

Amended and Restated By-law No. 1

A by-law relating generally to the conduct of the affairs of Salsabeel Charity

Salsabeel Charity
Corporation No. 1441451-9

BE IT ENACTED as a by-law of the Corporation as follows:

1. General

1.01 Definitions. In this by-law, unless the context otherwise requires:

“**Act**” means the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23, including the regulations made under it, as amended from time to time;

“**Articles**” means the articles of the Corporation, including any articles of amendment, restatement, continuance, amalgamation, arrangement, reorganization or revival;

“**Board**” means the board of directors of the Corporation;

“**Corporation**” means Salsabeel Charity, upon the Certificate of Amendment becoming effective, and before that time means 14414519 Canada Foundation;

“**Director**” means a member of the Board;

“**Member**” means a Class A member of the Corporation;

“**ordinary resolution**” has the meaning assigned by the Act;

“**special resolution**” has the meaning assigned by the Act.

1.02 Interpretation. Words and expressions defined in the Act have the same meanings in this by-law.

Words in the singular include the plural and vice versa, words importing a gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization where the context permits.

1.03 Financial Year. The financial year end of the Corporation shall be September 30 unless changed in accordance with the Act and applicable tax requirements.

1.04 Banking. The banking business of the Corporation shall be transacted with a bank, credit union, trust company or other financial institution designated by the Board. Banking authority and signing authority shall be determined by Board resolution.

1.05 Borrowing. The Board shall not exercise any borrowing power described in the Articles unless the borrowing power has been authorized by a by-law duly adopted by the Directors and confirmed by ordinary resolution of the Members, or otherwise in the manner then permitted by the Articles and the Act.

1.06 Execution of Documents. Contracts, documents and instruments in writing requiring execution by the Corporation may be signed by any two officers or directors designated by Board resolution, or by any other person or persons the Board authorizes. The Board may authorize electronic signatures and may prescribe a different signing arrangement for a particular transaction or class of transactions.

1.07 Annual Financial Statements. The Corporation shall provide the annual financial statements and any report of the public accountant to the Members within the time and in the manner required by the Act. While the Corporation is a soliciting corporation, it shall also file the financial statements and related documents with Corporations Canada as required by the Act.

2. Membership

- 2.01 Membership Conditions.** Subject to the Articles, there is one class of Members, designated as Class A. Membership is limited to individuals who are Directors of the Corporation. Each individual who is a Director when the amended Article 6 takes effect becomes a Member at that time. Each individual who thereafter becomes a Director automatically becomes a Member when the individual's election or appointment as a Director takes effect. Any pre-existing Class A member who is not a Director when amended Article 6 takes effect ceases to be a Member at that time. A Member automatically ceases to be a Member when the individual ceases to be a Director. No person who is not a Director is eligible for membership.
- 2.02 Rights of Members.** Each Member is entitled to receive notice of, attend and vote at all meetings of Members and is entitled to one (1) vote on each matter submitted to a vote of Members, subject to the Act.
- 2.03 Membership Dues.** No membership dues are payable unless the Members approve dues by ordinary resolution.
- 2.04 Transfer of Membership.** Membership is non-transferable.
- 2.05 Termination of Membership.** Membership terminates automatically when the Member ceases to be a Director, when the Member dies, when the Corporation is liquidated and dissolved, or as otherwise required by the Act. The Corporation shall not use a membership discipline or expulsion process to remove a sitting Director. Removal of a Director is governed by the Act and section 4.07 of this by-law.

3. Meetings of Members

- 3.01 Annual Meeting.** The Corporation shall hold an annual meeting of Members within the time required by the Act. The business of the annual meeting shall include consideration of the financial statements, the report of the public accountant if any, election of Directors as required, and appointment of the public accountant where required.
- 3.02 Special Meetings and Requisitions.** The Board may call a special meeting of Members at any time. The Board shall call a special meeting upon a valid requisition of Members carrying not less than five percent (5%) of the voting rights, subject to the Act.
- 3.03 Notice of Meetings.** Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote, each Director and the public accountant, if any, in accordance with the Act. Notice to a Member may be given by electronic or other communication facility during the period of twenty-one (21) to thirty-five (35) days before the meeting. A Member who requests non-electronic notice shall be given notice by mail, courier or personal delivery during the period of twenty-one (21) to sixty (60) days before the meeting, or by another method permitted by the Act and Regulations.
- 3.04 Special Business.** Notice of a meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment and shall include the text of any special resolution to be submitted to the meeting.
- 3.05 Place and Electronic Meetings.** Meetings of Members may be held at any place in Canada determined by the Board, or outside Canada if permitted by the Act. The Corporation may make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other. A meeting of Members may be held entirely by such means where permitted by the Act.
- 3.06 Persons Entitled to Attend.** Members, Directors and the public accountant, if any, are entitled to attend meetings of Members, together with any other persons entitled or required to attend under the Act, Articles or by-laws. Other persons may attend by invitation of the chair of the meeting or by resolution of the Members.

- 3.07 Chair of Member Meetings.** The Chair of the Board shall chair meetings of Members. In the Chair's absence, the Vice-Chair shall chair. If neither is present, the Members present and entitled to vote shall choose a Member to chair the meeting.
- 3.08 Quorum.** A quorum at a meeting of Members is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not maintained throughout, subject to the Act.
- 3.09 Voting.** Unless the Act, Articles or by-laws require a greater threshold, a matter is decided by a majority of votes cast. Each Member has one vote. In the event of an equality of votes, the motion is defeated; the chair does not have a second or casting vote.
- 3.10 Written Resolutions of Members.** A written resolution signed by all Members entitled to vote on that resolution is as valid as if passed at a meeting of Members, except where the Act requires a meeting.
- 3.11 Absentee Voting.** No proxy, mailed ballot or other absentee voting method is authorized by this by-law. Members may participate and vote by electronic means when the Corporation provides a facility permitted by the Act, and may act by unanimous written resolution as provided above.

4. Directors

- 4.01 Number and Composition.** The Board shall consist of not fewer than three (3) and not more than ten (10) Directors, as provided in the Articles. The Members may from time to time fix the number of Directors within that range by ordinary resolution and may authorize the Board to fix the number where permitted by the Act. While the Corporation is a soliciting corporation, it shall have at least three Directors and at least two Directors shall not be officers or employees of the Corporation or its affiliates.
- 4.02 Qualifications.** Each Director shall satisfy the qualifications in the Act, including being an individual who is at least eighteen years of age, not incapable within the meaning of the Act, and not an undischarged bankrupt.
- 4.03 Nominations and Election.** Subject to the Act, candidates for election as Directors may be nominated by the Board or by a Member. Directors are elected by the Members by ordinary resolution. The Corporation may establish nomination procedures by Board policy provided they do not unreasonably restrict the rights of Members under the Act.
- 4.04 Term of Office.** Unless the Members specify a shorter term in the resolution electing a Director, each elected Director shall hold office until the close of the next annual meeting of Members following the Director's election, and thereafter until a successor is elected or appointed, subject to the Act. A Director may be re-elected without limit unless the Members adopt a term-limit policy.
- 4.05 Consent to Act.** A Director who is not present at the meeting at which the individual is elected or appointed shall provide written consent to act as a Director within the period prescribed by the Act and Regulations, unless the individual acts as a Director after the election or appointment.
- 4.06 Vacancies and Additional Directors.** Vacancies on the Board may be filled in accordance with the Act. Where permitted by the Articles and the Act, the Board may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual meeting of Members, provided the total number so appointed does not exceed the statutory limit based on the number elected at the previous annual meeting.
- 4.07 Resignation and Removal.** A Director may resign in accordance with the Act. A Director elected by the Members may be removed by ordinary resolution of the Members at a special meeting called for that purpose, subject to the Act. The Board has no independent power to remove an elected Director merely by Board vote.
- 4.08 Remuneration and Expenses.** Directors shall serve without remuneration for acting as Directors. A Director may be reimbursed for reasonable expenses properly incurred in carrying out duties for the Corporation. A Director may receive reasonable compensation for services provided to the Corporation in another capacity only where permitted by the Articles and applicable law, the arrangement is fair and

reasonable, the interest is fully disclosed, the Director does not vote on the matter except where the Act expressly permits, and no undue benefit is conferred.

- 4.09 Duties.** Every Director and officer shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and shall comply with the Act, Regulations, Articles, by-laws and lawful decisions of the Corporation.

5. Meetings of Directors

- 5.01 Calling Meetings.** Meetings of the Board may be called by the Chair, the Vice-Chair, or any two Directors at any time.
- 5.02 Notice.** Notice of the time and place of a Board meeting shall be given to every Director at least seven (7) days before the meeting by personal delivery, mail, telephone, electronic communication or another method permitted by the Act. A Director may waive notice, and attendance constitutes waiver except where the Director attends for the express purpose of objecting to the meeting. Notice shall specify any matter for which the Act requires the purpose or business to be stated.
- 5.03 Electronic Participation.** Subject to the consent requirements and other conditions in the Act, a Director may participate in a Board meeting by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, and is deemed present at the meeting.
- 5.04 Quorum.** Unless the Articles or Act require a greater number, quorum at a Board meeting is a majority of the Directors then in office.
- 5.05 Voting.** Each Director has one vote. Unless the Act, Articles or by-laws provide otherwise, a question is decided by a majority of votes cast. In the event of an equality of votes, the motion is defeated; the chair does not have a second or casting vote.
- 5.06 Written Resolutions of Directors.** A resolution in writing signed by all Directors entitled to vote on the resolution is as valid as if passed at a meeting of the Board.
- 5.07 Conflicts of Interest.** A Director or officer who has an interest in a material contract or transaction, or proposed material contract or transaction, with the Corporation shall disclose the nature and extent of the interest at the time and in the manner required by the Act. The interested Director shall not vote on the matter except where the Act expressly permits. The Corporation shall maintain a Conflict of Interest Policy consistent with the Act, and disclosures and recusals shall be recorded in the minutes.
- 5.08 Committees.** The Board may establish committees and advisory bodies and appoint their members. A committee may exercise only the powers delegated to it by the Board and may not exercise a power that the Act prohibits the Board from delegating. Committee members may be removed by Board resolution.

6. Officers

- 6.01 Appointment.** The Board may designate offices, appoint officers, specify their duties and delegate management powers to them to the extent permitted by the Act. Officers serve at the pleasure of the Board unless the Board determines otherwise. The Chair and Vice-Chair, if appointed, shall be Directors. Other officers need not be Directors unless the Board requires it.
- 6.02 Chair.** The Chair shall preside at meetings of the Board and Members, support effective governance, and perform other duties assigned by the Board. The Chair shall not have a casting vote.
- 6.03 Vice-Chair.** The Vice-Chair shall perform the duties of the Chair when the Chair is absent or unable to act and shall perform other duties assigned by the Board.
- 6.04 Secretary.** The Secretary shall ensure that notices are given, minutes and corporate records are maintained, and required corporate filings are coordinated, and shall perform other duties assigned by the Board.

- 6.05 Treasurer.** The Treasurer shall oversee the Corporation's financial reporting and financial controls, ensure appropriate financial information is provided to the Board, and perform other duties assigned by the Board. The Board may assign day-to-day bookkeeping or financial administration to another person.
- 6.06 President, Executive Director and Other Officers.** The Board may appoint a President, Executive Director or other officers and may define their authority and responsibilities. No officer has authority to bind the Corporation except as authorized by the Board, these by-laws or applicable law.
- 6.07 Removal and Vacancies.** The Board may remove an officer from office and may appoint another person to fill an officer vacancy, subject to any rights under a valid employment or service contract.

7. Records, Financial Oversight and Protection

- 7.01 Corporate Records.** The Corporation shall prepare and maintain the records required by the Act, including the Articles, by-laws and amendments, minutes and resolutions of Members and Directors, registers of Directors, officers and Members, and adequate accounting records. The Secretary or another person designated by the Board shall be responsible for maintaining the corporate minute book and registers.
- 7.02 Public Accountant and Financial Review.** The Members shall appoint a public accountant where required by the Act and may make any resolution concerning the level of financial review that the Act permits. The Corporation shall comply with the additional financial reporting obligations applicable to a soliciting corporation.
- 7.03 Indemnification and Insurance.** Subject to the Act, the Corporation may indemnify Directors, officers and other eligible persons and may advance expenses and purchase directors' and officers' liability insurance to the fullest extent permitted by law.
- 7.04 Policies.** The Board may adopt, amend and repeal policies concerning governance, conflicts of interest, finance, privacy, safeguarding, communications, beneficiary selection, grants and assistance, and other operational matters, provided no policy is inconsistent with the Act, Articles or by-laws.

8. Notices

- 8.01 General Notice.** Except where a specific method or period is required by the Act or these by-laws, a notice or document may be given personally, by mail, courier, telephone, electronic communication or another method permitted by law to the latest contact information recorded by the Corporation.
- 8.02 Waiver.** A person entitled to notice may waive it in writing or otherwise in accordance with the Act. Attendance at a meeting constitutes waiver of notice except where the person attends for the express purpose of objecting to the meeting on the ground that it was not lawfully called.
- 8.03 Errors and Omissions.** An accidental omission to give notice, failure to receive notice, or non-material error in a notice does not invalidate a meeting or proceeding to the extent provided by the Act.

9. Repeal and Effective Date

- 9.01 Repeal.** The existing by-laws of the Corporation are repealed effective when this Amended and Restated By-law No. 1 comes into force, without affecting any act done, right acquired, liability incurred or proceeding commenced under the former by-laws.
- 9.02 Effective Date.** This Amended and Restated By-law No. 1 was adopted and approved by the Board and Members in accordance with sections 152 and 197 of the Act and came into force on September 14, 2026, upon issuance of the Certificate of Amendment implementing the related 2026 Articles amendments.
- 9.03 Amendment.** Any amendment to this by-law shall be approved using the procedure and voting threshold required by the Act for the subject matter of the amendment. Provisions dealing with membership conditions or rights, transfer of memberships, notice to voting Members, absentee voting

or other matters identified in subsection 197(1) of the Act require the special approval prescribed by the Act.

Certified to be the Amended and Restated By-law No. 1 adopted and approved in accordance with the Canada Not-for-profit Corporations Act.

Approved by the Board of Directors

Effective: September 14, 2026

Approved by the Members

Corporation No. 1441451-9