



By-Laws

Fondation Chelsea

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Date : Adoption of By-laws

CHAPTER I

INTRODUCTION

A. For the purposes of these by-laws the following definitions apply:

- a) "The Foundation" refers to "Fondation Chelsea" which may be designated by the term "Foundation"
- b) "Board" refers to the Board of Directors of the Foundation.
- c) "Member" refers to a person who meets the criteria and conditions listed herein.
- d) "Board members" refers to the members of the Board of Directors elected at an Annual General Meeting as per conditions listed herein.

B. Use of the masculine or feminine gender:

To facilitate reading and in the interest of clarity we have avoided as much as possible the use of the masculine/feminine combination in the drafting of the by-laws. Unless the text indicates otherwise, the articles of these by-laws apply to both genders equally.

C. Code Morin

The Code Morin details procedures for organizational meetings. It is the principal procedural code used in the province of Quebec.

GENERAL PROVISIONS

Article 1.1

Name

The Corporation is designated under the name FONDATION CHELSEA (referred to as "The Foundation" in this document)

Article 1.2

Head Office

The head office of the Foundation shall be located at the Centre Meredith Center, 23 Cecil Rd in Chelsea, Quebec.

Article 1.3

Language statement

In the case of divergence in interpretation as a result of a different word definition, the French interpretation will take precedence.

Article 1.4

Purpose

The Foundation is a non-profit charitable organization whose principal purpose is to promote sporting, recreational and socio-cultural activities in the municipality of Chelsea. The promotion of these activities is primarily achieved through the operation and management of the Meredith Center and associated infrastructure and lands.

Article 1.5

Objects

The reasons for which the Foundation is established are delineated in its letters patent, issued and sealed in Quebec on the 20th day of January, 1999 and registered on the 20th day of January, 1999 and in its supplementary letters patent issued and sealed in Quebec on the 8th day of July, 1999 and registered on the 8th day of July 1999, registration number 1148266241.

The Fondation Chelsea is a non-profit charitable organization whose principal object is to oversee the management of the Meredith Centre, a community center in Chelsea Québec, to offer a variety of programs, and to make the facilities available to the general public.

The Chelsea Foundation can receive donations, bequests, and other contributions of the same nature in money, securities, and real property; administer such donations, bequests and contributions; organize membership campaigns and fundraising events for the purpose of raising funds for charitable purposes.

These objects do not permit members or their successors to recover, in any way, the money that they have paid to the Foundation.

CHAPTER II

THE MEMBERSHIP

Article 2.1

Members

Membership shall be open to all persons who are residents of Chelsea, Quebec and who show support and interest in the objectives of the Foundation and meet the requirements of Article 2.2.

Article 2.2

Member Categories

There are four categories of membership in the Foundation:

- a) regular
- b) municipal
- c) life-time
- d) honorary

Article 2.2.1

Regular Members

The regular class of memberships in the Foundation shall be given automatically to all persons eighteen (18) years of age or older who meet the requirements of this part and who are residents of the Municipality of Chelsea or who are business owners operating a commercial enterprise in the Municipality of Chelsea.

Article 2.2.2

Municipal Members

The municipal class of membership shall be comprised of up to (three) 3 individuals named by the Municipality of Chelsea to sit on the foundation Board of Directors. The Municipality of Chelsea shall confirm in writing to the Foundation Secretary who these members shall be. The Municipality may revoke the membership of one of its members at any time. Membership fees shall be waived for this class of membership.

Article 2.2.3

Life-time Members

The life-time class of membership has been awarded to individuals and families who have donated a minimum of \$1,000 during the initial stages of fundraising to build the Meredith Centre. Life-time members are honored by a plaque commemorating the importance of their early contribution and their status as "Pioneer" or "Builder".

Annual membership fees shall be waived for this class of membership. Individuals and families holding life-time memberships shall have the right to only one vote at general assemblies and are entitled to all rights and privileges of regular members.

Article 2.2.4

Honorary Members

The Board may accord the status of "Honorary Member" to any individual who substantially supports the Foundation in pursuit of its objectives. Honorary members shall be entitled to all rights and privileges of the membership.

Article 2.3

Annual Fee

Fees may be collected by the Foundation for the sole purpose of achieving its objects. The annual membership fee is established by the Board of Directors. No member shall have the right to vote at any meeting of the members if his or her membership fees are not fully paid.

Article 2.4

Membership Termination

A person's membership may be rescinded if a resolution is passed by seventy-five percent (75%) of the members present at the Annual General Meeting stating that his or her membership shall be terminated.

The Board of Directors may suspend or terminate the membership of any individual whose conduct or activities may be seen as harmful to the Foundation, provided that the member has an adequate opportunity to explain his actions. The Board's decision will be final and without appeal.

Life-time memberships terminate upon the death of a lifetime member.

Article 2.5

Resignation of Members

Any member may withdraw from the Foundation by delivering to the Foundation a written resignation and lodging a copy of the same with the Secretary of the Foundation.

CHAPTER III

MEETINGS OF THE GENERAL MEMBERSHIP

Article 3.1 **Annual General Meeting**

The Annual General Meeting shall be held at a time, place and date chosen by the Board of Directors. This meeting shall be held before January 30th.

Article 3.1.1 **Notice of Annual General Meetings**

The notice of the Annual General Meeting may be delivered by regular mail or electronic mail by the Secretary to members of the Foundation at least 30 days prior to the meeting and must contain the following information:

- a) the agenda, the financial statements for the year ending and the budget for the next fiscal year.
- b) a description of the responsibilities of the officer positions held by members of the Executive Committee;
- c) any proposed amendments to the by-laws;
- d) any other documentation considered by the Board of Directors to be important.

Notice of the Annual General Meeting must be inserted by the Secretary in both the French and English local newspapers at least fourteen (14) days prior to the meeting date. The notice must indicate date, time and location of the meeting.

Article 3.1.2 **Responsibilities**

The Annual General Meeting has the responsibility to:

- a) consider reports and motions submitted to it and to decide whether to approve or reject them;
- b) elect the directors who form the Board of Directors of the Foundation;
- c) amend the existing constitution.

Article 3.2 **Special General Meetings**

A special general meeting may be called, further to a written request, signed by:

- a) at least three members of the Executive Committee, or
- b) quorum plus one of those present at a regular meeting of the Board of Directors,
or
- c) at least 15 members in good standing of the Foundation.

Article 3.2.1 **Notice of Special General Meetings**

The written request for the calling of a special general meeting must be delivered to the President.

A Special General Meeting shall take place on a date and at a time and place chosen by the Executive Committee within 30 days after receipt by the President of the request for such meeting.

The Secretary shall notify members through regular mail or electronic mail of the Special General Meeting to the members of the Foundation at least 7 days prior to the date of the meeting.

The notice of meeting shall include a copy of the request for the special general meeting and any other such documentation considered by the Board of Directors to be important.

Article 3.2.2 **Restrictions**

A Special General Meeting may only discuss those questions specified in the notice of the meeting.

Article 3.3 **Quorum**

A quorum for the Annual General Meeting and Special general meetings will consist of members present in good standing.

Article 3.4 **Vote**

Members in good standing of the Foundation have the right to vote at the Annual General Meeting and any Special General Meetings. Membership dues must be paid at least 30 days in advance of the Annual General Meeting or Special General Meeting. Proxy votes will not be allowed.

Article 3.5 **Minutes**

Minutes of all meetings of the general membership must be kept and made available to members upon request.

CHAPTER IV

THE BOARD OF DIRECTORS

Article 4.1 Composition of the Board of Directors

The Board of Directors consists of a minimum of 11 (eleven) and a maximum of 15 (fifteen) voting members and 2 (two) non-voting members.

Notwithstanding the election rules outlined in article 4.9, no more than 3 members of the Board of Directors will be appointed to serve by the Municipal Council of Chelsea. The Municipality of Chelsea will advise the Secretary of the Board of Directors of their appointees at least one month prior to the annual general meeting. Such appointments will be confirmed and announced publicly at the annual general meeting.

During an election year, the Municipality of Chelsea will name its members at the first municipal council meeting following the election and will transmit this information to the Secretary of the Foundation. The results of these nominations will be posted on the Foundation web-site and the Board of Directors list amended.

The General Director of the Meredith Center as well as the Past President of the Foundation Board, once his /her term as an elected member has ended, shall be appointed non-voting members.

The Board of Directors may invite regular members to participate in ad-hoc committees as needed. The nomination of these committee members will be approved by the Board of Directors.

Article 4.2 **Eligibility**

Voting members must be members in good standing with the Foundation and elected at the annual general meeting of the Foundation in accordance with the procedures for elections set forth in article 4.9. Board members representing the Municipality of Chelsea are appointed by the Municipality.

Article 4.3 **Nominating Committee**

A Nominating Committee of the Board shall be named by the President at least two months prior to the annual general meeting of the Foundation. No member of this committee shall be seeking re-election.

The nominating committee shall determine the positions slated for re-election and notify the public, secure the nominations for vacant board positions and will notify the candidates. The result of the nominating committee's deliberations and nominees for

the election to the Board of Directors shall be given to the President and the Secretary of the Board for inclusion in the notice to the members of the Association of the Annual General meeting.

Article 4.4

Commitments

A member of the Board of Directors:

- a) must have the firm intention of being involved in the Foundation and to work for the good of the people the Foundation has been created to serve;
- b) before joining the Board, must have reviewed his or her professional and family commitments and determined that he or she has the time necessary to devote to the responsibilities associated with membership;
- c) must feel bound by the objectives of the Foundation and agree to be bound by them in good faith;
- d) accept that they are bound to act in the best interests of the Foundation at all times;
- e) for the sake of clarity, any municipal appointee to the Board of Directors must conform with above sections a), b), c) and d).

Article 4.5

Confidentiality and Code of Conduct

Directors must agree to sign the Foundation's Oath of Office and Confidentiality Agreement and abide by the terms outlined in the Foundation's Code of Conduct.

Article 4.6

Disclosure

Directors shall disclose any potential conflict of interest between their personal affairs and the affairs of the Corporation.

Article 4.7

Powers and responsibilities

The Board of Directors is responsible for the oversight and strategic direction of the Foundation. It carries out the decisions made during the annual general meeting and all special general meetings and approves the general policies of the Foundation. Furthermore, the Board of Directors is mandated to oversee the business operations, including but not limited to the Meredith Center, associated lands and infrastructure, and the management of property of the Foundation.

Article 4.8

Terms of office

Unless the members of the Board of Directors are appointed by the Municipality as per article 4.1, they are to be elected for a period of two years and their mandate shall cease at the end of the Annual General Meeting two years after their election. The aggregate length of term of office for a Board member shall be no longer than six (6) consecutive years.

Article 4.8.1

Mid-term Vacancies

If a Board member position becomes vacant in the course of a fiscal year, the Board of Directors may fill the vacancy by choosing a new Board member from amongst the members in good standing of the Foundation. These temporary appointments will be ratified at the next general meeting.

If a municipality-appointed member of the Board of Directors resigns or becomes unable to perform his/her function for a period of more than six (6) months, the Municipality may replace this member on a temporary or permanent basis.

Article 4.9

Election to the Board of Directors

Eligibility: With the exception of those Board members who are appointed by the Municipality, to be eligible for election to the Board of Directors, an individual must be a member in good standing. A person having a paid up membership on the day of the AGM can be presented to the board by a member of the assembly.

Article 4.9.1

Preliminary procedure and responsibilities

The members of the election committee are the same as the nominating committee (outlined in article 4.3) from which an election chair and election secretary shall be named. If a vote is required during the annual general meeting, two scrutineers will be appointed by members present at the meeting. Scrutineers may not vote or be a candidate in the elections. The election chair and election secretary count the ballots. The scrutineers observe the counting of ballot papers, in order to check that election rules are followed.

Article 4.9.2

Nominations

- a) Once the election Chair has received notifications of options to continue from existing members of the Board of Directors, the election Chair shall advise the meeting of the number of positions on the Board of Directors that are open for elections;
- b) next, the election Chair shall open the floor to nominations of members of the Foundation wishing to run for election to the Board of Directors;
- c) all persons meeting the eligibility requirements for a Board member are eligible to run for election provided that their nomination by another member of the Foundation is received by the Secretary at least seven (7) days prior to the date of

the meeting.

- d) if not all positions are filled, nominations may be taken from the floor at the Annual General meeting.

Article 4.9.3

Voting

If the number of candidates exceeds the number of vacant positions, the election Chair must call a secret vote to fill the vacant positions. The election Chair shall, in the presence of the two scrutineers appointed by members present at the meeting, count the votes and declare elected those persons who obtain the greatest number of votes. In case of a tie vote for the final position, there shall be a second vote involving only the tied candidates.

Article 4.9.4

Remuneration

Board members shall not be entitled to receive remuneration for their services but they shall, however, be entitled to reimbursement of expenses incurred in the fulfillment of their duties as directors upon approval of the President.

Article 4.10

Resignation

A Board member and his/her position shall be automatically vacated if:

The Board member resigns by providing written notice of resignation to the Secretary, who is responsible for advising other members of the Board of Directors of the resignation. If a municipality-appointed member of the Board of Directors resigns, he/she must inform the Mayor.

Article 4.11

Discharge of Directors

A Board member and his/her position shall be automatically vacated if:

- a) the Board member fails to attend, without just cause, three (3) consecutive meetings;
- b) the Board of Directors may suspend or terminate the appointment of any Director whose conduct or activities may be seen as harmful to the Foundation, provided that the Director has an adequate opportunity to explain his actions. At a meeting of the Board of Directors called for such a purpose, a two-thirds (2/3) majority of the Board members present votes for a resolution that he or she be removed from office;
- c) on the death of the Board Member;
- d) a Director may be removed from office if a resolution to that effect is passed by seventy-five percent (75%) of the members present at a general meeting;
- e) officers who have been removed from the Board are not eligible for re-election to the Board.

CHAPTER V

MEETINGS OF THE BOARD OF DIRECTORS

Article 5.1 **Frequency of Meetings**

The Board of Directors shall meet at least four (4) times a year and will strive to meet monthly.

Article 5.2 **Notice of Meetings**

Notice of a meeting of the Board of Directors shall be given by telephone, in writing or by such other means of communication available to the recipient, such as facsimile or electronic mail, to all members of the Board at least three (3) days before the date set for the meeting.

Article 5.3 **Eligibility to Attend Meetings**

Meetings of the Board of Directors, as per article 5.1, shall be open to the public.

The President of the Board of Directors may declare an in camera session in which case the Secretary shall stop making a record of the proceedings for the duration of the in camera session. In camera sessions held during Board of Directors meetings are not open to the public or general membership.

Article 5.4 **Quorum**

A quorum for each meeting of the Board of Directors is fifty percent (50%) plus one of the voting members of the Board of Directors.

Article 5.5 **Decisions and Vote**

Each Director shall have one (1) vote.

A motion of the Board of Directors shall be approved upon a simple majority vote of those voting directors present at the meeting.

Voting will be by a show of hands, except when at least 50 per cent plus one of the directors request that the vote be by secret ballot.

In case of a tie vote, the President shall cast the deciding vote. Otherwise the President does not vote.

Article 5.6 **Minutes**

Minutes of all meetings must be kept and distributed to all Board members and to any member upon request.

CHAPTER VI
EXECUTIVE COMMITTEE

Article 6.1

Composition

The Executive Committee is made up of five (5) persons.

The officers who are members of the Executive Committee shall consist of the following:

- 1) President
- 2) First Vice-President
- 3) Second Vice-President (appointed by the Municipality)
- 4) Secretary
- 5) Treasurer

Article 6.2

Election of Officers

As soon as possible after the election of the Board of Directors, the Board shall hold a special meeting to elect, amongst its members, the members of the Executive Committee.

The procedure for elections will be as set forth in the Code Morin.

Article 6.3

Delegation of Power

In the case of absence, incapacity or any other reason judged sufficient by the Board of Directors, powers may be delegated to other Members of the Board by way of resolution of the Board of Directors.

Article 6.4

Duties and Responsibilities

In addition to the powers conferred upon them elsewhere in these by-laws, the Executive Committee shall have the following duties and responsibilities:

- a) oversee the day-to-day administration of the Foundation;
- b) carry out the responsibilities assigned to it by the Board of Directors;
- c) report to the Board of Directors, the annual general meeting and any special general meeting, on the activities, financial operations and projects of the Executive Committee.

Article 6.5

The President

The President presides over meetings and leads the discussions at the annual or special general meetings. In the event of a tie in voting, the President shall cast the deciding vote. Otherwise the President does not vote. The President carries out all other responsibilities set forth in the Constitution, signs minutes and, jointly with the treasurer, or other appointees, all cheques and other financial instruments of the Foundation. The President calls the Annual General Meeting, any Special General Meetings and all meetings of the Board of Directors.

Article 6.6

The Vice-Presidents

In the absence of the President, one or the other Vice-President, in order of their rank, shall exercise the same powers and responsibilities and play the same roles as the President and shall carry out such tasks as may be assigned to them by the President. At least one Vice-President shall be a Board Member appointed by the Municipality.

Article 6.7

The Secretary

The Secretary shall prepare all minutes of meetings and put in safe keeping such documents as may be assigned to his or her care by the Executive Committee or the Board of Directors. The Secretary is responsible to oversee all correspondence, including that related to the calling of meetings.

Article 6.8

The Treasurer

The Treasurer is responsible for the overall finances of the Foundation. At the request of the Board of Directors, the Treasurer shall ensure that all reports on the finances of the Foundation are submitted to the Board. The Treasurer shall ensure that an annual financial statement for the Foundation is prepared for the Annual General Meeting.

Article 6.9

The Term of the Officers

The members of the Executive Committee are elected for a two-year term ending at the annual general meeting closest to the second anniversary of their election.

Article 6.10

Resignation

An officer may resign from the Executive Committee by giving written notice of resignation to the members of the Board of Directors. If the officer is a Board member appointed by the Municipality, he/she must inform the Mayor.

Article 6.11

Vacancies

If a position of officer becomes vacant during a term, the President shall call a meeting of the Board of Directors to elect a replacement.

The procedure for the election shall be as set forth in Code Morin. If no one is prepared to stand for election, the position shall remain vacant until the end of the term.

CHAPTER VII

MEETINGS OF THE EXECUTIVE COMMITTEE

Article 7.1 **Frequency of Meetings**

The Executive Committee will meet as required.

Article 7.2 **Notice of Executive Committee Meetings**

The President shall call meetings of the Executive Committee.

Notice of each meeting of the Executive Committee shall be given by telephone, or in writing or by such other means of communication available to the applicable member, such as facsimile or electronic mail, at least three days before the date of the meeting.

Article 7.3 **Quorum**

A quorum of a meeting of the Executive Committee shall be three (3).

Article 7.4 **Vote**

Decisions of the Executive Committee shall be taken by majority vote of members present at the meeting.

CHAPTER VIII
BOARD FINANCIAL OPERATIONS

Article 8.1

Fiscal period

The fiscal period of the foundation will commence on October 1st and end on September 30th of the subsequent year.

Article 8.2

Appointments

The Board may appoint such agents as it shall deem necessary and such persons shall have such authority, perform such duties and receive compensation as shall be determined by the Board at the time of such appointment.

Article 8.3

Acquisitions

The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Foundation.

Article 8.4

Administration

Board members shall be responsible for the oversight of the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into as per its Letters Patent and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Foundation is by its character authorized to exercise.

Article 8.5

Expenditures

Board members shall have power to authorize expenditures on behalf of the Foundation and may delegate by resolution to an officer or officers of the Foundation. Board members shall have the power to approve expenditures. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of having such company administer the investments or other holdings of the Foundation and under such trust agreement the capital and interest may be made available for the benefit of promoting the objectives of the Foundation in accordance with such terms as the Board may determine.

CHAPTER IX INTERNAL

MANAGEMENT

Article 9.1 **Official Documents**

All official documents, other than day-to-day correspondence, must be signed by the President, or by persons specifically authorized by resolution of the Executive Committee or of the Board of Directors.

Article 9.2 **Assets and Monies**

The Foundation shall not spend any money or dispose of any assets for purposes unrelated to its objectives. In this regard, the Board of Directors may, by resolution, establish the procedures relating to the spending of money or the disposition of assets.

The Foundation may accept or reject donations, whether in cash or in-kind for the purposes of achieving its objectives. In this regard, the Board of Directors may, by resolution, establish procedures relating to the acceptance or rejection of donations.

Article 9.3 **Amendments to the By-laws**

The Constitution may be amended from time to time at an Annual General Meeting or a Special General Meeting, provided notice of the meeting makes specific reference to the proposed amendment to the Constitution.

To carry a motion to amend the constitution must have the support of at least 60% of the members in good standing present at the general meeting.

Article 9.4 **Board Committees**

In addition to the Executive Committee, the Board may appoint one or more ad hoc committees. The duties and terms of reference of such committees shall be determined by the Board.

Article 9.5 **Indemnity**

Each Board member shall be deemed to have assumed office with the express understanding, agreement and condition that Board members of the Foundation and his or her heirs, executors, administrators and estate and effects respectively shall be indemnified and save harmless out of the funds of the Foundation from and against all costs, charges and expenses whatsoever, which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made

and done or permitted by him or her in or about the execution of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Foundation, if the Board member: a) acted honestly and in good faith with a view to the best interests of the Foundation; and b) in the case of a civil, criminal or administrative action or proceedings that is enforced by a monetary penalty, had reasonable grounds to believe that such conduct was lawful.

Article 9.6

Conflict of Interest

A Board member shall not accept employment with the Foundation without resigning or taking a leave of absence from the Board.

A Board member who in any way, directly or indirectly, has a real or perceived personal interest which may result in any personal or financial gain, must declare such personal interest to the Board. This Board member cannot participate in any discussions by the Board related to this conflict of interest and cannot be present at the meeting when this agenda item is being discussed. This Board member may not vote on this item.

Family members of a Board member may seek and accept employment with the Foundation. The applicant will be required to observe the normal competition process. The Board member must declare a conflict of interest and leave the discussion when dealing with the employ of the family applicant or any other human resource issues.

Article 9.7

Auditors

The members shall, at each annual general meeting of members appoint an auditor to audit the accounts of the Foundation. Such auditor shall hold office until the next Annual General meeting provided that the directors may fill any causal vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Article 9.8

Books and Records

The Board of Directors, specifically the Treasurer and Secretary, shall ensure that all necessary books and records of the Foundation required by its by-laws or by an applicable statute or law are regularly and properly kept. All meetings will be governed by the Code Morin unless otherwise provided for in the by-laws.

Article 9.9

Dissolution

Should the Fondation Chelsea legally dissolve, the accumulated funds and properties (immovable and movable) shall be transferred as per its Letters Patent (article 1.5).

Fondation Chelsea By-laws

First Adopted September 15, 1998

Executive at time of the most recent amendment:

November 28th 2013

Peter Sudermann
President

Robert Vandenberg
First Vice-president

Charlotte Laforest
Second Vice-President

Marc Desjardins
Treasurer

Charlotte Laforest
Interim Secretary

FONDATION CHELSEA FOUNDATION

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