

**THE LEIGHTON FOUNDATION
(the 'FOUNDATION')**

The name of the Society is The Leighton Foundation, or the 'Foundation'.

This document is the general bylaws of the Foundation. These bylaws regulate the transactions of business and affairs of the Foundation.

BE IT ENACTED as a bylaw of the Foundation on this 27th day of June, 2017 as follows:

ARTICLE 1

Definitions

1.1 Definitions

In these bylaws:

- a) "**Act**" means the Societies Act of Alberta, being Chapter 2-13 of the revised Statutes of Alberta 2000 and any amendments thereto or regulations thereunder;
- b) "**Board of Directors**" or "Board" means the Board of Directors of the Foundation;
- c) "**Chair**" means the Chair of the Board of Directors;
- d) "**Director(s)**" refers to a voting member of the Board of Directors. The term should be understood as referring to any duly elected or appointed member of the board;
- e) "**Headquarters**" means the main office of the Foundation, which shall be in the Province of Alberta, until changed in accordance with the Act;
- f) "**Honourary Member**" means a person elected or appointed to membership in the Foundation for life, subject to Article 2.3 hereof, by the Board of Directors, and such a member shall pay no dues and shall have the same vote at a meeting of the Members as a Regular Member;
- g) "**Member(s)**" means a duly admitted Member(s) in Good Standing in compliance with Article 2.1 hereunder and includes Regular Members and Honourary Members, as applicable;
- h) "**Member(s) in Good Standing**" means any Regular Member(s) of the Foundation who has been accepted for membership in the Society, has been registered in the list of Members of the Foundation, whose membership dues, fees and other membership assessments and payments are up to date, if any, and whose current contact information is on file with the secretary or such other Member as may be recognized at a meeting of the Members by the Chair;
- i) "**Officer(s)**" refers to a Director who has been appointed to an executive role after the AGM: Chair, vice-Chair, Treasurer, or Secretary;
- j) "**Quorum**" means the minimum number of Directors in attendance at a Board Meeting for the valid transaction of business. For these bylaws, 50% of Directors present constitutes the minimum number.
- k) "**Regular Member**" means a person who meets the requirements set out in Articles 2 and 5 hereunder, who has paid the annual membership fee required, and that person shall be entitled to one vote on matters brought before the meeting of the Members;
- l) "**Special Resolution**" means:
 - i. A resolution passed at a general meeting of the Members
 - A. Of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

- B. By the vote of not less than 75% of those Members who, if entitled to do so, vote in person, or where proxies are permitted, by proxy;
 - ii. A resolution proposed and passed as a special resolution at a general meeting of the Members of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, voting in person, or where proxies are permitted, by proxy; or
 - iii. A resolution consented to in writing by all the Members who would have been entitled at a general meeting of the Members to vote on the resolution in person or, where proxies are permitted, by proxy.
- m) "**Vice-Chair**" means the vice-Chair of the Foundation appointed by the Board of Directors, pursuant to Article 6.

ARTICLE 2

Members

- 2.1 Members in the Foundation shall be limited to persons interested in the objects of the Foundation.
- 2.2 The Board of Directors may, from time to time, set annual membership fees.
- 2.3 Membership shall cease:
 - a) upon death of the Member;
 - b) if the Member has not renewed his or her membership and paid the applicable annual membership fee;
 - c) if the Member resigns by written notice to the Board addressed to the attention of the Chair; or
 - d) if the Member is expelled from the Foundation by Special Resolution of the Members.
- 2.4 All Members shall uphold the objects of the Foundation and comply with the bylaws and all policies as may be proclaimed from time to time by the Board of Directors.

ARTICLE 3

Board of Directors

- 3.1 The Board of Directors shall consist of a minimum of 6 and a maximum of 12 Directors elected by the Members of the Foundation. All Directors and persons nominated to stand for election as Directors shall be Members in Good Standing or Honourary Members.
- 3.2 Board Members shall be elected to a three (3) year term. Each Board Member may serve a maximum of two (2) terms. In certain circumstances, a Board Member may be appointed to a third term by the Board of Directors, with majority Board approval.

- 3.3 If a vacancy occurs, the Board of Directors may appoint a member to serve the remainder of the term of a departing Board member. The Board of Directors may appoint a member to serve the term until the next Annual General Meeting.
- 3.4 The Board of Directors may cause the Foundation to enter into any kind of contract or agreement that the Foundation may lawfully enter into. The Board may, unless otherwise provided for in this bylaw, exercise all other powers and do all acts and things as the Foundation.
- 3.5 The Board of Directors may, on behalf of the Foundation, acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations for the purpose of furthering the objects of the Foundation.

ARTICLE 4

Board Meeting

- 4.1 Meetings of the Board shall be held at the Headquarters of the Foundation or at any place in Alberta as the Board of Directors may determine, as often as the business of the Foundation shall require, and no less than once each year, and shall be called by the Chair.
- 4.2 The Board may appoint a day in any month for regular meetings at an hour to be named and no notice of such regular meetings is required to be sent.
- 4.3 A special meeting of the Board may be called on the instructions of any two Directors provided they request the Chair in writing to call such meeting and state the business to be brought before the meeting.
- 4.4 General and special meetings of the Board shall be called by 3 days' notice in writing to each Director. The statement of an Officer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. Formal notice of a meeting of the Board of Directors shall be unnecessary if all the Directors are present, or if those absent have signified their consent to the meeting being called in their absence.
- 4.5 A majority of the Board Members appointed shall constitute a quorum, and notwithstanding any vacancy among the Directors, a quorum of the Directors may exercise all the powers of the Board.
- 4.6 A Director may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 4.7 Each Director has one vote on any matter to be voted on at a Board of Directors meeting.
- 4.8 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

- 4.9 Questions arising at any meetings of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second casting vote. All votes at any such meetings shall be taken by ballot if demanded by any Director present, but where no demand is made, the vote shall be taken in the usual way by assent or dissent.
- 4.10 The Chair of any meeting of the Board shall be, first the Chair of the Board, if present at the meeting. If the Chair of the Board is not present at the meeting, the vice-Chair, if present at the meeting shall Chair the meeting. If the Chair of the Board and the vice-Chair are not present at the meeting, the Directors present shall choose another Director to be Chair of the meeting.
- 4.11 The Board of Directors may, from time to time, engage agents or employees to perform duties prescribed by the Board of Directors. The Board of Directors shall fix a reasonable remuneration for any agents or employees engaged by the Board.
- 4.12 The Board may appoint one or more committees of Directors, however designated, and delegate to such Board Committees any of the powers of the Board, subject to the provisions of the Act.
- 4.13 Except as specifically permitted from time to time by the Board, proxy representation is not allowed at Director's meetings and in order for a Director to vote at a Director's meeting, he or she must attend personally (either in person or electronically, as permitted by the Board).
- 4.14 No error or omission in giving notice of any meeting of the Directors shall invalidate the meeting or make void any proceedings taken at the meeting and any Director may at any time waive notice of such meeting and may ratify, approve, or confirm any or all proceedings taken or made at the meeting.

ARTICLE 5

Qualification of Directors and Members

- 5.1 The following persons are disqualified from being a Director and/or Member of the Foundation:
- a) anyone who is less than 18 years of age
 - b) anyone who
 - i. is a dependent adult as defined in the Dependent Adults Act (Alberta) or is the subject of a certificate of incapacity under that Act;
 - ii. is a formal patient as defined in the Mental Health Act (Alberta);
 - iii. is the subject of an order under the Mentally Incapacitated Persons Act (Alberta); appointing a committee of his person or estate or both; or
 - iv. has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - c) a person who is not an individual;
 - d) a person who does not meet any other criteria as established by the Board from time to time including but not limited to reference checks as prescribed by the Board; or
 - e) in the case of a Director, any Director who, without reasonable cause or the consent of the Board, fails to attend three consecutive board meetings.

- 5.2 The office of Director or Officer shall be automatically vacated:
- a) if a Director or Officer resigns his or her office by delivering a written resignation of the Foundation which resignation is effective when received by the Foundation or at the time specified as the effective date in the resignation, whichever is later;
 - b) if a Director, he or she is no longer a Member in Good Standing or an Honourary Member;
 - c) if a Director, he or she is not qualified to be a Director pursuant to Clause 5.1 of the bylaws;
 - d) if at a meeting of the Directors of the Foundation, the Board may, for cause deemed appropriate by the Board, remove a Director or Officer from the Board by a resolution passed by no less than seventy-five percent (75%) of the Board present at a duly constituted Board Meeting; or
 - e) on death.

ARTICLE 6

Appointment of Officers

- 6.1
- a) The Board may from time to time appoint a Chair, a vice-Chair, a Secretary, a Treasurer and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and, in accordance with this bylaw and subject to the provisions of the Act, delegate to such Officer's powers to manage the business and affairs of the Foundation.
 - b) An Executive Officer may only serve a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.
- 6.2 The Officers of the Foundation shall be and shall have the following duties:
- a) Chair – The Board shall appoint a Chair of the Board who shall be a Director. The Board may assign to the Chair any of the powers and duties that are by any provisions of the bylaw assigned to the Chair; and he or she shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify. During the absence or disability of the Chair of the Board, the Chair's duties shall be performed and his or her powers exercised by the vice-Chair.
 - b) Vice-Chair – The Board shall appoint a vice-Chair who shall be a Director, and may appoint as many vice-Chairs as it deems necessary. A vice-Chair shall have such powers and duties as the Board may specify.
 - c) Secretary – At their option, the Board of Directors may appoint a Secretary who shall be a Director. The Secretary shall be entitled to attend and be entitled to be the Secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose, minutes of all proceedings thereat; he or she shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the auditor and Members of committees of Directors; he or she shall have charge of all books, papers, records, documents and instruments belonging to the Foundation, except when some other Officer or agent has been appointed for that purpose; and he or she shall have such other powers and duties as the Board or the chief executive Officer may specify.
 - d) Treasurer – The Board of Directors shall appoint a Treasurer who shall be a Director. The Treasurer shall oversee the proper accounting records in

compliance with the Act and shall be responsible for overseeing the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Foundation; he or she shall render to the Board whenever required an account of all his or her transactions as Treasurer and the financial position of the Foundation; and he or she shall have such other powers and duties as the Board may specify.

- e) Past Chair – The Past Chair shall provide counsel to the Chair and Board of Directors.

Powers and Duties of Other Officers

- 6.3 The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

Variation of Powers and Duties

- 6.4 The Board may from time to time and subject to the provisions of the Act and the bylaws, vary, add to or limit the powers and duties of an Officer.

Term of Office

- 6.5 The Board, in its discretion, may remove any Officer of the Foundation from his or her position as Officer. Otherwise, each Officer appointed by the Board shall hold office until the earliest of the date his or her resignation becomes effective, the date his or her successor is appointed or he shall cease to be qualified for that office under Article 5, if applicable, or his or her term ends as per Article 3.2.

ARTICLE 7

Remuneration of Directors and Officers

- 7.1 The Directors and Officers of the Foundation shall receive no remuneration for acting as such, however, they shall be reimbursed for reasonable out-of-pocket expenses incurred on behalf of Foundation in accordance with such policies as the Board may from time to time implement.
- 7.2 Nothing herein shall prevent the payment in good faith or remuneration to any Officer or employee of the Foundation or to any Member in return for services actually rendered to the Foundation.

ARTICLE 8

Auditing

- 8.1 If required and desired by the Board, the Board shall appoint an auditor to audit the accounts of the Foundation to hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the Auditor.
- 8.2 The auditor of the Foundation shall have a right of access to all records, documents, books, accounts and vouchers of the Foundation, and is entitled to require from the Directors and Officers of the Foundation such information as may be necessary for the performance of his or her duties.

- 8.3 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at an annual meeting of the Board for approval.
- 8.4 The fiscal year end of the Foundation shall be December 31.

ARTICLE 9 Records

- 9.1 The Foundation shall keep and maintain all necessary and adequate minutes and records of all meetings of the Foundation.
- 9.2 The books and records of the Foundation may be inspected by any Member of the Foundation at the annual meeting of the Members or at any time upon giving reasonable notice an arranging a time satisfactory to the Officer or Officers responsible for such books and records. Each Director shall, at all times, have access to such books and records.
- 9.3 The Foundation shall keep a register of the Members of the Foundation containing the name of every person who is admitted as a Member of the Foundation, together with the following particulars for each person:
- a) The full name and residential address;
 - b) An electronic address, if available;
 - c) The date on which the person was admitted as a Member;
 - d) The date on which the person ceases to be a Member; and
 - e) The type of membership held.
- The Board may, by resolution, authorize any additional matters to be kept in this register.

ARTICLE 10 Meetings of Members

Annual Meeting

- 10.1 The Foundation shall hold an annual meeting of the Members each year and 21 days' notice of the time and place of such meeting shall be given to all Members in accordance with article 15 of the bylaws. At this meeting, Directors shall be elected to fill the positions of those Directors whose term ends at the time of the meeting and to fill any other vacancies that may exist. The Board shall propose and nominate to the Members the individuals who the Board feels should be elected to fill the positions of the Board. The Directors are elected and the Directors so elected shall serve until their successors are elected and installed. Any Member shall be eligible to be elected as a Director of the Foundation for any vacant position in accordance with Section 5.1 of the bylaws. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditor shall be presented and the auditor appointed for the ensuing year.

Calling Meetings

- 10.2 The Chair may call General Meetings of the Foundation at any time upon instruction of the Board. Twenty-one days' notice in writing of the time and place

of such meetings shall be delivered to each Member in accordance with Article 15 of the bylaws. The Chair may also call a special meeting upon receipt by him or her of a petition signed by 50% of the Members, by giving 21 days' notice in writing of the time and place for such meeting and setting for the reasons for calling such meeting.

Error or Omission

- 10.3 No error or omission in giving notice of any annual general meeting or general meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

Quorum

- 10.4 Ten Members in Good Standing shall constitute a quorum at any meeting of the Members, and in the event that a quorum is not present within thirty minutes after the meeting is called to order, the meeting shall stand adjourned to a time and place determined by the Chair.

Voting

- 10.5 Each Member shall be entitled to one vote on each question arising at any meeting of the Members. Votes of Members shall be given personally or by duly appointed proxy.

- 10.6 Voting shall be by show of hands unless the meeting decides otherwise.

Majority to Pass Resolutions

- 10.7 At all meetings of the Members, every question shall be determined by a majority of votes unless otherwise specifically provided by these bylaws or the Act, as amended from time to time.

Chair of Meetings

- 10.8 The Chair of any meetings of the Members shall be, first the Chair of the Board, if present at the meeting, next, the vice-Chair, if present at the meeting. If the Chair of the Board and the vice-Chair are not present at the meeting, the Directors present shall choose one of their numbers to be Chair of the meeting. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their numbers to be the Chair.

- 10.9 Robert's Rules of Order, latest edition, shall be the rules to be followed at all meetings of the Members insofar as they do not conflict with these bylaws of the Foundation.

- 10.10 A Member may participate in a meeting of the Members by means of such telephone or communications facilities permitted by the Board, provided that all persons participating in the meeting can hear each other and a Member participating by such means is deemed to be present at the meeting.

Proxy

- 10.11 There shall be no votes by proxy at a meeting of the Members except as provided for by the Directors.

ARTICLE 11

Borrowing Power and Execution of Documents

- 11.1 For the purpose of carrying out its objects, and subject to the Act, the Board may cause the Foundation from time to time to borrow money or charge, hypothecate, mortgage, or pledge any or all of the real or personal property of the Foundation to secure any liability of the Foundation. From time to time the Board may by resolution authorise any two Directors or Officers of the Foundation to make arrangements with respect to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof and as security given therefore generally to manage, transact, and settle the borrowing of money by the Foundation.
- 11.2 Contracts documents or any instruments in writing requiring the signature of the Foundation shall be signed by Officers or Directors in accordance with the current delegation of authority resolution of the Board of Directors. All contracts documents and instruments in writing properly executed shall be binding upon the Foundation. The Board shall have power, from time to time, by resolution to appoint an Officer or Officers or a Director or Directors on behalf of the Foundation to sign specific contracts, documents, and instruments in writing. The Board may give the Foundation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any securities for the purposes of transferring of and dealing with any securities of the Foundation. The seal of the Foundation when required may be affixed to the contracts, documents, and instruments in writing, signed as set out above, by any Officer or Officers or Directors or Directors appointed by resolution of the Board of Directors.

ARTICLE 12

Dissolution or Liquidation

- 12.1 Upon the dissolution, liquidation, or winding up of the Foundation, and after payment of all just debts and liabilities, all remaining property of the Foundation shall be transferred pursuant to the provisions of the Act as amended from time to time.

ARTICLE 13

Bylaws

- 13.1 The bylaws of the Foundation may only be rescinded or amended by a Special Resolution of the Members.

ARTICLE 14

Protection of Directors, Officers, and Others

Limitation of Liability

- 14.1 No Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on

behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage, or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Indemnity

- 14.2 Subject to any limitations contained in the Act, the Foundation shall indemnify and save harmless a Director or Officer, a former Director or Officer, or a person who acts or acted at the Foundation's request as a Director or Officer of a body corporate of which the Foundation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Foundation or any such body corporate) and his or her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Foundation or such body corporate if:
- a) he or she acted honestly and in good faith with a view to the best interests of the Foundation; and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable ground for believing that the conduct was lawful.

Insurance

- 14.3 Subject to any limitations contained in the Act, the Foundation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

ARTICLE 15

Notices

- 15.1 Any notice to be given or any delivery to be made herein shall be deemed to be well, sufficiently and duly given or made if:
- a) delivered in person;
 - b) sent by a regular mail from a post office or letterbox to any Member or Director to their current address as recorded on the books of the Foundation;
or
 - c) sent to that Member's directed electronic address shown on the register of Members by facsimile or electronic mail communication, or any other means of electronic communication capable of giving a permanent written record of the message.

Any notice or delivery so given or made shall be deemed to have been given or made and received on the day of delivery, if delivered in person as aforesaid,

any notice or delivery shall be deemed to have been given when deposited in a post office or public letterbox and a notice or delivery sent by any means of facsimile or electronic mail or other means of electronic communication shall be deemed to have been given when dispatched.

- 15.2 Based on information provided by a Member, the Secretary may change or cause to be changed the recorded address of any Member in accordance with information believed by the Secretary to be reliable.

ARTICLE 16

Investment

- 16.1 The Board of Directors shall have the power to invest the funds of the Foundation in such a manner and in such investments as from time to time seems advisable to it, if and so long as the investment is one which is authorized by The Trustee Act (Alberta) and amendments thereto for the investment of trust monies.
- 16.2 Any securities of the Foundation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Foundation signed by such Officers or Directors of the Foundation and in such manner as shall from time to time be determined by resolution.

ARTICLE 17

General

- 17.1 In these bylaws and in all other bylaws of the Foundation hereafter passed, unless the context otherwise requires, words importing the singular number of any gender shall include the plural number and the other gender as the case may be.
- 17.2 The seal of the Foundation shall remain in the custody of the Secretary and shall be affixed to the agreements and documents under the direction of the Board.
- 17.3 The Board shall cause all necessary books and records of the Foundation required by the Act of by any applicable statute to be regularly and properly kept.
- 17.4 These bylaws shall come into force when registered with the Registrar of Corporations as prescribed by the Act.