



# Orientation Manual

Centennial Auditorium and Convention  
Centre Corporation (TCU Place)  
**Board of Directors**

May 2019





## MESSAGE TO BOARD MEMBERS OF CONTROLLED CORPORATIONS

Dear Board Members,

On behalf of my Council colleagues and all residents of Saskatoon, I want to extend a warm welcome to all members of the Centennial Auditorium and Convention Centre Corporation Board of Directors. As a volunteer board member, you represent the public with a passion for your community and a commitment to make Saskatoon an even better place for us all.

With a city the size of Saskatoon, City Council relies on the Boards of its Controlled Corporations—TCU Place, SaskTel Centre, and the Remai Modern—to guide these important institutions to continued success so that they can keep serving the citizens of Saskatoon in the best possible way. The governance role that boards play are at the heart of a successful organization as you work together to navigate all of the complexities facing these civic institutions. Additionally, the Boards of the Controlled Corporations play an integral role in bringing citizens and the City together to strengthen our community through citizen engagement. We are more successful when we are able to work collaboratively with the community, and these citizen-driven boards are an important way of drawing together people with diverse viewpoints and differing areas of expertise from all over the city.

I am confident that this opportunity will allow you to actively engage in the municipal decision-making process by providing leadership to these important institutions. Each of you was chosen not only because you have the skills necessary to be an excellent board member, but also because of your demonstrated commitment to our community as a whole. This enthusiasm and passion is greatly appreciated by City Council.

I look forward to working with you in your role as a board member, and I wish you the best during your time on the Board.

Sincerely,

A handwritten signature in black ink, appearing to read 'Charlie Clark', with a stylized, cursive script.

**Charlie Clark**  
Mayor



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## **TCU PLACE OVERVIEW**

The Saskatoon Centennial Auditorium began as a dream in 1961, started construction in 1966 and became a realization in 1968. It was built as a project to commemorate Canada's Centennial Anniversary. In January 2006, the facility partnered with, and sold its naming rights to, TCU Financial Group, renaming the facility TCU Place.

The state-of-the-art impressive facility is Saskatchewan's premier venue for entertainment and conference activities. The Sid Buckwold Theatre has, and will continue to host numerous world-class entertainers, artists, theatrical productions, and ballet companies.

TCU Place actively seeks to provide entertainment that caters to all sectors and ages of our population. The mandate to promote arts and culture in the community is a very important component to how we operate.

TCU Place now houses over 104,000 square feet of prime high-end convention space with over 21 different rooms to choose from. Expandable walls provide flexible room sizes that cater to conventions and banquets of up to 1,200 people. The convention centre features state-of-the-art audio visual and technical assets, natural light in many rooms, superior technical support, two freight elevators, and a permanent registration area. In-house catering offers a variety of creative menu selections. In addition to regional and provincial conferences, TCU Place has become a strong contender for larger national and international conventions.

TCU Place is owned by the City of Saskatoon and is operated by the Saskatoon Centennial Auditorium and Convention Centre Corporation. The Corporation consists of a Board of Directors with representation from City Council and the general public.

## **MUNICIPAL GOVERNMENT AND JURISDICTION**

The City of Saskatoon is a municipal corporation established by provincial legislation called *The Cities Act*. The purpose of a city is to provide good government, to provide services, facilities and other things necessary or desirable for all or part of the City, to develop and maintain a safe and viable community, to foster economic, social and environmental well-being and to provide wise stewardship of public assets. The existence, jurisdiction and powers of the municipal corporation depend entirely on the province and are exercised by municipal government on behalf of the citizens of Saskatoon by an elected City Council. City Council is comprised of the Mayor and ten Ward Councillors. A city must act through its council.

In order to carry out its mandate, City Council is authorized through *The Cities Act* to establish council committees, controlled corporations, business improvement districts and other bodies, and describe their mandate and function.

## CONTROLLED CORPORATIONS – RELATIONSHIP WITH THE CITY OF SASKATOON

Pursuant to its authority under *The Cities Act*, City Council has established a number of Controlled Corporations incorporated under *The Non-Profit Corporations Act, 1995* (NPCA), including:

- The Art Gallery of Saskatchewan Inc. (Remai)
- The Centennial Auditorium & Convention Centre Corporation (TCUP)
- Saskatchewan Place Association Inc. (SaskTel)
- The Friends of the Bowl Foundation Inc. (Friends of the Bowl)
- Gordie Howe Sports Complex Management Inc. (GHSC Management)

The City of Saskatoon is the sole member of each Controlled Corporation and is the owner of the facilities. Pursuant to section 88 of the NPCA, the Controlled Corporations are each governed by a board of directors, charged with managing the activities and affairs of the Corporation, subject to any unanimous membership agreement. The Board membership includes a chair or president, vice-chair or vice-president, secretary, treasurer and such other officers as the Board may determine. The Board employs the Chief Executive Officer, responsible for the operation and management of the respective facilities on a day to day basis.

The Boards govern the Controlled Corporations according to the corporate purpose set out in the respective Articles of Incorporation, and within the parameters of the respective Articles, Corporate Bylaws and the NPCA more generally. The Boards report to City Council through the Standing Policy Committee on Finance on financial statements, auditor's reports and any other business as may properly be brought before an Annual General Meeting of the Members. The terms under which the Boards operate are stated in the respective Articles of Incorporation and corporate Bylaws. Amendments to the Articles or Corporate Bylaws must be approved by the City as the sole member of the Corporation. The Articles of Incorporation and Bylaw for the TCUP Board is attached as APPENDIX I.

City Council is solely responsible for citizen appointments to these Boards, in accordance with *Policy No. C01-003, Appointments to Civic Boards, Commissions, Authorities and Committees*, attached as APPENDIX II. The Policy is currently under review with amendments forthcoming to, among other things provide for a new, more comprehensive recruitment/appointment process that was adopted in 2018 to provide existing Board members the ability to participate in the vetting and consideration of prospective candidates, and ultimately make recommendations to City Council for candidate appointments to the Boards.

While the Friends of the Bowl and GHSC Management are governed by a volunteer Board, similar to the other three larger Controlled Corporations, the appointment process is managed differently. GHSC Management is governed by a mix of designated Directors nominated by partner organizations of the City and directors-at-large

appointed by City Council in the same course as the other Controlled Corporations. The Board of the Friends of the Bowl is comprised solely of directors proposed by each of the partner organizations. For the purpose of this orientation manual, the focus is on the three larger Controlled Corporations.

Current Board composition and general qualifications for the TCUP Board is attached as APPENDIX III.

## **POLICIES UNDER WHICH RELATIONSHIP GOVERNED**

In addition to the Articles of Incorporation and Bylaws of the Controlled Corporations, each will have its own internal policies and procedures under which they operate. Some of the policies apply to operations staff, in an effort to foster a positive and productive work environment. Other policies apply to the Board, and regulate, for instance, Board member conduct. Similarly, policies that support fiscal responsibility are typical.

At present, with the exception of the *Directors' Code of Conduct* and *Directors' Anti-Harassment Policy* applicable to all Directors of the City's Controlled Corporations, there is no standard set of policies that all the Controlled Corporations must adopt and adhere to.

However, the Leadership Team Governance Subcommittee comprised of the City Solicitor, the City Clerk and the Chief of Public Policy & Government Relations for the City are currently engaged in a governance review of the City's Controlled Corporations, among other bodies established by Council, which may result in changes and standardization in this area. This same subcommittee is responsible for review of the Appointment Policy noted above.

## **STATUTORY BOARDS DISTINGUISHED**

Aside from the City's Controlled Corporations, there are two independent municipal Boards established in accordance with specific enabling legislation, the directors of which are also appointed by City Council:

- The Saskatoon Public Library Board (Library Board)
- The Saskatoon Board of Police Commissioners (Board of Police)

### **Library Board**

The Library Board is established pursuant to section 13 of *The Public Libraries Act, 1996*. The governance structure and parameters of the Library Board's authority are prescribed in the legislation. The number and composition of directors are similarly

prescribed. However, like the Controlled Corporation recruitment and appointments, Policy C01-003 applies.

The frequency of meetings, quorum requirements and process for calling special meetings are all prescribed in the legislation, as are the powers of the Library Board. The Library Board's obligations in respect of the passage of bylaws, budgets, audits and financial and record keeping are all likewise provided for in the legislation.

To complement *The Public Libraries Act, 1996*, the Library Board approved, in 2016, *The Saskatoon Public Library Bylaw*, which specifically recognizes the legislative requirements and supplements the prescribed rules.

### **Board of Police**

As a municipality with a population of more than 5,000, *The Police Act, 1990* requires the City to establish a board of police commissioners by bylaw. *The Saskatoon Board of Police Commissioners Bylaw No. 7531* was passed on February 5, 1996. *The Police Act, 1990* and *Bylaw No. 7531* prescribe the governance structure and parameters of the Board of Police. Similar to the Library Board, the Board of Police approved a Governance Policy dated March 9, 2009.

## **MEMBERSHIP OF THE BOARDS OF DIRECTORS**

In general, the Boards of Directors consist of an appointed Council member(s), in some instances a member(s) of the City's Administration, and several volunteer citizens-at-large appointed by City Council, in accordance with *Policy No. C01-003, Appointments to Civic Boards, Commissions, Authorities and Committees*. The current number of Directors on each of the three larger Controlled Corporation Boards varies from 12 to 14. The appointment term for Directors for each Controlled Corporation is two years, and no Director can serve for more than six consecutive years. Directors may only be appointed to one board or committee of Council at any given time.

Each Board develops a Board Member Skills Competency Matrix identifying current expertise of existing Board Members and identifying skill sets missing from current Board composition. Although citizen appointments to the Boards are the responsibility of City Council, the existing Board is charged with developing a candidate review process to vet applications/resumes and conduct interviews of potential Board candidates ultimately making recommendations for appointment to the Governance and Priorities Committee, whose membership consists of all members of City Council. This provides existing Board members the opportunity to gauge the credentials of potential Board members and determine whether their skill sets and strategic goals are in line with that of the Controlled Corporation. Similarly, existing Board members participate in the reappointment process by conducting performance evaluations of members seeking to extend their term on the Board.

## **ROLE OF THE BOARD OF DIRECTORS**

Generally, Board members are trustees of a valued civic resource, and are responsible for the general operation, management and maintenance of the facility. The Board performs these duties on behalf of City Council as the sole member of the corporation and is accountable to City Council and the citizens of Saskatoon. Fiscal responsibility is paramount given the public nature of the resources and ultimate accountability to the citizens of Saskatoon.

Board members are expected to attend Board meetings regularly. Anticipated absences must be reported to the Board chair. As per *Policy C01-003, Appointments to Civic Boards, Commissions, Authorities and Committees*, Directors are deemed to have resigned if they miss three (3) consecutive meetings without sufficient explanation. Directors may be removed from their position if a breach of Code of Conduct has occurred. As sole member of the Corporations, the City has discretion to remove any Director from office by ordinary resolution at a Special Member's Meeting.

The corporate Bylaws for the Controlled Corporations provide the Boards the ability to create committees of the Board and to delegate certain duties. The Boards for each of the Remail, TCUP and SaskTel are required to annually elect an audit committee to carry out the functions prescribed by the NPCA and as otherwise designated by the Board. There is some variation in the establishment of other committees depending on the Controlled Corporation.

The Board of Directors is responsible for the selection of the Chief Executive Officer, strategic planning, policies and procedures, compliance reporting and corporate communications. The employees of each of the Controlled Corporation facilities are managed by the CEO and are the responsibility of the Board of Directors.

Board members act on behalf of the City of Saskatoon to pursue what is in the best interest of the facility and the people served by that facility.

City Council holds the Boards accountable to ensure success of the Corporation. This is primarily the responsibility of the Board of Directors. It is the role of the Board to govern, that is to oversee and lead the Corporation in the provision of fiscally sound, high quality, safe and responsible services. This is done on behalf the owner, the City of Saskatoon, to whom they are directly responsible.

## **ROLE OF A CITY COUNCILLOR AS A DIRECTOR**

The obligation of Directors of a corporation is to “manage the activities and affairs of a corporation” in accordance with the NPCA [section 88] and the corporation's “articles, bylaws and any unanimous member agreement” [subsection 109(2)]. Directors are required to 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” [subsection 109(1)]. These obligations are echoed in the *Directors’ Code of Conduct*.

A Councillor who also serves as a Director on the Board of a City Controlled Corporation has a multi-faceted role. Councillors acting as Directors have a second, somewhat overlapping role in their capacity as a representative of the Controlled Corporation's sole member. Each of the City's Controlled Corporations has only one member, the City of Saskatoon. As sole member, the City has the authority to, within the limits permitted by the NPCA, what the Controlled Corporations' foundational governance documents including their Articles, Bylaws, and any unanimous member agreements dictate how the corporations will be run by the Directors.

In addition, because the City has the ultimate property interest in the Controlled Corporations' valuable property,<sup>[1]</sup> because the City makes up for the Controlled Corporations' budget shortfalls from the City's own funds, and because the public reputation of the Controlled Corporations is intertwined with the City's public reputation, the City is the party with the most immediate interest in ensuring that the Controlled Corporations are properly governed.

Therefore, a Councillor serving as Director has all of the responsibilities of any other Director, and the additional responsibility of overseeing the member's interest in the Controlled Corporation, and acting as a liaison between the two entities.

## **ROLE OF BOARD OFFICERS**

### **Chair and Vice-Chair**

As outlined in the Controlled Corporations' respective Bylaws, the Chair and Vice-Chair (in some corporate bylaws called president and vice-president) are elected or appointed annually by the voting members of the Board at its Annual General Meeting. Usually the Chair is the Board's most experienced and knowledgeable member and, as such, the Board can benefit from their knowledge.

The Chair acts as the spokesperson for the Board, and should be the only person who makes official public comments for the Corporation, unless alternate arrangements are approved by the Board in special cases [*Directors’ Code of Conduct*].

The Chair presides at all meetings and is responsible for the proper conduct of all meetings as outlined in the meeting procedures. The Chair enforces the rules of the Corporation, decides on points of privilege and points of order and advises on points of procedure. The Chair ensures that debate on issues is confined to Directors and relates to the item under discussion. They will encourage input from all members of the Board.

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<sup>[1]</sup> See s. 2.08 of any of the Controlled Corporations' respective Bylaws.

The Chair shall have the same rights and be subject to the same restrictions, when participating in debate, as all other Directors.

The Chair votes on all matters and is entitled to a second or casting vote in the case of an equality of votes. The Chair may prompt motions if nothing is coming forward from the Directors. If the Chair is absent, the Chair's duties shall be performed by the Vice-Chair, along with any other duties specified by the Board. Similarly, when wishing to make a motion, the Chair shall vacate the chair and request that the Vice-Chair take the chair. If the Vice-Chair is absent, the Secretary shall take the chair. The Chair shall remain out of the chair until the motion has been dealt with.

The Chair is also responsible for advising the City Clerk's Office in writing of a Director's resignation, absence from three consecutive meetings, and any breach of the *Directors' Code of Conduct* by a Director.

In addition to the Chair and Vice-Chair, the Board shall likewise elect/appoint a secretary and a treasurer as provided for in the Controlled Corporations' respective Bylaws.

### **Secretary**

The secretary shall attend all meetings and committee meetings of the Board and record minutes of all such proceedings. The secretary shall be responsible to give required notices and be the custodian of the corporate seal and all documents and records.

### **Treasurer**

The treasurer shall keep proper accounting records in compliance with the NPCA and in accordance with generally accepted accounting principles and shall be responsible for the deposit of money, safekeeping of securities and the disbursement of funds of the Corporation. The treasurer shall produce to the Board, an account of all transactions and the financial position of the Corporation whenever required by the Board.

## **ROLE OF THE CHIEF EXECUTIVE OFFICER**

A chief executive officer (CEO) is the highest-ranking executive in a company. Their responsibilities generally include making major corporate decisions, managing the overall operations and resources of a company and acting as the main point of communication between the Board and corporate operations. The CEO is also generally the public face of the company. While a CEO may also sometimes be a Director on the Board that is not the case for the City's Controlled Corporations.

As distinguished from the Board, who oversees the Corporation as a whole, the CEO directs the operational aspects of a company and serves at the discretion of the Board.

## BOARD MEMBER CONDUCT

Each of the City's Controlled Corporations has adopted the *Directors' Code of Conduct*, and the *Directors' Anti-Harassment Policy*<sup>1</sup>, in respect of Board Member conduct. A copy of the *Directors' Code of Conduct*, and the *Directors' Anti-Harassment Policy*, are attached as APPENDIX IV.

### The Directors' Code of Conduct

The *Directors' Code of Conduct* sets out the ethical duties and principles to which Directors are required to adhere, and largely mirror those responsibilities outlined above as required by the NPCA. For example, the Code specifically recognizes a Director's fiduciary duties to act in the best interest of the corporation, to avoid taking personal advantage of corporate opportunities, to protect confidential information and avoid conflicts of interest.

- Duty of Loyalty

Fiduciary duties of directors are stated in clause 109(1)(a) of the NPCA, which provides that "every director and officer of a corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the corporation". This duty is generally identified as the duty of loyalty, within which a number of responsibilities are typically recognized:

- Corporate Opportunities
  - A Director must not take advantage of or use their position, authority or access to information for personal gain.
- Confidential Information
  - A Director shall maintain confidentiality of information and not share same except with those authorized to receive it.
- Conflict of Interest
  - A Director shall avoid conflicts of interest or the appearance of a conflict of interest between their personal interests and those of a closely connected person and the interests of the Controlled Corporation.
  - A conflict of interest happens when a Board member's relationships, actions or interests interfere, might interfere, or even appear to interfere with their duties as a Director.
  - If the Board is considering a matter where a conflict or perceived conflict of interest exists, the Board member shall:
    - disclose the conflict of interest;
    - leave the meeting during discussion of the matter;
    - abstain from attempting to influence voting on the matter, either before, after or during the meeting; and

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<sup>1</sup> The *Directors' Code of Conduct*, and the *Directors' Anti-Harassment Policy*, are also under review by the Leadership Team Governance Subcommittee.

- abstain from voting on the matter.

The Code similarly identifies a Directors' ethical duties with respect to adherence to the *Directors' Anti-Harassment Policy*, the use of corporate property, the acceptance of gifts, benefits and entertainment, remuneration, and public comment.

- Corporate Property
  - Corporate property, both tangible (e.g. equipment, reports) and intangible (e.g. logos) shall not be used to pursue private interests.
- Gifts, Benefits and Entertainment
  - A Director must not solicit or accept benefits, entertainment or gifts in exchange for or as a condition of the exercise of their duties except in C.
  - A Director shall refuse an improper gift or benefit, or where there is no opportunity to do so, disclose it and turn it over to the Controlled Corporation for suitable disposition.
- Remuneration
  - A Director shall not accept remuneration from any source including the Controlled Corporation, except as approved by City Council.
  - Remuneration does not include gifts, benefits and entertainment received in accordance with the Code or the reimbursement of actual and reasonable expenses incurred by the Director in the performance of their duties.
- Public Comment
  - The Board Chair shall act as the spokesperson for the Board and make official public comment on behalf of the Controlled Corporation unless alternate arrangements are approved by the Board in special cases.

The complaints investigation process described in the Code and provides the Board Chair or Vice-Chair, as required, the discretion to investigate complaints. There are no existing obligations for the Board to involve or otherwise inform the City of complaints unless a recommendation for removal of a Board Member is made to the Governance and Priorities Committee. City Council, however, has reserved to itself the ability, for any reason it thinks fit, to remove a Director from the Board under the *Directors' Code of Conduct*.

### **Directors' Anti-Harassment Policy**

Attached to the Code is the *Directors' Anti-Harassment Policy*. The *Saskatchewan Employment Act*, Part III, Occupational Health and Safety dictates that workplaces must be free of harassment and discrimination. The Controlled Corporations are no exception and no one, including Directors or senior executives are exempt from the Provincial Legislature's direction. The Controlled Corporations like all employers are obliged to maintain safe and healthy workplaces for their employees.

The purpose of the *Anti-Harassment Policy* is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious,

verbal or physical harassment. The Policy applies to all Directors of the City's Controlled Corporations.

Sexual and Sexual Orientation Harassment, Racial and Religious Harassment and Verbal Harassment are all specifically defined in the Policy. In its simplest terms, harassment is offensive behaviour related to sexuality or sexual orientation, race, colour, national or ethnic origin, religious beliefs or any other denigrating, intimidating or threatening behaviour.

The Policy establishes the rights and obligation of Directors to maintain a harassment-free workplace, and outlines the complaint investigation process. The complaints investigation process is, similar to the Code, the responsibility of the Board Chair or Vice-Chair, as required. Concerns should be brought to the attention of the Chair, or if the complaint is in respect of the Chair, the Vice-Chair. All complaints are treated seriously; the investigation appropriate to the circumstances will depend on the nature and severity of the alleged conduct. An informal process, including face to face discussions, mediation or facilitated discussions are identified as options for resolution as are more formal processes including formal investigation, either by Board members or a third party external agency. Formal investigation of a complaint will result in a report to the Board for handling.

The Policy contemplates procedural fairness, such that those accused of harassment shall be informed of the complaint against them and have an opportunity to respond. Fair treatment and appropriate supports are to be offered, as is access to written complaints. Retaliation against a complainant or witness are prohibited and may be subject to sanctions, as are malicious complaints.

The Policy provides for confidentiality, but not anonymity, in the investigation process to the extent possible.

Both the *Directors' Code of Conduct* and the *Anti-Harassment Policy* have existed in their current form since 2006. Accordingly, the Leadership Team Governance Subcommittee will also be reviewing these documents for amendment and updating as part of the governance review project.

## **MEETING RULES AND PROCEDURES**

In accordance with Section 55.1 of *The Cities Act*, City Council shall ensure that all Council committees, controlled corporations and other bodies established by Council have publicly available written procedures for conducting business at meetings.

The Controlled Corporations, through the respective CEOs, have received draft standard meeting procedures from the City for their review and adoption. A copy of this Board's procedures is attached as APPENDIX V.

## **Directors' Meetings**

Regular meetings of Directors will be held on a date specified (eg. third Tuesday of the month at 5:00 p.m.) in the City of Saskatoon. No specific notice to Directors is required, as per the respective Bylaws of each of the Controlled Corporations.

Special meetings of Directors may be held in the City of Saskatoon with notice to Directors.

The Chair shall prepare the agenda for the Directors' meetings and shall arrange for distribution of copies of the agenda, along with reports or communications to be dealt with to each Director in the prescribed time as outlined in each of the Controlled Corporations' respective meeting procedures.

All Board business is to be exercised at a meeting of the Board at which quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at the meeting. The same rules apply for committees of the Board. Quorum shall consist of a majority of currently appointed Directors, and in any event, shall consist of not less than four Directors.

The Chair presides at all meetings.

Directors shall obtain the approval of the Chair before speaking and shall maintain proper decorum. When another Director is addressing the Chair, all other Directors must maintain proper decorum, as outlined in the meeting procedures.

Motions need to be seconded in order to be considered. The mover of the motion shall be given the first opportunity to speak and no Director shall speak longer than five minutes on the same motion, unless by a majority vote of the Directors present. There are various rules outlined in the respective meeting procedures that address the different forms of motions, for example, amending motions, providing notice of motion, etc.

All motions need to be voted on unless the Director is required to abstain from voting because of a conflict of interest.

The secretary is responsible for the recording of the minutes of each Directors' meeting and shall arrange for distribution of copies of the minutes of the last Directors' meeting to each Director in the prescribed time outlined in each of the Controlled Corporations' respective meeting procedures. If the secretary is absent, the Chair shall appoint some person to act as secretary of the meeting.

## **Members' Meetings**

The Annual General Meeting of Members shall be held in Saskatoon. Special Meetings of Members may be held at such time and place (in the City of Saskatoon) as determined by the Directors, or as requested pursuant to the NPCA. Notice of both the Annual General Meeting and Special Meetings of Members shall be given to each member no more than 50 days and no less than 15 days before the meeting.

The NPCA does not contemplate annual or special meetings of the Controlled Corporations Boards being public.

The control and conduct at Members' meetings shall be as adopted in the meeting procedures for Directors' meetings. Similarly, the Directors' meeting procedures are to apply as adopted in the meeting procedures. In addition, the Members' Meetings agenda shall include the following:

- (a) consideration of amendments to Articles of Incorporation;
- (b) consideration of amendments to Bylaws;
- (c) consideration of Financial Statement and Report of Auditor;
- (d) resignation of Directors;
- (e) election of Directors; and
- (f) appointment of an Auditor.

## **RECORDS OF THE CORPORATION**

The meeting procedures speak only to the requirement to have minutes recorded, and do not extend to maintenance of or access to such records.

Subsection 20(1) of the NPCA requires that a corporation prepare and maintain, at its registered office, records containing:

- a. the articles and the bylaws, and all amendments to them, and a copy of any unanimous membership agreement;
- b. minutes of meetings and resolutions of members;
- c. copies of all notices required by section 93 or 100;
- d. a securities register that complies with Division VI; and
- e. a register of members entitled to vote, containing the names, alphabetically or otherwise systematically arranged in a manner capable of producing information about all members in intelligible written form within a reasonable time, and the latest known addresses of each person who is or who, during the previous year, has been a member of the corporation and the date on which each became or ceased to be a member.

Subsection 20(2) further requires that adequate accounting records and records containing minutes of meetings and resolutions of the directors and any committee also be prepared and maintained. Accounting records and records containing minutes of meetings and resolutions of the directors are required to be kept at the registered office of the Corporation or such other place the Directors think fit and shall at all reasonable times be open to inspection by the Directors.

In respect of access to corporate records, the NPCA, at subsection 21(1) provides as follows:

“Members of a corporation, their agents and legal representatives and the Director may examine the records mentioned in subsection 20(1) during the usual business hours of the corporation, and may make copies free of charge, and, where the corporation is a charitable corporation, any other person may do so on payment of a reasonable fee.”

As the sole member, the City would have access to the corporate records in accordance with subsection 21(1).

The corporate bylaws of the Controlled Corporations echo the record keeping requirements of the NPCA.

Neither the NPCA, nor the corporate documents of the Controlled Corporations requires public access to the minutes or other records. Similarly, apart from *The Cities Act* requirements as to what the City must include in its public accounts in respect of the Controlled Corporations (subsection 156(2)), there is no specific obligation to disclose minutes or other records of the Controlled Corporations.

### **Freedom of Information and Access**

Generally, Controlled Corporations are not subject to *The Local Authority Freedom of Information and Protection of Privacy Act* (“LAFOIP”).

In order for records of a Controlled Corporation to be subject to LAFOIP, it would have to be considered either a part of the City or a local authority in its own right.

- As a non-profit corporation, the City’s Controlled Corporations are a separate entity from the City. Absent special circumstances (such as annual reports or budget request to City Council), or access obtained pursuant to subsection 21(1) of the NPCA, the City will not have access to the Controlled Corporations records. That means that if an FOI request is made to the City for the records, the City’s general response is: “The City is not in possession or control of the record” and it directs the applicant to the Controlled Corporation. The City may also indicate that the Controlled Corporation is not subject to LAFOIP, so is not bound by its rules pertaining to disclosure. Therefore, the Controlled Corporation may choose to make records available or may choose to withhold them.

- A Controlled Corporation is not subject to LAFOIP in its own right for the following reasons. LAFOIP defines “local authority” as including “any board, commission or other body that is appointed pursuant to *The Cities Act*” and is prescribed”. The LAFOIP Regulations prescribe a board, commission or other body established pursuant to *The Cities Act* as a local authority. Therefore, in order for a board, commission and other body to be a “local authority”, its board must be appointed pursuant to *The Cities Act* and the board or the body must be established pursuant to *The Cities Act*.

Although City Council directed incorporation of the Controlled Corporations and appoints the Boards, the Controlled Corporations are established through their Articles of Incorporation pursuant to the NPCA. Controlled Corporations are established through their Articles of Incorporation pursuant to the NPCA., in contrast to a Business Improvement District for example. While City Council appoints the Boards, it is the Articles of Incorporation and the Bylaws which create or establish the Boards and their composition. Therefore, the Controlled Corporations are not local authorities and they are not subject to LAFOIP.



Saskatchewan  
Justice

Corporations

211701  
Entity Number

# Certificate of Amendment

*THE NON-PROFIT CORPORATIONS ACT, 1995*

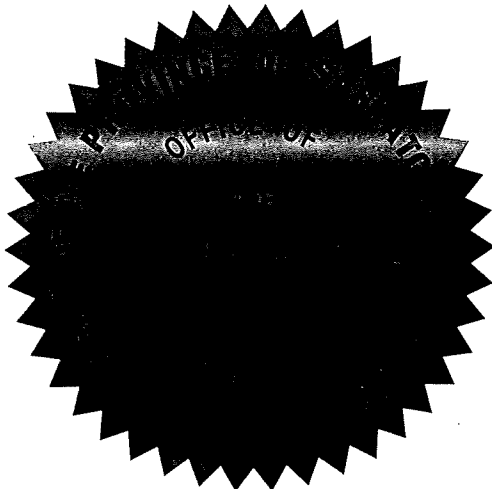
I certify that

THE CENTENNIAL AUDITORIUM & CONVENTION CENTRE CORPORATION

has amended its articles in accordance with the attached.

Given under my hand and seal

this 6th day of March, 2006

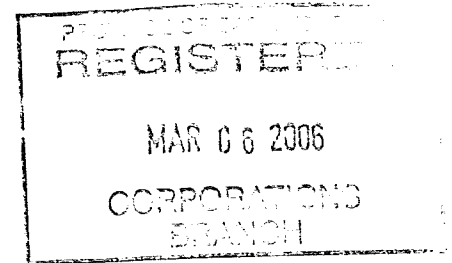


A handwritten signature in black ink, appearing to read "P. Kelly", written over a horizontal line.

Director of Corporations

**Province of Saskatchewan**  
***The Non-profit Corporations Act, 1995***

**Articles of Amendment**  
(Section 164 of the Act)



Corporation No. 2117 01

1. Name of Corporation:

The Centennial Auditorium & Convention Centre Corporation

2. The articles of the corporation are amended as follows:

(a) by repealing clause 7(b) and substituting the following:

“(b) Except as provided in clause 7(c), the Corporation shall not:

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.”; and

(b) by adding the following after clause 7(b):

“(c) Notwithstanding clause 7(b), the Corporation may:

(i) borrow money upon the credit of the Corporation from The City of Saskatoon;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation in favour of The City of Saskatoon;

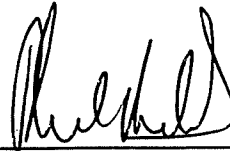
(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to resecure any debt obligation of the Corporation in favour of The City of Saskatoon."

3. Each amendment as been duly authorized pursuant to the requirements of the *Act*.

February 27, 2006

Phil Richards

Director

A handwritten signature in dark ink, appearing to read 'Phil Richards', is written over a horizontal line that spans the width of the signature area.

**The Province of Saskatchewan  
The Non-profit Corporations Act, 1995**

**The Centennial Auditorium & Convention Centre Corporation**

**Special Resolution**

The undersigned, being the sole Member of The Centennial Auditorium & Convention Centre Corporation, pursuant to Subsection 164(1) of *The Non-profit Corporations Act, 1995*, by its signature hereby adopts and consents to the following Special Resolution:

**Be it Resolved as a Special Resolution:**

1. That the Articles of the Corporation be and the same are hereby amended in the manner described in the Articles of Amendment attached to this Special Resolution as Schedule "A" and forming part hereof, and, subject to such modifications as the Director appointed under *The Non-profit Corporations Act, 1995* may think fit to direct and which the Directors in their discretion approve, the form of Articles of Amendment which are appended hereto are hereby approved.
2. That any one of the Officers or Directors of the Corporation be and is hereby authorized to do all acts and execute and deliver all such documents, including, without limitation, the said Articles of Amendment, which in the Officer's or Director's discretion are necessary or desirable to implement this Special Resolution.

Signed by The City of Saskatoon this 27th day of February, 2006.

**The City of Saskatoon**

  
\_\_\_\_\_  
Mayor

  
\_\_\_\_\_  
City Clerk

c/s

## **Schedule "A"**

**Province of Saskatchewan**  
***The Non-profit Corporations Act, 1995***

### **Articles of Amendment** (Section 164)

1. Name of Corporation:

**The Centennial Auditorium & Convention Centre Corporation**

2. The articles of the Corporation are amended as follows:

- (a) by repealing clause 7(b) and substituting the following:

“(b) Except as provided in clause 7(c), the Corporation shall not:

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.”; and

- (b) by adding the following after clause 7(b):

“(c) Notwithstanding clause 7(b), the Corporation may:

(i) borrow money upon the credit of the Corporation from The City of Saskatoon;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation in favour of The City of Saskatoon;

(iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to resecure any debt obligation of the Corporation in favour of The City of Saskatoon.”

3. The amendment has been duly authorized by the members pursuant to Sections 161 and 164 of *The Non-profit Corporations Act, 1995* on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Date	Name	Description of Office	Signature
<hr/>			
<hr/>			



# The Non-profit Corporations Act Certificate of Incorporation

Corporation No. 211710

I hereby certify that

THE CENTENNIAL AUDITORIUM & CONVENTION CENTRE CORPORATION

Is this day incorporated and registered under *The Non-profit Corporations Act*.

Given under my hand and seal this 18th day of January, 19 95





Philip J. Flory, Director



**Province of Saskatchewan**  
*The Non-Profit Corporations Act*  
**ARTICLES OF INCORPORATION**  
(Section 6)



1. Name of Corporation:

**The Centennial Auditorium & Convention Centre Corporation**

2. The municipality in which the registered office is to be situated:

The City of Saskatoon

3. The classes of membership:

There shall be one (1) class of membership in the Corporation.

4. Right, if any, to transfer membership interest:

No membership interest in the Corporation shall be capable of being assigned, transferred, mortgaged, hypothecated, charged or sold.

5. Number (or minimum and maximum number) of directors:

The minimum number of directors of the Corporation shall be six (6), and the maximum number of directors of the Corporation shall be eighteen (18).

6. The Corporation is a membership corporation.

7. Restrictions, if any, on activities the Corporation may carry on or on the powers the Corporation may exercise:

- (a) The business that the Corporation may carry on is restricted to the management, operation, maintenance and promotion of a civic auditorium and convention facility in the City of Saskatoon, in a manner suitable to promote in the said City all of the performing and theatrical

arts, and to provide meeting and convention facilities in conjunction therewith; and, except as restricted or limited herein, the Corporation may do all such further things as are necessarily incidental to the foregoing;

(b) The Corporation shall not:

- (i) borrow money upon the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

8. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the Corporation:

Upon liquidation or dissolution of the Corporation, any remaining property, whether real or personal and of whatsoever kind or nature, and wheresoever situate, shall be transferred to The City of Saskatoon.


9. Other provisions, if any:

- (a) With the exception of a resolution of the directors of the Corporation made at the first meeting of directors following incorporation, a resolution of the directors of the Corporation admitting any person to membership shall be of no force or effect until it has been confirmed by the members at a meeting of members;
- (b) A vacancy among the directors of the Corporation shall only be filled by a vote of the members at a meeting of members;
- (c) Any member may by means of a proxy appoint a proxyholder to attend and act on his behalf at a meeting of members.

10. Incorporator:

Henry Dayday

222 Third Avenue North  
Saskatoon, Saskatchewan  
S7K 0J5

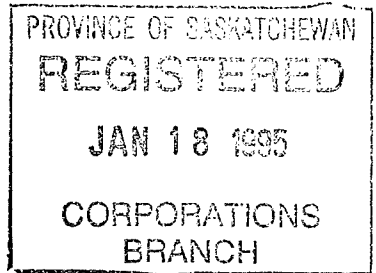


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Province of Saskatchewan

*The Non-Profit Corporations Act*

**NOTICE OF REGISTERED OFFICE**  
(Sections 19(2) and (4))



1. Name of Corporation:

**The Centennial Auditorium & Convention Centre Corporation**

2. Name of municipality in which registered office is situated:

The City of Saskatoon

3. Location of registered office within the municipality:

35 - 22nd Street East  
Saskatoon, Saskatchewan

4. Mailing address of registered office including postal code:

35 - 22nd Street East  
Saskatoon, Saskatchewan  
S7K 0C8

5. Effective date:

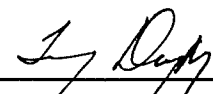
Upon incorporation.

6. If change of address, give previous address of registered office:

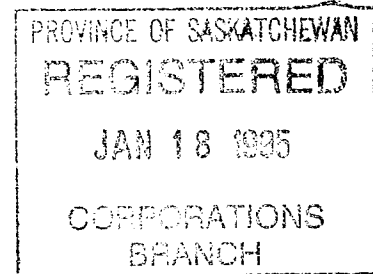
N/A

7. If change of municipality, give name of previous municipality:

N/A

Date	Name	Description of Office	Signature
January 17, 1995	Henry Dayday	Incorporator	

**Province of Saskatchewan**  
*The Non-Profit Corporations Act*  
**NOTICE OF DIRECTORS**  
(Sections 90 and 97)



1. Name of Corporation:

**The Centennial Auditorium & Convention Centre Corporation**

2. On the \_\_\_\_\_ day of \_\_\_\_\_, 1995, the following persons ceased to be directors of the Corporation:

N/A


3. On the \_\_\_\_\_ day of \_\_\_\_\_, 1995, the following persons became directors of the Corporation:

N/A

4. The directors of the Corporation now are:

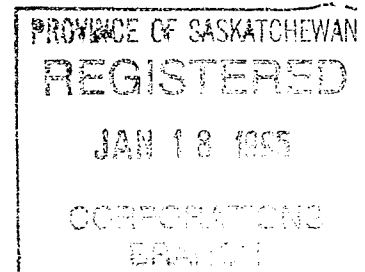
Full Name	Address	Occupation	Citizenship
Henry Dayday	222 Third Avenue North Saskatoon, SK S7K 0J5	Mayor	Canadian
Glen Penner	254 Emerald Terrace Saskatoon, SK S7J 4J1	Administrator	Canadian
Marshall Hawthorne	93 Maxwell Cres. Saskatoon, SK S7L 3Y4	Educator	Canadian
Doug Bicknell	707 Coppermine Cres. Saskatoon, SK S7K 4K8	Professor	Canadian
Julia Sauter	310 Sturgeon Drive Saskatoon, SK S7K 4C4	Realtor	Canadian
Rick Day	701 Second Avenue North Saskatoon, SK S7K 2C9	Businessperson	Canadian
Arnie Shaw	105-3502 Taylor Street E. Saskatoon, SK S7H 5H9	Consultant	Canadian

Full Name	Address	Occupation	Citizenship
Michael Sifton	204 Fifth Avenue North Saskatoon, SK S7K 2P1	Businessperson	Canadian
Elaine Sharfe	3826 Balfour Place Saskatoon, SK S7H 3Z7	Businessperson	Canadian
Bob Prosser	222 Third Avenue North Saskatoon, SK S7K 0J5	Civil Servant	Canadian
Pat Beck	420 Quance Avenue Saskatoon, SK S7H 3B4	Businessperson	Canadian

Date	Name	Description of Office	Signature
January 17, 1995	Henry Dayday	Incorporator	

*experience an exceptional performance*

**Province of Saskatchewan**  
***The Non-Profit Corporations Act***



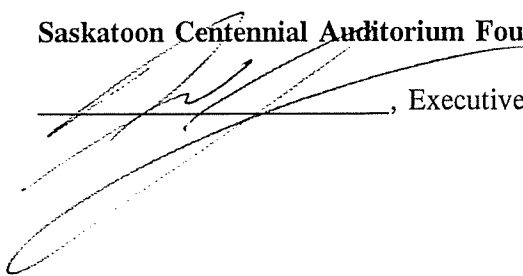
**IN THE MATTER** of *The Non-Profit Corporations Act* (the "*Act*") and Articles of Incorporation of the "The Centennial Auditorium & Convention Centre Corporation".

To: The Director  
Corporations Branch  
Saskatchewan Consumer and Commercial Affairs

The undersigned, Saskatoon Centennial Auditorium Foundation, a corporation incorporated pursuant to the provisions of *The Non-Profit Corporations Act* of the Province of Saskatchewan, hereby consents to the use of the name "The Centennial Auditorium & Convention Centre Corporation", or any variation thereof acceptable to the Director appointed pursuant to the *Act*, by the above-mentioned corporation proposed to be incorporated under the said *Act*.

Dated at the City of Saskatoon, in the Province of Saskatchewan, this 16<sup>th</sup> day of Jan, 1955.

**Saskatoon Centennial Auditorium Foundation**

  
\_\_\_\_\_, Executive Director

## BYLAW NO. 7454

*A bylaw of The City of Saskatoon to authorize the incorporation of a company to maintain and operate a civic auditorium in the City of Saskatoon, and to carry out all activities related thereto.*

Whereas Section 150(e) of *The Urban Municipality Act, 1984* provides that a Council may, by bylaw:

- "(e) authorize the incorporation of a company, or providing for the acquisition of some or all of the shares of a corporation, formed for the purpose of constructing, acquiring, maintaining or operating civic auditoriums, exhibition grounds, zoos, wild animal parks, recreational or cultural facilities, including theatres, art galleries, museums or conservatories and providing for the carrying out of all related activities so long as the urban municipality has and retains controlling interest in the corporation;" and,

Whereas The City of Saskatoon is the owner of all those lands and premises municipally described as 35 - 22nd Street East, Saskatoon, Saskatchewan, upon which is situate a facility commonly known as the "Saskatoon Centennial Auditorium", and desires to incorporate a company for the purpose of maintaining and operating such facility, and carrying out all activities related thereto;

Now Therefore the Council of The City of Saskatoon enacts as follows:

### Authorization to Incorporate

1. The City of Saskatoon is hereby authorized to incorporate a non-profit corporation pursuant to the provisions of *The Non-Profit Corporations Act* of the Province of Saskatchewan (the "*Act*"), to be named "The Centennial Auditorium and Convention Center Corporation", or such other like or similar name as the Director appointed pursuant to the *Act* shall approve, for the purpose of maintaining and operating the Saskatoon Centennial Auditorium, and carrying out all activities related thereto.

### Conditions of Incorporation

2. The authorization set forth in Section 1 hereof shall be subject to the condition that The City of Saskatoon shall have and at all times retain a controlling interest in such corporation.

**Execution of Documents**

3. His Worship the Mayor, together with the City Clerk if required, is hereby authorized to execute on behalf of The City of Saskatoon all such incorporating and other documents as may be necessary to give effect to this Bylaw.

**Coming Into Effect**

4. This Bylaw shall come into force and take effect on the day of the final passing thereof.

Read a first time this 16th day of January , 1995.

Read a second time this 16th day of January , 1995.

Read a third time and passed this 16th day of January , 1995.

\_\_\_\_\_  
"Henry Dayday"  
Mayor

\_\_\_\_\_  
"Janice Mann"  
City Clerk

"SEAL "

Province of Saskatchewan

*The Non-Profit Corporations Act*

The Centennial Auditorium & Convention Centre Corporation

**BYLAW NO. 1**

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**Province of Saskatchewan**

***The Non-Profit Corporations Act***

**BYLAW NO. 1**

A bylaw relating generally to the conduct of the business  
and affairs of The Centennial Auditorium & Convention  
Centre Corporation

**Section One - Interpretation**

**1.01 Definitions**

In the Bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means *The Non-Profit Corporations Act, 1995* of Saskatchewan, and any statute that may be substituted therefor, as from time to time amended;

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

"**Articles**" means the Articles attached to the Certificate of Incorporation of the Corporation as from time to time amended or restated;

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

"**bylaws**" means this Bylaw and all other bylaws of the Corporation from time to time in force and effect;

"**Corporation**" means the corporation incorporated by the said Certificate of Incorporation under the *Act* and named " The Centennial Auditorium & Convention Centre Corporation;

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

"**member**" means any person with a membership interest in the Corporation;

"**membership interest**" means the rights, privileges, restrictions and conditions conferred or imposed on a member of the Corporation in accordance with the provisions of its articles or bylaws;

**"non-business day"** means Saturday, Sunday or any other day that is a holiday as defined in *The Interpretation Act (Saskatchewan)* as from time to time amended;

**"officer of the Corporation"** means the president, vice president, secretary and the treasurer, all of whose duties are set forth in Sections 5.03, 5.05, 5.06 and 5.07 of this Bylaw;

**"recorded address"** means in the case of a member, the address as recorded in the members' register; and in the case of a director, officer, auditor or member of a committee of the board, the latest address as recorded in the records of the Corporation;

**"resident Canadian"** means an individual who is:

- a) a Canadian citizen ordinarily resident in Canada;
- b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or
- c) a permanent resident within the meaning of the *Immigration Act, 1976* and ordinarily resident in Canada, except a permanent resident who has been ordinarily resident in Canada for more than one year after the time at which he first became eligible to apply for Canadian citizenship;

**"signing officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by or pursuant to Section 2.04 hereof;

**"director"** means a person occupying the position of director, by whatever name called, pursuant to the provisions of the *Act*; and,

**"unanimous member agreement"** means a written agreement among all the members of the Corporation or among all such members and a person who is not a member that restricts in whole or in part the powers of the directors to manage the activities and affairs of the Corporation, as from time to time amended.

Save as aforesaid, words and expressions defined in the *Act* have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **Section Two - Business of the Corporation**

### **2.01 Registered Office**

The registered office of the Corporation shall be at the City of Saskatoon, in the Province of Saskatchewan, and at such location therein as the board may from time to time determine.

### **2.02 Corporate Seal**

The corporate seal of the Corporation shall be in such form as shall be determined from time to time by the board.

### **2.03 Financial Year**

Unless changed by the board, the financial year of the Corporation shall end on the 31st day of December in each year.

### **2.04 Execution of Instruments**

Deeds, transfers, assignments, contracts, certificates and other instruments may be signed on behalf of the Corporation by the president or vice-president together with the secretary or treasurer. In addition, the board may from time to time direct the manner in which, and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same and may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

### **2.05 Banking Arrangements**

The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe.

### **2.06 Divisions**

The board may cause the business and operations of the Corporation or any part thereof to be divided into one or more divisions upon such basis as the board may consider appropriate in each case. Any division may be designated by such name as the board may from time to time determine and may carry on the business and operations of any such division under a name other than the name of the Corporation; provided that the Corporation shall set out its name in legible characters in all contracts, invoices and orders for goods and services issued or made by or on behalf of the Corporation. The board may appoint officers for any division, determine their powers and duties, and remove any such officer so appointed without prejudice to such officer's rights under any employment contract or in law, provided that any such officers shall not, as such, be officers of the Corporation.

**2.07      Income and Assets**

The Corporation shall apply all proceeds after expenses and without limiting the generality of the forgoing, including debt repayment and reserve allocation, or other income, in the operation and promoting The Centennial Auditorium & Convention Centre Corporation for the benefit of the citizens of the City of Saskatoon and its visitors, as described in its Articles of Incorporation. The Corporation shall be prohibited from distributing such proceeds to its members.

**2.08      Liquidation**

Upon any liquidation or dissolution of the Corporation, any remaining property, whether real or personal and of whatsoever nature, shall be transferred to The City of Saskatoon.

**Section Three - Directors**

**3.01      Number of Directors**

Until changed in accordance with the *Act*, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles.

**3.02      Qualification**

No person shall be qualified for election as a director if such person is less than 18 years of age, has been found by a Court to be of unsound mind, or has or acquires the status of bankrupt. A majority of the directors must be resident Canadians and a majority of the directors must reside in Saskatchewan.

### 3.03      **Constitution of Board of Directors**

Unless the members by special resolution resolve otherwise, the directors shall be chosen as follows:

At least two directors shall be from the current City Council for The City of Saskatoon and the balance shall be at large residents of the City of Saskatoon who are not City Councillors, a councilor's family member or a closely connected person as defined in the *Cities Act*.

### 3.04      **Interpretation, Election and Term of Directors**

- (1) This bylaw is intended to be interpreted and applied so as to attain a regular and orderly turn over of at large directors, while preserving as much Board knowledge and expertise as possible. To achieve this, it is intended that approximately 1/3 of the at large directors will be replaced every two years.
- (2) The normal term of office for at large directors will be two years. No such director is eligible to serve more than 6 consecutive years.
- (3) The appointment of all at large directors shall expire at the close of the first annual meeting of the Corporation. All such directors will be eligible for re-appointment for a two year term. It is not necessary that all directors be appointed for the same term. A director who is not elected for a set term ceases to hold office at the close of the annual meeting following appointment.
- (4) The members at every annual meeting shall fill the vacated and vacating director positions, as well as filling any new director positions if the members have changed the number of directors.
- (5) If an election of directors is not made at the proper time, or if there are an insufficient number of directors elected to fully populate the Board, a sufficient number of incumbent directors shall continue in office until their successors are elected. Failing agreement as to which incumbent or incumbents shall over hold, the choice shall be made by drawing lots.
- (6) Subject to the *Act*, the members may by resolution passed at a meeting specially called for such purpose remove any or all of the directors from office, and any vacancies so created may be filled at the same meeting.

**3.05 Vacation of Office**

A director ceases to hold office upon death, removal from office, becoming unqualified, expiration of term of office, or upon submission of a resignation to the Corporation, such to be effective at the later of the time of submission or the date of resignation specified.

**3.06 Vacancies**

Vacancies arising among the directors elected shall be filled only by the voting members in an annual or special meeting. In the absence of a quorum of the board, the board shall call a special meeting of members to fill the vacancies among the directors. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A quorum of the board may not fill a vacancy resulting from an increase in the number or minimum number of directors or from a failure of the members to elect the number or minimum number of directors.

**3.07 Action by the Board**

- (1) Subject to any unanimous member agreement, the board shall manage the activities and affairs of the Corporation. The powers of the board may be exercised at a meeting (subject to Section 3.08 and 3.09) at which a quorum is present in accordance with Section 3.17 or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. A signature submitted by electronic means shall suffice. Where there is a vacancy on the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.
- (2) No resolution of the directors adopting, amending or repealing bylaws shall have any effect until confirmed by the members at the meeting of members.

**3.08 Canadian Majority at Meetings**

The board shall not transact business at a meeting unless a majority of the directors present are resident Canadian, except where:

- a) a resident Canadian director who is unable to be present approves in writing or by telephone or other electronic means the business transacted at the meeting; and
- b) a majority of resident Canadians would have been present had that director been present at the meeting.

**3.09 Meeting by Telephone or Electronic Means**

If all the directors of the Corporation consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other electronic means as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before, during 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.

**3.10 Place of Meetings**

Meetings of the board shall be held in the City of Saskatoon, in the Province of Saskatchewan.

**3.11 Calling of Meetings**

Meetings of the board shall be held from time to time at such time and at such place as the board, the president, the vice-president or any two directors may determine.

**3.12 Notice of Meetings**

Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Nine to each director not less than 48 hours before the time when the meeting is to be held, unless all directors of the Corporation consent before, during or after such meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the *Act* requires such purpose or business to be specified, including any proposal to:

- a) submit to the members any question or matter requiring approval of the members;
- b) approve any annual financial statements; or
- c) adopt, amend or repeal bylaws.

**3.13 First Meeting of New Board**

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

**3.14 Adjourned Meeting**

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**3.15 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the time and place of such regular meetings shall be sent to each director forthwith after being passed, but no other notice needs to be sent for any such regular meeting except where the *Act* requires.

**3.16 Chairperson**

The chairperson of any meeting of the board shall be the president, or vice-president in the president's absence. If neither is present, the directors present shall choose one of their members to be chairperson.

**3.17 Quorum**

Subject to Section 3.08, the quorum for the transaction of business at any meeting of the board shall consist of a majority of the directors then in office, provided that in no event shall the quorum consist of less than four directors or such greater number of directors as the board may from time to time determine. If a quorum is present at the opening of any meeting of directors, the directors present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of directors, the directors present may adjourn the meeting to a fixed time and place but may not transact any other business.

**3.18 Votes to Govern**

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

**3.20 Conflict of Interest/Code of Conduct/Anti-Harassment Policy**

- (1) A director must declare all conflicts of interest as defined by the *Act* or by law, and shall not take part in deliberations or votes of the Board with respect to any such matter.

- (2) The City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees attached as Schedule "A" hereto, as it may be amended from time to time, and City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees, attached as Schedule "B" hereto, as it may be amended from time to time, form part of this Bylaw.

**3.21 Remuneration and Expenses**

The directors shall not be paid any remuneration for their services. The directors shall be entitled to be reimbursed for reasonable and actual expenses properly incurred by them in attending meetings of the board or any committee thereof. A director may serve the Corporation in any other capacity and receive remuneration therefor.

**Section Four - Committees**

**4.01 Committees of the Board**

The board may create committees of the board and delegate to any such committee any of the powers of the board except those which pertain to items which, under the *Act*, a committee of the board has no authority to exercise. Such items are set forth, in part, in Section 3.12(a) to (c) of this Bylaw. A majority of the members of any such committee shall be resident Canadians who reside in Saskatchewan.

**4.02 Transaction of Business**

Subject to the provisions of Section 3.09, the powers of a committee of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. A signature submitted by electronic means shall suffice. Meetings of such committees shall be held at the City of Saskatoon, in the Province of Saskatchewan.

**4.03 Audit Committee**

The board shall elect annually from among its members an audit committee to be composed of not fewer than three directors. The audit committee shall have the powers and duties provided in the *Act*, and as may be assigned by the Board.

**4.04 Advisory Committee or Bodies**

The board may create (and alter or disband) such advisory committees or bodies as it deems advisable, and may assign to or request from such committees or bodies such tasks, services or advice as it finds necessary or useful.

**4.05 Procedure**

Unless otherwise determined by the board, each board committee and advisory committee or body shall have power to fix its quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure. Each shall operate under the terms of reference set down by resolution of the board. The chairperson of each shall be responsible for the calling of all meetings and for the presentation of reports to the board. The chairperson of each shall, in the case of an equality of votes, have a second or casting vote.

**4.06 The President of the Corporation**

The president of the Corporation, or in the president's absence the vice-president, may attend and take part in the meetings of each board committee but if attending ex officio, shall not be a voting member of the committee nor form part of the quorum.

**Section Five - Officers**

**5.01 Appointment**

Subject to any unanimous member agreement, the board shall appoint a president, vice-president, secretary, treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this Bylaw and subject to the *Act*, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to Section 5.02, an officer may but need not be a director and one person may hold more than one office.

**5.02 Qualifications of Officers**

The president and vice-president shall be elected annually by the directors from among board members subject to Section 3.04 (2). The secretary and the treasurer of the Corporation shall also be elected.

**5.03 President**

The president, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation, and shall have such powers and duties as the board may specify.

**5.04 Past President**

At any particular time, only one (1) person shall be qualified to hold office as a director pursuant to this Section, and should more than one person apparently so qualify, the immediate past president shall fill the office and the other person shall immediately retire from this office but may remain on the Board subject to Section 3.04 (2).

**5.05 Vice-President**

During the absence or disability of the president of the Corporation, the president's duties shall be performed and powers exercised by the vice-president of the Corporation. The vice-president shall have such other powers and duties as the board may specify.

**5.06 Secretary**

The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all such proceedings. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board. The secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as the Board may specify.

**5.07 Treasurer**

The treasurer shall keep or cause to be kept proper accounting records in compliance with the *Act* and in accordance with generally accepted accounting principles, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions as treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as the board may specify.

**5.08 Powers and Duties of Other Officers**

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant had been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

**5.09 Variation of Powers and Duties**

The board may from time to time and subject to the provisions of the *Act*, vary, add to or limit the powers and duties of any officer.

**5.10 Term of Office**

The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract or in law. Otherwise each officer appointed by the board shall hold office until a successor is appointed, or resignation.

**5.11 Conflict of Interest**

An officer shall disclose any conflict of interest in accordance with 3.19, *mutatis mutandis*.

**5.12 Agents and Attorneys**

The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation.

## **Section Six - Protection of Directors, Officers and Others**

### **6.01 Covenant to Indemnify**

To the extent permitted from time to time under the applicable law, including *The Non-Profit Corporations Act, 1995*, and subject to the terms and conditions of this bylaw, the Corporation agrees to indemnify the director from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by the director in respect of any civil, criminal or administrative action or proceeding to which the director is made a party by reason of being or having been a director or officer of the Corporation whether the event which gives rise to that proceeding arose before or after the date of this bylaw.

### **6.02 Conditions to Indemnity**

The Corporation's obligation to indemnify the director under this bylaw is subject to the conditions precedent that:

- (a) the director acted honestly and in good faith with a view to the best interests of the Corporation when taking the action in question in the proceeding;
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the director had reasonable grounds for believing that the conduct in question was lawful;
- (c) if the action is an action by or on behalf of the Corporation to procure a judgement in its favour, to which action the director is made a party by reason of being or having been a director or officer of the Corporation, a court of competent jurisdiction gives its approval to the Corporation to indemnify the director;
- (d) the director did not improperly profit by the conduct in question, including, without limiting the generality of the foregoing, did not appropriate an opportunity which ought to have been made available to the Corporation; and
- (e) the director did not fail to act in accordance with specific and lawful instructions or directions of the board of directors of the Corporation.

### 6.03 **Director's Obligations**

In order to qualify for indemnity, a director must:

- (a) as soon as reasonably practicable after becoming aware of any proceeding which may give rise to indemnification under this bylaw, give written notice to the Corporation, directed to its corporate secretary, of the proceeding, provided, however, that failure to give notice in a timely fashion will not disentitle the director to the indemnity provided under this bylaw except to the extent that the Corporation suffers actual prejudice by reason of the delay in giving that notice;
- (b) diligently assist in the conduct of the defence of any proceeding, including, without limitation, in enforcing any right of contribution or indemnity against any other person, and in particular shall attend at hearings and trials and assist in securing and giving evidence and obtaining the attendance of witnesses;
- (c) not voluntarily make any payment, assume any obligation or admit any liability in respect of any proceeding without the prior written consent of the Corporation; and
- (d) cooperate with the Corporation with a view to reducing defence and investigation costs including, without limitation, cooperating in the proposed choice of defence counsel, the terms of engagement of defence counsel, and the extent to which the defence and investigation costs may be controlled or limited through common efforts, including the employment of common defence counsel with other directors or officers of the Corporation, provided those common efforts do not create actual or perceived conflicts of interest.

### 6.04 **Corporation's Obligations**

If the Director's conduct satisfies the conditions precedent in 6.02 and the obligations in 6.03, the Corporation:

- (a) provided the director has obtained the prior consent of the Corporation to the incurring of defence and investigation costs or the payment of a Settlement Amount (such consent not to be unreasonably withheld), will:
  - (i) pay the reasonable defence and investigation costs incurred by the director in defending a proceeding in respect of which the Corporation is required to provide indemnity under this bylaw, and

- (ii) pay the settlement amount or the amount of any judgement against the director in respect of any proceeding for which an indemnity is provided under this bylaw.

Notwithstanding the foregoing, if the Corporation provides its consent to a proposed settlement of any proceeding and the director refuses to consent to such settlement, any amount awarded against the director in excess of the amount for which the settlement could have been made by the Corporation shall not be recoverable by the director from the Corporation under this bylaw or otherwise, and the Corporation shall be responsible for defence and investigation costs only up to the time at which such settlement could have been made;

- (b) if the director is not receiving indemnification from another source during the course of any proceeding for which indemnity is available under this bylaw, will advance and pay all defence and investigation costs as they are incurred, provided, however, that if:
  - (i) it subsequently is demonstrated that the director is not entitled to indemnity for any reason, the amount so advanced or paid by the Corporation must be repaid by the director to the Corporation forthwith upon request, and
  - (ii) if the director later receives indemnification or reimbursement for all or any part of those defence or investigation costs from a source other than the Corporation, the amounts so advanced or paid by the Corporation shall be repaid by the director to the Corporation forthwith upon request, to the extent of the other indemnification or reimbursement.
- (c) if the action is an action referred to in 6.02(c), agrees to make all necessary applications to secure that approval and to use its reasonable best efforts to obtain that approval.

#### **6.05 Insurance**

If the Corporation obtains insurance to indemnify or reimburse the director for defence and investigation costs or settlement amounts in some or all of the circumstances described in 6.01, the director acknowledges that the Corporation is liable to indemnify the director only if and to the extent that the director has not received indemnification or reimbursement of defence and investigation costs or settlement amounts from any other person including through any policy of insurance.

#### **6.06 Subrogation**

To the extent permitted by law, the Corporation shall be subrogated to all rights which the director may have under any policy of insurance or other contract pursuant to which director may be entitled to reimbursement of, or indemnification in respect of, defence and investigation costs or settlement amounts under this bylaw.

## **Section Seven - Members and Membership Interests**

### **7.01 Classes of Membership**

There shall be one (1) class of membership in the Corporation.

### **7.02 Members**

Each member shall be noted in the records of the Corporation as the holder of such number of membership interests as may have been issued to such member.

### **7.03 Right to Vote**

Each membership interest carries with it the right to vote at all meetings of members, and each member shall be entitled to cast the same number of votes as membership interests held.

### **7.04 Admission to Membership**

Subject to the *Act* and the articles, admission to membership shall be within the discretion of the directors, who may, subject hereto, by resolution, admit any person as a member of the Corporation upon such terms and conditions and at such time as the directors may think fit, provided that:

- (a) any such resolution admitting any person to membership is of no force or effect until such time as it has been confirmed and ratified by the members in a general or special meeting;
- (b) no membership interest in the Corporation shall at any time be issued to any person unless such issue has been approved by resolution of the City Council of The City of Saskatoon;
- (c) no membership interest in the Corporation shall be issued to any person other than The City of Saskatoon without such further number of membership interests being issued to The City of Saskatoon as is sufficient to ensure that The City of

Saskatoon shall, at all times, hold at least two-thirds (2/3) of the total issued membership interests in the Corporation; and

- (d) any membership interest issued to any person other than The City of Saskatoon shall be held in trust for the said City, and on condition that the person holding such membership interest casts any vote entitled by virtue of the membership interest as directed by resolution of the Council of The City of Saskatoon.

#### **7.05 Membership Cards or Certificates**

Upon request, every holder of one or more membership interests in the Corporation shall be entitled, at the Corporation's option, to a membership card or certificate, or to a non-transferable written certificate of acknowledgment of the holder's right to obtain a membership card or certificate, stating the number of membership interests held by the person as shown in the records of the Corporation. Such cards or certificates shall be in such form as the board may from time to time approve.

#### **7.06 Replacement of Membership Cards or Certificates**

The board or any officer or agent designated by the board may, in their discretion, direct the issue of a new card or such other certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

#### **7.07 Transfer and Termination of Membership Interest**

A membership interest of a member in the Corporation is not transferable and is terminated upon:

- a) death of the member;
- b) resignation of the member;
- c) termination of the membership in accordance with the *Act*, the articles or this Bylaw; or
- d) dissolution, liquidation or discontinuance of the Corporation.

Where a membership interest in the Corporation is terminated as aforesaid, the termination and the date thereof shall be noted in the appropriate records of the Corporation.

## **Section Eight - Meetings of Members**

### **8.01 Annual Meetings**

Subject to the *Act*, an annual meeting of members shall be held at such time in each year and, subject to Section 8.03, at such place as the board may from time to time determine, for the purposes of considering the financial statements and reports required by the *Act* to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

### **8.02 Special Meetings**

The board or the president of the Corporation shall have power to call a special meeting of members at any time. If at any time there are not sufficient directors to form a quorum, any director or member of the Corporation may call a special meeting.

### **8.03 Place of Meeting**

Meetings of members shall be held at such place within the City of Saskatoon as the board shall from time to time determine.

### **8.04 Notice of Meetings**

Notice of the time and place of such meeting of members shall be given in the manner provided in Section Nine not less than 15 nor more than 50 days before the date of the meeting to each director, to the auditor of the Corporation and to each member who, at the close of business on the record date for notice, is shown in the records of the Corporation as the holder of one or more membership interest carrying the right to vote at the meeting. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Notice of any meeting of members may also be given by publication in accordance with the requirements of the *Act*.

### **8.05 Financial Statements**

The directors shall place before each annual meeting of members the financial statements and the report of the auditor to the members thereon. The financial statements shall:

- a) not be issued, published or circulated unless they have been approved by the board of directors and such approval shall have been evidenced by the signature of two (2) directors;
- b) be sent to each member not less than 15 days before each annual meeting, except a member who has informed the Corporation in writing that the member does not want a copy;
- c) cover a period that ended not more than four (4) months before the annual meeting;
- d) be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it;
- e) be made up of:
  - (i) a statement of earnings for each period;
  - (ii) a statement of changes in cash position for each period;
  - (iii) a balance sheet as at the end of each period with each statement containing the information required by the *Act* to be disclosed in such statements.

#### **8.06 Publication of Financial Statements**

In lieu of publishing a notice that includes the information required to be set out in the financial statements, along with the report of the auditor, if any, and any further information respecting the financial position of the Corporation and the results of its activities required by the articles, the Bylaws or any unanimous member agreement, all as prescribed in the *Act*, the Corporation may publish a notice stating that the said documents are available at the registered office of the Corporation to be examined during the usual business hours of the Corporation by any person and that person may make extracts there from free of charge.

#### **8.07 List of Members Entitled to Vote**

For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of membership interests held by each member entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to Section 8.08, the members listed shall be those registered

at the close of business on such record date. If no record date is fixed, the members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, if no notice is given, the day on which its meeting is held. The list shall be available for examination by any member during usual business hours at the registered office of the Corporation and at the meeting for which the list was prepared.

Where a separate list of members has not been prepared, the names of persons appearing in the records of the Corporation at the requisite time as the holder of one or more membership interests carrying the right to vote at such meeting shall be deemed to be a list of members.

#### **8.08 Record Date for Notice**

The board may fix in advance a date, preceding the date of any meeting of members by not more than 50 days and not less than 15 days, as a record date for the determination of the members entitled to notice of the meeting, and notice of any such record date shall be given not less than seven days before such record date, by newspaper advertisement in the manner provided in the *Act*. If no record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

#### **8.09 Meetings Without Notice**

A meeting of members may be held without notice at any time and place permitted by the *Act*:

- a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held; and
- b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held; as long as such members, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

At such a meeting, any business may be transacted which the Corporation at a meeting of members may transact.

#### **8.10 Chairperson, Secretary and Scrutineers**

The chairperson of any meeting of members shall be: president of the Corporation or the vice-president of the Corporation. If neither is present within 15 minutes from the date fixed for holding the meeting, the persons present and entitled to vote shall choose a director as

chairperson, and if no director is present, or if all the directors present decline to take the chair, then the members present shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairperson with the consent of the meeting. Provided, however, that any member of the Corporation holding the majority of membership interests in the Corporation, notwithstanding that such member is not the president of the Corporation, shall have the first right to be the chairperson at any meeting of members.

#### **8.11 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the *Act* or the articles or bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

#### **8.12 Quorum**

Subject to the *Act*, a quorum for the transaction of business at any meeting of members shall be one (1) person present in person and being a member entitled to vote thereat or a duly appointed proxy holder or representative of a member so entitled and holding or representing not less than fifty (50%) percent of the total number of the issued membership interests of the Corporation for the time being enjoying voting rights at such meeting. If a quorum is present at the opening of any meeting of members, the members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **8.13 Right to Vote**

Every person named in the list referred to in Section 8.07 shall be entitled to vote the membership interests shown thereon opposite his name at the meeting to which the list relates.

#### **8.14 Proxy holders and Representative**

Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, to attend and act as the members representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or the member's attorney and shall conform to the requirements of the *Act*.

Alternatively, every such member which is a body corporate or association may authorize by resolution of its directors or governing body an individual to represent it at a meeting of members and such individual may exercise on the member's behalf all of the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chairperson of the meeting.

#### **8.15 Time for Deposit of Proxies**

The board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than 48 hours, exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the secretary of the Corporation or by the chairperson of the meeting or any adjournment thereof prior to the time of voting.

#### **8.16 Votes to Govern**

At any meeting of members every question shall, unless otherwise required by the articles, the *Act* or bylaws, be determined by a majority of the votes cast on the question. In case of equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

#### **8.17 Show of Hands**

Subject to the *Act*, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against any resolution or other

proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

#### **8.18        Ballots**

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairperson may require a ballot or any person who is present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the membership interests which he is entitled to vote at the meeting upon the question, to that number of votes which equals the number of membership interests held or represented by such individual, and the result of the ballot so taken shall be the decision of the members upon the said question.

#### **8.19        Adjournment**

The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting other than announcement at the earliest meeting that it is adjourned. Subject to the *Act*, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

#### **8.20        Resolution in Writing**

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 a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the *Act*.

### **Section Nine - Notices**

#### **9.01        Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the *Act*, the Regulations thereunder, the articles, the bylaws 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 their recorded address or if mailed to them at their recorded address by prepaid ordinary or air mail or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to be given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

#### **9.02 Computation of Time**

In computing the date when notice must be given under any provision requiring a specific 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.

#### **9.03 Undelivered Notices**

If any notice given to a member pursuant to Section 9.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the member informs the Corporation in writing of the member's new address.

#### **9.04 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, 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 thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### **9.05 Waiver of Notice**

Any member, proxy holder, other person entitled to attend a meeting of members, director, officer, auditor or member of a committee of the board may at any time waive any notice, or

waive or abridge the time for any notice required to be given to them under the *Act*, the Regulations thereunder, the articles, the bylaws or otherwise and such waiver or abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of meeting of members or of the board or a committee of the board which may be given in any manner.

## **Section Ten - Records**

### **10.01 Records of the Corporation**

The directors shall duly comply with the requirements of the *Act* respecting the keeping of registers and records generally, and shall prepare and maintain, or cause to be prepared and maintained, at the registered office of the Corporation, records containing:

- a) the articles and the bylaws, and all amendments thereto, and a copy of any unanimous member agreement;
- b) minutes of meetings and resolutions of members;
- c) minutes of meetings and resolutions of directors and any committee thereof;
- d) copies of each notice of directors and change of directors;
- e) a register of members entitled to vote, containing the names, alphabetically or otherwise systematically arranged in a manner capable of producing information about all members in intelligible written form within a reasonable time, and the latest known addresses, of each person who is or who, during the previous year, has been a member of the Corporation and the date on which each became or ceased to be a member.

In addition to the foregoing, the directors shall further prepare and maintain, or cause to be prepared and maintained, true accounts of the sums of money received and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Corporation, the assets and liabilities of the Corporation and all other transactions affecting the financial position of the Corporation.

### **10.02 Minutes of Meetings**

Minutes of any meeting of the directors and any committee thereof, or of the members, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

### Section Eleven - Effective Date

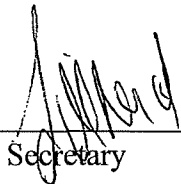
#### 11.01 Effective Date

Subject to confirmation by the members, this Bylaw shall come into force and effect upon the date of the director's resolution making or enacting same.

**Enacted** by the directors of the Corporation this 22 day of APRIL, 2010



President

  
\_\_\_\_\_  
Secretary

# CITY OF SASKATOON COUNCIL POLICY

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**NUMBER**  
C01-003

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<b>POLICY TITLE</b> <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i>	<b>ADOPTED BY:</b> <i>City Council</i>	<b>EFFECTIVE DATE</b> <i>April 17, 1978</i>
		<b>UPDATED TO</b> <i>February 10, 2014</i>
<b>ORIGIN/AUTHORITY</b> <i>Committee on Committees Report No. 3-1978; Legislation and Finance Committee Reports 25-1981 and 3-1984; Committee of the Whole Report No. 4-1993; Legislative Report No. 15-2006; and Executive Committee Reports 5-1997, 14-1998, 13-2002, 1-2006, 13-2007, 1-2010 and 2-2014</i>	<b>CITY FILE NO.</b> <i>CK. 225-1</i>	<b>PAGE NUMBER</b> <i>1 of 7</i>

## 1. PURPOSE

To ensure the impartiality and accountability of Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon.

## 2. GENERAL POLICY

All appointments to Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon shall be made by City Council.

### 2.1 Application of Policy

In the case of statutory Boards, Commissions, Authorities and Committees (including the Saskatoon Public Library Board and the Board of Police Commissioners), where the provisions of this Policy are in conflict with provincial legislation, the provincial legislation shall take precedence.

### 2.2 Advertising

Citizen vacancies on Boards, Commissions, Authorities, and Committees shall be advertised on an annual basis, in September of the previous year. Separate advertising shall be undertaken for appointments to the Boards of Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery.

### 2.3 Application Process

- a) Only individuals who complete and submit standard application forms, available through the City Clerk's Office, will be considered for appointment to Civic Boards, Commissions, Authorities and Committees. Individuals applying to serve on any of City Council's Boards, Commissions, Authorities and Committees shall also be required to submit a resume and two reference letters with their application.
- b) Current members requesting to be reappointed to any of City Council's Boards, Commissions, Authorities and Committees shall be required to submit a new application, available through the City Clerk's Office, but shall not be required to submit a resume or reference letters.

### 2.4 Criteria for Appointments

The following criteria should be considered in making appointments:

- a) Expressed interest of the individual.
- b) Basic qualifications criteria established pursuant to Section 2.5 below.
- c) Past involvement and demonstrated contribution of time and effort.
- d) No individual, excluding members of City Council, should serve on more than one Civic Board, Commission, Authority or Committee at the same time, except where it is considered to be essential and in the public good.
- e) Applicants must reside within the boundaries of the City of Saskatoon.

## 2.5 Basic Qualifications Criteria

The City will, where possible, establish basic qualifications criteria for members of each Board, Commission, Authority, and Committee; will consider such criteria when making appointments (as per 2.4 above); and will make the criteria available to those interested in applying for appointment. Input will be sought from the Boards of the Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery on an annual basis as to specific skills and abilities required.

## 2.6 Appointment of Civic Employees

- a) City Council may appoint Civic employees to Boards, Commissions, Authorities or Committees provided that:
  - i) The employee has special relevant expertise to contribute; and/or
  - ii) The appointment is necessary by virtue of the employee's office; and
  - iii) There will be no detrimental effect on the employee's normal responsibilities.
- b) Members of the Civic Administration will not sit on civic advisory committees but may attend meetings as resource persons and to present reports.

## 2.7 Representation on Boards, Commissions, Authorities and Committees

City Council has resolved that appointments to positions on Boards, Commissions, Authorities and Committees be truly representative of the population of women and men of the City of Saskatoon and, therefore, wishes to achieve gender equity for all Boards, Commissions, Authorities and Committees. City Council has also adopted a Cultural Diversity and Race Relations Policy.

## 2.8 Declaring Conflict of Interest

Refer to the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees adopted by City Council on January 9, 2006 (Attachment 1 and Attachment 2).

## 2.9 Length of Appointments

- a) Appointments shall be for the duration of the term defined in the constitution or terms of reference of the Board, Commission, Authority or Committee as approved by City Council or as otherwise specified by bylaw or Council resolution but shall be no greater than two years.
- b) No member-at-large may serve more than six consecutive years on a Civic Board, Commission, Authority or Committee.
- c) After a break of three years, individuals may be reappointed to a Civic Board, Commission, Authority or Committee on which they have served the six-year maximum.
- d) Notwithstanding subsection b), the terms of members of Boards and Commissions undertaking major capital projects such as expansion or relocation may, at the discretion of City Council, exceed the six-year maximum.
- e) Notwithstanding subsection b), City Council may, at its discretion, exceed the six-year maximum term for members of quasi-judicial boards.

## 2.10 Deemed Resignation

Members who miss three meetings in a row without explanation shall be deemed to have resigned from that Board, Commission, Authority or Committee.

## 2.11 Services Provided to Members

The following services will be provided to members of Civic Boards, Commissions, Authorities and Committees:

- a) Childcare Expenses – Citizen members will be reimbursed for childcare expenses for all meetings attended, up to a maximum of \$7.50 per hour and upon submission of a receipt to the City Clerk's Office.
- b) Parking Permits and Bus Tickets – Citizen members will be provided with temporary parking permits or bus tickets for attendance at Committee meetings.
- c) Hearing Assistance – Committee Rooms A and E have been equipped with systems to enhance the sound. Should members require an interpreter, the City Clerk's Office will arrange for same, through the Saskatchewan Deaf and Hard of Hearing Services, and will cover the costs.
- d) Visual Assistance – Arrangements have been made with the Saskatoon Library to utilize the JAWS (Job Access with Speech) system as required. This can be facilitated through the City Clerk's Office. (JAWS is a program that translates written text into speech for the use of people who are visually impaired.)

The City will make every effort to ensure that there are no barriers to public participation. Any requests for services not listed above will be considered on a case-by-case basis.

## 3. RESPONSIBILITIES

### 3.1 Appointees

- a) As part of the condition of accepting an appointment, the appointee shall agree to abide by the mandate, objectives and terms of reference of the Board, Commission, Authority or Committee.

- b) Appointees shall be responsible for advising the City Clerk's Office or the Secretary of the Board, Commission, Authority or Committee if they are unable to attend a meeting.
- c) Appointees shall be responsible for adhering to the Code of Conduct (see Attachment 1 and Attachment 2 to this policy).

### 3.2 Appointed City Employees

In addition to Section 3.1 above, City employees are expected to respect and represent the official views of the City and act in conformity with City policies and practices. It is expected that appointed officials would report important matters to their superiors in the normal manner, and could ensure that other civic operations would be represented and relevant activities and interests would be coordinated with appropriate City departments.

### 3.3 City Manager

Recommend Civic employees for appointments to Boards, Commissions, Authorities and Committees.

### 3.4 Boards, Commissions, Authorities, and Committees

Pursuant to Section 2.5 of this Policy, recommend qualifications criteria to the Executive Committee of City Council for consideration and approval.

### 3.5 City Clerk

- a) Administer appointments to Civic Boards, Commissions, Authorities and Committees program; and
- b) Recommend updates to the policy.

3.6 Executive Committee

- a) Make recommendations for appointments to Civic Boards, Commissions, Authorities and Committees;
- b) Review qualifications and criteria for appointments to Civic Boards, Commissions, Authorities and Committees; and
- c) Consider amendments to the policy.

3.7 City Council

- a) Approve appointments to Civic Boards, Commissions, Authorities and Committees; and
- b) Approve amendments to the policy.



**CENTENNIAL AUDITORIUM & CONVENTION CENTRE BOARD OF DIRECTORS (TCU Place)**

<b>Appointed</b>	<b>Director</b>
2015	Mr. Morris Smysnuik
2016	Mayor Charlie Clark
2016	Mr. Darren Kent
2016	Ms. Jennifer Pereira
2016	Ms. Bryn Richards
2017	Mr. Brian Bentley
2017	Ms. Jocelyne Kost
2017	Mr. Trevor Maber
2017	Councillor Bev Dubois
2018	Mr. Jeff Jorgenson, City Manager
2019	Mr. Trevor Batters
2019	Mr. Ross Johnson
2019	Councillor Zach Jeffries

The Centennial Auditorium and Convention Centre Board of Directors directs the operations of TCU Place in a manner that ensures proper maintenance of the facility, provides premiere services for the performing arts, and provides a full range of services for meetings and conventions.

## General Qualifications:

- Knowledge of or experience on management and policy making Boards;
- An understanding of business;
- An appreciation of the performing arts;
- An understanding of trade and tourism in Saskatoon, as reflected in meetings and conventions; and
- A particular interest, knowledge and/or experience to be able to contribute to one of more of the following areas of expertise: marketing; finance; or building.

## Specific Needs as of 2019:

- Building operations;
- Trade and tourism;
- Finance;
- Project management;
- Marketing; and
- Information Technology

The Board meets monthly on the last Thursday at 12:00 noon. There are no meetings in July, August, or December. There is no remuneration paid to Board members.



### **Directors' Code of Conduct**

*(Board of Directors – Statutory Corporations)*

*(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)*

#### **1. Purpose and Objective**

The purpose of this document is to provide guidance to directors on the conduct required by law or expected by the Corporation of them in the fulfilment of their duties as directors of the Corporation. The guidelines are not intended to be exhaustive. If issues outside the explicit guidelines should arise, they should be addressed in accordance with the general principles set out in this document, or through the exercise of sound business and ethical judgment. These guidelines do not override the requirements of the law, and if there is any inconsistency between them and the applicable law, the applicable law governs.

#### **2. Fiduciary Duties**

The fiduciary duties of the directors of a non-profit corporation are stated in Section 109(1)(a) of *The Non-Profit Corporations Act*, which states:

“every director and officer of a corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation.”

This is often also termed the “Duty of Loyalty”. It leads to a number of other specific principles:

##### **2.1 Corporate Opportunities**

Directors must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a director.

A director must not engage in any financial transactions, contracts, or private arrangements for personal profit, which accrue from or are based upon the director's fiduciary position or authority, or upon confidential or non-public information the director gains by reason of such position or authority.

## 2.2 *Duty to Protect Confidential Information*

Directors are bound by their fiduciary duty to the Corporation to maintain the confidentiality of information received by them in their capacity as directors. Information which is confidential, proprietary to the Corporation or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

## 2.3 *Duty to Avoid Conflicts of Interest*

As a fiduciary of the Corporation, directors must avoid any conflict of interest, or the appearance of a conflict between their own personal interests or the interests of any closely connected person, and the interests of the Corporation. Directors must attempt to avoid not only actual conflict, but the potential for conflict.

A director is in a conflict of interest where the director, a closely connected person<sup>1</sup> or a Corporation in which the director or closely connected person has a controlling interest<sup>2</sup>, has a pecuniary interest<sup>3</sup> in a matter before the board.

A first step in avoiding or responding to a conflict of interest is to disclose the interest. Financial assets or investments which are directly or indirectly connected to the nature of a director's work should be disclosed in writing to the Corporation, or entered into the minutes of a meeting of directors. The disclosure should include the nature and the extent of the interest.

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<sup>1</sup>Closely connection person means agent, business partner, family (spouse or partner, parent or child) or employer of the director.

<sup>2</sup>Controlling interest means an interest that a person has in a corporation if the person beneficially owns, directly or indirectly, or exercises control or direction over shares of the corporation carrying more than 25% of the voting rights attached to all issued shares of the corporation.

<sup>3</sup>A director has a pecuniary interest in the matter if the director or someone in the director's family has a controlling interest in, or is a director or senior officer of a corporation that could make a financial profit from or be adversely affected financially by a decision of the corporation, or the director or closely connected person could make a financial profit from or be adversely affected financially by a decision of the corporation.

If the board is considering a matter where a conflict of interest, or a perceived conflict of interest, exists, the conflicted director shall:

- disclose the conflict of interest;
- leave the meeting during the discussion of the matter;
- abstain from attempting, in any way, whether before, during or after the meeting, to influence the voting on the matter; and
- abstain from voting on the matter.

### 3. **Duty of Care**

Section 109(2) of *The Non-Profits Corporations Act* speaks to the director's duty of care to the Corporation. It states that every director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In fulfilling the duty of care, directors have a responsibility to ensure that systems are in place to provide directors with the information they need to make informed decisions, and that board decisions are sound and made pursuant to proper procedures.

### 4. **Regulatory Duties**

Various federal and provincial statutes impose or extend liability to directors (e.g., the liability for unpaid employees' wages under *The Labour Standards Act*, the liability for unremitted GST under the *Excise Tax Act*, the liability for unremitted source deductions on employees' pay, and the like). Directors must be satisfied that management has implemented appropriate safeguards to ensure the Corporation complies with such legislation.

### 5. **Ethical Guidelines**

In fulfilling their duties and obligations, directors should adhere to the following guidelines:

#### 5.1 *Directors' Anti-Harassment Policy*

The Corporation has adopted the Directors' Anti-Harassment Policy attached as Schedule "A", which forms part of this Code of

Conduct. All directors are bound by the Directors' Anti-Harassment Policy in all of their activities on behalf of the Corporation.

## 5.2 *Preferential Treatment*

Directors must not act in their official role to assist organizations or persons in their dealings with the Corporation if this may result in preferential treatment to that organization or person.

## 5.3 *Corporate Property*

Directors must not use corporate property or services to pursue their private interests or the interests of a closely connected person. Corporate property includes real and tangible items such as equipment and intangible items such as reports, information, proprietary rights, patents, trademarks, copyrights, logos, name and reputation.

## 5.4 *Gifts, Benefits and Entertainment*

Directors must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of, their duties or as an inducement for performing an act associated with the director's duties or responsibilities with the Corporation.

Directors may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- would not raise questions about the director's objectivity and impartiality; and
- do not compromise the integrity of the Corporation.

An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to the Corporation to make a suitable disposition of the item.

### 5.5 *Remuneration*

A director shall not accept remuneration from any source, including the Corporation, for services rendered as a director of the Corporation. A director may accept remuneration if approved by the Council for The City of Saskatoon. Remuneration does not include gifts, benefits and entertainment as described in subsection 5.4, reimbursement of actual and reasonable expenses incurred by the director in the performance of the director's duties, provided the same is approved by the board of directors or is pursuant to a policy approved by the board of directors, or any pay a director receives from the director's employer if the director attends to the director's duties of office for the Corporation during normal working hours of the director's employment with the director's employer.

### 5.6 *Public Comment*

The board chair should act as the spokesperson for the board, and should be the only person who makes official public comments for the Corporation, unless alternate arrangements are approved by the board in special cases.

### 5.7 *Board Independence of Management*

The board should establish appropriate structures and procedures to enable it to exercise objective judgment on corporate affairs independent of management. At minimum, board independence requires that a sufficient number of directors not be employed by the Corporation, and not be closely related to the Corporation or its management through significant economic, family or other ties. This guideline does not prevent interest group representatives from being appointed as directors.

## 6. **Investigation Process**

The board has approved the following process to deal with complaints (including, without limitation, complaints alleging breach of the Directors' Anti-Harassment Policy or other aspects of this Code of Conduct) involving members of the board:

6.1 *Complaints Forwarded to Chair*

All complaints pertaining to breaches of this Code of Conduct, including the Directors' Anti-Harassment Policy, shall be forwarded to the chair, or if the complaint is in respect of the chair, to the vice-chair, who shall provide copies to the board of directors, and arrange such an investigation as deemed appropriate in the circumstances.

6.2 *Cooperation with Investigation*

Every director must cooperate fully with an investigation under this Code of Conduct, including the Directors' Anti-Harassment Policy, whether he or she is the subject of the complaint or not.

6.3 *Report of Results*

The results of the investigation will be reported to the chair, or, if the complaint is in respect of the chair, to the vice-chair.

6.4 *Board Consideration*

The chair, or, if the complaint is in respect of the chair, the vice-chair, shall convene a meeting of the board to consider the report. The director whose conduct is the subject of the complaint is entitled to make submissions to the board respecting the subject matter of the complaint, but shall not participate in the board's decision. If the board concludes that the allegations are well-founded, the board shall determine if sanctions are warranted. Sanctions may include, but are not limited to, revocation of appointments to committees or offices of the Corporation, revocation of appointments to other boards as a nominee of the Corporation, or a recommendation to the Executive Committee of the Council for The City of Saskatoon to remove the individual as a director of the Corporation.

6.5 *City Right*

This Code of Conduct does not and cannot restrict the ability of Council for The City of Saskatoon to remove a director from the board if it thinks fit.

**7. Post Service Reminders**

When a director leaves a board, the Corporation should provide a written reminder of the director's responsibility not to make use of confidential information or take improper advantage of knowledge gained due to the director's previous position with the board.

**8. Subsidiaries**

The same principles apply to directors when serving on the board of a subsidiary company.

I acknowledge receipt of the above Code of Conduct and the attached Directors' Anti-Harassment Policy and agree that they bind me in my conduct as a director of \_\_\_\_\_.

I acknowledge that my appointment is subject to compliance with the Directors' Code of Conduct and the Directors' Anti-Harassment Policy, and that breach of the same may result in sanctions, up to and including my removal from the board of directors.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Director

## Schedule “A”

### **Directors’ Anti-Harassment Policy**

*(Board of Directors – Statutory Corporations)*

*(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)*

#### **1. Purpose and Objective**

The purpose and objective of this Policy is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious, verbal or physical harassment.

#### **2. Definitions**

2.1 *Sexual and Sexual Orientation Harassment* - behaviour related to sexuality or sexual orientation that may be verbal or physical and is offensive, unsolicited and unwelcome. It is not limited to, but includes:

- unwelcome banter, teasing or jokes;
- innuendoes or taunting about a person’s clothing, body or sexual activities;
- displaying of pornographic or sexually explicit material;
- sexually related leering or other gestures, or unwelcome physical contact or invasion of personal space;
- condescending or patronizing behaviour, threats, promises, innuendos or reprisals whether direct or indirect, relating to a person’s sex or sexual orientation; and
- refusing to work with or have contact with others because of their gender or sexual orientation.

2.2 *Racial and Religious Harassment* - behaviour which disrespects or causes humiliation to people because of their race, colour, national or ethnic origin, or the adornments and rituals associated with religious beliefs. It is not limited to, but includes:

- slurs, gestures, innuendoes or taunts about a person=s racial or religious background;
- unwelcome banter, teasing or jokes relating to a person=s race or religion;
- displaying racist, derogatory or offensive pictures, materials or graffiti; and

- refusing to work with or have contact with others because of their racial or religious background.

2.3 *Verbal Harassment* - behaviour which is aimed at denigrating, intimidating or threatening a person, whether directly or indirectly. It may or may not overlap with other forms of harassment. It does not include spirited, but respectful expressions of opinion or debate not aimed at the individual, or his or her personal attributes, background or beliefs.

### 3. **Rights, Obligations and Responsibilities of Directors**

- 3.1 The Corporation has as its goal the creation and maintenance of a respectful working environment, and the eradication of harassment.
- 3.2 Every employee of the board, including employees of The City of Saskatoon providing assistance or services to the Corporation, and directors have the right to a respectful working environment free from harassment. Harassment is a form of discrimination, which violates people's human rights and dignity. Everyone in the working environment has a responsibility to ensure that all persons are treated with respect, and to ensure that harassment does not occur. The Corporation does not condone and will not tolerate harassment of its employees, directors or the general public.
- 3.3 This Policy is meant to augment all Provincial legislation relating to harassment-free workplaces for employees, The City of Saskatoon Workplace Harassment Policy A04-016 and The City of Saskatoon Respectful Workplace Policy A04-022, which Policies the Corporation has adopted, *mutatis mutandis*, in relation to its employees.
- 3.4 Directors are the leaders and role models for the Corporation and should lead by example and conduct in building and maintaining a working environment that is respectful and harassment free.
- 3.5 Directors should be vigilant in working to prevent disrespectful behaviour and harassment before it starts, by being polite, courteous and respectful and practice good conflict resolution methods in dealings with employees, other directors and the public.

- 3.6 Directors should, both individually and as a group, attempt to deal with concerns as they arise so that such concerns are resolved without the necessity of complaints having to be made.
- 3.7 Directors who believe they have been harassed have a right to bring their concerns to the attention of the chair, or, if the complaint is in respect of the chair, to the vice-chair.
- 3.8 Directors who believe employees or members of the public have been harassed have a responsibility to bring these concerns to the attention of the chair, or if the complaint is in respect of the chair, to the vice-chair. Directors who are in breach of this Policy may be subject to sanctions as set out in the Directors' Code of Conduct.
- 3.9 Members of the general public who engage in harassment may be subject to sanctions up to and including denial of access to services of the Corporation.
- 3.10 People accused of harassment must be informed of the complaint against them. They shall receive fair treatment, including appropriate supports, and be kept informed throughout the process, including being given access to any written complaints.
- 3.11 People who threaten to retaliate against a complainant or a witness for taking part in an investigation will be subject to sanctions.
- 3.12 Complainants will not be uprooted from his/her workplace or have his/her working conditions change as a result of remedial action against a harasser.
- 3.13 At any stage in the resolution process, both the complainant and the alleged harasser have the right to consult with and be represented by anyone of their choice.
- 3.14 Malicious complaints may result in sanctions being taken against the complainant.

#### **4. Confidentiality**

To protect the interests of the complainant, the alleged harasser and any others who may report incidents of harassment, confidentiality will be maintained throughout the investigatory procedure to the extent possible.

All records will be kept confidential except where disclosure is required by the sanction or other remedial process.

Confidentiality must be distinguished from anonymity. It is fundamental that individuals accused of a breach of this Policy, and subject to possible sanctions, be informed of the allegations; this information will include the identity of the complainant. The complainant who wishes his/her complaint dealt with must, therefore, be prepared to be identified.

## **5. Process and Directors' Code of Conduct**

The chair, or if the complaint is against the chair, the vice-chair, shall treat all complaints seriously, and ensure that complaints are investigated through the process set out in the Directors' Code of Conduct.

Investigation appropriate to the circumstances will depend upon the nature and severity of the alleged conduct, and may include:

- Informal resolution - which may include face-to-face discussions, facilitated or mediated discussions, verbal or written statements and may be concluded with or without formal reports; and/or
- Formal investigation
  - may be used if informal resolution does not work or is inappropriate for the circumstances;
  - a formal investigation may be conducted by a board member or members appointed by the chair or by an external agency, including The City of Saskatoon, retained by the chair;
  - the duties of the chair shall be taken by the vice-chair if the complaint is against the chair;
  - if a director or directors conduct the investigation, that director or directors shall not take part in the board's decision pursuant to the Directors' Code of Conduct; and
  - formal investigation will result in a report to the board to be dealt with by the board as required by the Directors' Code of Conduct.



## TCU Place Meeting Procedures

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In accordance with Section 55.1 of *The Cities Act*, the following constitutes the Meeting Procedures for the Saskatoon Centennial Auditorium & Convention Centre Corporation (“TCU Place”, or the “Corporation”).

### **DIVISION A** **Directors’ Meetings - General**

#### **Regular Meetings of Directors**

1. Regular Meetings of Directors of the Corporation will be held on the last Thursday of every month, excluding July, August, and December. As per the Bylaws, no specific notice to directors is required.

#### **Special Meetings of Directors**

2. Special Meetings of Directors may be held when required at such times and place as agreed by the Directors, or as requisitioned pursuant to the Bylaws. All Directors shall be given notice of the time and place of such meetings as per the Bylaws.

#### **Place of Meetings**

3. Both Regular and Special Meetings of the Directors shall be held in the City of Saskatoon.

#### **Resolutions in Writing and Electronic Meetings**

4. Notwithstanding any other provision of this Meeting Procedure, a resolution signed by each member pursuant to Section 132 of *The Non-profit Corporations Act, 1995* is as valid as if it had been passed at a meeting of the members. A copy of the resolution shall be kept with the minutes of Meetings of Members.
5. Notwithstanding any other provision of this Meeting Procedure, a resolution signed by each Director or Committee of Directors pursuant to Section 104 of *The Non-profit Corporations Act, 1995* is as valid as if it had been passed at a meeting of the members. A copy of the resolution shall be kept with the minutes of Meetings of Directors or Committees of Directors.
6. If all of the Directors of the Corporation consent, a Director may participate in a meeting of Directors or a Committee of Directors by means of telephone or other communications facilities that permit all persons participating in a meeting to hear each other, and a Director participating in a meeting by these means is deemed for the purposes of *The Non-profit Corporations Act, 1995* to be present at such meeting.

## **DIVISION B**

### **Control and Conduct at Meetings**

#### **Chair**

7. (1) The Chair shall:
  - (a) preside at all meetings;
  - (b) preserve order at meetings;
  - (c) enforce the rules of the Corporation;
  - (d) decide points of privilege and points of order; and
  - (e) advise on points of procedure.
- (2) The Chair shall have the same rights and be subject to the same restrictions, when participating in debate, as all other Directors.
- (3) When wishing to make a motion, the Chair shall:
  - (a) vacate the chair, and request that the Vice-Chair take the chair;
  - (b) if the Vice-Chair is absent, the Secretary shall take the chair; and
  - (c) the Chair shall remain out of the chair until the motion has been dealt with.

#### **Vice-Chair**

8. (1) The Directors shall appoint a Vice-Chair.
- (2) The Vice-Chair is to act as the Chair if:
  - (a) the Chair is unable to perform the duties of Chair; or
  - (b) the office of Chair is vacant.

#### **Point of Order**

9. (1) A Director may rise and ask the Chair to rule on a point of order.<sup>1</sup>
- (2) When a point of order is raised, the Director speaking shall immediately be seated and shall remain seated until the Chair decides the point of order raised.
- (3) A point of order must be raised immediately at the time the rules of the Corporation are breached.

- (4) The Director against whom a point of order is raised may be granted permission by the Chair to explain.
- (5) A point of order is not subject to amendment or debate.

### **Point of Privilege**

- 10. (1) A Director may rise and ask the Chair to rule on a point of privilege.<sup>2</sup>
- (2) After the Director has stated the point of privilege, the Chair shall rule whether or not the matter raised is a point of privilege.
- (3) If the matter is determined to be a point of privilege, the Director who raised the point of privilege shall be permitted to speak to the matter.
- (4) If the point of privilege concerns a situation, circumstance or event which arose between Directors, the Director shall raise the point of privilege immediately after adoption of the minutes of the previous meeting.
- (5) A point of privilege is not subject to amendment or debate unless a motion regarding the point of privilege is put to the Directors.

### **Point of Procedure**

- 11. (1) Any Director may rise and ask the Chair for an opinion on a point of procedure.<sup>3</sup>
- (2) When a point of procedure is raised, the Director speaking shall immediately be seated until the Chair responds to the inquiry.
- (3) After the Director has asked the point of procedure, the Chair shall provide an opinion on the rules of procedure bearing on the matter before the Directors.
- (4) A point of procedure is not subject to amendment or debate.
- (5) The Chair's answer to a point of procedure is not a ruling, and cannot be appealed to the whole of the meeting.

### **Appeal**

- 12. (1) Any Director may appeal any ruling of the Chair on a point of order or point of privilege to the whole of the meeting.
- (2) A ruling of the Chair must be appealed immediately after the ruling is made or the ruling will be final.

## Conduct of Directors

13. (1) A Director wishing to speak at a meeting shall obtain the approval of the Chair before speaking.
- (2) When addressing a meeting, a Director shall refrain from:
  - (a) speaking disrespectfully of the federal government, the provincial government or municipal council, or any official representing them;
  - (b) using offensive words in referring to a Director, an employee of the Corporation or a member of the public;
  - (c) reflecting on a vote of Directors except when moving to rescind or reconsider it, and reflecting on the motives of Directors who voted on the motion or the mover of the motion; or
  - (d) shouting or using an immoderate tone, profane, vulgar or offensive language.
- (3) When a Director is addressing the Chair, all other Directors shall:
  - (a) remain quiet and seated;
  - (b) refrain from interrupting the speaker, except on a point of order or point of procedure; and
  - (c) refrain from carrying on a private conversation in such a manner that disturbs the speaker.
- (4) Directors shall remain seated and be silent once a question is put to vote and until the vote is declared.
- (5) Directors shall ensure that all cellular telephones and similar electronic devices remain silent and do not create a disruption to the meeting.

## DIVISION C Directors' Meeting Procedure

### Procedure and Rules

14. (1) When any matter arises relating to procedure, which is not covered by this Meeting Procedure, the matter shall be decided by reference to *Bourinot's Rules of Order of Parliamentary Procedure*.
- (2) In the event of any conflict between the provisions of this Meeting Procedure and those contained in *Bourinot's Rules of Order of Parliamentary Procedure*, the provisions of this Meeting Procedure shall apply.

## **Suspension of Rules**

15. Any of the rules contained in this Meeting Procedure not specified in *The Non-profit Corporations Act, 1995* may be suspended for any one meeting by a unanimous vote of the Directors present at the Directors' meeting.

## **Order of Business and Agenda**

16. (1) The order of business for a Regular Business Meeting shall be as set out in Schedule "A".
- (2) The Chair shall prepare the agenda for Directors' meetings and shall arrange for distribution of copies of the agenda, along with all reports or communications to be dealt with at the Directors' meeting, to each Director at least 6 days immediately preceding the Directors' meeting.
- (3) Business shall be considered in the order in which it stands on the agenda, unless the Directors alter the order of business for the convenience of the Directors' meeting by a majority vote of the Directors present.

## **Minutes**

17. (1) The Secretary shall arrange for the recording of the minutes of each Directors' meeting and shall arrange for distribution of copies of the minutes of the last Directors' meeting to each Director at least 6 days before the next Directors' meeting.
- (2) Any Director may request that a portion of the minutes be read aloud.
- (3) Any Director may make a motion amending the minutes to correct any mistakes.

## **Commencement of Meeting**

18. (1) The Chair shall commence the meeting at the time specified for the meeting and as soon as a quorum is present.
- (2) If neither the Chair nor the Vice-Chair is present within five minutes of the time specified for the meeting and a quorum is present, the Secretary shall take the chair and commence the meeting until the arrival of the Chair or the Vice-Chair.
- (3) If a quorum is not present within 15 minutes of the time specified for the meeting, the Directors' meeting shall stand adjourned until the next regularly scheduled meeting.

## **Quorum**

19. (1) A quorum for the transaction of business at any meeting of the Corporation shall consist of a majority of the Directors then in office, provided that in no event shall the quorum consist of less than four Directors or such greater number of Directors as the Corporation may from time to time determine. If a quorum is present at the

opening of any meeting of Directors, the Directors present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Directors, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business.

- (2) Any act or proceeding of the Corporation that is adopted at any Directors' meeting at which a quorum is not present is invalid.

### **Motions and Debate**

- 20. (1) A motion shall not be considered until it has been seconded.
- (2) When a motion is under debate, no other motions may be made, except:
  - (a) to refer the motion to a Committee or the administration for a report back to the Directors;
  - (b) to amend the motion;
  - (c) to defer the motion to a fixed date; or
  - (d) to request that the motion be put to a vote.
- (3) Any motions allowed under subsection (2) shall be considered in the order in which they were moved.

### **Motion to Amend - General**

- 21. (1) Except as provided in subsection (12), any motion may be amended to:
  - (a) add words within the motion;
  - (b) delete words within the motion; or
  - (c) change a word or words within the motion.
- (2) The amending motion must be:
  - (a) relevant to the main motion;
  - (b) made while the main motion is under consideration; and
  - (c) consistent with the principle embodied in the main motion.
- (3) An amending motion may also be amended.
- (4) A subamendment must be:

- (a) relevant to the original amendment;
  - (b) made while the original amendment is under consideration; and
  - (c) consistent with the intent of either the original amendment or the main motion.
- (5) Only two amendments to a motion, an amendment and a subamendment, are allowed at the same time. When one or both have been dealt with, a further amendment or subamendment may be entertained.
- (6) There is no limit to the number of amendments or subamendments that may be proposed.
- (7) An amendment may be introduced at any stage before the question is put on the main motion provided there is not more than one amendment and one subamendment before the meeting at one time.
- (8) Any Director wishing to move an amendment that is not in order at the time because there are already two amendments before the meeting may state the intention of the proposed amendment, as the proposal may affect the vote on those motions awaiting decision.
- (9) The main motion shall not be debated until all amendments to it have been put to a vote.
- (10) Amendments shall be put in the reverse order to the order in which they were moved.
- (11) When all amendments have been voted on, the main motion incorporating all amendments adopted shall be put to a vote.
- (12) No amendments shall be made to the following motions:
  - (a) a motion to adjourn;
  - (b) a motion to defer to a fixed date, except as to the date; or
  - (c) a motion requesting that a motion be put to a vote.

### **Dividing a Motion into Parts**

- 22. (1) A Director may request or the Chair may direct that a motion be divided if the motion contains more than one separate and complete recommendation.
- (2) Directors shall then vote separately on each recommendation.
- (3) A new motion to add a further recommendation is permitted provided:

- (a) the proposed recommendation is relevant to the original motion;
- (b) the proposed recommendation does not alter in a significant way the principle embodied in the original motion; and
- (c) the original motion has been dealt with.

### **Motion Arising**

23. When a particular matter is before the Directors, a motion arising on the same matter is permitted provided:

- (a) the proposed motion is related to and rises from the item which has just been considered;
- (b) the proposed motion does not alter in a significant way the principle embodied in the original motion; and
- (c) the proposed motion is made before the consideration of any other item of business at the meeting.

### **Motion to Defer to a Fixed Date**

24. (1) Where a majority of all Directors decide to defer a motion to a fixed date, the motion cannot be considered by the Directors until the fixed date.
- (2) The only amendment allowed to a motion to defer to a fixed date is to change the date.
- (3) Notwithstanding subsection (1), the Directors may consider a deferred motion before the fixed date if a majority of all Directors agree that the motion may be considered before that date.

### **Request that Motion be put to Vote**

25. (1) A motion requesting that a motion be put to a vote shall not be moved or seconded by a Director who has spoken to the original motion.
- (2) A motion requesting that a motion be put to a vote shall not be amended or debated.
- (3) If a motion requesting that a motion be put to a vote is passed by the Directors, the original motion shall immediately be put to a vote of the Directors without further amendment or debate.
- (4) If a motion requesting that a motion be put to a vote is not passed by the Directors, the original question may be amended or debated.

## **Motion to Adjourn**

26. (1) A motion to adjourn is allowed at any time during a Corporation meeting, except:
- (a) when a Director is speaking;
  - (b) when Directors are voting on a motion;
  - (c) when a recorded vote is being taken;
  - (d) when Directors are considering a motion requesting that a motion be put to a vote; or
  - (e) when no other intermediate proceeding has been considered since the last motion to adjourn was made at the meeting.
- (2) A motion to adjourn shall be decided without debate.

## **Motion Contrary to Rules**

27. The Chair may refuse to put to the Directors a motion which is, in the opinion of the Chair, contrary to the rules and privileges of the Directors' meeting.

## **Withdrawal of Motion**

28. The mover and seconder of a motion may withdraw it at any time prior to a vote being taken or prior to the motion being amended.

## **Motion to Reconsider**

29. (1) A motion to reconsider is in order whether the original motion passed or failed.
- (2) A motion to reconsider may only be made at the same Directors' meeting as the original motion was voted on.
- (3) A motion to reconsider must be moved by a Director who voted with the prevailing side of the original motion. When a motion loses on a tied vote, the prevailing side is those who voted against the motion.
- (4) A motion to reconsider may be seconded by any Director regardless how the Director voted on the original motion.
- (5) A motion to reconsider is debatable only if the motion being reconsidered is debatable.
- (6) A motion to reconsider cannot be amended.
- (7) A motion to reconsider shall require a majority vote of the Directors present at the meeting.

- (8) If a motion to reconsider is adopted, the original motion is immediately placed before the Directors to be reconsidered.
- (9) Once a vote on a motion to reconsider has taken place, there shall be no further motion to reconsider that resolution.

### **Motion to Rescind**

- 30. (1) A motion to rescind is in order only when the original motion passed. No motion to rescind shall be necessary when the original motion failed.
- (2) A motion to rescind may be made at any time following the Directors' meeting at which the original motion was voted on regardless of the time that has elapsed since the original vote was taken.
- (3) A motion to rescind may be moved and seconded by any Director regardless how they voted on the original motion.
- (4) A motion to rescind is debatable.
- (5) A motion to rescind may be amended.
- (6) Except as provided in subsection (7), a motion to rescind shall only be made by a notice of motion duly given at a Directors' meeting prior to the meeting at which the motion is to be considered.
- (7) The Directors may, by unanimous consent of the Directors present, waive the requirement for notice.
- (8) A motion to rescind shall, in all cases, require a majority vote of all Directors to pass.
- (9) A motion cannot be rescinded:
  - (a) when the making or calling up of a motion to reconsider is in order;
  - (b) when action on the motion has been carried out in a way that cannot be undone; or
  - (c) when a resignation has been accepted or actions electing or expelling a person from membership or office have been taken.

### **Notice of Motion**

- 31. (1) A motion introducing a new matter shall not be considered by Directors unless a notice of motion has been submitted in writing to the Secretary at a previous regularly scheduled Directors' meeting.

- (2) A notice of motion shall include a copy of the actual motion to be placed before the Directors.
- (3) The Directors may, by unanimous consent of the Directors present, waive the requirement for notice.
- (4) All notices of motion received pursuant to subsection (1), shall be considered at the next Regular Business Meeting.

### **Debate on Motion**

- 32. (1) Subject to subsections (4) and (5), no Director shall speak more than once to a motion except to explain a material part of their speech which may have been misquoted or misunderstood.
- (2) No Director shall speak longer than five minutes on the same motion.
- (3) The mover of the motion shall be given the first opportunity to speak.
- (4) The mover of the motion shall be allowed a reply at the conclusion of the debate, which reply shall not be longer than three minutes.
- (5) The Directors may, by a majority vote of the Directors present, allow any Director to speak to the same motion more than once or for longer than five minutes.

### **Voting of Directors**

- 33. (1) A Director attending a Directors' meeting shall vote at the meeting on a matter before the meeting unless the Director is required to abstain from voting because of a conflict of interest.
- (2) If a Director is not required to abstain from voting on a matter before the meeting and abstains from voting, the Director is deemed to have voted in the negative. [this may vary depending upon your Corporation's Bylaws]
- (3) The Secretary shall ensure that each abstention is recorded in the minutes of the meeting.

### **Voting of Chair**

- 34. The Chair shall vote with the other Directors on all questions.

### **Majority Decision**

- 35. Unless a greater percentage of votes is required by any provision of the Bylaw, *The Non-profit Corporations Act, 1995*, or this Meeting Procedure, at every Directors' meeting all questions are to be decided by a majority vote of the Directors present.

### **Recorded Vote**

36. (1) Any Director may request a recorded vote on any vote of Directors.
- (2) In such case, the minutes must show the names of Directors present and whether each voted for or against the proposal or abstained.

### **Tied Vote**

37. If there is an equal number of votes for and against a resolution, the resolution is defeated.

## **DIVISION D**

### **Members' Meetings - General**

#### **Annual General Meeting**

38. The Annual General Meeting of Members shall be held in Saskatoon, notice of which shall be given to each member no more than 50 days and no less than 15 days before the meeting.

#### **Special Meetings of Members**

39. A Special Meeting of Members may be held at such time and place as determined by the Directors, or as requested pursuant to *The Non-profit Corporations Act, 1995*. Notice of the meeting shall be given to each member no more than 50 days and no less than 15 days before the meeting.
40. Both Regular (the "Annual General Meeting") and Special Meetings of Members shall be held in the City of Saskatoon.

## **DIVISION E**

### **Control and Conduct at Meetings**

41. Division B, Control and Conduct at Meetings shall apply, *mutatis mutandis*, to meetings of members.

## **DIVISION F**

### **Members' Meeting Procedure**

#### **Directors' Meeting Procedure to Apply *Mutatis Mutandis***

42. Division C, Directors' Meeting Procedure shall apply, *mutatis mutandis*, to meetings of members.
43. Schedule "A" shall have added to it the following as needed:

- (a) consideration of amendments to Articles of Incorporation;
- (b) consideration of amendments to Bylaws;
- (c) consideration of Financial Statement and Report of Auditor;
- (d) resignation of Directors;
- (e) election of Directors; and
- (f) appointment of an Auditor.

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<sup>1</sup> “**point of order**” means an issue raised by a Director in a meeting claiming that the procedures of the meeting or of an individual Director are contrary to the procedural rules or practices.

<sup>2</sup> “**point of privilege**” means an issue raised by a Director in a meeting on any matter related to the rights and privileges of the Corporation or individual Director and includes:

- (a) organization and existence of the Corporation;
- (b) comfort of Directors;
- (c) conduct of employees of the Corporation or persons in attendance at the meeting;
- (d) accuracy of the reports of the Corporation’s proceedings; and
- (e) reputation of the Corporation or Directors.

<sup>3</sup> “**point of procedure**” means a question directed to the person presiding at a meeting to obtain information on the rules or procedures bearing on the business at hand.

## Schedule A – Regular Business Meeting Agenda

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1. Call to order
2. Confirmation of agenda
3. Declaration of conflict of interest
4. Adoption of previous minutes
5. Business arising from prior minutes
6. CEO report
7. Audit & Finance Committee report
8. Governance Committee report
9. Futures Committee report
10. New business
  - 10.1 Community feedback
11. Other items
  - 11.1 Upcoming events lists
  - 11.2 Board timetable reminders
  - 11.3 Reminder of next Board meeting
12. Adjournment
13. In-camera session

