except for those that the Board is required to exercise itself. The Executive Director shall follow all instructions given by the Board and shall provide the Board with any information requested by the Board regarding the affairs of the Corporation. The Executive Director's remuneration shall be determined by the Board. The Executive Director shall be responsible for the contracting for services and the hiring, performance evaluation and dismissal of other employees on behalf of the Corporation.

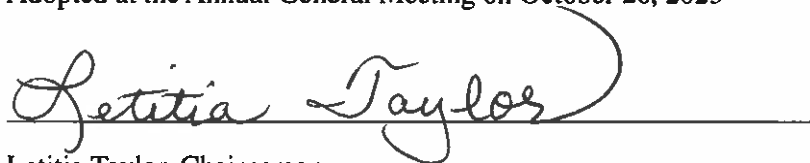
78 Amendments

The Board of Directors may, from time to time, adopt by Special Majority new bylaws, repeal or amend existing by-laws, subject to the Act and its Constituting Documents. These by-laws, amendments or re-enactments will be in force only until the next Annual General Meeting of the Members, unless in the interim they are confirmed by a Special General Meeting of Members called for such purpose. If said by-law is not confirmed by the Members at said meeting, it will cease to be in force from that time on.

79 Declarations

The Chair or any other person duly authorized by the Board of Directors may sign any declaration required under the provisions of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., c. P-45).

Adopted at the Annual General Meeting on October 26, 2023

A handwritten signature in cursive script that reads "Letitia Taylor". The signature is written in black ink and is positioned above a horizontal line.

Letitia Taylor, Chairperson

BY-LAW NO. 2

GENERAL BORROWING BY-LAW

In addition to the powers of the Directors conferred by the Constituting Documents and the By-Laws and without limiting those provided for under sections 77 and 224 of the Companies Act, the Directors may, without prior authorisation of the Members:

- a) Borrow money upon the credit of the Corporation;
- b) Issue debentures or other securities of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- c) Hypothecate properties of the Corporation or otherwise encumber the movable property of the Corporation;
- d) Delegate, in whole or in part, the powers mentioned hereinabove to one or more Directors or Officers of the Corporation, to the Executive Committee or other Committee appointed by the Board, to the extent and in accordance with the terms and conditions set out in the delegation resolution.

Nothing herein limits nor restricts the Corporation's power to borrow by way of bill of exchange or promissory note made, drawn, accepted or endorsed by or on behalf of the Corporation.

This by-law shall be regarded as additional to and not replaced by any other borrowing by-law adopted by the Corporation for banking purposes unless otherwise specifically stipulated in such by-law.

This general borrowing by-law has been duly adopted by the Board of Directors and ratified by the members at a general meeting in conformity with the Act.

Adopted by Special Majority at the Annual General Meeting on 26 October 2023

Letitia Taylor, Chairperson

A handwritten signature in cursive script that reads "Letitia Taylor". The signature is written in dark ink and is positioned to the right of the printed name "Letitia Taylor, Chairperson".