



AVIS DE CONVOCATION À L'ASSEMBLÉE GÉNÉRALE ANNUELLE ET EXTRAORDINAIRE DES MEMBRES

AVIS est par les présentes donné que l'assemblée générale annuelle et extraordinaire des membres **d'Imagine Canada** (la « Société ») se tiendra à Toronto, au Courtyard Marriott (475 rue Yonge), le 21 juin 2011, à 16 h H.N.E., aux fins suivantes :

1. recevoir les états financiers et le rapport annuel de la Société pour l'exercice terminé le 31 décembre 2010;
2. examiner et, si jugé à propos, ratifier le règlement administratif n° 2011-1 (*disponible en anglais seulement*), Règlement administratif modifiant les Règlements administratifs de la Société, tel qu'approuvé par le conseil d'administration, dont une copie est annexée au présent avis de convocation.
3. élire les administrateurs de la Société dont le mandat a expiré, pour un mandat de trois ans.
4. nommer les vérificateurs de la Société pour l'année à venir;
5. traiter de toute autre affaire pouvant être dûment soumise à l'assemblée.

Si vous ne pouvez pas assister à l'assemblée, vous pouvez remplir le formulaire de procuration ci-joint nommant le mandataire (qui doit également être un membre) autorisé à voter à l'assemblée en votre nom et le retourner à la secrétaire de l'assemblée avant le début de celle-ci.

FAIT le 18 mai 2011.

**PAR ORDRE DU CONSEIL
D'ADMINISTRATION**

A handwritten signature in black ink, appearing to read "DMC", is written over a horizontal line.

Don McCreesh
Président du Conseil d'administration

IMAGINE CANADA

(the “Corporation”)

BY-LAW NO. 2011-1

Being a By-Law to amend the By-Laws of the Corporation

(Note: Explanatory notes do not form part of the By-Law, but are inserted for convenience)

1. By-Law No. 1, as amended, is further amended by adding the following in Article 1.01

“person” includes a corporation or trust

Explanatory note: Clarifies membership criteria.

2. By-Law No. 1, as amended, is further amended by deleting Article 2.04 and replacing it with the following:

2.04 Execution of instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by those persons authorized by policy enacted by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

Explanatory note: Allows signing officers to be set by policy, rather than requiring a By-Law amendment any time there is a need for change.

3. By-Law No. 1, is amended by adding the following:

3.01A The Immediate Past Chair of the Board is a Director with all the rights and privileges of a Director. If, at any point in time, the Immediate Past Chair declines to remain on the Board or resigns during his or her term as Immediate Past Chair, that vacancy shall not be filled until such time as the Chair of the Board is changed and there is a new Immediate Past Chair.

Explanatory note: This creates the position of Past Chair

4. By-Law No. 1, as amended, is further amended by deleting Article 3.02.

Explanatory note: This amendment eliminates the Board of Governors that was proposed but never appointed.

5. By-Law No. 1, as amended, is further amended by deleting Article 3.03 and replacing it with the following:

3.03 Directors shall be at least 21 years of age.

Explanatory note: Clarifies eligibility for election as a Director.

6. By-Law No. 1, as amended, is further amended by deleting Article 3.04 and replacing it with the following:

3.04(a) At each annual general meeting, the members shall elect Directors to fill vacancies caused by the retirement of Directors.

(b) A Director shall hold office until the adjournment of the third annual meeting following his or her election.

(c) A retiring Director may be re-elected for one additional three-year term, following which that person shall not be eligible to be elected as a Director until the annual meeting next following the completion of the returning Director's second term of office.

(d) Election of Directors shall be conducted by show of hands, unless any member demands a ballot.

Explanatory note: The term limit provision has been amended a number of times, including making provision with the proposed but aborted merger of the Canadian Centre for Philanthropy and the Coalition of National Voluntary Organizations. This amendment will simplify the existing provisions.

7. By-Law No. 1, as amended, is further amended in respect of Article 3.05 by adding the words "and Insolvency" after "Bankruptcy".

Explanatory Note: Corrects name of Act.

8. By-Law No. 1, as amended, is further amended by deleting Article 4.01 and replacing it with the following:

4.01 At the first meeting following each annual general meeting, the Directors shall elect a Board Chair from among their number, and may elect one or more vice-chairs.

Explanatory note: At the moment, selection of a Board Chair is optional and obviously should not be.

9. By-Law No. 1, as amended, is further amended by deleting Article 4.04 and replacing it with the following:

4.04 Board Chair -The Board Chair shall preside over the affairs of the Corporation, subject to the authority of the Board, and shall have such other powers and duties as the Board may, from time to time, prescribe. In the absence of the Board Chair, the role shall be fulfilled by the vice-chair, if one has been elected, by the Immediate Past Chair if there be no vice-chair, or by any person appointed by the Board in the absence of a vice-chair and the Immediate Past Chair.

Explanatory note: This provides for the exercise of the chair's position in the event that the Board has chosen not to elect a vice-chair.

10. By-Law No. 1, as amended, is further amended by deleting Article 10.01 and replacing it with the following:

10.01 Repeal and amendment. - The by-laws of the Corporation may be repealed or amended by a 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 an annual or special meeting duly called for purposes that include considering said by-law; provided that the enactment, repeal or amendment, where such requires approval of the Minister responsible for the Canada Corporations Act, shall not be enforced or acted upon until that approval has been obtained.

11. By-Law No. 3 is repealed.

Explanatory note: By-Law No. 3 allowed for the appointment of an executive committee and set out its duties. The Board has chosen a different governance method which does not include an executive committee. In any event, a committee can be appointed under the Board's normal authority to appoint committees; it does not require a separate By-Law.

12. Sections 1, 2, 4, 7 and 10 of this By-Law shall come into force once sanctioned by the Members. All remaining sections will come into force upon approval of the Minister responsible for the Canada Corporations Act.

ENACTED by the Directors as a By-Law of **IMAGINE CANADA** and sealed with the corporate seal this _____ day of _____, 2011.

Chair of the Board

Secretary

CONFIRMED by the Members in accordance with the *Canada Corporations Act* on the _____ day of _____, 2011.

Chair of the Board

Secretary

APPROVED by the Minister of Industry on the _____ day of _____, 2011.



IMAGINE CANADA

CONSOLIDATED BY-LAWS OF THE
CANADIAN CENTRE FOR PHILANTHROPY
WITH ALL AMENDMENTS TO
JANUARY 10th, 1997
and
UNCONSOLIDATED AMENDMENTS TO
MAY 27, 2008

BY-LAW NO. 1

A by-law relating generally to the organization and the transaction of the affairs of

THE CANADIAN CENTRE FOR PHILANTHROPY

Contents of Articles

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

ARTICLE ONE

INTERPRETATION

1.01 Definitions. - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Corporations Act and any act that may hereafter be substituted therefor, as from time to time amended;

"board" means the board of directors of the Corporation;

"Corporation" means the corporation without share capital incorporated under the Act by letters patent dated and named The Canadian Centre for Philanthropy;

"letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" includes an annual meeting of members and a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members, as well as a special general meeting of members; and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.01 Head office. -Until changed in accordance with the Act, the head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario. The Corporation may, however, establish such other offices and agencies elsewhere within Canada as the Board of Directors may, by resolution, deem expedient. All offices shall recognize the equal status of the two official languages.

2.02 Seal. - The seal of the Corporation shall be in the form impressed hereon.

2.03 Financial year. - Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of March in each year.

2.04 Execution of instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the chairman, vice-chairman, president or vice- president, who is a director, or a director and by the president, should he not be a director, the secretary or the treasurer or an assistant secretary or an assistant treasurer or another director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.05 Banking arrangements. -The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

ARTICLE THREE

DIRECTORS

3.01 Number of directors and quorum. - The affairs of the Corporation shall be managed by a board of directors of not less than ten (10) and not more than fifteen (15), the exact number to be determined from time to time by the board. The quorum for the transaction of business at directors' meetings shall be a majority of the board of directors. Notwithstanding vacancies the remaining directors may act if constituting a quorum.

3.02 The Corporation forthwith establish a Board of Governors who shall be individuals appointed as such from time to time by the board of directors as reflecting the Canadian philanthropic community. The Board of Governors shall act in an advisory capacity to the board of directors and shall perform such other duties as shall be assigned to it by the board of directors. The length of term of any member of the Board of Governors and its rules of procedure shall be determined by the board of directors from time to time.

3.03 Qualification. -No person shall be qualified as a director unless he shall be a member and be twenty-one or more years of age; provided that if a person who is not a member is elected a director he may so qualify by becoming a member within ten days after the date of his election.

3.04 Election and term. -Directors shall be elected at each annual meeting of members to hold office until the expiration of their term of office, or until their successor be duly elected or appointed. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member. Each director shall normally serve for a term of three years and shall be eligible for re-election for a further three-year term. Thereafter, following a minimum absence of one year, shall be eligible for re-election for a further three-year term, always providing that not less than one-third of the board retire at each annual meeting.

Notwithstanding anything to the contrary provided herein, (a) no more than one-third of the board shall retire at each annual meeting and no more than one-third of the board shall be elected at each annual meeting, (b) if any office of a director is vacated for any reason prior to the term of office as provided herein, any replacement director shall serve only for the remaining term of the original appointee and upon completion of such remaining term shall be conclusively deemed to have served a full three-year term.

3.05 Vacation of office. – The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act ; (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (c) on death; or (d) if by notice in writing to the secretary of the Corporation he resigns his office; or (e) upon expiration of his term of office as provided in section 3.04.

The office of the a director shall be vacated if the directors of the corporation determine it is appropriate to do so on the basis of the director not attending three consecutive meetings of the board.

3.06 Removal of directors. – The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote, elect any person in his stead for the remainder of his term.

3.07 Vacancies. – Vacancies on the board may be filled for the remainder of its term of office either by the members at a special meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

3.08 Calling of meetings. – Meetings of the board shall be held from time to time at the call of the board or the chairman or vice-chairman or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.09 First meeting of new board. – Provided a quorum of directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

- 3.10 Regular meetings. -The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 3.11 Place of meeting. -Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada or, if the board so determines or all absent directors consent, at some place outside Canada.
- 3.12 Chairman. -The chairman or, in his absence, a vice-chairman shall be chairman of any meeting of directors; and, if no such officer be present, the directors present shall choose one of their number to be chairman.
- 3.13 Votes to govern. -At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.
- 3.14 Interest of directors in contracts. -No director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
- 3.15 Declaration of interest. -It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.
- 3.16 Remuneration. -The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members. No confirmation by the members of such payment shall be required.

3.17 Committees. -The board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

ARTICLE FOUR

OFFICERS

4.01 Election of officers. -From time to time the board may elect from their number a chairman and may elect one or more vice-chairmen who shall be directors.

4.02 Appointment of other officers. -From time to time the board may appoint a president as the chief executive officer of the Corporation, who need not be a director; and a secretary, a treasurer and such other officers as the board may determine, which officers may, but need not be directors. One person may hold more than one office save that the chairman, vice-chairman, or president may not hold the office of secretary.

4.03 Terms of employment and remuneration. -The terms of employment and remuneration of officers appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until his successor is appointed, except that the term of office of any officer who is a director shall expire when he ceases to be director.

4.04 Chairman -The chairman, or in his absence a vice-chairman, shall preside over the affairs of the Corporation, subject to the authority of the board and shall have such other powers and duties as the board may, from time to time, prescribe.

4.05 President. -The president shall be the chief executive officer of the Corporation having general supervision over the affairs of the Corporation, subject to the authority of the board, the chairman or vice- chairman.

4.06 Vice-chairman -During the absence or disability of the chairman, his duties shall be performed, and his powers exercised by the vice- chairman, or if there are more than one, by the vice-chairmen in order of seniority. A vice-chairman shall have such powers and duties as the board or the chairman may prescribe.

4.07 Secretary. -The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members and directors; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and he shall perform such other duties as the board or the chairman may prescribe.

4.08 Treasurer. -The treasurer shall keep all and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as the board or the chairman may prescribe.

4.09 Duties of other officers. -The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the chairman may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

4.10 Variation of duties. -From time to time the board may vary, add to or limit the powers and duties of any officer.

4.11 Agents and attorneys. -The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to appoint as may be thought fit).

4.12 Fidelity bonds. -The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

ARTICLE FIVE

PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of liability. -No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

5.02 Indemnity. -Every director and officer of the Corporation and his 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 Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE SIX

MEMBERS

6.01 Members. -The membership of the Corporation shall consist of the applicants for incorporation of the Corporation and such other persons as are admitted to the membership in the Corporation by resolution of the board of directors. Membership may be conditional upon the payment of a fee, assessment or other charge.

6.02 Term of membership. -The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon failure to pay the fee for membership, if any, within a time after which such fee is due as the board may prescribe from time to time or upon death or a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

6.03 Resignation. -A member may resign by a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

6.04 Removal. -The board may pass a resolution authorizing the removal of a member for cause from the register of member of the Corporation. No such resolution shall be put before the board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the board. The board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Corporation and of the time and place of the meeting of the board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

ARTICLE SEVEN

MEETINGS OF MEMBERS

7.01 Annual meeting. -The annual meeting of the members shall be held at such time and on such day in each year as the board or the chairman may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

7.02 Special meetings. -The board, the chairman, or any two directors, shall have power to call a special meeting of members at any time.

7.03 Place of meetings. -Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, pursuant to section 7.05 or if the members, or any annual or special meeting of the members shall so determine, at some other place in Canada or elsewhere; provided that every meeting of members at which directors are elected shall be held within Canada.

7.04 Notice of meetings. -Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than 10 days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the matters to be considered at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.05 Meetings without notice. -A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

7.06 Chairman, secretary and scrutineers. -The chairman or, in his absence, a vice-chairman who is a director of the Corporation shall be chairman of any meeting of members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation be absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

7.07 Persons entitled to be present. -The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

7.08 Quorum. -A quorum for the transaction of business at any meeting of members shall be three persons present in person and each entitled to vote thereat.

7.09 Right to vote. -At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member of the Corporation.

7.10 Proxies. -At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

7.11 Votes to govern. -At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes duly cast on the question.

7.12 Show of hands. -Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.13 Polls. -After a show of hands has been taken on any question, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

7.14 No casting vote -In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairman of the meeting shall not be entitled to an additional or casting vote.

7.15 Adjournment.-The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE EIGHT

NOTICES

8.01 Method of giving notices. -Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

8.02 Computation of time. -In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions and errors. -The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of notice. -Any member (or his duly appointed proxy or representative), director, officer or auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the by- laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be give, shall cure any default in giving such notice.

ARTICLE NINE

AUDITOR

9.01 Appointment and remuneration. -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 the auditor. The remuneration of the auditor shall be fixed by the board of directors.

ARTICLE TEN

BY-LAWS

10.01 Repeal and amendment. -The by-laws of the Corporation may be repealed or amended by a 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 special 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.

1981. SANCTIONED by the directors and members on the 15th day of September,

_____c/s
Secretary

BY-LAW NO. 2

A by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by

THE CANADIAN CENTRE FOR PHILANTHROPY

BE IT ENACTED as a By-law of the Company as follows: The Directors of the Company may from time to time:

- (a) Borrow money upon the credit of the Company in such amounts and upon such terms as may be deemed expedient;
- (b) Issue bonds, debentures, debenture stock or other securities of the Company and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (c) Secure any such bonds, debentures, debenture stock or other securities or any other present or future borrowing or liability of the Company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Company, and the undertaking and rights of the Company;
- (d) Delegate to such one or more of the officers and Directors of the Company as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

BY-LAW NO. 3

A By-law authorizing election of an executive committee.

THE CANADIAN CENTRE FOR PHILANTHROPY

BE IT ENACTED and it is hereby enacted as a by-law of The Canadian Centre for Philanthropy (hereinafter called "the Company") as follows:

1. The board of directors may elect from the directors an executive committee. Unless otherwise ordered by the board of directors each member of the executive committee shall continue to be a member thereof until the expiration of his term of office as a director.
2. The board of directors shall fill vacancies in the executive committee by election from the directors and at all times it shall be the duty of the board of directors to keep the membership of such committee completed.
3. During the intervals between the meetings of the board of directors the executive committee shall possess and may exercise (subject to any regulations which the directors may from time to time make) all the powers of the board of directors in the management and direction of the operations of the Company (save and except only such acts as must be law be performed by the directors themselves) in such manner as the executive committee shall deem best for the interests of the Company in all cases in which specific directions shall not have been given by the board of directors. All action by the executive committee shall be reported to the board of directors at its meeting next succeeding such action and shall be subject to revision or alteration by the board of directors; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

4. The executive committee shall (subject to the provisions of this by-law) fix its own rules of procedure from time to time and shall meet where and as provided by such rules or by resolution of the board of directors but in every case the presence of a majority of the members of the executive committee shall be necessary to constitute a quorum.
5. The chairman of the board of directors shall ex officio be chairman of the executive committee. Unless otherwise ordered by the executive committee the secretary of the Company shall be the secretary of the executive committee.
6. The executive committee shall consist of not less than three members but the number of members may be increased or decreased (subject to the provisions of the Act as hereinafter provided.)
7. Subject to the provisions of the Act the number of members of the executive committee may be increased or decreased from time to time by resolution of the board of directors or by resolution passed by the members at any annual or special general meeting of the members.

THE CANADIAN CENTRE FOR PHILANTHROPY

Unconsolidated Amendments to By-laws to May 27, 2008

Approved at the June 18, 2004 Annual General Meeting:

1. That in Article 3.01, the word “fifteen (15)” be replaced with the word “eighteen (18)”;
2. That a Transitional Article be added to the bylaws, numbered Article 3.04 (a) and including the following provisions:

In acknowledgement of the integration of the Centre and the National Coalition of Voluntary Organizations, the application of existing bylaw provisions is to be suspended or altered in the following ways:

- a) the provisions of Article 3.04 shall not apply at any annual or special general meeting held during the 2004 calendar year;
- b) at a Special General Meeting of members after September 1st, 2004, the date, place and time of which to be determined by the Board of Directors, the term of all directors serving at that time shall be conclusively deemed to expire, and the members shall elect new directors to serve the following terms:
 - Six (6) directors to serve terms ending at the 2005 Annual General Meeting;
 - Six (6) directors to serve terms ending at the 2006 Annual General Meeting; and
 - Six (6) directors to serve terms ending at the 2007 Annual General Meeting.

For purposes of determining board tenure, and eligibility for re-election, under Article 3.04 directors elected at the aforementioned Special General Meeting for terms ending at either the 2006 or 2007 Annual General Meeting shall be conclusively deemed to have served a full three (3) year term;

- c) individuals who served as directors prior to the aforementioned Special General Meeting shall not have their time on the Board of Directors prior to that meeting included when determining their board tenure, and eligibility for re-election, under Article 3.04.

Approved at the September 20, 2004 Special General Meeting:

1. the portion of the second paragraph of Article 3.04 of the by-laws that reads: "and upon completion of such remaining term shall be conclusively deemed to have served a full three-year term" be replaced with the words "and upon completion of such remaining term shall not have such service included when calculating, should the person seek election, any term limits provided for elsewhere in these by-laws."
2. an additional paragraph be added to Article 3.04 reading: "For purposes of determining service on the Board under this Article, any Director serving as chair or co-chair for a period of at least one (1) year shall not have the first three (3) year term during which he or she served as chair or co-chair included in calculating his or her tenure of service on the Board."

Approved at the June 4, 2006 Annual General Meeting:

That the by-laws be amended by deleting the second paragraph of Article 3.04.

Approved at the June 2, 2007 Annual General Meeting:

Be it enacted and it is hereby enacted as By-law No. 4 of The Canadian Centre for Philanthropy (herein called the corporation):

1. That, subject to confirmation by Supplementary Letters Patent, the name of the corporation is hereby changed to Imagine Canada.
2. That the corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letters Patent confirming this by-law insofar as it relates to changing the name of the corporation to Imagine Canada.
3. That the directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

Approved at the May 26, 2008 Annual General Meeting:

Be it enacted and it is hereby enacted as By-law No. 5 of Imagine Canada (herein called the Corporation):

To be eligible for membership in Imagine Canada, organizations are required to meet the following criteria.

1. An organization must be a self-governing body of persons who have joined together voluntarily to take action for the benefit of the community and established themselves for purposes other than for financial gain for themselves or their members. The organization must be based in Canada.
2. All registered charities are eligible.
3. Nonprofits that are not a registered charity are eligible if the aims, objectives and methods of working are set out in a public document. The organization must be open to all members of the community with interests relevant to the organization's publicly stated aims. The mission and goals of the organization must be aligned with the spirit and goals of the broader charitable and nonprofit sector.
4. Organizations must be properly constituted and their existence should not be time limited for a particular purpose.
5. Organizations undertaking and/or affiliated to political party activity or for-profit businesses are not eligible.

IMAGINE CANADA
(la « Société »)

PROCURATION

**POUR L'ASSEMBLÉE GÉNÉRALE ANNUELLE DES MEMBRES
QUI SE TIENDRA LE**

21 JUIN 2011

Le membre soussigné de la Société nomme par la présente _____
ou, si ce choix est invalide, _____ comme son mandataire pour le
(la) représenter à l'assemblée générale annuelle des membres qui se tiendra au Courtyard
Marriott (475 rue Yonge, Toronto, ON) le 21 juin 2011 à 16 h (heure locale) ou pendant toute
reprise de cette assemblée, pour voter en son nom à l'assemblée sur toute question qui y sera
posée et pour faire toute chose que le (la) soussigné(e) pourrait faire s'il (si elle) était
présent(e). Le (la) soussigné(e) s'engage par la présente à ratifier et à confirmer tout ce que
son (sa) mandataire fera ou fera faire en vertu de la présente.

EN FOI DE QUOI le (la) soussigné(e) a signé la présente procuration le _____ juin 2011.

Nom du membre
(Veuillez écrire en lettres moulées.)

(Signature du membre)

Prière de **télécopier** cette procuration à Amanda Mayer, au 613.238.9300
ou
de la faire parvenir par la **poste**, à Amanda Mayer,
aux coordonnées ci-dessous :

Imagine Canada
130, rue Albert, bureau 1705
Ottawa (Ontario) K1P 5G4

Les formulaires de procuration doivent être reçus avant l'ouverture de l'assemblée.