



BY-LAWS

As Approved at Annual General Meeting, June 2022

BY-LAW NO. 1

A By-Law relating generally to the regulation of the business and affairs of THE CHILDREN'S HOSPITAL FOUNDATION OF MANITOBA INC.

BE IT AND IT IS HEREBY ENACTED as a By-Law of THE CHILDREN'S HOSPITAL FOUNDATION OF MANITOBA INC. (hereinafter referred to as the "Foundation") that all previous by-laws of the Foundation are hereby repealed and the following be enacted in substitution therefore:

HEAD OFFICE

1. The head office or principal office of the Foundation shall be at the City of Winnipeg, in the Province of Manitoba, at such place therein as the Directors may from time to time by resolution determine.

MISSION STATEMENT

2. The mission of the Foundation is to be an independent agency whose purpose is to raise and distribute funds for the advancement of knowledge and care in the fields of child health and child health research and thereby, to contribute to the improved health of children everywhere.

INTERPRETATION

3. In this By-Law and all other By-Laws of the Foundation unless the context otherwise specifies or requires:
 - a. "Act" or "the Corporations Act" means The Corporations Act (Manitoba) or any Act substituted therefore as amended from time to time, but references will be to the Act and Amendments thereto in force at each relevant time.
 - b. "Annual Meeting" means the annual meeting of the Members as described and provided by Section 44 of this By-law.
 - c. "Articles" means the Articles of Incorporation of the Foundation as from time to time amended, supplemented or restated and as the term articles are more particularly defined in the Act.
 - d. "Board" means the board of Directors of the Foundation.
 - e. "Board Meeting" means a duly constituted meeting of the Board.

- f. "By-law" means this by-law and all other by-laws of the Foundation from time-to-time in force and effect.
 - g. "Chair" means the chair of the Board;
 - h. "Director" means a director of the Foundation.
 - i. "Fiscal Year" means the period provided for in Section 60 of this By-law.
 - j. "Member" means an individual who meets the eligibility and qualifications of membership as set out in Section 41 of this By-law.
 - k. "Resolution" means an Ordinary Resolution or a Special Resolution.
 - l. "Ordinary Resolution" means a resolution passed by no less than fifty-one (51%) percent of the persons eligible to vote and who are present at a duly constituted meeting.
 - m. "Special Resolution" means a resolution passed by no less sixty-five than (65%) percent of the persons eligible to vote present at a duly constituted meeting.
4. In this By-law and in all other By-laws of the Foundation hereafter passed, unless the context otherwise requires:
- a. The singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine.
 - b. References to persons will include firms, partnerships, trusts, corporations, organizations, associations, foundations and charities.
 - c. Reference in any By-law or any Resolution of the Foundation to any By-law, statute or section thereof, will be deemed to extend and apply to any amendment or re-enactment of such By-law, statute or section thereof as the case may be.
 - d. The division of this By-Law into sections, the insertion of headings and the provision of a table of contents is for convenience.
 - e. All terms which are contained in the By-Laws of the Foundation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

DIRECTORS

5. Power:

- a. The Directors shall:
 - i. direct the management of the affairs and business of the Foundation;
 - ii. exercise all the rights, powers and privileges of the Foundation; and do all the acts and things that the Foundation may exercise and do, and which are not by these the By-laws, the Articles or by statute or otherwise lawfully directed or required to be exercised or done by the meeting of the Members.
- b. The Directors may prescribe such policies, directives, rules and regulations not otherwise inconsistent with the Act, the Articles and the By-laws, relating to management and operations which they deem expedient.

6. Number:

Subject to the provisions of the Articles and until changed by Special Resolution, the management of the business and affairs of the Foundation shall be directed by a Board consisting of a minimum of six (6) and not more than forty (40) Directors.

7. Qualifications:

To qualify as a Director a person:

- a. shall have attained the age eighteen (18) years of age;
- b. may not be an undischarged bankrupt;
- c. may not be an employee of the Foundation.

8. Composition:

Subject to the provisions of Section 7 of this Bylaw, the Board shall be composed of the following persons:

- a. The past Chair of the Foundation;

- b. The Chair of The Children's Hospital Guild of Manitoba during her/his term of office or any other representative designated by the Guild.
- c. The Chair of the Board of Directors of the Manitoba Institute of Child Health Inc., or any other representative designated by the Manitoba Institute of Child Health Inc.;
- d. Two (2) Directors appointed by the Head of the Department of Pediatrics and Child Health
- e. The Director of Patient Services for Children's Hospital who shall be an *ex-officio* member but without voting privileges;
- f. The Chief Executive Officer of the Foundation who shall be an *ex-officio* member but without voting privileges;
- g. The Chief Operating Officer of the Health Sciences Centre who shall be an *ex-officio* member but without voting privileges;
- h. The Head of the Department of Pediatrics and Child Health who shall be an *ex-officio* member but without voting privileges;
- i. The CEO & Scientific Director of the Manitoba Institute of Child Health who shall be an *ex-officio* member but without voting privileges;
- j. Other Directors elected by the Members of the Foundation at the Annual Meeting.

In the event that an organization or body appointing a Director ceases to exist then the office of such Director shall be elected pursuant to the provisions of Section 13 of this By-law.

9. Term of Office:

Subject to the provisions of the Articles and the Act, a Director's term of office shall be for three (3) years from the date of the meeting at which he/she was elected or appointed. A Director shall be eligible to serve for a maximum of three (3) consecutive terms unless he/she is elected to serve as an Officer of the Foundation or to assume the role of Chair of one of the Foundation's standing committees, the Advisory Council or the Manitoba Institute of Child Health Inc. Board of Directors.

10. Vacating of Office:

The office of a Director shall be vacated immediately if:

- a. the Director becomes bankrupt or a receiving order is made against them or they make an assignment under the Bankrupt and Insolvency Act (Canada), or any statute that may be substituted therefore;
- b. an order is made declaring the Director to be a mentally incompetent person or incapable of managing their own affairs;
- c. by notice in writing to the Secretary of the Foundation the Director resigns their office and such resignation becomes effective on the later of the time it is received by the Secretary of the Foundation and the time specified in the said notice;
- d. the Director is absent from three (3) consecutive Board Meetings or one third of the meetings during a Fiscal Year without prior approval of the majority of the balance of the Directors;
- e. the Director is sentenced to serve time in prison in relation to a crime involving a breach of trust, or a matter involving property;
- f. the Director becomes an employee by the Foundation; or
- g. the Director dies.

11. Removal of Directors:

The Members may by Special Resolution passed at a meeting of the Members at which the vote on the Special Resolution to remove the Director was specified in the notice of the said meeting, remove any Director before the expiration of their term of office and may by a majority of the votes cast at such meeting, elect any person in their stead for the remainder of their term.

12. Filling Vacancy:

Subject to the provisions of the Act, a quorum of Directors may fill any vacancy in the Board and any Director appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

13. Election:

Directors shall be elected by the members at meetings of Members on a show of hands unless a ballot is demanded, in which case such election shall be by ballot. In the case of an equality of votes, the Chair shall not have a second or casting vote.

14. Executive Committee:

The Directors may appoint from among their number a committee of Directors known as the Executive Committee and, subject to Section 110 of the Act, may delegate to the Executive Committee any of the powers of the Directors.

15. Composition of the Executive Committee:

The composition of the Executive Committee shall consist of:

- a. the Chair;
- b. the Vice-Chair;
- c. the Past Chair;
- d. the Chair – Finance; and
- e. the Chief Executive Officer of the Foundation who shall be an *ex-officio* member but without voting privileges;

and may include any of the following:

- f. the Chair – Investment when he/she is also a Director;
- g. the Chair - Marketing & Communications;
- h. the Chair – Development;
- i. the Chair – Human Resources;
- j. the Secretary;
- k. the Chair of the Board of Directors of the Manitoba Institute of Child Health Inc., or any other representative designated by the Manitoba Institute of Child Health Inc. from time to time; and

16. Meetings of the Executive Committee:

The Executive Committee shall meet on an as needed basis to deal with the business and affairs of the Foundation.

17. Other Committees:

- a. In addition to the Executive Committee, the board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes, including any of the following committees:
 - i. Finance Committee;
 - ii. Marketing & Communications Committee;
 - iii. Child Health Advisory Committee;
 - iv. Development Committee;
 - v. Investment Committee;
 - vi. Human Resources Committee; and
 - vii. Nominating & Governance Committee.
- b. Subject to the Act, any such committee shall have such powers as the Board shall see fit
- c. The members of each committee shall be appointed by the Board from among its members and the Board may also appoint individuals to serve on committees who are not members of the Board. Members of committees shall hold office at the pleasure of the Board until the next Annual Meeting.
- d. Each committee of the Foundation shall develop its own terms of reference for approval by the Board.
- e. The Chair shall serve as an *ex-officio* member of all committees, without voting privileges, except for the Executive Committee at whose meeting the Chair shall have voting privileges.

MEETINGS OF DIRECTORS

18. Place of Meetings:

Meetings of the Board, the Executive Committee and any other committees of the Foundation shall be held in Manitoba or elsewhere as the Directors may from time to time by Ordinary Resolution determine.

19. Frequency of Meetings:

The Board shall meet a minimum of six (6) times per year.

20. Notice:

A meeting of Directors may be convened by the Chair or any two (2) Directors at any time. The Secretary, when directed or authorized by the Chair or any two (2) Directors, shall convene a meeting of Directors. Subject to Section 109(5) of the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in Section 45 of this By-Law not less than five (5) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided that a Director may in any manner waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

21. Quorum:

A majority of the Board shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. No business shall be transacted at a meeting of Directors unless a quorum of the Board is present. In the event there is less than a quorum of Directors present, the Directors shall have the power to adjourn the meeting from time to time until a quorum can be assembled.

22. Telephone participation:

A Director may, if all of the Directors agree, participate in a meeting of Directors or the Executive Committee, or any committee of the Foundation by means of such telephone or other communications 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 that meeting.

23. Voting:

Questions arising at any meeting of the Board shall be decided by a majority of votes. In the event of an equality of votes, the chairperson of the meeting shall not have a second or casting vote.

24. Resolution in lieu of meeting:

Notwithstanding any of the foregoing provisions of this By-Law, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or the Executive Committee or any other committee of the Foundation is as valid as if it had been passed at a meeting of the Directors or the Executive or other committee as the case may be and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

REMUNERATION OF DIRECTORS

25. The Directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Foundation.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

26. The Board in its discretion may submit any contract, act or transmission for approval or ratification at any Annual Meeting or at any special meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 115 of the Act, any such contract, act or transmission that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Articles or by any other By-Law) shall be as valid and as binding upon the Foundation and upon all the members as though it had been approved, ratified or confirmed by every member of the Foundation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

27. Conflict of Interest:

Where a Director has a conflict of interest, that conflict shall be declared and the Director shall withdraw from that part of the meeting and refrain from voting on the issue. Any such withdrawal will not affect the quorum for that part of the meeting.

28. Limit of Liability:

- a. Except as otherwise provided in the Act, no Director or officer for the time being of the Foundation shall be liable for:
 - i. the acts, conduct, neglects or defaults of any other Director or officer or employee;

- ii. for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by the Foundation or for or on behalf of the Foundation;
 - iii. for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation shall be placed out or invested;
 - iv. for any loss or damage arising to the Foundation from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;
 - v. for any loss, conversion, misapplication or misappropriation to the property of the Foundation;
 - vi. any damage resulting from any dealing with any moneys, securities or other assets belonging to the Foundation; or
 - vii. any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his failure to exercise the powers and to discharge the duties of her/his office honestly and in good faith with a view to the best interests of the Foundation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b. The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Foundation, except such as shall have been submitted to and authorized or approved by the Board.
- c. If any Director or officer of the Foundation shall perform services for the Foundation otherwise than as a Director or officer of a body corporate which performs services for the Foundation, the fact of his/her being a Director or officer of the Foundation shall not disentitle such Director or officer or such firm or body corporate as the case may be, from receiving proper remuneration for such services so long as a conflict was declared pursuant to Section 27 of this Bylaw.

INDEMNITIES TO DIRECTORS AND OFFICERS

29. Indemnity:

Subject to Section 119 of the Act, every Director and officer of the Foundation and his/her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Foundation from and against:

- a. all costs, charges and expenses reasonably incurred by him/her in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and
- b. all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the Foundation.

30. Insurance:

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

OFFICERS

31. Appointment:

The Board shall annually at the Board Meeting immediately following the Annual Meeting or more often as may be required appoint:

- a. a Chair who shall act as chairperson of the board.
- b. a Past-Chair;
- c. a Vice-Chair every second year who shall assume the role of Chair at the conclusion of his/her term as Vice-Chair;
- d. a Chair – Finance who shall also act as Treasurer of the Foundation;
- e. a Chair – Development;
- f. a Chair – Human Resources;
- g. a Chair - Marketing & Communications;
- h. a Chair - Nominating & Governance; and
- i. a Secretary.

The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

32. Term of Office:

The term of an office for an officer of the Foundation shall be limited to three (3) consecutive two year terms. An extension may be granted, if necessary, to allow the past Chair or any of the Standing Committee Chairs to complete their terms of office.

33. Remuneration:

The officers as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Foundation.

34. Powers and Duties:

All officers of the Foundation shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

35. Duties may be delegated:

In case of the absence or inability to act of any officer of the Foundation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

36. Chair of the Board:

The Chair shall act as chairperson of the Board and shall, when present, preside at all meetings of the Board and the Executive Committee of Directors. In the absence of the Chair, the Vice-Chair can preside over a meeting of the Board or Executive Committee. In the circumstance where there is no Vice-Chair, the Past Chair can preside over a meeting of the Board or the Executive Committee.

37. Secretary:

The Secretary shall give or cause to be given notices for all meetings of the Board, meetings of the Executive Committee, and shall have charge of the minute books of the Foundation and of the records (other than accounting records) referred to in Section 20 of the Act. The Secretary shall keep or cause to be kept records containing:

- a. a copy of the Articles and By-Laws of the Foundation and all amendments thereto and a copy of any preliminary memorandum of agreement;
- b. Minutes of meeting and resolutions of the Members, Directors and any committee of the Foundation
- c. the names, addresses and other occupations, if any, of all persons who are or have been Directors with the several dates on which each became or ceased to be a Director; and
- d. the names, addresses and other occupations, if any, of all persons who are or have been Members.

38. Chair - Finance:

Subject to the provisions of any resolution of the Board, the Chair - Finance shall act as the Treasurer of the Foundation and shall have the care and custody of all the funds of the Foundation and shall deposit the same in the name of the Foundation in such bank or banks or with such other depository or depositories as the Board may direct. He/she may be required to give such bond for the faithful performance of his/her duties as the Board in its uncontrolled discretion may require but no Director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Foundation to receive any indemnity thereby provided.

39. Chief Executive Officer:

The Board may from time to time appoint a Chief Executive Officer, and delegate to him/her such power and authority to manage and direct the business and affairs of the Foundation (except such matters as must be dealt with by the Board or by the members of the Foundation at a meeting of members) and to employ and discharge agents and employees of the Foundation as the Board considers desirable. The Chief Executive Officer shall conform to all lawful orders given to him/her by the Board and shall, at all reasonable times, give to the Directors or any of them all information they may require regarding the affairs of the Foundation. Any agent or employee appointed by the Chief Executive Officer shall be subject to discharge by the Board.

40. Vacancies:

If the office of any officer of the Foundation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by Ordinary Resolution shall, in the case of the Chair or the Secretary or the Chair of Finance, and may, in the case of any other office, appoint a person to fill such vacancy.

MEMBERSHIP

41. Eligibility:

Directors shall be deemed to be Members during their term of office. In addition to its Directors, the Foundation shall have the following classes of membership:

- a. General Members - the general members of the Foundation shall be comprised of the membership of The Children's Hospital Guild of Manitoba,
- b. Ordinary Members – persons whose membership has been approved by the Board; and
- c. Honorary Life Members - the Board may grant an honorary life membership to any person whom the board believes has made a significant contribution to child health through involvement with the Foundation and its activities.

42. Advisory Council:

The Members shall annually at their Annual Meeting elect an Advisory Council, consisting of such persons as may be deemed appropriate, with the purpose of advising the Board generally on the affairs of the Foundation, and assisting in the fundraising activities of the Foundation. Appointees to the Advisory Council shall serve for a period of two (2) years and may be subject to re-appointment for further two (2) year terms. Advisory Council members serve without a vote except at annual meetings.

43. Termination of Membership:

Membership in the Foundation may be terminated voluntarily by a Member giving written notice of termination to the Directors. Membership in the Foundation may also be terminated by a majority vote of the Members at any general meeting.

44. Annual Meeting:

Subject to the provisions of Sections 126 and 127 of the Act, the Annual Meeting shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Manitoba.

45. Special Meetings:

Special meetings of the Members may be convened by order of the Chair or Vice-Chair of the Board, or by the Board at any date and time and at any place within Manitoba.

46. Notice:

A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each Member entitled to vote at such meeting and on each Director in the manner specified in Section 55 of this By-Law, not less than twenty-one (21) days or more than fifty (50) days (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state:

- a. the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and
- b. the text of any special resolution to be submitted to the meeting.

Such notice shall also be given in like manner to the auditor of the Foundation at his/her business address unless the members of the Foundation have not appointed an auditor in accordance with a resolution to that effect pursuant to Section 157 of the Act.

47. Waiver of Notice:

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

48. Omission of Notice:

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members, Director or Directors or the auditor or accountant of the Foundation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

49. Votes:

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot. The chairperson of the meeting shall not have a second or casting vote. In the event of an equality of votes on a motion, the chairperson shall declare the motion defeated. At any meeting unless a ballot is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority shall be conclusive evidence of the fact.

50. Proxy Voting:

At all meetings of Members, each Member present in person shall be entitled to one (1) vote. There shall be no proxy voting.

51. Secret Ballot:

A ballot may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting.

52. Adjournment:

The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

53. Quorum:

A quorum at any meeting of Members (unless a greater number of persons are required to be present by the Act or by the articles or any other By-Law) shall be persons present not being less than eleven (11) in number. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the opening of a meeting of Members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

54. Resolution in lieu of meeting:

Notwithstanding any of the foregoing provisions of this By-Law, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the members is, subject to Section 136 of the Act, as valid as if it had been passed at a meeting of the members.

NOTICES

55. Service:

Any notice or other document required by the Act, the regulations, the articles or the By-Laws to be sent to any Member or Director or to the auditor or accountant of the Foundation shall be delivered personally or sent by prepaid mail or by telegram or cable or telex or email to any such person at his/her latest address as shown in the records of the Foundation; provided

always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this Section and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he/she informs the Foundation in writing of his/her new address.

56. Signature on notices:

The signature of any Director or officer of the Foundation on any notice or document to be given by the Foundation may be written, stamped, typewritten or printed or partly written.

CHEQUES, DRAFTS AND NOTES

57. All cheques, drafts or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Foundation, and in such manner as the Board may from time to time designate by resolution.

EXECUTION OF INSTRUMENTS

58. Contracts, documents or instruments in writing requiring the signature of the Foundation may be signed by:

- a. the Chair, or the Vice-Chair of the Foundation, together with the Secretary; or
- b. any two (2) Directors,

and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons, on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

59. Corporate Seal:

The corporate seal of the Foundation, an impression of which is stamped on the margin hereof shall be the corporate seal of the Foundation provided however, that the Directors may by ordinary resolution from time to time adopt another seal as the seal of the Foundation. The corporate seal of the Foundation may be affixed to contracts, documents and instruments in writing signed in the manner specified in Section 58 of this Bylaw or by any officer or officers, person or persons appointed by resolution of the Board, but any such contract, document or

instrument is not invalid merely because the corporate seal of the Foundation is not affixed thereto.

FINANCIAL YEAR

60. The fiscal year of the Foundation shall end on the 31st day of March in each year.

DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE FOUNDATION

61. Any profits which may accrue to the Foundation during the time it is in operation shall be used for the purposes of the Foundation as the Directors may see fit. In the event of the winding up of the affairs of the Foundation, all the assets of the Foundation, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be used for the purpose of the advancement of knowledge and care in the fields of child health and child health research through donation to some other charitable organization in Manitoba or other province or territory of Canada to be designated by the members of a special meeting of members duly called for that purpose.

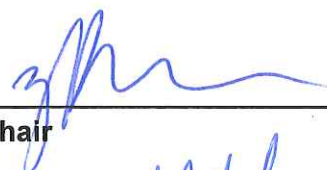
AMENDMENTS

62. Amendment of By-law

This By-law may be amended, repealed or replaced at any meeting of members duly convened for the purpose of considering such amendment, repeal or replacement and attended by 30 or more members, by an affirmative vote of two-thirds of the members present thereat.

STATEMENT OF APPROVAL

63. These By-Laws approved at the annual general meeting of the Foundation held on June 22, 2022.



Chair



Secretary