



Our Mission Statement

The Angel Foundation for Learning is a charitable organization that serves the needs of students of the Toronto Catholic District School Board. Through the generosity and compassion of donors, we support vulnerable students by nurturing their body, mind and soul through nutritional, educational, and spiritual programs.

80 Sheppard Avenue East, Toronto Ontario M2N 6E8

Fax: 416-512-4988

Website: www.angelfoundationforlearning.org

Charitable Registration Number: 10807-5946-RR-0002

Revised – January 22, 2021

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AMENDED AND RESTATED

BY-LAW NUMBER 03/08

An amendment to By-law Number 2/01 relating generally to the conduct of the affairs of
THE ANGEL FOUNDATION FOR LEARNING

WHEREAS the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 23rd day of April, 1987, under Ontario Corporation Number 706896, as amended pursuant to supplementary Letters Patent issued on June 12, 2006 for the following objects:

Subject to the Charities Accounting Act and the Charitable Gifts Act:

1. To establish and maintain funds, and to apply from time to time all or part thereof and the income therefrom for one or more of the following charitable or educational purposes, namely, the development and/or support of:
 - Student Nutrition Programs
 - School Allocation Funds
 - Guardian Angel Funds
 - Bursaries & Awards
2. To do all such things as are incidental or conducive to the attainment of the above objects, and in particular, subject to all requirements and restrictions imposed by law:
 - a) to use, apply, give, devote or distribute from time to time all or part of the fund or funds of the Corporation and the income therefrom, for the purposes aforesaid, in such manner as in the opinion of the Directors will best promote the objects of the Corporation;
 - b) to use, apply, and devote from time to time all of the funds of the Corporation and the income therefrom for the purposes aforesaid by such means as may from time to time seem expedient to its Directors, including without limitation research, publication, education and the establishment and maintenance of charitable or educational activities, agencies or institutions and the aid of any such activities, agencies or institutions already established;
 - c) for the objects of the Corporation and in furtherance of its objects, but for no other objects, to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto; and
 - d) for the further attainment of these objects to hold, manage, sell, convert, mortgage, lease or otherwise dispose of any real or personal property from time to time owned by the Corporation in investments authorized by law for the investment of trust funds, and to retain any real or personal property in the form in which it may be when received by the Corporation, and to invest moneys of the Corporation for such length of time as may be deemed to be in the best interest of the Corporation.

BE IT ENACTED as a By-law of The Angel Foundation for Learning (the “Corporation”) as follows:

1.00 GENERAL

1.01 Definitions

In this By-law, unless the context otherwise requires:

- a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) “Angel Foundation for Learning” or “AFL” means the undertaking now being carried on at 80 Sheppard Avenue East, Toronto, under the name Angel Foundation for Learning. It is the successor organization to the entity incorporated on April 23, 1987 as the Metropolitan Toronto Catholic Education Foundation (MTCEF).
- c) “Board” means the board of Directors of the Corporation;
- d) “By-laws” means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- e) “Chair” means the Chair of the Board;
- f) “Corporation” means The Angel Foundation for Learning or any changed or successor name that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
- g) “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- h) “Executive Director” means the principle employee of the Corporation for the purposes of carrying out the directions of the Board.
- i) “Member” means an individual who is a member of the Corporation;
- j) “Members” means the collective membership of the Corporation;
- k) “Officer” means an Officer of the Corporation;
- l) “Secretary” means the Secretary of the Board; and
- m) “TCDSB” means the Toronto Catholic District School Board and any English-language successor.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.00 HEAD OFFICE

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3.00 DIRECTORS

3.01 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the third Annual Meeting (3 years) after election/appointment to office and until such Director's successor has been elected/appointed and qualified. A Director must have achieved the age of majority in the Province of Ontario at the time of election.

A Director whose term of office (3 years) has expired is eligible for re-election as a Director. No Director shall be eligible to serve more than two consecutive terms of office, or three terms of office in total.

3.02 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is convicted of any criminal offense;
- d) if the Director is carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- e) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- f) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

3.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may, at a duly called meeting of the Board, fill a vacancy among the Directors;
- b) if there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

3.04 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- c) Subject to having a Board member as Chair of any committee, the Board may include non-Members of the AFL as members of committees.
- d) The Chair and Vice Chair of the AFL shall be *ex officio* a member of all committees.

3.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*;

4.00 BOARD MEETINGS

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law. There shall be a minimum of eight (8) meetings in each financial year.

4.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

4.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and the Vice-Chair, the Directors present shall choose one of their number to act as the Chair *pro tem*.

4.05 Voting

Each Director has one vote. Motions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, Directors may participate in a meeting of the Board, or of a committee, Director by telephonic or electronic means that permits all participants to communicate adequately and in real time with each other during the meeting. A Director participating by such means is deemed to be present at that meeting, including for the purpose of determining a quorum.

5.00 FINANCIAL

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

6.00 OFFICERS

6.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be Vice-Chair, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 Nomination Procedure, Time of Elections

At the regular meeting held in January, a Nominating Committee of up to three members shall be elected by the Corporation. Headed by Chair of the Board, it shall be the duty of this committee to nominate candidates for the offices to be filled at the annual general meeting in December. The Nominating Committee shall report at the regular meeting in September. Before the election at the annual general meeting in December, additional nominations from the floor shall be permitted.

6.05 Duties of the Chair

The Chair shall perform the duties described in sections 4.04 and 11.05 and such other duties as may be required by law or as the Board may determine from time to time. In addition, the Chair shall be *ex officio* a member of all committees.

6.06 Duties of the Vice-Chair

The Vice-Chair shall perform the duties of the Chair if he or she is unable, and such other duties as may be required by law or as the Board may determine from time to time.

6.07 Duties of the Treasurer

The Treasurer shall perform the duties and such other duties as may be required by law or as the Board may determine from time to time.

6.08 Duties of the Secretary

The Secretary shall ensure that a record of the proceedings of the AFL are duly kept and such other duties as may be required by law or as the Board may determine from time to time.

7.00 INDEMNITIES TO DIRECTORS

7.01 Indemnity

Every Director and Officer of the Corporation and such person's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office; and
- b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by such person's own wilful neglect or default.

7.02 Insurance

The Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of a failure to exercise the powers and discharge the duties of such person as Director or Officer, honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.00 PROTECTION OF DIRECTORS AND OTHERS

8.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the *Act* and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the *Act*

9.00 CONFLICT OF INTEREST

9.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

9.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

10.00 MEMBERS

10.01 Members

Membership in the Corporation shall consist of the following persons admitted to such membership by the Board and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board:

- a) two (2) TCDSB trustees approved by TCDSB;
- b) one (1) current member of, and approved by the Superintendents Association of the TCDSB;
- c) one (1) current member of, and approved by the Toronto Catholic Principals and Vice-Principals Association (TCVPA);
- d) one (1) current member of, and approved by the Secondary Schools Principals Association;
- e) one (1) current member of, and approved by the TCDSB elementary teachers unit of the Ontario English Catholic Teachers Association (OECTA);
- f) one (1) current member of, and approved by the TCDSB secondary teachers unit of the Ontario English Catholic Teachers Association;
- g) one (1) person employed in, and approved by the Social Work Department of the TCDSB;
- h) one (1) current member of, and approved by the Association of Professional Student Service Personnel;
- i) one (1) current person to represent unionized employees of the TCDSB (other than those noted above);
- j) (1) current person to represent non-unionized employees of the TCDSB as approved by Management, Administrative and Professional Association (MAPA);
- k) One (1) person who is a member of a local Catholic School Parent Council (CSPC), or OAPCE-Toronto and approved by CPIC;
- l) Three (3) student representatives: two (2) student trustees of, and approved by TCDSB. plus, one (1) CSLIT appointed representative. Note: These are non-voting positions; and
- m) Up to eight (8) community volunteer members who are interested in furthering the objectives of the Corporation and whose membership is approved by the Board.

10.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

10.03 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

10.04 *Disciplinary Act* or Termination of Membership for Cause

- a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

11.00 MEMBERS MEETINGS

11.01 Annual Meeting

The Annual Meeting shall be held in December at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. annual report of the Chair of the Board

- f. annual report of the Executive Director of the Foundation
- g. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- h. election of Directors; and
- i. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal to include such an item has been given, in writing, to the Secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

11.02 Special Meetings of the Members

The Directors may call a special meeting of the Members by a motion duly passed at a meeting of the Board. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition. Any such requisition must state the purpose of the meeting and the items to be considered. No other matters may be placed upon the agenda of such a meeting.

11.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

11.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person, electronically, or by proxy. If a quorum is not present the meeting shall not continue

11.05 Chair of the Meeting

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

11.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a) each Member, except the Student Trustees, shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e) If there is a tie vote, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, The Executive Director of the Foundation, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

12.00 NOTICES

12.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

13.00 RULES OF ORDER AND PARLIAMENTARY AUTHORITY

13.01 Call to Order

The Chair of the Foundation, or in his or her absence, the Vice-Chair, shall open and close the meeting, at the time provided in the Notice of Meeting. In the absence of such officers, a Chair *pro tem* shall be chosen by the Foundation.

13.02 Rights of the Chair to Debate

The Chair of the Foundation shall be privileged to debate on all subjects on calling any member to the Chair.

13.03 Amendments to the Minutes

No motion to amend the minutes shall be admissible unless it is in respect to an omission or error of fact.

13.04 Members Wishing to Speak

Any member who wishes to speak shall respectfully address the Presiding Officer and await recognition before proceeding. The member shall confine himself to the question under discussion and avoid personalities.

13.05 Multiple Speakers

If two or more members wish to speak at the same time, the Presiding Officer shall decide who may speak first.

13.06 Limits on Speaking

No member shall speak more than twice on any substantive motion, and once on each of the amendments to the motion, without first asking and obtaining permission from the Presiding Officer.

13.07 Motions

A motion must be moved, seconded and stated from the Chair before it is open to debate.

13.08 Withdrawal or Substitution of Motions

When a motion or resolution is once moved, seconded and stated by the Presiding Officer, it shall be in the possession of the Foundation, and cannot be withdrawn without a unanimous vote, unless for the purposes of modifying it or substituting another in its place, in which event the mover may be granted permission to do so by a motion to that effect, regularly made and passed by a majority of the members present.

13.09 Conclusion of Debate

No member shall speak to a motion after the affirmative vote has been taken.

13.10 Motions in Writing

A motion shall be placed in writing if any member demands it.

13.11 Members in Conflict of Interest

No member shall vote on any question in the result of which he only is financially interested.

13.12 Order

When a member is called to order he shall sit down until the point of order is decided.

13.13 Appeals from the Decision of the Chair

An appeal may be made at all times from the decision of the Chair. No appeal shall be in order unless it is seconded. The Presiding Officer shall then put the question: "Shall the decision of the Chair stand as the judgment of the House?" Two-thirds majority shall be necessary to sustain the appeal.

13.14 Adjournment of the House

A member moving the adjournment of the House shall be allowed to speak for not more than five minutes. A member seconding the motion shall be allowed to speak for not more than five minutes.

13.15 Calling the Question

A motion to Call the Question may be moved on a substantive motion either before or after it has been amended, unless it shall appear to the Chair that such motion is an abuse of the Rules of the Foundation or an infringement of the rights of the minority. After the Previous Question has been stated, no amendment shall be entertained, all debate shall cease and the Foundation shall proceed forthwith to vote. Should the motion be defeated there may be further discussion of the original motion or the amendments, if any, during that meeting.

13.16 Suspension of the Rules

Any of the above Rules of Order may be suspended for any length of time not to exceed one meeting, by a two-thirds vote of the members present.

13.17 These Rules to Apply to All Committees

In all cases, these Rules of Order shall apply equally to all Committees or any Sub-Committees of the Foundation.

13.18. Robert's Rules

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the AFL may adopt. The edition of Robert's Rules to be used may be changed from time to time by a resolution of the Board of Directors.

14.00 ADOPTION AND AMENDMENT OF BY-LAWS

14.01 Amendments to By-laws

The Members may from time to time amend or revise this By-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

15.00 EFFECTIVE DATE

15.01 This By-law shall come into force without further formality upon enactment.

Enacted as Amended and Restated By-law Number 3/08 as of the 22nd day of January, 2021

Nancy Murdocca

John W. Yan,