

**BY-LAWS OF THE SASKATOON VISITOR AND CONVENTION
BUREAU, INC.**

**A by-law relating generally to the conduct of the affairs of
The Saskatoon Visitor and Convention Bureau Inc.
(the "Corporation")**

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**BYLAW No. 1 OF
SASKATOON VISITOR & CONVENTION BUREAU INC.
(the "Corporation")**

BE IT ENACTED as a Bylaw relating generally to the conduct of the activities and affairs of the Corporation as follows:

**ARTICLE I
Interpretation**

Section 1.01 Definitions. In the Bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means *The Not-profit Corporations Act, 2022* (Saskatchewan) as from time to time amended and every statute that may be substituted therefor and in the case of such substitution any references in the Bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

"**appoint**" includes "elect" and vice versa;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, reorganization, or revival of the Corporation;

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

"**Bylaws**" means this Bylaw and any other Bylaw of the Corporation which is, from time to time, in force and effect;

"**Director**" means a member of the Board;

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

"**meeting of members**" means an annual meeting of members and a special meeting of members;

"**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in *The Legislation Act* (Saskatchewan);

"**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution;

"**person**" includes any individual or entity;

"**recorded address**" means:

- (a) in the case of a member, their address as recorded in the register of members of the Corporation;

- (b) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act;

"**special meeting**" includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members; and

"**special resolution**" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this Bylaw. For the purposes of this Bylaw, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this Bylaw as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this Bylaw; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE II Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in Saskatchewan at the location specified in the Articles and at such location therein as the Board may from time to time determine.

Section 2.02 Books and Records. Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

ARTICLE III Membership

Section 3.01 Membership Conditions. Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each member shall be entitled to one vote at such meetings.

Section 3.02 Transfer of Memberships. A membership may only be transferred to the Corporation.

Section 3.03 Membership Dues. Members shall be notified in writing of the membership dues at any time payable by them as determined by the Board and, if such dues are not paid within three (3) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

Section 3.04 Termination of Membership. A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is an entity, the entity is dissolved or wound up;
- (b) the member resigns by delivering a written resolution to the main office of the Corporation, in which case the resignation shall be effective on the date specified in the resignation;
- (c) the member is expelled or their membership is otherwise terminated in accordance with the Articles or Bylaws;
- (d) the member's term of membership expires;
- (e) the member fails to pay its dues within three (3) calendar months of the member renewal date; or
- (f) the Corporation is liquidated and dissolved under the Act.

Section 3.05 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.06 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, Bylaws or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the Chief Executive Officer, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the Chief Executive Officer, or such other officer as may be designated by the

Board, in response to the notice received within such twenty (20) day period. If no written submission is received, the Chief Executive Officer, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.06(b), the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal.

ARTICLE IV Meetings of the Members

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in Saskatchewan as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Saskatchewan where a meeting of members may be held, a meeting of members may be held outside Saskatchewan.

Section 4.02 Virtual Meetings. If the Board calls a meeting of members under the Act, the Board may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.03 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section 4.04 Special Meetings. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written requisition of members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.05 Fixing the Record Date. In order that the Corporation may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 nor less than 15 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if no notice is given, at the close of business on the day immediately preceding the day on which the meeting is held. If no record date is fixed by the Board, the record date for determining members entitled to vote at a meeting of members is the time of taking the vote. A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; *provided that* the Board may fix a

new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

Section 4.06 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this Bylaw.

Section 4.07 Notice of Meetings. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting not less than 15 and not more than 50 days before the day on which the meeting is to be held. Such notice may be given by posting the relevant notice and records on a website or internet file hosting service that can be accessed by the member without a fee payment, provided that a notice is sent to each member informing the member that the records have been posted and explaining how to access them, which notice may be sent by electronic communication if the member has consented to being sent that notice or record by electronic communication or the Articles provide for the sending of that notice or record by electronic communication.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or Bylaw to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.08 List of Members. The officer of the Corporation who has charge of the register of members shall prepare a complete list of the members entitled to vote at any meeting of members, arranged in alphabetical order, and showing the number of membership interests held by each member. If a record date is fixed, then this list shall be prepared by such officer of the Corporation no later than 10 days after setting the record date. If no record date is fixed, then such officer of the Corporation shall prepare this list at the close of business on the day immediately preceding the day on which notice of a meeting of members is given or, where no notice of a meeting of members is given, on the day on which the meeting is held. A member may examine the list of members prepared for a meeting during the Corporation's usual business hours at its registered office. A member can also inspect this list at the meeting of members for which the list was prepared. If the meeting is held solely by means of telephonic, electronic, or other communication facility, the list shall also be open for inspection by any member during the whole time of the meeting. Except as provided by the Act, the register of members of the Corporation shall be the only evidence as to who are the members entitled to

inspect the register of members and the list of members or to vote in person at any meeting of members.

Section 4.09 Quorum. A quorum at any meeting of the members shall be five (5%) percent of the members entitled to vote at the meeting, present in person. If, however, such quorum is not present at any meeting of the members, the members entitled to vote thereat, present in person, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in **Section 4.06**, until a quorum shall be present. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.10 Persons Entitled to be Present. Members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. Non-members may be present at a meeting of members with the approval of or at the invitation of the Board. However, only those members entitled to vote at the meeting of members according to the provisions of the Act, Articles, or Bylaws are entitled to cast a vote at the meeting.

Section 4.11 Conduct of Meetings.

- (a) At every meeting of members, the chairperson of the Board or such other primary or alternate officer as may be assigned by the Board or, in their absence or inability to act, one of the members who is present at the meeting chosen by the members present in person and entitled to vote at the meeting, shall act as chairperson of, and preside at, the meeting. The person whom the chairperson of the meeting shall appoint the secretary of the meeting shall act as secretary of the meeting and keep the minutes thereof. The chairperson of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include the following:
 - (i) establishing an agenda or order of business for the meeting;
 - (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
 - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (iv) limiting attendance at, or participation in, the meeting to members of the corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine;
 - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately

with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members under this Section 4.11 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 4.12 Voting. Unless otherwise required by law, the election of Directors shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this Bylaw, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chairperson of the meeting shall not have a second or casting vote in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member entitled to vote at the meeting.

Section 4.13 Resolution in Writing of Members. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for their resignation or the reasons why they oppose any proposed action or resolution for the purpose of removing them from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor, or its resignation.

ARTICLE V Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

Section 5.02 Number of Directors. If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by ordinary resolution or, if the ordinary resolution empowers the Board to determine the number, by resolution of the Board.

Section 5.03 Term of Office.

- (a) The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting following the election.
- (b) Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal, provided that, subject to Section 5.03(d), a Director, other than the chairperson of the Board, may hold office for a maximum of three (3) consecutive terms or six (6) consecutive years and the chairperson of the Board may hold office for a maximum of seven (7) consecutive years.
- (c) Subject to Section 5.03(d), any person who has served as a Director for the maximum number of consecutive years must exercise a "cooling off" period of two (2) years before seeking re-election. Such persons may serve on other committees or within other capacities of the Corporation during the "cooling off" period.
- (d) Notwithstanding the provisions of Sections 5.03(b) and 5.03(c), the Board may, under special circumstances, resolve to recommend to the members that the term limits outlined in Section 5.03(b) and the required "cooling off" period for any Director be waived. This may occur if the Board, acting reasonably and in its discretion, determines that such action is in the best interest of the Corporation. The Board may exercise this discretion in situations where there is a risk of insufficient competencies or a lack of continuity on the Board. The election of any Director in accordance with a recommendation from the Board pursuant to this Section 5.03(d) shall not be invalidated on the basis of non-compliance with Section 5.03(b) and 5.03(c).

Section 5.04 Vacancies. Any vacancies occurring in the Board, except a vacancy resulting from an increase in the number or minimum number of Directors or from a failure to elect the number or minimum number of Directors required by the Articles, may be filled by the affirmative votes of a majority of the remaining members of the Board, or by a sole remaining Director, if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom they replaced, the date a successor is duly elected and qualified or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.05 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.06 Removal. Except as prohibited by applicable law, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

Section 5.07 Fees and Expenses. Except as prohibited by the Articles, Directors shall receive such fees and expenses as the Board shall from time to time prescribe.

Section 5.08 Meeting Frequency. The Board shall meet at least four times per year, with additional meeting scheduled as needed.

Section 5.09 Notice of Board Meetings. Notice of meetings shall be provided to all Directors at least seven (7) days in advance. Notice of a meeting shall not be necessary if (a) all of the

Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing Bylaws; or
- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.03 (Membership Dues).

Section 5.10 Quorum. A majority of the Directors currently in office shall constitute a quorum for the transaction of business.

Section 5.11 Voting. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

Section 5.12 Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit (other than in respect of the matters set out in Section 5.09(a) through Section 5.09(g)). Any such committee may formulate its own rules and procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

Section 5.13 Limitation of Liability. Every Director and officer of the Corporation in exercising their powers and discharging their 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, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.14 Indemnity.

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.14(a). The individual shall repay the monies if they do not fulfill the conditions of Section 5.14(c).
- (c) The Corporation shall not indemnify an individual under Section 5.14(a) unless they (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Corporation's request and (ii) 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.
- (d) The Corporation shall also indemnify the individual referred to in Section 5.14(a) in such other circumstances as the Act or the law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

ARTICLE VI Officers

Section 6.01 Appointment of Officers. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.09(a) through Section 5.09(g)). A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director unless this Bylaw specifies otherwise. Two or more offices may be held by the same individual.

Section 6.02 Description of Offices. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chairperson of the Board.** The chairperson of the Board, if one is appointed, shall be a Director. The chairperson of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chairperson shall have such other duties and powers as the Board may specify;
- (b) **Vice-Chairperson of the Board.** The vice-chairperson of the Board, if one is appointed, shall be a Director. If the chairperson of the Board is absent or is unable or refuses to act, the vice-chairperson of the Board, if any, shall, when

present, preside at all meetings of the Board and of the members. The vice-chairperson shall have such other duties and powers as the Board may specify;

- (c) **Chief Executive Officer.** The Chief Executive Officer, if one is appointed, shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;

Section 6.03 Other Officers. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chief Executive Officer requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.09(a) through Section 5.09(g).

Section 6.04 Term. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

Section 6.05 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.06 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE VII Notice

Section 7.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the Bylaws or otherwise to a member, Director, officer or member of a committee of the Board or to the auditor shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose, provided such person consented to such telephonic, electronic or other communication facility to be used for such purpose.

Section 7.02 Deemed Receipt of Notice.

- (a) A notice:
 - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
 - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been given on the fifth day after it was sent; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) shall be deemed to have been given when dispatched or delivered to the appropriate communication agent or its representative for dispatch.

Section 7.03 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this Bylaw or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE VIII Dispute Resolution

Section 8.01 Disputes. In the event a dispute or controversy among members, Directors, officers, employees or volunteers of the Corporation (a “**disputing party**”) arising out of or related to the Articles, Bylaws, or any aspect of the operations of the Corporation (a “**dispute**”), is not resolved in private meetings between the disputing parties, then without prejudice to or in any other way derogating from the rights of the disputing parties as set out in the Articles, Bylaws or the Act, and as an alternative to such disputing parties instituting a law suit or legal action, such dispute may be settled by a fair and transparent process of dispute resolution as agreed between the disputing parties, which may include mediation or binding arbitration. All costs of a mediator appointed in accordance with this section shall be borne equally by the disputing parties. All costs of an arbitrator appointed in accordance with this section shall be borne by such disputing parties as may be determined by the arbitrator.

ARTICLE IX General Provisions

Section 9.01 Seal. The seal of the Corporation, if any, shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

Section 9.02 Financial Year. The financial year of the Corporation shall be determined by the Board.

Section 9.03 Annual Financial Statements. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in section 13-1 (Annual

Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may post the relevant records on a website or internet file hosting service that can be accessed by each member without a fee payment and send a written notice informing each member that the records have been posted and explaining how to access the records. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 9.04 Execution of Documents. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the Chief Executive Officer and any one (1) other officer or Director. Also, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy.

Section 9.05 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer or officers of the Corporation or other person or persons as the Board may by resolution from time to time designate, direct or authorize.

Section 9.06 Borrowing Powers. The Board may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Section 9.07 Conflict with Applicable Law or Articles. This Bylaw is enacted subject to any applicable law and the Articles. Whenever this Bylaw may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

Section 9.08 Distribution upon Dissolution. In the event of the liquidation or dissolution of the Corporation, after payment of the Corporation's liabilities, the Corporation's remaining assets shall be distributed in accordance with the provisions set forth in the Articles.

ARTICLE X Amendment and Repeal

Section 10.01 Amendment. Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any Bylaws. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the Bylaw,

amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Section 10.02 Repeal. All previous Bylaws of the Corporation are repealed as of the coming into force of this Bylaw. The repeal shall not affect the previous operation of any Bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such Bylaw before its repeal. All officers and persons acting under the provisions of this Bylaw, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed Bylaws shall continue to be good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

ARTICLE XI
Effective Date

Section 11.01 Effective Date. Subject to matters requiring a special resolution, this Bylaw shall be effective when made by the Board.

CERTIFIED to be Bylaw No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 25 day of March 2025 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20____.

[Name of Director/Officer]