

RECEIVED
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BUREAU
MUNICIPAL

APPLICATION FOR INCOME TAX REGISTRATION
FOR CANADIAN AMATEUR ATHLETIC ASSOCIATIONS
AND CANADIAN CLUBS

For Departmental use only

Registration number	5011515
Date	BN 89172 6325RR 0001

REVENUE CANADA
REVENUE CANADA
IMPOT

0 (sub) 2934117

PART I - IDENTIFICATION

1. Name of applicant GLEN LAMOND FOUNDATION				
2. Mailing address (Street and no., P.O. Box or R.R. No.) 7 th Floor, 1500 West Georgia Street				
3. City or town Vancouver	4. Postal code V6G 2Z6	5. Province BC		
6. Address at which books and records will be kept				
7. City or town	8. Province	9. Fiscal year-end	Day	Month
			31	July

Part II - SUPPORTING INFORMATION

10. Please attached an **official** copy of each of the **governing documents** under which the applicant was established.

Does your organization have by-laws? Yes No

If yes, please attach an official copy. Attached

11. Please attach a **statement of activities** setting out fully the activities and programs to be carried on by the applicant to further each of the objectives or purposes set out in its governing documents. Attached

12. Please attach **financial statements** for the last completed year or fiscal year of operation. If the applicant is not yet in operation, you should attach a copy of a proposed budget or estimate of income and expenditures, as well as anticipated assets and liabilities for the first year of operation. Attached

13. Please attach a **list of officers** showing the full name, address and occupation of all the executive or directing officers of the applicant, including, in the case of a parish or congregation, the name of the priest, pastor, minister, or religious leader in charge. Attached

14. Is the applicant seeking registration as:
 a charity?
 or
 a Canadian amateur athletic association?

15. Does the applicant own (or intend to own) real property, ie, land or buildings? Yes No

If Yes, please state the name in which title to the real property will be registered.
 GLEN LAMOND FOUNDATION

PART III - FOR CHARITIES ONLY

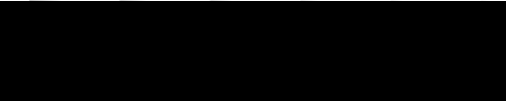


Only those applying for registration as charities need to answer questions 16, 17 and 18

16. Has the applicant been formed for the purpose of using more than 50% of its income to fund other registered charities or other "qualified donees"? Yes No
17. Are 50% or more of the directing officers named in number 13 (front page) **related** to any other person named in the list? If any of the executive or directing officers are **related** by blood, marriage, adoption, common-law relationship or close business or corporate ties (eg, business partners, employers and employees), please indicate this relationship on the list provided in response to question number 13 on the front of this form. Yes No
18. To the best of your knowledge, will the applicant receive more than 50% of its funds from one person, or from a group of persons who are "related to each other"? Yes No

If yes, please explain the funding arrangement. By Way of Gfit

PART IV - CERTIFICATION

19. We hereby certify that the information given in this application and in all documents attached is true and correct.

<input checked="" type="checkbox"/> 	Director _____	
<input checked="" type="checkbox"/> 	Director _____	
Signature of authorized officers of applicant	Position or office within organizational structure of the applicant	Date

It is a serious offence to make false or deceptive statements.

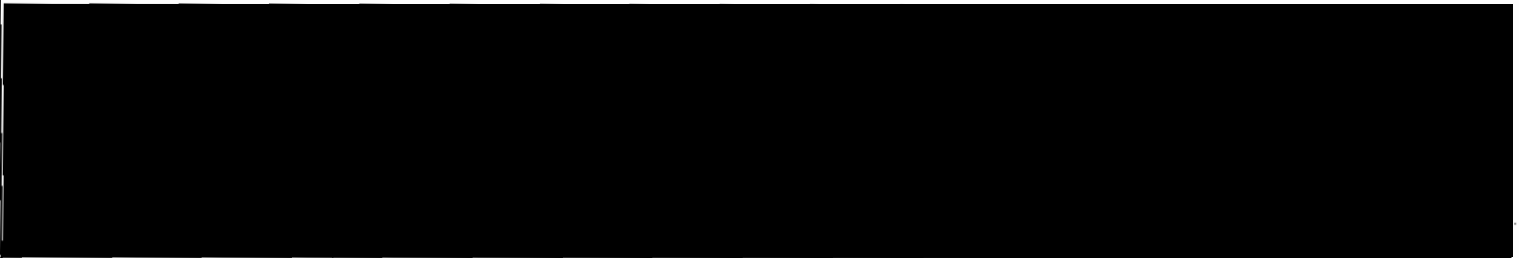
Print names of two officers whose signatures appear above.

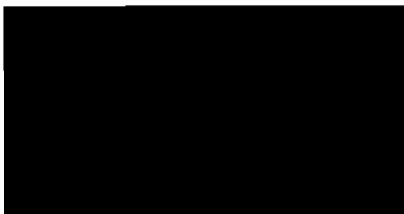
Addresses

Dr. David William Strangway _____	of	
Alice Norine Strangway _____	of	

_____	_____
Home telephone numbers	Business telephone numbers

20. Name, address and telephone number of authorized representative, if different from 19 above:





Your file Votre référence

Our file Notre référence
3011515

October 21, 1999

Dear 

NOTIFICATION OF REGISTRATION
Glen Lamond Foundation

We are pleased to inform you that, based on the information supplied, and assuming that the activities will be as stated in the application, we have determined that the organization qualifies for tax-exempt status as a registered charity under paragraph 149(1)(f) of the *Income Tax Act* (the "Act").

REGISTRATION INFORMATION

- the charity's **Business Number** is 89172 6325 RR0001
- the charity is registered effective **August 30, 1999**
- the charity is **designated as a Private Foundation**
- the charity will have to **file its first annual return** on or before **January 31, 2001**.

The following paragraphs and the documents attached to this letter will further explain the operational requirements the charity must meet, its filing requirements, the issuance of receipts, etc. Please take a few minutes to look over this information, and refer to this letter for any questions relating to the charity's status.

the organization's stated purposes. Moreover, if the programs or activities are different from those we reviewed, they may not be charitable. So as a precaution, we recommend that you check with us beforehand. If the organization actually undertakes programs that are not charitable, its registration may be revoked.

Furthermore, if the charity's sources of support, character, or method of operation were also to change, you would be required to advise us immediately, so that we may consider any impact this may have on its registered status. In addition, you would be required to advise us if the relationships (by blood, marriage or adoption) among the directors and officials change. These types of changes might affect the charity's designation and the operational requirements it has to meet under the *Act*.

Issuing Receipts Acknowledging Gifts to the Charity

In order for donors to benefit from the tax incentives associated with gifting to a charity, they must submit an official receipt issued by a registered charity with their income tax return. Official receipts are those issued by a registered charity that meet the requirements set out under Regulation 3501 of the *Income Tax Regulations*. Please refer to Appendix C of the enclosed document titled "Information on the Income Tax Act and Registered Charities" in this regard. Official receipts can only be issued to acknowledge **gifts** to the charity. Interpretation Bulletin IT 110R3 defines a gift as a voluntary transfer of property without valuable consideration. For more information on what constitutes a gift in charity law, please refer to the aforementioned Interpretation Bulletin.

Fund-raising

Many charities engage in fund-raising activities such as bingos, dinners, golf tournaments, etc. Certain payments made in the context of fund-raising activities (such as a ticket for a lottery draw, an admission fee, etc.) are not eligible for an official receipt, since the transfer of funds within the fund-raising activity does not meet the legal definition of a gift. If you are unsure whether a fund-raising activity would be acceptable for a registered charity, you should contact our Client Assistance Section at (613) 954-0410 or toll free 1-800-267-2384 for approval before undertaking it.

Filing the Charity's Annual Return

Every year each registered charity must file a "Registered Charity Information Return" (form T3010 - the "Return") and a financial statement within six months following its fiscal year end. **As you have indicated that the charity's fiscal year end is July 31, its first return should be filed on or before January 31, 2001 for the fiscal period ending July 31, 2000.** The information required on the Return may differ substantially from that

available in your current books and records. Here are some of the items of information you will have to provide on the Return:

- a breakdown of gifts including those for which "official tax receipts" were issued and those from other registered charities;
- disbursements including amounts spent on fund-raising, administrative expenditures, political activities, and those spent specifically on charitable programs; and,
- a breakdown of remuneration to directors, executive officers, to employees engaged in charitable activities and to employees engaged in other activities.

Although the Return form is forwarded annually to all registered charities for their use and to remind them that the Return must be filed, it is the charity's responsibility to ensure that it meets its annual filing requirements, without prior notice by the Department. **Failure to file the Return within the prescribed six-month period following each fiscal year end could result in the revocation of the organization's registered status. The charity would then lose its tax-exempt status as well as its authority to issue official receipts for income tax purposes, and would be subject to a tax equal to the value of any remaining assets not disposed of in a prescribed manner.** Should you wish to obtain a copy of the Return, you may contact any of the Department's Tax Services offices or the Charities Division, in writing, at the Charities Division, Revenue Canada, Ottawa, Ontario, K1A 0L5 or by telephoning our toll-free line at 1-800-267-2384.

Other Possible Requirements Associated with Charitable Status

The organization is now registered for federal income-tax purposes. However, depending on which part of Canada it carries on its activities, there may be provincial legislation or municipal by-laws that could govern its operations. These rules may require you to file reports or annual returns, or to apply for licenses in connection with various aspects of its activities, such as fund-raising. If you are unfamiliar with these requirements, you should contact the appropriate provincial and municipal authorities to determine the relevant requirements. Please note that if you intend to issue receipts to residents of Québec for Québec provincial income tax purposes, the charity must also be formally registered with Revenu Québec.

Charity Audits

Through ongoing audit and review programs, the Department endeavours to ensure that the requirements for continued registration are met. Further, a number of registered charities are investigated by the Department each year on the basis of random sampling and a review

of the annual returns filed by charities. Where the charity is not complying with the Act, its registration may be revoked.

Registration has been granted on the understanding that the foundation will restrict itself to gifting funds only to qualified donees and that it will not engage in other activities unless prior approval has been given by the Department.

Because this letter could help resolve any questions about the charity's charitable status, you should keep it in your permanent records.

Yours truly,



Jim O'Neil
Charities Examiner
for Neil Barclay, Director
Charities Division

Attachments
JO/mlp



Industry Canada Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

GLEN LAMOND FOUNDATION

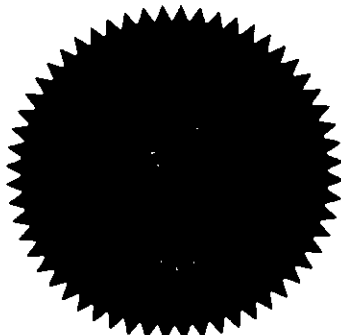
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - August 30, 1999

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 365773-6



Canada

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Industry Canada

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

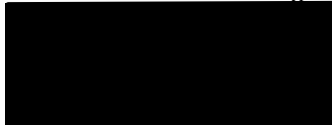
GLEN LAMOND FOUNDATION

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive, and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, occupation and address of each of the applicants is as follows:

Dr. David William Strangway



Alice Norine Strangway



Blake Bromley



The above named will be the first directors of the Corporation.

III

The objects of the Corporation are:

- a) to receive gifts, bequests, trusts, funds and property and beneficially, or as a trustee or agent, to hold, invest, develop, manage, accumulate and administer funds and property for the purpose of disbursing funds and

property exclusively to "qualified donees"; and

- b) to conduct any and all activities and exercise any and all such powers as are necessary for the achievement and furtherance of the objects of the Corporation.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is in the Greater Vancouver Regional District in the Province of British Columbia.

VI

Upon the winding-up or dissolution of the Corporation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator, and after payment to employees of the Corporation of any arrears of salaries or wages, and after payment of any debts of the Corporation, shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, or such "qualified donees" as defined in the *Income Tax Act* as shall be designated by the Board. Any of such funds or property which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes.

VII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

VIII

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at Vancouver, British Columbia this 24 day of August, 1999.

[Redacted signature block]

DR. DAVID WILLIAM STRANGWAY

[Redacted signature block]

ALICE NORINE STRANGWAY

[Redacted signature block]

BLAKE BROMLEY

BYLAW NO. 1

A bylaw relating generally to the conduct of the affairs of:

GLEN LAMOND FOUNDATION

**PART 1
INTERPRETATION**

1.1
requires:

In these bylaws and the letters patent of the Corporation, unless the context otherwise

"admittance declaration" means a declaration that has been consented to in writing by all of the members of the Corporation which specifies the name of a proposed member, such provisions and conditions, if any, which attach to the named member's admission to membership, and the specified term, if any, of the member's term of membership;

"appointed directors" means only those persons who have become appointed directors in accordance with these bylaws and have not ceased to be appointed directors;

"Board" means the directors acting as authorized by the letters patent and these bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;

"Board resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;

"bylaws" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

"*Canada Corporations Act*" means the *Canada Corporations Act* R.S.C. 1970, c. C-32 as amended from time to time;

"Chair" means a person elected or appointed to the office of Chair in accordance with these bylaws but such office holder may, with the approval of the Board, use the title, Chairperson, Chairman, Chairwoman or President in substitution for, or in addition to, the title "Chair";

"Corporation" means the corporation without share capital incorporated under the *Canada Corporations Act* having the name "GLEN LAMOND FOUNDATION";

"directors" means only those persons who have become directors in accordance with the letters patent and the bylaws and have not ceased to be directors;

"elected directors" means only those persons who have become elected directors in accordance with these bylaws and have not ceased to be elected directors;

"founding directors" are the first directors who are the applicants for incorporation;

"*Income Tax Act*" means the *Income Tax Act* S.C. 1970-71-72, c. 63 as amended;

"letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" means an annual meeting of members and a special meeting of members;

"members" means only those persons who have become members in accordance with these bylaws and have not ceased to be members;

"Members' Moderator" means a person appointed by the members to be the Members' Moderator in accordance with these bylaws; and

"Minister of Industry" means the Minister of Industry in Ottawa, Ontario, from time to time as referred to in the *Canada Corporations Act*;

"ordinary resolution" means a resolution passed at a meeting of members of the Corporation by a simple majority of the votes cast in person or by proxy by those members entitled to vote at such meeting;

"Patron" means a person who has been appointed a Patron in accordance with these bylaws and has not ceased to be a Patron;

"registered address" of a member or director means the address of that person as recorded in the register of members or register of directors;

"Secretary" means a person who has been appointed to the office of Secretary in accordance with these bylaws and has not ceased to be the Secretary.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in Part II of the *Canada Corporations Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

PART 2 MEMBERSHIP

2.1 Subject to the *Canada Corporations Act* and the letters patent, membership in the Corporation shall be restricted to the applicants for incorporation and to those persons who are admitted as a member of the Corporation by an admittance declaration and who have consented in writing to their admittance pursuant to the provisions and conditions specified in the admittance declaration.

2.2 Membership of those persons admitted as a member by virtue of being an applicant for incorporation shall have no specific term and will continue until resignation, removal as provided for herein or death. The term of a person admitted pursuant to an admittance declaration shall begin on the date that the admittance declaration is signed by the member to indicate acceptance and lodged with the Secretary and shall continue for the term set out in the admittance declaration.

2.3 There shall be one class of members.

- 2.4 A person shall immediately cease to be a member of the Corporation:
- (a) upon delivering his or her resignation in writing to the Members' Moderator or the address of the Corporation;
 - (b) in the case of a corporation, society or association, upon dissolution, bankruptcy or receivership; or
 - (c) upon ceasing to hold the office by virtue of which he or she is a member;
 - (d) upon expiration of the term for which he or she was admitted as a member;
 - (e) upon being removed; or
 - (f) upon his or her death.
- 2.5 A member may be removed by ordinary resolution unless otherwise specified in such member's admittance declaration.
- 2.6 The membership of a person in the Corporation is not transferable.
- 2.7 The amount of the membership dues shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any annual membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.
- 2.8 All members shall be in good standing except a member who has received written notice of signed by the Patron, delivered in person or by double registered mail to his or her registered address, stating that he or she is not in good standing and such person shall continue to not be in good standing until the earlier date of receiving written notice signed by the Patron that he or she is in good standing or the death of the Patron.

PART 3 MEETINGS OF MEMBERS

- 3.1 The first annual meeting of members shall be held not more than 18 months after the date of incorporation, and thereafter an annual meeting of members shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting of members.
- 3.2 Special business is:
- (a) all business at a special general meeting of members except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting of members, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;

- (iii) consideration of the report of the directors;
- (iv) consideration of the report of the auditor;
- (v) the election or appointment of directors;
- (vi) the appointment of the Members' Moderator;
- (vii) the appointment of the auditor; and
- (viii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual meeting of members, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

3.3 At the first annual meeting of members and at each annual meeting of members thereafter the members shall appoint from among themselves a Members' Moderator, who shall hold office until he or she is re-appointed or his or her successor is appointed at the next following annual meeting of members.

3.4 The Members' Moderator shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of members;
- (b) the keeping of minutes of all meetings of members; and
- (c) the maintenance of the register of members.

3.5 The Members' Moderator may be removed by an ordinary resolution.

3.6 The Members' Moderator may, whenever he or she thinks fit, convene a special meeting of members. The Members' Moderator shall convene a special meeting of members upon receipt of a written request requesting such a meeting and signed by at least 5% of the members.

3.7 Meetings of members shall be held at the registered office of the Corporation or, if the Members' Moderator shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

3.8 The Members' Moderator shall give not less than 14 days nor more than 60 days written notice of a meeting of members to those persons entitled to receive notice; but those persons may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.9 Notice of a meeting of members shall specify the place, the day and the hour of the meeting and shall contain a reminder of the members' right to appoint a proxy. The Notice shall state the general nature of any special business to be transacted in sufficient detail to allow the recipient to make a reasoned decision thereon.

3.10 The accidental omission to give notice of a meeting of members to, or the non-receipt of notice by, any person entitled to receive notice does not invalidate proceedings at that meeting.

PART 4
PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 A quorum at a meeting of members shall be a majority of the members either present in person or represented by proxy.

4.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a meeting of members at a time when a quorum is not present.

4.3 If within 30 minutes from the time appointed for a meeting of members a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.4 If at any time during a meeting of members there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 The Members' Moderator shall preside as chairperson of all meetings of members; but if at any meeting of members the Members' Moderator is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting of members, the members present may choose one of their number to preside as chairperson of that meeting.

4.6 If the person presiding as chairperson of a meeting of members wants to step down as chairperson for all or part of that meeting, he or she may designate an alternate, hopefully a neutral person, to chair such meeting or portion thereof, upon receiving the consent of a majority of the members present at such meeting.

4.7 Unless otherwise required by the bylaws or the *Canada Corporations Act*, all matters to be decided at a meeting of members shall be decided by an ordinary resolution.

4.8 A member in good standing is entitled to one vote.

4.9 A corporation, association or society which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes in connection with any meeting of the Corporation. The chair of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation, association or society appointing him as its representative.

4.10 A member chairing a meeting of members may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.11 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting unless proxy votes are to be counted or the majority of the members present and eligible to vote shall determine that a secret vote by written ballot is required.

4.12 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

4.13 Voting by proxy is permitted and a member may appoint any person as his or her proxyholder provided that, prior to the meeting, the proxy has previously been appointed in writing by the member appointing the proxy. However, a permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

4.14 A meeting of members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.15 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

PART 5 DIRECTORS

5.1 The number of directors shall be such number, not being less than three and not being more than fifteen, as may be determined from time to time by ordinary resolution.

5.2 A person must be a minimum of 18 years of age and have the capacity under law to contract but need not be a member of the Corporation in order to be eligible to be a director of the Corporation.

5.3 Every director shall subscribe to and support the objects of the Corporation. No person shall be a director of the Corporation unless duly elected or appointed a director in accordance with these bylaws.

5.4 The applicants for incorporation shall be the first directors of the Corporation, known as founding directors, whose term of office shall be until the first annual meeting of members.

5.5 Elected directors shall be elected by the members at a meeting of members and shall take office commencing at the close of such meeting.

5.6 At the request of any candidate, elections may be done by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.7 No member shall vote for more directors than the number of vacant positions for elected director. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.8 The term of office of elected directors shall normally be three years. However the Board may, in its discretion, determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the Board.

5.9 Elected directors may be elected to two consecutive terms but then must cease to be an elected director for at least one year before being eligible for re-election.

5.10 The members may at any time in their discretion appoint appointed directors for a term of

one year. An appointed director shall take office immediately upon appointment. Where an appointed director is appointed at an annual meeting of members, the term of such an appointed director shall commence immediately. Where an appointed director is appointed at a meeting of members other than an annual meeting of members, the term shall be deemed to have commenced at the close of the annual meeting of members next following such appointment. Appointed directors may serve repeated, consecutive terms.

5.11 Appointed directors may be appointed by name or by virtue of holding a particular office or position of employment, all as may be determined by the members.

5.12 Every director shall retire from office at the close of the annual meeting of members in the year in which his or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office as if his or her term is extended until such time as successor directors are elected or appointed.

5.13 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may by ordinary resolution appoint a person as a replacement director to complete the term of the director so removed.

5.14 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the close of the next annual meeting of members.

5.15 A person shall immediately cease to be a director:

- (i) upon delivering his or her resignation in writing to the Secretary or to the address of the Corporation;
- (ii) upon his or her death;
- (iii) upon ceasing to hold the office by virtue of which he or she is a director;
- (iv) upon being removed as provided for in these bylaws; or
- (v) upon the expiration of his or her term of office.

5.16 A director may hold any office or place of profit in the Corporation in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the *Canada Corporations Act*, no director shall be disqualified by such office from contracting with the Corporation.

5.17 A director may be reasonably remunerated for services rendered in his or her capacity as a director and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, all as determined by ordinary resolution.

PART 6 PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that seven (7) days' notice, or if notice is sent by mail then fourteen (14) days' notice, of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors

were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

6.2 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a meeting of members, or for the purposes of a meeting of the Board at which a director is appointed to the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.3 A director who contemplates being or is temporarily absent from Canada may, whether by letter, telegram, telex or cable, send or deliver to the address of the Corporation a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

6.4 On the request of any two directors the Secretary shall convene a meeting of the Board.

6.5 The quorum of meetings of the Board shall be a simple majority of the directors in office at the time when the meeting convenes.

6.6 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office so long as a quorum remains.

6.7 The Chair shall be chair of all meetings of the Board; save that, if at any meeting the Chair is not present within 15 minutes after the time appointed for the meeting to commence, or the Chair requests that he or she not chair that meeting, the directors present may choose one of their number to be chairperson of that meeting.

6.8 If a person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, the chair may delegate an alternate, hopefully a neutral person, to chair such meeting or portion thereof, and that person shall do so upon receiving the consent of the majority of the directors present at such meeting.

6.9 All resolutions proposed at a meeting of the Board must be seconded. The chairperson of a meeting may move or propose a resolution.

6.10 Any issue at a meeting of the Board which is not required by these bylaws or the *Canada Corporations Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.11 Each member of the Board shall be entitled to one vote on any particular matter.

6.12 A director chairing a meeting may vote but, if he or she does so vote and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

PART 7
PATRONS

7.1 The members may appoint a person to be the Patron by a resolution which specifies the name of the Patron and such provisions and conditions, if any, which attach to the named Patron's term and that has been consented to in writing by all of the members who would have been entitled to vote at a meeting of members of the Corporation.

7.2 In the event that there is more than one Patron at any given time, the members by ordinary resolution shall determine which Patrons, jointly or severally, shall be entitled to exercise the powers given to the Patron in Part 2 of these bylaws.

PART 8
DONOR RECOGNITION

8.1 The Board may constitute various councils, circles, clubs and other forms of association to provide and encourage public recognition to donors, supporters and other friends of the Corporation.

8.2 The Board shall determine the size, composition and specific functions of any such associations and determine the qualifications for membership.

8.3 The Board may determine the appropriate timing forum for meetings for such associations.

PART 9
ADVISORY COUNCIL

9.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.

9.2 The Board shall determine the size, composition and specific functions of the Advisory Council.

9.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Corporation and its members will not be acting in the capacity of directors of the Corporation.

9.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 10
COMMITTEES

10.1 The Board may create by board resolution such standing and special committees of the Board as may from time to time be required and appoint such committee members which may, as the Board thinks fit, be in whole or in part composed of directors. The Board may delegate any, but not all, of its powers to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred on it by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

10.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

10.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed mutatis mutandis by the rules set out in these bylaws governing proceedings of the Board.

10.4 A member of a committee may be reasonably remunerated for services rendered in his or her capacity as a member of a committee and a member of a committee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, all as determined by a Board resolution.

10.5 Any member of a committee may be removed by a Board resolution.

PART 11 OFFICERS

11.1 At the first meeting of the Board held after the annual meeting of members in each year, the Board shall, by a simple majority of the directors present, appoint from among the directors a Chair. The Chair shall be responsible for chairing the meetings of the Board.

11.2 Should the Chair for any reason not be able to complete his or her term, the Board shall appoint a replacement without delay.

11.3 The Board shall appoint a Secretary who shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Board;
- (b) the keeping of minutes of all meetings of the Board;
- (c) the custody of all records and documents of the Corporation except those required to be kept by the Members' Moderator or the Treasurer;
- (d) subject to bylaw 15.2, the custody of the corporate seal of the Corporation; and
- (e) the conduct of the correspondence of the Corporation.

11.4 The Board shall appoint a Treasurer who shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the *Canada Corporations Act*;
- (b) the custody and control of the assets of the Corporation, including the implementation of the instructions of the Board as to the investment of the assets of the Corporation and the Corporation's banking transactions; and
- (c) the rendering of financial statements to the directors, members and others when required.

11.5 Any two or more offices of the Corporation may be held by one person.

11.6 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term and remuneration, if any, of all officers.

11.7 A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 75% of the directors present. Otherwise, each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

PART 12 AUDITOR

12.1 At the first annual meeting of members and at each annual meeting of members thereafter the members shall appoint an auditor to audit the accounts of the Corporation, who shall hold office until he or she is re-appointed or his or her successor is appointed at the next following annual meeting of members.

12.2 The Board may fill any casual vacancy occurring in the office of auditor and fix the remuneration of any such auditor.

12.3 An auditor may be removed by a resolution passed by at least two-thirds of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution was given.

12.4 An auditor shall be promptly informed in writing of appointment or removal.

12.5 The auditor shall audit the accounts of the corporation for report to the members at the annual general meeting each year.

12.6 The auditor may attend a meeting of members.

PART 13 CHIEF EXECUTIVE OFFICER

13.1 The Board may select and appoint a chief executive officer of the Corporation, determine his or her title and set the terms of his or her duties, responsibilities and employment.

PART 14 MANAGEMENT OF THE CORPORATION

14.1 The property and the affairs of the Corporation shall be managed by the Board.

14.2 The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a meeting of members, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Corporation;
- (b) these bylaws; and

- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Corporation in a meeting of members.

14.3 No rule made by the Corporation in a meeting of members invalidates a prior act of the Board that would have been valid if that rule had not been made.

14.4 The Board may from time to time on behalf of and in the name of the Corporation:

- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
- (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
- (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Directors think fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Corporation or indebtedness or other obligation of the Corporation.

14.5 The Board on behalf of the Corporation may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trade marks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Corporation's objects.

14.6 The Board shall take such steps as it deems necessary to enable the Corporation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as "assets") for the purpose of furthering the purposes of the Corporation. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the form donated to the Corporation notwithstanding that such assets are not income producing and any asset so retain shall be an authorized investment for all purposes of the Corporation and a director shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

14.7 The Corporation may invest and deal with the monies of the Corporation not immediately required by the Corporation both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the Corporation, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers objects and funding of the Corporation in addition to issues of pure economic return. Subject to the provisions of the *Canada Corporations Act*, a director shall not be liable for any loss which may result from any such investment.

14.8 The Board may invest in real and personal property, shares, bonds, debentures and other securities, including mutual or other pooled investment funds, and evidences of indebtedness and

obligations issued or guaranteed by any individual or entity and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Corporation is the holder or owner thereof the Board may, on behalf of the Corporation, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the *Income Tax Act*.

14.9 Subject to the *Canada Corporations Act*, the Corporation shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the objects of the Corporation. The Corporation shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds and property to the Corporation, or assumed by the Corporation in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

14.10 In order to carry out the purposes of the Corporation the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.11 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Corporation in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

14.12 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

14.13 The members may restrict the borrowing powers of the Board.

PART 15 EXECUTION OF DOCUMENTS

15.1 The Board shall provide a corporate seal for the Corporation, and shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution, with such other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.

15.2 The seal of the Corporation shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

15.3 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall normally be signed by two officers or directors of the Corporation or such other number of officers or directors as may be determined from time to time by Board resolution. Further, the Board may from time to time by Board resolution appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

PART 16
NOTICES

- 16.1 Notice of a meeting of members shall be given to:
- (a) every person shown on the register of members as a member on the day the notice is given; and
 - (b) the auditor.

No other person is entitled to be given notice of a meeting of members.

16.2 Any notice required to be given may be given to a member, a director or a member of a committee either personally (by delivery, facsimile, telegram or telex) or by first class mail posted to such person's or representative organization's registered address.

16.3 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, telegram or telex shall be deemed to have been given on the day it was so delivered or sent.

16.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 17
MISCELLANEOUS

17.1 Any meeting of the members, directors, Advisory Council or any committee may also be held, or any member, director, Advisory Council member or committee person may participate in any meeting of the members, directors, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or electronic means or device provided that all the members, directors, Advisory Council members or committee persons entitled to attend such meeting respectively, have equal access to such means and have consented generally or in respect of a particular meeting to conducting the meeting in this manner. Further, sufficient security measures must be in place, such as allocation of individual confidential passwords, to allow access to any meeting held by electronic means to only those members, directors, Advisory Council members or committee persons must be able to participate and respond to one another during the meeting. All such members, directors, Advisory Council members or committee persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding anything to the contrary in the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting. Further, if all members or directors entitled to attend such meeting respectively, have consented generally or in respect of a particular meeting, votes on any issue may be conducted electronically under the direction of the Members' Moderator or Secretary of the Corporation in such a manner as to permit each member or director to communicate adequately. Each member or director, as the case may be, shall receive the same information and motions electronically. If any member or director, objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. A majority of the number of members or directors entitled to vote on such specific matter shall

respond electronically to the Members' Moderator or Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Members' Moderator or Secretary to that member or director. Each member or director will be requested to indicate whether he or she votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Except where the *Canada Corporations Act* otherwise requires, every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Members' Moderator or Secretary shall inform each member or director electronically and by fax or mail of the outcome of all votes including the identity of the members or directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

17.2 The rules governing when notice is deemed to have been given set out in these bylaws shall apply mutatis mutandis to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

17.3 The Corporation shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's objects.

PART 18 INDEMNIFICATION

18.1 The Corporation hereby acknowledges that each and every director and officer of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer of the Corporation and his or her heirs, personal representatives 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 for all amounts and damages which such director or directors or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, her or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or them in or about the execution of the duties of his, her or their office or offices, and also from and against all other costs, charges and expenses which he, she or they sustain or incur in or about or in relation to the affairs of the Corporation except costs, charges or such expenses as are incurred by his, her or their own wilful negligence or default.

18.2 The Corporation shall, to the fullest extent permitted by the *Canada Corporations Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer or agent of the Corporation and his or her heirs and personal representatives.

18.3 Expenses incurred with respect to any claim, action, suit or proceeding against an officer or director of the Corporation may be advanced by the Corporation prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

18.4 The Corporation shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.

18.5 The failure of a director or officer of the Corporation to comply with the provisions of the *Canada Corporations Act* or of the letters patent or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

18.6 The Board may cause the Corporation to purchase and maintain insurance for the benefit of any person and his or her heirs and personal representatives against any liability incurred by that person resulting from him or her acting as a director, officer, employee or agent of the Corporation or as a director or officer of any corporation or society because of his or her relationship to the Corporation.

18.7 Each director and officer of the Corporation upon being elected or appointed shall be deemed to have contracted with the Corporation on the terms of the foregoing indemnities.

PART 19
BYLAWS

19.1 Each member, on being admitted to membership is entitled to and upon his or her request, the Corporation shall provide him or her with a copy of the letters patent and these bylaws of the Corporation.

19.2 These bylaws shall not be amended or added to except by bylaw sanctioned by two-thirds of the votes cast at a special meeting of members called for the purpose of amending or adding to these bylaws, and any such sanctioned amendment or addition which relates to the requirements of subsection 155(2) of the *Canada Corporations Act* shall not be effective until the approval of the Minister of Industry in respect thereof has been obtained. Sanctioned amendments or additions to the bylaws not relating to the requirements of subsection 155(2) of the *Canada Corporations Act* shall not require Ministerial approval and shall take effect on the date the bylaw is sanctioned by the members or such other date as may be specified in the bylaw.

PART 20
HEAD OFFICE

20.1 The head office of the Corporation shall be located at such address within the place designated in the letters patent incorporating the Corporation as the directors may from time to time determine.

DATED this 27 day of August, 1999


DR. DAVID WILLIAM STRANGWAY


ALICE NORINE STRANGWAY


BLAKE BROMLEY



Canada Revenue Agency

Agence du revenu du Canada

NOTICE OF INTENTION TO REVOKE A CHARITY'S REGISTRATION

000249

Ottawa ON K1A 0L5

Date of this notice
January 26, 2015

GLEN LAMOND FOUNDATION
1250-1500 GEORGIA ST W
BOX 62
VANCOUVER BC V6G 2Z6



35 89172 6325 RR 0001 2016-01-26 3011515 B

RE: Revocation of the Charity's Registration

You asked that the Canada Revenue Agency (CRA) revoke the organization's registration as a charity for purposes of the *Income Tax Act*. In accordance with your request, we propose to revoke the charity's registration on January 31, 2015.

On that day, the following notice will be published in the *Canada Gazette*.

CANADA REVENUE AGENCY

Notice is hereby given, pursuant to paragraph 168(1)(a) of the *Income Tax Act*, that I propose to revoke the registration of the charity listed below and that by virtue of subsection 168(2) thereof, the revocation of the registration is effective on the date of publication of this notice in the *Canada Gazette*.

Account Number
89172 6325 RR 0001

Name and Address
GLEN LAMOND FOUNDATION
VANCOUVER BC

Enclosed with this notice is Form T2046, *Tax Return Where Registration of a Charity is Revoked*. The guide to completing the return, RC4424, *Completing the Tax Return Where Registration of a Charity is Revoked*, is available in the Forms and publications section on our Web site at www.cra.gc.ca/charities.

A charity that has had its registration revoked should file Form T2046 within one year from the date of this notice and pay any revocation tax that it owes.

If you have any questions about this notice, you can write to the Charities Directorate at:

Charities Directorate
Canada Revenue Agency
Ottawa ON K1A 0L5

You can also reach the Directorate by calling:

1-800-267-2384 or
1-800-665-0354 for TTY service for persons with a hearing or speech impairment.

Director General, Charities Directorate