

Letters Patent
Incorporating

The Friends of Glendon College

Dated: 29th January, 1971.
Recorded: 23rd March, 1971.
Film 275 Document 163

For Deputy Registrar General of Canada.

Canada

By the Minister of Consumer and Corporate Affairs.

To all to whom these presents shall come, or whom the same may in anywise concern,

Greeting:

Whereas, in and by Part II of the Canada Corporations Act, it is, amongst other things, in effect enacted that the Minister of Consumer and Corporate Affairs may by letters patent under his seal of office grant a charter to any number of persons not being fewer than three (3) who, having complied with the requirements of the said Act, apply therefore, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefore establishing to the satisfaction of the Minister of Consumer and Corporate Affairs due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND...

AND WHEREAS ROGER EDWARD CANNON, IRVING MARTIN ABELLA, CYRIL PILLEY and JOAN BROWN have made application for a charter under the said Act, constituting them and such others as may become members in the corporation thereby created a body corporate and politic under the name of THE FRIENDS OF GLENDON COLLEGE for the objects hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Consumer and Corporate Affairs, under the authority of the said Act, does, by these letters patent, constitute the said ROGER EDWARD GANNON, IRVING MARTIN ABELLA, CYRIL PILLEY and JOAN BROWN and all others who may become members in the Corporation a body corporate and politic without share capital under the name of THE FRIENDS OF GLENDON COLLEGE with all the rights and powers conferred by the said Act, and for the following objects, namely:-

to promote the interests of Glendon College and to take such steps and proceedings as may be deemed expedient in that behalf, in particular to establish, undertake, superintend and administer a fund for scholarship in such manner as the Corporation may determine.

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

The head office of the Corporation will be situate in the Municipality of Metropolitan Toronto, in the Province of Ontario.

The said ROGER EDWARD GANNON, IRVING MARTIN ABELLA, CYRIL PILLEY and JOHN BROWN are to be the first directors of the Corporation.

And, in accordance with the provisions of section 63 of the said Act, it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in such by-law.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs at Ottawa this twenty-ninth day of January, one thousand nine hundred and seventy-one.

for the Minister of Consumer and Corporate Affairs.

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE
BUSINESS AND AFFAIRS OF

THE FRIENDS OF GLENDON COLLEGE

BOARD OF DIRECTORS

1. The property and business of the Corporation shall be managed by a Board of not fewer than three, and not more than twenty Directors, each of whom, at the time of his election, or within ten days thereafter, and throughout his term of office, shall be a member of the Corporation. A majority of the Directors shall constitute a quorum.
2. Directors shall be eligible for re-election at the Annual Meeting.
3. The members of the Corporation may, by resolution passed by at least two-thirds of the members present at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
4. 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 Corporation, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next Annual Meeting of the members at which Directors 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.
5. A majority 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 of 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 telegraphed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The statutory declaration to 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 Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE,
BOARD OF DIRECTORS

6. 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 any may ratify and approve of any or all proceedings taken or had thereat.
7. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A director shall hold office until the next Annual Meeting of members following his election or appointment. The election of Directors may be by a show of hands unless a ballot be demanded by any member.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any Meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any 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 duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

POWERS

9. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation 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 Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

10. The Directors shall receive no remuneration for acting as such.
11. The Directors may accept donations, gifts, legacies and bequests on behalf of the Corporation. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

OFFICERS

12. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and such other Officers as the Board of Directors may by by-law determine. The Officers of Secretary and Treasurer may be held by the same person.
13. The Officers shall be elected by the members from among their number at the Annual Meeting of members, provided that in default of such election, the then incumbents shall hold office until their successors are elected. In the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board. All Officers shall be at least twenty-one years of age. The voting shall be by secret ballot and a candidate wins by a simple plurality.
14. The Officers of the Corporation shall hold office for one year and until their successors are elected or appointed in their stead.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

15. The President shall, when present, preside at all meetings of the members of the Corporation 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 Corporation. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his 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 shall be presumed with reference thereto.

DUTIES OF SECRETARY

16. The Secretary 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 shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of

Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

17. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account which shall be subject to inspection of Council or any member of the same at any time, and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, or in accordance with the direction of the contributors when funds were contributed with specific instructions as to their disposition, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings therefore or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors including the annual publication of a complete financial statement, and the annual audit of the books of the Corporation.

EXECUTION OF DOCUMENTS

18. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary or Treasurer. The Directors shall have power from time to time by by-law to appoint an Officer or Officers, including a attorney or attorneys, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an Officer or Officers appointed by resolution of the Board of Directors.
Notwithstanding any provisions to the contrary, contained in the by-laws of the Corporation, 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 obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

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

MEMBERSHIP

20. Membership in the Corporation shall be open to all faculty members and alumni of Glendon College. Any other member of the community who subscribes to the aims and ideals of the Corporation is eligible to become a member, subject to the approval of the Board of Directors.
21. Any members may be required to resign by a vote of two-thirds of the members at an Annual Meeting. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
22. 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.

ANNUAL AND OTHER MEETINGS OF MEMBERS

23. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Canada 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 one-third of the members of the 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 of the Corporation. 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, ten 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 Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

24. 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 Corporation 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 last address recorded on the books of the Corporation.

ADJOURNMENTS

25. Any meetings of the Corporation 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.

QUORUM OF MEMBERS

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

VOTING OF MEMBERS

27. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy or by signed correspondence. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents.

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 instrument unless otherwise required by the by-laws of the Corporation, 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 Corporation 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 Corporation 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.

AMENDMENT OF BY-LAWS

28. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the Directors at a Meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
29. A member may appoint as his proxy any other member to vote at any annual or special general meeting.
30. At all meetings of members of the corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these by-laws.

FINANCIAL YEAR

31. The financial year of the Corporation shall be the calendar year.

CHEQUES, ETC.

32. 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 Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation 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 Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation'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.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

33. The securities of the Corporation 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 Corporation signed by such Officer or Officers, agent or agents of the Corporation, 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.

NOTICE

34. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, Director or Officer shall be his last address as recorded on the books of the Corporation.

AUDITORS

35. The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

BORROWING

36. The Directors may from time to time
- (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.

From time to time, the Directors may authorize any Director, Officer, or employee of the Corporation 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 therefore, 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 Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

WINDING UP

37. Upon the dissolution of the Corporation, any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to one or more recognized charitable organizations in Canada, having similar objects. A majority vote of the members shall determine any such disposition. No accumulated profits shall be payable to any member.

RULES AND REGULATIONS

38. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such Annual Meeting of members, shall at and from that time cease to have force and effect.

INTERPRETATION

39. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

IN WITNESS WHEREOF, we have hereunto set our hands at the City of Toronto, in the Municipality of Metropolitan Toronto, this 28th day of January, 1971.

APPLICANTS:

THE FRIENDS OF GLENDON COLLEGE

Incorporated under the Canada Corporations Act, Part 11

BE IT AND IT IS HEREBY ENACTED as a By-Law of the Company as follows

BY-LAW NO. 2

Section 4 is cancelled and replaced by Section 4.01

Section 23 is cancelled and replaced by Sections 23.01, 23.02, and 23.03

Section 25 is cancelled and replaced by Section 25.01

23.01 The membership shall consist of the applicants for incorporation of the Friends of Glendon College and such other individuals as are admitted as members by the Board of Directors.

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

There shall be two classes of membership in The Friends of Glendon College- Regular and Special.

23.02 Special Members

Any other member of the community who subscribes to the aims and ideals of the Corporation is eligible to become a Special Member, subject to the approval of the Board of Directors. A Special Member is not entitled to vote.

25.01 Each Regular 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.

ENACTED this Second Day of May 1972

WITNESS the corporate seal of the Company

President

President

May 2, 1972

C E R T I F I C A T E

I hereby certify that the foregoing is a true copy of a By-law of
-----The Friends of Glendon College -----(hereinafter called the "Company")
duly enacted at a meeting of the Directors of the Company regularly held on the ----25th
-----day of -----February-----1972; and that the said By-law is now in full force
and effect.

WITNESS my hand and seal of the Company this -----2nd-----day of -----
-----May-----1972-----.

Corporate
Seal

Secretary

THE FRIENDS OF GLENDON COLLEGE

Incorporated under the Canada Corporations Act, Part I I

BE IT AND IT IS HEREBY ENACTED as a By-law of the Company as follows

BY-LAW NO.3

Section 4.01 is cancelled and replaced by Section 4.02

4.02 The property and business of the Corporation shall be managed by a Board of eight directors, each of whom, at the time of his election, or within ten days thereafter, and throughout his term of office, shall be a member of the Corporation.

A majority of the directors shall constitute a quorum. No fewer than four of the directors shall be students registered at Glendon College.

ENACTED this Fifteenth Day of May 1973
WITNESS the Corporate seal of the Company

(President)

(Secretary-Treasurer)

THE FRIENDS OF GLENDON COLLEGE

Incorporated under the Canada Corporation Act, Part I I

BE IT AND IT IS HEREBY ENACTED as a By-law of the Company as follows

BY-LAW NO.4

Section 23.02 is cancelled and replaced by Section 23.04

23.03 Regular membership shall be open to all faculty members, alumni, administrative staff and currently registered students of Glendon College. Regular members who are in good standing shall be entitled to one vote on each question arising at a special or annual meeting of the members. To be “in good standing” a regular member must: (i) have made a single contribution of not less than \$50.00 to the Corporation or (ii) paid annual dues of \$2.00 in the current calendar year. A regular member who does not satisfy either of these conditions shall not be entitled to vote.

ENACTED this twenty-first day of March 1974
WITNESS the corporate seal of the Company.

President

Secretary-Treasurer

CERTIFICATE

I hereby certify that the foregoing is a true copy of a By-law of -----The Friends of
Glendon----- (hereinafter called the "Company") duly enacted at a
meeting of the Directors of the Company regularly held on the -----twenty-first-----
day of -----March-----1974; and that the said By-law is now in full force and
effect.

WITNESS my hand and seal of the Company this -----Seventeenth-----
day of -----October-----1974.

Corporate Seal

(Secretary)