

SASKATCHEWAN CONSTRUCTION SAFETY ASSOCIATION INC.

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

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
SASKATCHEWAN CONSTRUCTION SAFETY ASSOCIATION 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) “Commercial Employers” means those Eligible Persons who have been assigned a commercial construction rate code by WCB;
 - (f) “Corporation” means Saskatchewan Construction Safety Association Inc.;
 - (g) “director” means a director of the Corporation elected or appointed in accordance with these by-laws;
 - (h) “Eligible Person” means any person registered with WCB and categorized by WCB as being part of the Class B – “Building Construction” Rate Class;
 - (i) “General Workforce” means those individuals employed in the construction industry by an Eligible Person who are not members of an Organized Labour Group;
 - (j) “Governance Committee” means the committee of directors established by the Board pursuant to these by-laws;

- (k) “Industrial Employers” means those Eligible Persons who have been assigned an industrial construction rate code by WCB;
 - (l) “meeting of members” includes an annual and a special meeting of members;
 - (m) “member” means a person or organization having a membership in the Corporation in good standing;
 - (n) “Nominating Groups” means, collectively, the Commercial Employers, the Residential Employers, the Industrial Employers, the Organized Labour Employees and the General Workforce;
 - (o) “Nominees” means, collectively, the nominees selected by the Board and each of the Nominating Groups in a given year pursuant to Section 34;
 - (p) “Organized Labour Employees” means individuals who are members of an Organized Labour Group and employed by an Eligible Person;
 - (q) “Organized Labour Groups” means, collectively, all organized labour groups whose members are employed or retained by Eligible Persons from time to time;
 - (r) “person” shall be construed as a reference to any individual, firm, company, corporation, joint venture, trust, unincorporated organization, or any association or a partnership (whether or not having separate legal personality) or two or more of the foregoing;
 - (s) “Residential Employers” means those Eligible Persons who have been assigned a residential construction rate code by WCB;
 - (t) “WCB” means the Saskatchewan Workers’ Compensation Board;
 - (u) 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;
 - (v) the singular includes the plural and vice-versa; and
 - (w) all references herein to “person” 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, 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. **Purpose** – The purpose of the Corporation is to provide safety services to the Saskatchewan construction industry, with a goal of reducing injuries in the construction industry, and such other purposes as determined by the Board from time to time.
7. **Head Office** - The head office of the Corporation shall be in the City of Regina, Province of Saskatchewan. The registered office of the Corporation shall be situated at such location in Saskatchewan 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 two officers or any officer and 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. 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 two individuals designated by resolution of the Board.
12. ***Fiscal Year*** - Unless otherwise determined by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December of each year.
13. ***Auditors*** – Unless the members vote to waive the appointment of an auditor, 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. If an auditor is appointed, such 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 by-law, or an amendment or a repeal of a by-law to the Members at the next meeting of Members, and the Members, by ordinary resolution, may confirm, reject or amend the by-law, amendment or repeal.

PART THREE
MEMBERSHIP

15. ***Classes of Membership*** – The Corporation shall have two (2) classes of membership. These classes are as follows:
 - (a) ***General Membership*** – General Members shall be entitled to receive notice of and to attend and vote at all meetings of members; and
 - (b) ***Honorary Membership*** – The directors of the Corporation may grant Honorary Memberships to such person(s) as the directors may determine from time to time, at their discretion. Such Honorary Members shall be entitled to receive notice of and attend all meeting of the members, but shall not be entitled to vote at any meetings of the members, except where the Act explicitly provides non-voting members the right to vote.
16. ***Eligibility for Membership*** – A person shall only be eligible to hold a General Membership if the person is an Eligible Person.
17. ***Applications for Membership*** – All persons shall automatically be admitted as General Members upon becoming Eligible Persons. Eligible Persons are not required to submit applications to the Board to become General Members. All Eligible Persons shall remain members until the persons' General Membership is terminated in accordance with these by-laws.
18. ***Membership Non-Transferable*** - General Memberships may not be transferred or assigned except with the prior written consent of the Board. Honorary Memberships are non-transferable and non-assignable.
19. ***Term and Termination*** – A General Member shall cease to be a member automatically upon the date that the member ceases to be an Eligible Person. 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.
20. ***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.
21. ***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

22. ***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 eighteen (18) months after the Corporation comes into existence and subsequently not later than fifteen (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 five (5%) percent of the rights to vote at the proposed meeting of members.
- (c) Meetings of members shall be held at any place within Canada that the Board determines.

23. ***Meeting Business -***

- (a) The following business shall be transacted at every annual meeting of members:
 - (i) the consideration of financial statements and, if an auditor has been appointed, the auditor's report on such financial statements;
 - (ii) the election of directors from the Nominees; and
 - (iii) the waiver of the appointment of an auditor or, if no such waiver has been approved, 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, if an auditor has been appointed, the auditor's report on such financial statements;
 - (ii) the election of directors from the Nominees; and
 - (iii) the waiver of the appointment of an auditor or, if no such waiver has been approved, 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 the submitted to the meeting.
- (d) Any voting 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.

24. **Notice of Meeting –**

- (a) For the purpose of determining members entitled to receive notice of a meeting of members, the directors may fix in advance a date as the record date for the determination of members, but the record date shall not be more than fifty (50) nor less than fifteen (15) days before the day on which the meeting is to be held.
- (b) If no record date is fixed:
 - (i) the record date for the determination of members entitled to receive notice of a meeting of members shall be at the close of business on the day preceding the day on which the notice is given, or if no notice is given, the day on which the meeting is held; and
 - (ii) the record date for the determination of members entitled to vote at a meeting of members is the time of taking the vote.
- (c) If a record date is fixed, notice of the date shall be given by advertisement in a newspaper published or distributed in the place where the corporation has its registered office not less than seven days before the date fixed.
- (d) Notice of the time and place of a meeting of members shall be sent, not more than fifty (50) nor less than fifteen (15) days before the meeting to:
 - (i) each member;
 - (ii) each director; and
 - (iii) the auditor of the Corporation.

- (e) A notice of meeting is not required to be sent to members who were not registered on the records of the corporation or its transfer agent on the record date determined pursuant to this Section 24.
25. **Copies of Financial Statements** - Copies of the Corporation's financial statements and, if an auditor has been appointed, the report of such 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.
26. **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.
27. **Quorum** - A quorum for any meeting of members shall consist of a majority of the members entitled to vote at the meeting (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.
28. **Chair of a Meeting** - At the commencement of each meeting of the members, the members present shall select and appoint one member to chair the meeting. If multiple members are selected to chair the meeting, the members present at the meeting who are entitled to vote at such meeting shall appoint the chair by a majority vote.
29. **Adjournments** - The chair of the meeting may with the consent of a majority of the members present at the meeting who are entitled to vote at such 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.
30. **Voting** -
- (a) Each General Member in good standing who is personally present or represented by an authorized individual pursuant to Section 30(d), shall be entitled to vote at all meetings of members. A General 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 of 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.
31. **Telephone, Video and Electronic 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, video conferencing systems or other electronic methods

approved by the chair, and person participating in such a meeting by such method shall be considered present at the meeting.

PART FIVE

DIRECTORS AND OFFICERS

32. ***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.
33. ***Qualifications of Directors*** – Directors must be individuals, at least 18 years of age, must not have the status of bankrupt and must have the capacity under law to contract.
34. ***Board Structure*** – Unless otherwise agreed upon by the Board, the Board shall at all times be comprised of the following individuals:
- (a) Two (2) directors shall be nominees of the Commercial Employers;
 - (b) Two (2) directors shall be nominees of the Industrial Employers;
 - (c) Two (2) directors shall be nominees of the Residential Employers;
 - (d) Two (2) directors shall be nominees of the Organized Labour Employees;
 - (e) Two (2) directors shall be nominees of the General Workforce; and
 - (f) Two (2) directors shall be nominees of the Board.

The Board and the Nominating Groups must each provide written notice to the Governance Committee of their Nominees no less than ninety (90) days prior to the date of each annual meeting of the members. Subject to the Act, there shall be no limit on the number of times that the Board or any of the Nominating Groups may select an individual as its Nominee. In addition, the Board or a Nominating Group may select the same individual as its Nominee in two or more consecutive years.

35. ***Review by the Governance Committee*** - Upon receiving the Nominees of the Board and the Nominating Groups in accordance with Section 34 of these by-laws, the Governance Committee shall review and consider the qualifications of all of the Nominees and shall have the right, at its sole

discretion, to determine whether each of the Nominees shall be eligible to stand for election to Board at the next annual meeting of the members. Notwithstanding anything contained in these by-laws, only those Nominees approved by the Governance Committee shall be eligible to stand for election to the Board.

36. **Term** – Subject to these by-laws, and unless otherwise agreed upon by the General Members, a director's term of office shall be from the date of the meeting at which he or she is elected until the next annual meeting; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing him from office as a director, in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal.
37. **Retiring Directors** - A retiring director, other than a retiring director who is deemed by the Board to have retired pursuant to these by-laws, shall retain office until the adjournment or termination of the meeting at which his or her successor is appointed or elected, as the case may be, unless such meeting was called for the purpose of removing such person from office as a director in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if qualified, are eligible for re-appointment, unless the director has been deemed to have resigned in accordance with these by-laws, in which case, the retiring director shall only be eligible for re-appointment with the consent of the Board.
38. **Failure to Elect Full Number of Directors** - If there has been a failure to elect the minimum number of directors required by the Articles, the directors then in office shall immediately call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
39. **Removal from Office** –
- (a) A director may be removed from office by resolution of the General Members at a special meeting of the 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 Chairperson;
 - (ii) the director has resigned his or her office as a result of a deemed resignation pursuant to these by-laws;
 - (iii) the director is found by a court to be of unsound mind or lack capacity;
 - (iv) the director becomes bankrupt;

- (v) the director is convicted of a criminal offence; or
- (vi) the director dies.

40. **Deemed Resignation** – Notwithstanding anything contained herein, a director shall, at the Board's discretion, be deemed to have resigned as director upon the director failing to attend at least fifty (50%) percent of the meetings of the Board and/or at least seventy five (75%) percent of the meetings of any committees of the Board in any calendar year without a reasonable and valid excuse as determined by the chair. In addition, notwithstanding anything contained herein, a director who was a Nominee of the Nominating Group shall be deemed to have resigned as director if, in the chair's opinion, the director ceases to be employed or engaged by, or associated with, an Eligible Person. Upon the Board determining that a deemed resignation has occurred in accordance with this Section 40, such director shall immediately tender his or her resignation to the Board.

41. **Vacancies** –

- (a) Subject to the Act, if any vacancy on the Board occurs by reason of the death, disqualification, inability to act, resignation or removal of any director, a quorum of directors shall fill such vacancy so as to maintain a Board consisting of the number of Nominees of the Nominating Groups and the Board, as set forth in Section 34.
- (b) A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

42. **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. Notwithstanding the generality of the foregoing:

- (a) directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as directors, and any director may be remunerated for services performed in a professional capacity for or on behalf of the Corporation pursuant to such policy as is set by the Board; and
- (b) where a director is employed by the Corporation as a full-time officer of the Corporation (for example, as the Corporation's Chief Executive Officer), the compensation payable to such director in respect of his or her employment shall be determined by resolution of the Board only and need not be confirmed or approved by a resolution of the members.

43. **Committees** –

- (a) In addition to the committees established pursuant to these by-laws, the Board may create one or more committees of the Board and

appoint directors to hold office on such committees. The directors shall determine the number, type, duties, powers, rights and responsibilities of such committees and may, by resolution, delegate duties to them. The Board may fix by resolution, any remuneration to be paid to committee members.

- (b) Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.
- (c) The Board shall have the right to eliminate any committees established by these by-laws or otherwise established from time to time.

44. **Governance Committee** – The Board shall establish a Governance Committee comprised of no less than three (3) directors. The directors shall determine the duties, powers, rights and responsibilities of the Governance Committee and may, by resolution, delegate duties to them. The Board may fix by resolution, any remuneration to be paid to Governance Committee members. In addition to any roles and responsibilities determined by the Board from time to time, the Governance Committee shall be responsible for (i) fairly and objectively evaluating the Nominees selected by the Board and the Nominating Groups pursuant to Section 34 for election as director; and (ii) selecting (at its sole discretion) which of the Nominees shall be eligible to stand for election to the Board by the members.
45. **Advisory Committee** – The Board shall establish an Advisory Committee comprised of no less than three (3) directors. The directors shall determine the duties, powers, rights and responsibilities of the Advisory Committee and may, by resolution, delegate duties to them. The Board may fix by resolution, any remuneration to be paid to Advisory Committee members.
46. **Audit Committee** – The Board shall establish an Audit Committee comprised of no less than three (3) directors. The directors shall determine the duties, powers, rights and responsibilities of the Audit Committee and may, by resolution, delegate duties to them. The Board may fix by resolution, any remuneration to be paid to Audit Committee members.
47. **Officers** – The directors may from time to time appoint such officers or employees as they deem necessary, may specify the duties of such officers and employees, and, subject to the Act, delegate to such officers and employees the powers to manage the business and affairs of the Corporation.
48. **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 or her 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.

49. ***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 or her 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) he or she 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

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

PART SIX

MEETINGS OF DIRECTORS

50. ***Place of Meeting*** - Meetings of the Board and of any committee of the Board may be held at any place within Canada.
51. ***Convening of Meetings*** - A meeting of the Board may be convened by the Chairperson of the Board, or in the Chairperson's absence, the Vice-Chairperson of the Board, or in the absence of both the Chairperson of the Board and the Vice-Chairperson of the Board, any two (2) directors at any time. Except as otherwise provided by the Act and the Articles, the directors may convene, adjourn and otherwise regulate their Board and committee meetings at their discretion.

52. **Telephone, Video and Electronic 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, video conferencing systems or other electronic methods agreed upon by the Board. 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.
53. **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, email 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 7 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, teleconference, video or other approved means of participation) or if all the absent directors waive notice.
 - (b) In the case of the first meeting of the Board 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.
54. **Contents of Notice** - Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.
55. **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.
56. **Quorum** –
- (a) A quorum for any meeting of the Board shall consist of a majority of the Board or such other number as the directors may determine by resolution from time to time.
 - (b) A quorum must present throughout the entire duration 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.
57. **Chair of the Meeting** – The Chairperson, or in his or her absence, the Vice-Chairperson, shall chair every meeting of the Board. If neither the Chairperson nor the Vice-Chairperson is present within 30 minutes after the time selected for holding the meeting, or if no person is willing to act as chair, the directors present may choose one of their numbers to chair the meeting.
58. **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.
59. **Voting** - Decisions of the Board shall be determined by a majority of votes of the directors present, including the chair of the meeting.
60. **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 a meeting of the directors. Such resolution may be signed in counterparts.

PART SEVEN

NOTICES

61. **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 email 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 email 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, the email address 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.

62. **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.
63. **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, email address or other electronic address as shown on the records of the Corporation and where, on three (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.
64. **Signature** - Subject to the Act, the signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten, printed or applied electronically or partly written, stamped, typewritten, printed or applied electronically.
65. **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.
66. **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.
67. **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.

- 68. **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 maintained.

ENACTED by the Board the ____ day of _____, 20____.

CONFIRMED by the members in accordance with the Act on the ____ day of _____, 20____.

DRAFT