

THE HAROLD INNIS FOUNDATION

BY-LAW NO. 1

By-law No. 1 being a by-law to regulate the affairs of the Foundation.

BE IT ENACTED as a by-law of The Harold Innis Foundation (hereinafter referred to as "the Foundation") as follows:

1. HEAD OFFICE

The Head Office of the Foundation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Foundation.

3. BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by a board of fifteen directors, each of whom shall be a member of the Foundation or if not a member at the time of his or her election, within ten days thereafter.

1. There shall be five ex officio directors, to wit, the persons from time to time holding the following offices:

Principal of Innis College of the University of Toronto;

A student representative of Innis College Council;

A staff representative of Innis College Council;

A representative of the Innis College Student Society;

A representative of the Innis College Alumni Association.

2. There shall be ten elected directors. Each elected director shall hold office until his or her successor shall have been elected and qualified. Elected directors shall be eligible for re-election if otherwise qualified. Election may be by show of hands unless a ballot be demanded by any member. The members of the Foundation may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has

been given, remove any elected director before the expiration of his or her term of office, and may, by a majority of votes cast at that meeting, elect another member in his or her stead for the remainder of his or her term.

4. VACANCIES, BOARD OF DIRECTORS

Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Foundation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

5. QUORUM AND MEETINGS, BOARD OF DIRECTORS

Six of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or faxed to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Foundation. The directors may consider or transact any business either special or general at any meeting of the Board.

## 6. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had taken or had thereat.

## 7. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by a director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his or her duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

## 8. POWERS

The directors of the Foundation may administer 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 and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Foundation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

9. REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

10. OFFICERS OF CORPORATION

There shall be a President, a Vice-President, a Secretary and a Treasurer in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Foundation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

11. DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Foundation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Foundation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws.

During the absence or inability of the President to act, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President to act shall be presumed with reference thereto.

12. DUTIES OF SECRETARY

The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices

required to be given to members and to directors. He or she shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation which he or she shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

13. DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Foundation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Foundation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Foundation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

14. OTHER OFFICERS AND COMMITTEES

The duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

There shall be such committees as may be appointed and with such duties as the Board of Directors from time to time may direct.

15. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Foundation shall be signed by either the President or Vice-President and by the Secretary or another director, and the seal of the Foundation shall be affixed to such instruments as require the same.

Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Foundation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Foundation may or shall be executed.

#### 16. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute or law are regularly and properly kept.

#### 17. FOR THE PROTECTION OF DIRECTORS

Every director or officer of the Foundation and his or her heirs executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- (a) all costs, charges and expenses whatsoever which such director or officer 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, done or permitted by him or her, in or about the execution of the duties of his or her office;

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

18.

No director or officer for the time being of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipts or 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 by order of the board of directors 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 or belonging to the Foundation shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Foundation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful act or default.

19.

#### MEMBERSHIP

The membership shall consist of the applicants for the incorporation of the Foundation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.

The Principal of Innis College of the University of Toronto shall be an ex officio member of the Foundation and upon ceasing to hold such office shall cease to be a member of the Foundation.

There shall be three classes of members in the Foundation, namely, honorary members, sustaining members and annual members.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

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In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Foundation prior to acceptance of his or her resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his or her admission as a member.

The directors may suspend or expel members for conduct considered by them to be detrimental to the objects of the Foundation and any member so expelled shall cease to be member of the Foundation and the Secretary shall notify in writing any member expelled of his or her expulsion.

20.

## DUES

Membership fees shall be as follows:

Honorary Membership	No fee
Annual Membership	\$10.00
Sustaining Membership	\$250.00

Changes in the fees shall be made only by unanimous vote of the directors confirmed by a vote of the members at an annual or special meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Foundation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

21.

## ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Foundation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

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 auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or fax five days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Foundation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Foundation at annual or general meetings may transact.

22. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Foundation.

23. ADJOURNMENTS

Any meetings of the Foundation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

24. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than seven members present in person or represented by proxy; provided that in no case shall any meeting be held unless there are two members present in person.

## 25. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Foundation, each member of the Foundation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Foundation unless he or she has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Foundation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

## 26. FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Foundation shall terminate on the thirtieth day of June in each year.

## 27. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone

endorse notes and drafts for collection on account of the Foundation through its bankers, and endorse notes and cheques for deposit with the Foundation's bankers for the credit of the Foundation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

28. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Foundation shall be deposited for safekeeping with one or more bankers, 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 officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

29. NOTICE

Whenever under the provisions of the by-laws of the Foundation, notice is required to be given, such notice may be given either personally or faxed or by depositing same in a post office or public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or her or their address as the same appears on the books of the Foundation. For the purpose of sending any notice the address of any member, director or officer shall be his or her last address as recorded on the books of the Foundation.

30. BORROWING

The directors may from time to time

(a) borrow money on the credit of the Foundation; or

- (b) issue, sell or pledge securities of the Foundation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation.

From time to time the directors may authorize any director, officer or employee of the Foundation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Foundation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.

31.

#### INTERPRETATION

In these by-laws and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations.

Amended by the Foundation and sealed with the corporate seal this 20th day of September 1989.

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President

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Secretary

THE HAROLD INNIS FOUNDATION

(in this by-law referred to as "the Company")

BY-LAW no. 2

RESPECTING THE BORROWING OF MONEY BY THE COMPANY

WHEREAS it may be necessary for the purposes of the Company to borrow money on the credit of the Company from time to time.

THEREFORE BE IT ENACTED by the Directors of the Harold Innis Foundation, as a by-law thereof:

1. That the Directors of the Company be and they are hereby authorized to borrow moneys from time to time from the lender upon the credit of the Company in such amounts as they deem proper and by way of overdraft or otherwise.
2. That any promissory notes or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Company by the officer or officers of the Company authorized from time to time to sign negotiable instruments in its behalf and granted to said lender for the moneys so borrowed and interest thereof as may be agreed upon, shall be binding upon the Company.
3. That the Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of the Company as security for all or any moneys borrowed by the Company from the lender or any other liability of the Company to the lender, and any such mortgage, hypothecation or pledge shall be valid and binding upon the Company if signed by any of the officers authorized to sign negotiable instruments on the Company's behalf.
4. All contracts, deeds, grants, assurances and documents reasonably required by said the lender or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Company, and when necessary the Seal of the Company shall be affixed thereto.

5. This by-law when sanctioned by the members shall be irrevocable until a by-law repealing the same shall have been confirmed or sanctioned by the members and copy thereof duly certified under the Seal of the Company delivered to the said lender, and meanwhile all the powers and authorities hereby conferred shall continue in force.

Amended by the Foundation and sealed with the corporate seal  
this 20th day of September 1989.

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President

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Secretary