SKATE CANADA - SASKATCHEWAN INC
BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Skate Canada - Saskatchewan Inc.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the *Non-Profit Corporations Act, 1995* or any successor legislation
b) *Auditor* – an individual or partnership appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
c) *Board* – the Board of Directors of the Corporation.
d) *Corporation* – Skate Canada - Saskatchewan Inc.
e) *Days* – days including weekends and holidays.
f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
g) *Member Proposal* – A Member Proposal, submitted to the Corporation at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
j) *Region* – a geographic area of the Province as determined by the Corporation.
k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of Saskatchewan.

1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board

1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.9 Affiliations – The Corporation shall be a member in good standing with the following organizations:

a) Sask Sport
b) Skate Canada

1.10 Hierarchy – Unless otherwise specified in these By-laws, the Corporation will be governed in order of hierarchy as follows:

a) The Act
b) The Corporation's By-laws

c) The Corporation's policies, procedures, rules and regulations
d) Skate Canada's By-laws

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

a) Member Club/Skating School – Any skating club or skating school based in Saskatchewan that has registered with Skate Canada and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations. Member Clubs / Skating Schools shall reside in one Region of the Province.
b) Regional Coordinator – An individual elected at the Regional Spring Meeting of the Member Clubs / Skating schools within each Region, which meetings shall be held prior to the Annual Meeting of the Corporation. The Regional Coordinator is the voting delegate for the Region and shall promote the objectives of the Corporation.
c) Individual Member – Any individual who is an athlete, official, executive member, administrator, or volunteer who is registered with a Member Club, and who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations (or, if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the individual). This member does not have voting rights.
d) Skate Canada Coach – Any individual who is registered and in good standing with Skate Canada as a Skate Canada Coach, who resides within the Province of Saskatchewan, and who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

Authority of Members

2.2 Membership Authority – The Members of the Corporation will have the following powers:

a) To appoint the Auditor
b) To amend the Bylaws
c) To elect Directors; and
d) As provided in the Act and in these Bylaws

Admission and Renewal of Members

2.3 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
c) The candidate member has paid dues as prescribed by the Board;
d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
e) The candidate member meets any other condition of membership determined by the Board;
f) The candidate member has met the applicable definition listed in Section 2.1; and
g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.4 Year – Unless otherwise determined by Skate Canada or the Corporation, the membership year of the Corporation will be September 1st to August 31st.

2.5 Dues – Membership dues will be determined annually by Skate Canada and the Corporation.

2.6 Duration – Membership duration is accorded on an annual basis in accordance with Skate Canada By-laws and Members will re-apply for membership annually.

Transfer, Suspension, and Termination of Membership

2.7 Transfer – Membership in the Corporation is non-transferable.

2.8 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.9 Termination – Membership in the Corporation will terminate immediately upon:

a) The expiration of the Member's annual membership with Skate Canada, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
c) Resignation by the Member by giving written notice to the Corporation;
d) Dissolution of the Corporation;
e) A decision made by a panel in accordance with the Corporation's applicable discipline policies;
f) The Member's death; or
g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.10 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.11 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues to Skate Canada or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.12 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members. Skate Canada policies relating to the discipline of Members may also apply.

Good Standing

2.13 Definition – A Member will be in good standing provided that the Member:

a) Has not ceased to be a Member of the Corporation or Skate Canada;
b) Has not been suspended or expelled from membership by the Corporation or Skate Canada, or had other membership restrictions or sanctions imposed;
c) Has completed and remitted all documents as required by the Corporation and Skate Canada;
d) Has complied with the By-laws, policies, and rules of the Corporation and Skate Canada;
e) Is not subject to a disciplinary investigation or action by the Corporation or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
f) Has paid all required membership dues, dues subscriptions or monies owed to the Corporation or Skate Canada.

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership, including but not limited to the ability to compete or participate in the Corporation's activities, until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Saskatchewan. The Annual Meeting will be held within fifteen (15) months of the previous Annual Meeting and within three (3) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than fifteen (15) days before the annual meeting, with a copy of the approved financial statements or auditor's report.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of five percent (5%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least fifteen (15) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – A quorum for the transaction of business at the Annual or Special Meetings shall be representation by delegates and proxies from twenty-five (25) percent of the Member Clubs / Skating Schools. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Agenda – The agenda for the Annual Meeting may include:

a) Call to order
b) Establishment of quorum
c) Appointment of scrutineers
d) Review of the agenda
e) Approval of minutes of the previous Annual or Special Meeting
f) Reports (Board, Staff, Committees)
g) Consideration of Auditors Report (if any)
h) Appointment of Auditors
i) Business as specified in the meeting notice
j) Election of new Directors
k) Adjournment

3.10 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Individual Members, parents and guardians of Individual Members who are younger than 18 years old, delegates from Member Clubs /

Skating Schools, the Directors, coaches, the auditors of the Corporation, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.13 Voting Rights – Members have the following voting rights at all meetings of the Members:

a) Member Clubs / Skating Schools shall have two (2) votes each. Each Member Club / Skating School shall be entitled to send one (1) delegate to the Member's meeting who will exercise their two votes. For further clarity, split votes are not permitted and each vote by the delegate shall be registered as two votes.
b) Regional Coordinators shall each have one (1) vote.
c) The Directors shall each have one (1) vote.
d) Coaches in Good Standing shall each have one (1) vote.

3.14 Voting Powers – Each voting Member votes on every issue. For clarity, no Member may hold more than one (1) vote if they meet multiple voting rights as described in 3.13. They may only hold multiple votes if they have been appointed a proxy.

3.15 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

3.16 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

a) Be signed by the Member;
b) Be in a form that complies with the Act;
c) Comply with the format stipulated by the Corporation; and
d) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

3.17 Proxy Holder – A proxy holder will only hold a maximum of two (2) proxies.

3.18 Absentee Voting – Absentee voting is not permitted.

3.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
b) The votes may be verified as having been made by the Member entitled to vote; and
c) The Corporation is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

3.22 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eleven (11) Directors.

4.2 Composition of the Board – The Board will consist of the following:

a) President

b) Treasurer
c) Coach's Representative
d) Eight (8) Directors-at-Large
    a. A Vice President is appointed from among these Directors-at-Large

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:

a) Be eighteen (18) years of age or older;
b) Be a resident of Saskatchewan;
c) Not be an employee of the Corporation;
d) Not be an employee or current Director of a Member Club / Skating School; with the exception of the Coach's Representative;
e) Have the power under law to contract;
f) Have not been declared incapable by a court in Canada or in another country; and
g) Not have the status of bankrupt.

4.4 President Eligibility – In order to be eligible to be elected as President, an individual must have served the immediate previous two (2) consecutive years on the Board of Directors.

4.5 Coach's Representative Eligibility – In order to be eligible to be elected as Coach's Representative, an individual must also be a Skate Canada Coach in Good Standing as well as a Provincial Coach-in-Training or higher.

Election of Directors

4.6 Nominations Committee – The Board will appoint a Nominations Committee. This may include a past President who, if appointed, will serve as Chair of the Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.7 Nomination – Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature;
b) Comply with the procedures established by a Nominations Committee (if appointed); and
c) Be submitted to the Registered Office of the Corporation twenty-one (21) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.8 Nominations from the Floor – Nominations from the floor are not permitted.

4.9 Circulation of Nominations – Valid nominations will be circulated to Members seven (7) days prior to the Annual Meeting in which elections will occur.

4.10 Election – Directors will be elected at each Annual Meeting as follows:

a) The President and four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
b) The Treasurer and four (4) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.
c) The Vice President will be appointed by the Board, at its first meeting following the Annual Meeting, from among the current Directors-at-Large.
d) The Coach's Representative will be elected by Skate Canada Coaches at the Annual Meeting. If a Coach Representative is not ratified by the Members, the Board may fill the vacancy.

4.11 Elections – Elections will be decided by the Members in accordance with the following:

a) One Valid Nomination – Winner declared by Ordinary Resolution.
b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.13 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President or the Corporation's Executive Director, or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director no longer becomes eligible to serve as a Director;
b) The Director's primary residence is no longer within the Province of Saskatchewan;
c) The Director resigns;
d) The Director is found to be incapable of managing property by a court or under Saskatchewan law;
e) The Director is found by a court to be of unsound mind;
f) The Director charged and/or convicted of any criminal offence related to the position;
g) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
h) The Director dies.

4.15 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.16 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position until the next Annual Meeting of Members.

Meetings of the Board

4.17 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or any two (2) members of the Board.

4.18 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.19 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.20 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.21 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.22 Quorum – At any meeting of the Board, quorum will be six (6) Directors.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie vote, the issue is defeated.

4.24 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.26 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.27 Meetings by Electronic/Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other electronic/telecommunications technology. Directors who participate in a meeting by electronic/telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.28 Standard of Care – Every Director will:

a) Act honestly and in good faith with a view to the best interests of the Corporation; and
b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.30 Empowered – The Board is empowered, including but not limited to:

a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
e) Determine registration procedures, determine membership dues, and determine other registration requirements;
f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Treasurer, and Executive Director. The Vice President will be appointed by the Board, at its first meeting following the Annual Meeting, from among the Directors-at-Large. The Executive Director is not a Director and is employed by the Corporation.

5.2 Other Officers – The Board may determine other Officer positions, such as a Secretary, and appoint individuals to fill those positions. Other Officers need not be Directors.

5.3 Term – The term of the Officers will be two (2) years or until they or their successors are elected or appointed.

5.4 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

c) The Treasurer will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets and will perform such other duties as may from time to time be established by the Board.

d) The Executive Director may attend all meetings of the Board (unless the Board determines otherwise). but will not vote. The Executive Director will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
   i. Uphold the By-laws and recommend any changes to the Board,
   ii. Attend Committee meetings (or designate an alternate staff person)
   iii. Enforce all rules and regulations and policies of the Corporation, including receiving appeals, complaints and disputes, and executing the applicable policy
   iv. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office
   v. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established conference regulations, policies and procedures;
   vi. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing;
   vii. Formulate and recommend for action any matters pertaining to program development, services to members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation; and
   viii. Other responsibilities as the Board may direct.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.6 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI COMMITTEES AND APPOINTMENTS

Committees

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee – The Executive Committee will be composed of the Officers, as outlined in 5.1. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Corporation's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

6.3 Vacancy – When a vacancy occurs on any Committee, other than the Executive Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the Corporation.

6.5 Removal – The Board may remove any member of any Committee, other than Executive Committee.

6.6 Debts – No Committee, other than the Executive Committee, will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1^{st} to March 31^{st}.

7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than fifteen (15) days before the Annual Meeting. The Financial Statements will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Corporation.

7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) The Corporation's articles and By-laws and any amendments thereto;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) Copies of all Notice of Directors and change of directors;
g) A register of Directors;
h) A register of Officers;
i) A register of Members and latest known address of each Member who is or who, during the previous year, has been a member and the date of which each became or ceased to be a member; and
j) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Officers. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration
7.10 No Remuneration – All Directors, Officers (with the exception of the Executive Director) and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest
7.11 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS
8.1 Voting – These By-laws may only be amended, revised, repealed or added to:

a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution; or
b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution.

8.2 Member Proposal - A Member Proposal, submitted to the Corporation at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a meeting of the Members in the past two calendar years.

8.3 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE
9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X DISSOLUTION
10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION
11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount

paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

a) Change the Corporation's name;
b) Add, change or remove any restriction on the activities that the Corporation may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
i) Change the purposes of the Corporation;
j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
l) Change the method of voting by Members not in attendance at a meeting of the Members; or
m) Add, change or remove any other provision that is permitted by the Act.

12.2 Special Class Vote Result – Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on June 1st, 2024.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.