

## Proposed Bylaw Changes

The following two changes come at the direction of the CRA Charities Directorate to add clarity of compliance to existing clauses.

### Change Article 5.4 Remuneration to

**Board members will serve as Governors without pay and will not directly or indirectly receive any profit from their positions. However, the organization may reimburse them for the reasonable expenses they paid while performing their duties.**

Former wording:

*The Board, members and Executive Officers of the Foundation are volunteers, and no honorarium will be paid. Governors will be reimbursed for expenses incurred in the conduct of Foundation business and in accordance with policies of the Foundation.*

### Change Article 15 Dissolution to:

**In the event of its dissolution, the Foundation will distribute or dispose of its remaining assets and property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act. Selection of qualified donees shall be determined by a special resolution conducted at a Special Meeting of members called for that purpose.**

Former wording:

*Donation of Assets: In the event of dissolution of the Foundation, the net assets of the Foundation shall be donated to one (1) or more eligible charities, as determined by a special resolution conducted at a Special Meeting of members called for that purpose.*

In November 2021, the Board of Governors voted to establish the Governance Committee as a standing committee of the board. Per the bylaws, the Board has the ability to establish new standing committees. The Board wishes to update the bylaws to include this committee including:

- Updating Article 10.1 to list 6 standing committees as opposed to 5
- Listing the Governance Committee as f. Governance Committee
- Including the committees mandate and composition

### Change Article 10.1 to read (additions/changes highlighted)

#### Standing Committees

The Board will utilize **(6) six** standing committees:

- a. Executive Committee
- b. Audit Committee
- c. Marketing Committee
- d. Funding Allocations Committee
- e. Nominating Committee
- f. Governance Committee**

*And the addition of the Governance Committee Terms of reference as follows with appropriate numbering adjustments*

**Governance Committee**

**The Governance Committee shall consist of at least three (3) Governors plus the President and at least one (1) individual appointed from the public or general membership. The Chairperson of the Governance Committee shall be selected by the Board of Governors. The purpose of the Governance Committee is to ensure all the Foundation's Bylaws and Policies and Procedures are reviewed on an annual basis to ensure all are up to date and relevant. Any changes to these shall be put forward to the Board of Governors in form of recommendations for Board of Governor's discussion and approval. The Governance Committee shall meet at least 4 times per year and also at the direction of the Board of Governors.**