

**A BY-LAW RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF
RINGETTE ASSOCIATION OF SASKATCHEWAN INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
RINGETTE ASSOCIATION OF SASKATCHEWAN INC. as follows:

PART ONE
INTERPRETATION

1. **Definitions** - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - (a) “Act” means *The Non-Profit Corporations Act, 1995* (Saskatchewan), as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the amended or substituted provisions therefor;
 - (b) “Articles” means the articles attached to the certificate of incorporation of the Corporation, as from time to time amended or restated;
 - (c) “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
 - (d) “Board” means the board of directors of the Corporation;
 - (e) “Corporation” means Ringette Association of Saskatchewan Inc.;
 - (f) “director” means a director of the Corporation elected or appointed in accordance with Section 35;
 - (g) “meeting of members” includes an annual and a special meeting of members;
 - (h) “member” means a person or organization having a membership in the Corporation in good standing;
 - (i) all terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act;
 - (j) words importing the singular number only shall include the plural and *vice versa* and words importing persons shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons.
2. **Headings** - The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws

or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

3. ***Conflict with By-laws*** - To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Articles to the Corporation, the provisions of the Act, or the Articles shall govern.
4. ***Invalid Provisions*** - The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.
5. ***Interpretation*** – The Board is the sole authority for the interpretation of these by-laws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Corporation and provided for by the by-laws, shall be final and shall be binding on all the members.

PART TWO

BUSINESS OF THE CORPORATION

6. ***Objects*** –
 - (a) The objects of the Corporation are to promote and grow the sport of Ringette by providing leadership, programs, development opportunities, services and resources for the ringette community in the Province of Saskatchewan.
 - (b) The Corporation shall not be operated for profit. No part of the income of the Corporation shall be paid or payable to, or otherwise available for the personal benefit of any member of the Corporation. Any commercial enterprise that may be undertaken by the Corporation shall be ancillary to and in furtherance of the stated objects of the Corporation.
7. ***Head Office*** - The head office of the Corporation shall be in Regina, Saskatchewan. Until changed in accordance with the Act, the registered office of the Corporation shall be situate in the municipality within Saskatchewan specified in the Articles and at such location therein as the directors may from time to time determine.
8. ***Seal*** - The corporate seal of the Corporation, shall be in such form as the Board may from time to time adopt. The seal shall be in the custody of an officer as designated by the Board.
9. ***Execution of Agreements*** –
 - (a) Agreements, instruments or any other documents requiring execution by the Corporation shall be signed by any one officer or director, and all such agreements, instruments or documents so signed shall be binding upon the Corporation.

- (b) The Board may from time to time by resolution appoint any officer or officers or any individual or individuals on behalf of the Corporation to sign agreements, instruments or other documents generally or to sign specific agreements, instruments and other documents.
 - (c) The seal of the Corporation may, when required, be affixed to agreements, instruments or other documents executed on behalf of the Corporation in the manner contemplated by this Section 9. However, no agreement, instrument or other document is invalid merely because the corporate seal is not affixed on such agreement, instrument or other document.
10. ***Borrowing Powers and Banking Arrangements*** – Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles and any unanimous member agreement, the Board may from time to time on behalf of the Corporation, without authorization of the members:
- (a) borrow money upon the credit of the Corporation;
 - (b) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
 - (c) mortgage, pledge or otherwise give a security interest for such borrowing or other obligations of the Corporation over all or any of the currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertakings and rights of the Corporation, in such form as the Board may determine.

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Corporation, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

11. ***Cheques, Drafts and Notes*** - All bank drafts, cheques, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Corporation's accounts shall be executed in the name of the Corporation and signed by any 2 individual(s) designated by resolution of the Board.
12. ***Fiscal Year*** - Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on May 31st of each year.
13. ***Auditors*** - The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting or special meeting of the members. The auditor shall hold office

until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

14. ***Amendment of By-laws*** - The directors, by resolution, may make, amend or repeal any by-laws. The directors shall submit a bylaw, or an amendment or a repeal of a bylaw to the members at the next meeting of members, and the members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal.

PART THREE **MEMBERSHIP**

15. ***Classes of Membership*** – The Corporation shall be comprised of one category of members. The members shall be called to all annual meetings of the members and have the right to speak as well as the right to vote with respect to any matter upon which members are entitled to vote. The Board may recommend for adoption the creation of other categories of members at a special members’ meeting called for such purpose.
16. ***Eligibility for Membership*** – Membership of the Corporation shall be limited to local ringette associations operating within Saskatchewan, currently being:
 - (a) Buffalo Plains Ringette Association;
 - (b) Prince Albert Ringette Association;
 - (c) Regina Ringette Association; and
 - (d) Saskatoon Ringette Association.
17. ***Membership Representation*** – Each member shall appoint one of its officers or staff to exercise its voting powers. Such appointed representative shall be entitled to vote in elections for directors of the Corporation and at meetings of members, on the basis of one vote for each 50 members enrolled per local association member. For further certainty, unless otherwise provided by these by-laws, one person shall not be appointed to represent more than one member. A member may change its appointed representative at its discretion, provided that the Executive Director of the Corporation be notified of such change not less than 30 days prior to the date of balloting or voting.
18. ***Applications for Membership by New Local Associations*** – Any new local ringette associations other than those identified in this by-law may become a member of the Corporation, upon application to the Board. All applications for membership shall be in writing and shall be submitted to the Executive Director. The Executive Director shall inform the Board of each application for membership that has been received. The Board shall consider the application and if the Board approves the application, the applicant shall be admitted to membership in the Corporation. The Board, in its sole discretion

shall have authority to enact additional conditions of membership or modify the existing conditions, from time to time, by resolution.

19. ***Membership Non-Transferable*** - Membership in the Corporation shall not be transferable or assignable.
20. ***Term and Termination*** – A member of the Corporation shall cease to be a member upon:
 - (a) death, if an individual;
 - (b) dissolution, if a body corporate or organization;
 - (c) resignation in writing;
 - (d) upon expulsion by a vote of the majority of those present at a meeting of the Board for conduct considered by the Board to be contrary or detrimental to the interests of the Corporation, or if any opinion of the Board a member has ceased to engage in such activity as to qualify the member for continued membership; or
 - (e) the date upon which the Corporation is wound-up or otherwise dissolved.

Any member that is expelled shall have the right to appeal to the next ensuing annual meeting of the members of the Corporation. The Executive Director of the Corporation shall be notified in writing of such member's intention to appeal, at least 7 clear days before the day appointed for such meeting.

No member of the Corporation shall have any claim to the assets, funds or property of the Corporation, but a member for any cause whatsoever ceasing to be a member in the Corporation shall remain liable to the Corporation for any debt or other liability of the member to the Corporation accrued to the date on which such member ceased to be a member. The rights and privileges of a member cease to exist when its, his or her membership interest in the Corporation is terminated.

21. ***Membership Fees and Assessments*** – Membership fees, dues and assessments shall, unless otherwise provided in these by-laws, be payable by the members in such amount and at such times as the Board shall determine. Any change in the amount of any such fees, dues or assessments shall become effective at the date set by the Board.
22. ***Services for Members*** - The Corporation shall provide such services to its members as the Board may determine from time to time.

PART FOUR **MEMBERS' MEETINGS**

23. ***Calling of Meetings*** –

- (a) Subject to the by-laws and the requirements in the Act respecting the calling of meetings, the Board shall call an annual meeting of members not later than 15 months after holding the preceding annual meeting.
- (b) The Board may call a special meeting of members at any time but must call a special meeting of the members upon the written request of members whose membership interests carry not less than fifty percent (50%) of the rights to vote at the proposed meeting of members.
- (c) Meetings of members shall be held at any place within Saskatchewan that the Board determines.

24. ***Meeting Business*** -

- (a) The following business shall be transacted at every annual meeting of members:
 - (i) the consideration of financial statements and auditor's report on such financial statements;
 - (ii) the appointment of directors; and
 - (iii) the appointment of an auditor.
- (b) All business transacted at an annual meeting of members or a special meeting of members other than:
 - (i) the consideration of financial statements and auditor's report on such financial statements;
 - (ii) the appointment of directors; and
 - (iii) the reappointment of an incumbent auditor;shall be deemed to be special business.
- (c) Notice of a meeting of members at which special business is to be transacted is to:
 - (i) state the nature of that business in sufficient detail to permit the member to form a reasoned judgment concerning that business; and
 - (ii) include the text of any special resolution to be submitted to the meeting.
- (d) Any member may submit to the Corporation written notice of any matter that the member proposes to raise and discuss at the next meeting of members and notice of the proposal shall be given with the notice of the next meeting of members.

25. ***Notice of Meeting*** -

- (a) Notice of the time and place of a meeting of members shall be sent, not more than 50 nor less than 15 days before the meeting to:
 - (i) each member entitled to vote at the meeting;
 - (ii) each director; and
 - (iii) the auditor of the Corporation.
 - (b) Notice of the time and place of a meeting of members shall be sent to members who were registered on the records of the Corporation as being a member in accordance with the provisions of the Act.
26. **Copies of Financial Statements** - Copies of the Corporation's financial statements, together with the report of the auditor, shall be sent to each member not less than 15 days before each annual meeting of members, except a member who has informed the Corporation in writing that the member does not want a copy of such documents.
27. **Waiver of Notice, Irregularities** - A member or any other person entitled to attend a meeting of members may, in any manner and at any time, waive notice of a meeting of members, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
28. **Quorum** - A quorum for any meeting of members shall consist of a majority of the members (who must either be present or represented by proxy or other representative at such meeting). A quorum must be present throughout the continuation of the meeting.
29. **Chair of a Meeting** - The President of the Corporation shall chair every meeting of members of the Corporation. If the President of the Corporation is not present at a meeting, the President of the Corporation may appoint a director to act as the chair. If the President of the Corporation is not present within 10 minutes after the time appointed for holding the meeting and the President of the Corporation has not appointed a director to act as chair for the meeting then the members present shall endorse one of the members to chair the meeting.
30. **Adjournments** - The chair of the meeting may with the consent of a majority of the members present at the meeting adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of adjournment is present at the meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

31. ***Voting*** –

- (a) Each member in good standing who is represented by an authorized individual shall be entitled to vote that number of votes calculated based upon 1 vote per 50 members enrolled per local association at all meetings of members. A member may, by written proxy, appoint a proxyholder to attend and act at all meetings of members, in the manner and to the extent permitted by the proxy. A proxyholder need not be a member.
- (b) Unless a ballot is demanded or required, voting at a meeting of members shall be by way of a show of hands. Upon a show of hands each person present and entitled to vote at the meeting shall have one vote and a declaration by the chair of the meeting that any question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon such question.
- (c) The chair of the meeting or any member or proxy entitled to vote at the meeting may require or demand a ballot upon any question, either before or immediately after any vote by show of hands, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chair of the meeting shall direct. On a ballot, each member present in person or represented by proxy or other representative and entitled to vote on a question put forth at a meeting of members shall be entitled to one vote in respect of the question. The result of the ballot so taken shall be the decision of the members upon the question.
- (d) If a body corporate, association, government department or government agency is a member, the Corporation shall recognize any individual authorized by resolution of the directors or governing body of the body corporate, association, government department or government agency to represent it at any meeting of members. A member appointing a designated representative may revoke the designation of its representative by written notice to the Corporation and thereupon the person whose designation is revoked shall cease to be the representative of the member.
- (e) A majority of votes cast by the members represented and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or the by-laws.
- (f) If a member chooses to be represented through written proxy, notification must be received 5 days in advance of the meeting.

32. ***Telephone Meetings*** - With the consent of the chair of the meeting of members, a member or any other person entitled to attend a meeting of members may participate in

the meeting by means of teleconference, and any such person participating in such a meeting by teleconference shall be considered present at the meeting.

PART FIVE
BOARD AND DIRECTORS

33. ***Duties of the Board*** - The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not expressly directed or required by the Act or other statute, the Articles, the by-laws or any special resolution of the Corporation to be done in some other manner. Notwithstanding a vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.
34. ***Qualifications of Directors*** - Directors must be individuals, at least 18 years of age and must have the capacity under law to contract.
35. ***Size and Make-Up of Board*** – The Board shall consist of a minimum size of five (5) and a maximum size of nine (9) and shall be constituted as follows:
- (a) Five (5) directors who are appointed as follows:
 - (i) One (1) appointee nominated by Buffalo Plains Ringette Association;
 - (ii) One (1) appointee nominated by Prince Albert Ringette Association;
 - (iii) One (1) appointee nominated by Regina Ringette Association;
 - (iv) One (1) appointee nominated by Saskatoon Ringette Association; and
 - (v) The current past president of the Corporation, as a non-voting member.
 - (b) Between one (1) and five (5) directors who are to be elected at the annual meeting or any other duly called meeting of the members of the Corporation (the “Elected Directors”). For further certainty, no more than 3 of the Elected Directors may be from a single member of the Corporation at any given time.
36. ***Board of Director Appointment Process*** - The Board shall be appointed as follows:
- (a) At each annual meeting of the Corporation, nominations shall be accepted for the number of directors equal to the number of director positions that will be coming vacant on the Board. All nominees receiving a majority of votes cast by the members represented and carrying voting rights shall be elected to the Board.
 - (b) At each annual meeting of the Corporation where the position on the Board occupied by the appointee nominated by the Buffalo Plains Ringette Association will be coming

vacant, the Buffalo Plains Ringette Association shall advise the Corporation of its nominee and the members shall appoint such nominee to the Board.

(c) At each annual meeting of the Corporation where the position on the Board occupied by the appointee nominated by the Prince Albert Ringette Association will be coming vacant, the Prince Albert Ringette Association shall advise the Corporation of its nominee and the members shall appoint such nominee to the Board.

(d) At each annual meeting of the Corporation where the position on the Board occupied by the appointee nominated by the Regina Ringette Association will be coming vacant, the Regina Ringette Association shall advise the Corporation of its nominee and the members shall appoint such nominee to the Board.

(e) At each annual meeting of the Corporation where the position on the Board occupied by the appointee nominated by the Saskatoon Ringette Association will be coming vacant, the Saskatoon Ringette Association shall advise the Corporation of its nominee and the members shall appoint such nominee to the Board.

37. **Term** – All directors, save and except for the inaugural directors appointed pursuant to section 38 of these bylaws, shall hold office for a term of two (2) years.

38. **Inaugural Board of Directors** - Upon the effective date of these bylaws, the members shall appoint an inaugural Board to ensure consistency and in order to establish staggered terms, as follows:

(a) The nominees appointed from each of the Regina Ringette Association and the Saskatoon Ringette Association shall each be elected to hold office for a term of two (2) years;

(b) The nominees appointed from each of the Buffalo Plains Ringette Association and the Prince Albert Ringette Association shall each be elected to hold office for a term of one (1) year;

(c) Five (5) individuals named from the Board of the Corporation existing as of the date of these bylaws, who shall each be elected to hold office for terms of one (1) year; and

(d) The current past president of the Corporation, who shall be elected to hold office for a term of one (1) year.

39. **Maximum Term.** All directors may be re-elected or appointed for a maximum term of up to eight (8) consecutive years, after which they must vacate their office for at least one (1) year.

40. **Failure to Elect Full Number of Directors** - Whenever at any appointment of directors of the Corporation the full number of directors is not appointed by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death

of any nominee or nominees, the directors appointed may exercise all powers of the Board so long as the number of directors so appointed constitutes a quorum.

41. ***Removal from Office*** –

- (a) A director may be removed from office by notice in writing given by the member who nominated such director or by written notice approved by more than two – thirds of the members, effective the day such notice is delivered to the President or if there is no such officer, to the other members.
- (b) The office of a director shall be automatically vacated if:
 - (i) the director has resigned his or her office by delivery of a written resignation to the President;
 - (ii) the director is found by a court to be of unsound mind;
 - (iii) the director becomes bankrupt;
 - (iv) the director is convicted of a criminal offence; or
 - (v) the director dies.

42. ***Vacancies*** –

- (a) Where director nominated by either the Regina Ringette Association, Saskatoon Ringette Association, Buffalo Plains Ringette Association or Prince Albert Ringette Association ceases to hold office prior to the expiration of his or her term, the member who appointed or elected such director shall appoint a new director to fill the vacancy.
- (b) Where a director who is nominated and elected by the members of the Corporation at the annual meeting ceases to hold office prior to the expiration of his or her term, the Board may appoint a new director to fill the vacancy.
- (c) A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

43. ***Remuneration*** - The remuneration, if any, payable to the directors of the Corporation for acting as directors or officers shall be determined from time to time by resolution of the members. The Board shall establish a policy to reimburse directors for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as directors. Such policy shall require that the Board pre-approve the amount and reason for all major business expenses for directors. The Board shall report to the Corporation the total remuneration and expenses paid to each member of the Board in the annual report.

PART SIX
COMMITTEES AND OFFICERS

44. ***Committees*** – The Board shall appoint the following committees whose members will hold their offices at the will of the Board:
- (a) High Performance and Competitions Committee;
 - (b) Officiating Committee;
 - (c) Coaching and Player Development Committee; and
 - (d) Marketing and Communications Committee.
45. ***Committee Duties and Members*** - The directors shall determine the duties and powers of all committees and may, by resolution, delegate duties to them. The Board may fix by resolution, the members of and structure of all committees. Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.
46. ***Officers*** – The directors may from time to time appoint such officers as they deem necessary, may specify the duties of, and, subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

PART SEVEN
LIMITATION OF LIABILITY AND INDEMNIFICATION

47. ***Limitation of Liability*** – Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer 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 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 tortious acts 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; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
48. ***Indemnification of Directors and Others*** - Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and

legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if

- (a) they acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

PART EIGHT

MEETINGS OF DIRECTORS AND COMMITTEES

- 49. ***Place of Meeting*** - Meetings of the Board and of any committee of the Board may be held at any place within Canada.
- 50. ***Convening of Meetings*** - A meeting of the Board may be convened by the President of the Corporation, or in the President's absence, a director appointed by the President of the Corporation or any 2 directors at any time. Except as otherwise provided by the Act and the Articles, the directors either as a Board or as a committee thereof may convene, adjourn and otherwise regulate their meetings, as they think fit.
- 51. ***Telephone Meetings*** - If all of the directors of the Corporation consent, one or more directors may participate in a meeting of the Board or a committee of the Board by means of teleconference. Any such director participating in such a meeting in such manner shall be considered present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.
- 52. ***Time of Notice*** –
 - (a) Notice of the time and place of each meeting of the Board shall be given in the manner provided in these by-laws to each director, in the case of notice given by personal delivery, telecopier or other means of electronic communication, not less than 48 hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than 4 days before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of telephone participation) or if all the absent directors waive notice.

- (b) For the first meeting of the Board to be held immediately following the election of directors at an annual meeting of members or special meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the Board is present.
- 53. **Contents of Notice** - Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.
- 54. **Waiver** - Notice of any meeting of the Board or of any committee of the Board, or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
- 55. **Quorum** –
 - (a) A quorum for any meeting of the Board shall consist of a majority of the Board or such other number, but no fewer than half of the directors, as the directors may by resolution from time to time determine.
 - (b) A quorum must be present throughout the continuation of the meeting.
 - (c) If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum.
- 56. **Chair of the Meeting** – The Board shall elect a President from among the directors, such election to be held at the discretion of the Board, but at a minimum on a bi-annual basis. The President of the Corporation shall chair every meeting of members of the Corporation. If the President of the Corporation is not present at a meeting, the President of the Corporation may appoint a director to act as the chair. If the President of the Corporation is not present within 10 minutes after the time appointed for holding the meeting and the President of the Corporation has not appointed a director to act as chair for the meeting then the directors present may elect one of the directors to chair the meeting.
- 57. **Adjournment** - The chair of a meeting of the Board may with the consent of a majority of the directors present at a meeting, adjourn any meeting of the Board to a fixed time and place and, subject to the Act, if a quorum is constituted at the time of adjournment no notice of the fixed time and place for the holding of the adjourned meeting shall be required, provided that the adjourned meeting is held in accordance with the terms of the adjournment. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. However, if there is not a quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any

adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

58. ***Voting*** - Decisions of the Board shall be determined by a majority of votes of the directors present, with the President not voting unless there is a tie. The past president will not have voting rights on the Board and will sit as a non-voting member.
59. ***Resolution in Writing*** – A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of the directors. Such resolution may be signed in counterparts.

PART NINE **NOTICES**

60. ***Manner of Notice*** - Any notice (which includes any communication or document) to be given pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's latest address as shown on the records of the Corporation or if mailed to such person at the said address by prepaid ordinary or airmail or if sent to such person by telecopier or other means of electronic communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by telecopier or other means of electronic communication shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The Corporation may change or cause to be changed the recorded address, telecopier number or any other electronic address or number of any member, director, officer, auditor, or member of a committee of the Board in accordance with any information which the Corporation reasonably believes to be reliable.
61. ***Notice Computation*** - In computing the time when notice must be given under any provision requiring a specific number of hours notice, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and 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.
62. ***Returned Notices*** - Where notices or other documents required to be given by the Corporation to its members have been given to a member at such member's latest mailing address, telecopier number or other electronic address as shown on the records of the Corporation and where, on 3 consecutive occasions, notices or other documents have been returned to the Corporation, the Corporation is not required to give to the member any further notices or other documents until such time as the Corporation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address or number.

- 63. **Signature** - Subject to the Act, the signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 64. **Certificate of Office** - A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any member, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
- 65. **Common Notice** - A special meeting and the annual meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.
- 66. **Omissions and Errors** - The accidental omission to give any notice to any member, director, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such omission.
- 67. **Books and Records** - The directors shall see that all necessary books and records of the Corporation required by the by-laws, the Act or by any applicable statute or law are regularly and properly kept.

ENACTED by the Board the ____ day of _____, 2014.

President

Director

CONFIRMED by the members in accordance with the Act on the ____ day of _____, 2014.

President