

Province of Saskatchewan

The Non-profit Corporation's Act, 1995

The Art Gallery of Saskatchewan Inc.

Resolution of the Member

Repeal and Replacement of Bylaw No. 1

The undersigned, being the sole member ("Member") of The Art Gallery of Saskatchewan Inc. ("Corporation"), pursuant to section 132 of *The Non-profit Corporations Act, 1995*, hereby passes the following resolution:

Whereas the Member deems it desirable to repeal and replace Bylaw No. 1 of the Corporation entitled, "A bylaw relating generally to the conduct of the business and affairs of The Art Gallery of Saskatchewan Inc.";

Now therefore be it resolved that:

1. Bylaw No. 1 of the Corporation entitled "A bylaw relating generally to the conduct of the business and affairs of The Art Gallery of Saskatchewan Inc." be repealed in its entirety and the Bylaw No. 1 appended to this Resolution as Schedule "A" and entitled "A bylaw relating generally to the conduct of the business and affairs of The Art Gallery of Saskatchewan Inc." be substituted therefor, such amendment to be effective on the signing of this Member Resolution.

Confirmed by the Member of the Corporation this _____ day of _____, 2022.

Adam Tittlemore
Secretary/Clerk of the Member

Schedule "A"
Province of Saskatchewan

The Non-profit Corporations Act, 1995

The Art Gallery of Saskatchewan Inc.

BYLAW NO. 1

Table of Contents

	Page
Section One - Interpretation	1
1.01 Definitions	1
Section Two - Business of the Corporation	3
2.01 Registered Office	3
2.02 Corporate Seal	3
2.03 Financial Year	3
2.04 Execution of Instruments	3
2.05 Banking Arrangements	3
2.06 Divisions	4
2.07 Income and Assets	4
2.08 Liquidation	4
Section Three - Directors	4
3.01 Number of Directors	4
3.02 Qualification	4
3.03 Constitution of Board of Directors	5
3.04 Interpretation, Election and Term of Directors	5
3.05 Vacation of Office	6
3.06 Vacancies	6
3.07 Action by the Board	6
3.08 Canadian Majority at Meetings	6
3.09 Meeting by Telephone or Electronic Means	7
3.10 Place of Meetings	7
3.11 Calling of Meetings	7
3.12 Notice of Meetings	7
3.13 First Meeting of New Board	7
3.14 Adjourned Meeting	8
3.15 Regular Meetings	8
3.16 Meeting Procedures	8
3.17 Chairperson	8

3.18	Quorum	8
3.19	Votes to Govern	8
3.20	Abstentions and Dissents	8
3.21	Conflict of Interest/Code of Conduct/Respectful and Harassment-Free Workplace Policy	9
3.22	Remuneration and Expenses	9
Section Four - Committees.....		10
4.01	Committees of the Board	10
4.02	Transaction of Business	10
4.03	Required Committees of the Board - Audit & CEO Recruitment Committees	10
4.04	Advisory Committee or Bodies	11
4.05	Procedure	11
4.06	The Chair of the Corporation	11
Section Five - Officers.....		11
5.01	Appointment	11
5.02	Qualifications of Officers	11
5.03	Chair	11
5.04	Vice-Chair	12
5.05	Secretary	12
5.06	Treasurer	12
5.07	Powers and Duties of Other Officers	12
5.08	Variation of Powers and Duties	12
5.09	Term of Office	13
5.10	Conflict of Interest	13
5.11	Agents and Attorneys	13
Section Six - Protection of Directors, Officers and Others.....		13
6.01	Covenant to Indemnify	13
6.02	Conditions to Indemnity	13
6.03	Director's Obligations	14
6.04	Corporation's Obligations	15
6.05	Insurance	16
6.06	Subrogation	16
Section Seven - Members and Membership Interests.....		16
7.01	Classes of Membership	16
7.02	Members	16
7.03	Right to Vote	16
7.04	Admission to Membership	16
7.05	Membership Cards or Certificates	17
7.06	Replacement of Membership Cards or Certificates	17
7.07	Transfer and Termination of Membership Interest	17

Section Eight - Meetings of Members.....	18
8.01 Annual Meetings	18
8.02 Special Meetings	18
8.03 Meeting Procedures	18
8.04 Place of Meeting	18
8.05 Notice of Meetings	18
8.06 Financial Statements	19
8.07 Publication of Financial Statements	19
8.08 List of Members Entitled to Vote	20
8.09 Record Date for Notice	20
8.10 Meetings Without Notice	20
8.11 Chairperson, Secretary and Scrutineers	21
8.12 Persons Entitled to be Present	21
8.13 Quorum	21
8.14 Right to Vote	22
8.15 Proxyholders and Representatives	22
8.16 Time for Deposit of Proxies	22
8.17 Votes to Govern	22
8.18 Show of Hands	22
8.19 Ballots	23
8.20 Adjournment	23
8.21 Resolution in Writing	23
Section Nine - Notices.....	23
9.01 Method of Giving Notices or Documents	23
9.02 Computation of Time	24
9.03 Undelivered Notices or Documents	24
9.04 Omissions and Errors	24
9.05 Waiver of Notice	24
Section Ten - Records.....	25
10.01 Records of the Corporation	25
10.02 Minutes of Meetings	25
Section Eleven - Effective Date.....	26
11.01 Effective Date	26

Province of Saskatchewan

The Non-profit Corporations Act, 1995

BYLAW NO. 1

A bylaw relating generally to the conduct of the business and affairs of **The Art Gallery of Saskatchewan Inc.**

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 Certificate of Incorporation under the Act and named “The Art Gallery of Saskatchewan Inc.”;

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

“**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 the Articles or bylaws;

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

“officer of the Corporation” means:

- (a) the chair, vice-chair, 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; and
- (b) any such other officers as the board may determine;

“person” includes an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative;

“recorded address” means:

- (a) in the case of a member, the address as recorded in the register of members; and
- (b) 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 class of persons prescribed in *The Non-profit Corporations Regulations, 1997*; or
- (c) a permanent resident within the meaning of the *Immigration and Refugee Protection Act (Canada)* 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 they first became eligible to apply for Canadian citizenship;

“Saskatoon census metropolitan area” means the City of Saskatoon and surrounding neighbouring municipalities, including Langham, Dalmeny, Martensville, Warman, Osler and Aberdeen to the north, Asquith to the west and Delisle, Dundurn, Allan and Colonsay to the south;

“signing officer” means, in relation to any instrument, any person authorized to sign on behalf of the Corporation pursuant to section 2.04; 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.

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 chair or vice-chair 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 delegation 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, or other income, to the operation and promotion of the Corporation and the fine arts for the benefit of the citizens of the City of Saskatoon and its visitors, as described in the Articles. The Corporation shall be prohibited from distributing such proceeds to its members except as provided in the Act.

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 lack capacity, 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:

- Two directors shall be current members of City Council for the City of Saskatoon;
- No more than two at large directors may be non-resident Canadians; and
- The balance of at large directors shall be residents of the City of Saskatoon who are not members of City Council, a councillor'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. This will normally result in approximately 1/3 of the at large directors being replaced every two years.
- (2) Subject to City of Saskatoon appointment policies and subsection 3.04(5), the normal term of office for at large directors will be two years, and no such director is eligible to serve more than six consecutive years. A director appointed to fill a vacancy holds office for the unexpired term of their predecessor.
- (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 special meeting 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, no longer meeting the requirements of section 3.02, 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 appointed shall be filled only by the 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.

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 sections 3.08 and 3.09) at which a quorum is present in accordance with section 3.18 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 provided that the requirements of section 13.5 of *The Non-profit Corporations Regulations, 1997* are satisfied. 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) A director who is also a member of City Council for the City of Saskatoon may report information from the Corporation to the Governance and Priorities Committee and to the City Council for the City of Saskatoon *in camera*.

3.08 **Canadian Majority at Meetings**

The board shall not transact business at a meeting unless a majority of the directors present are resident Canadians, 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 that permits 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 at such place within the Saskatoon census metropolitan area, in the Province of Saskatchewan as the board may determine from time to time.

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 chair, the vice-chair 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 promptly after being passed, but no other notice needs to be sent for any such regular meeting except where the Act requires.

3.16 **Meeting Procedures**

Meeting procedures shall be adopted by the board. In the event of a conflict between the meeting procedures and this Bylaw, the provisions of this Bylaw shall prevail.

3.17 **Chairperson**

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

3.18 **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 not present at the opening of any meeting of directors or is lost at any time during the meeting, the directors present may adjourn the meeting to a fixed time and place but shall not transact any other business.

3.19 **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 an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

3.20 **Abstentions and Dissents**

- (1) A director at a meeting shall vote at the meeting on a matter before the board unless the director is required or permitted to abstain from voting due to a declared conflict of interest.

- (2) If a director is not required to abstain from voting on a matter before the board, but does not vote, the director is deemed to have consented to any resolution passed or action taken at the meeting unless the director:
 - (a) requests that their dissent be entered in the minutes of the meeting;
 - (b) sends a written dissent to the secretary before the meeting is adjourned; or
 - (c) sends a dissent by registered or certified mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.
- (3) If a director is absent from a meeting at which a resolution is passed or action is taken, the director is deemed to have consented to the resolution or action unless, within seven days of becoming aware of the resolution or action, the director:
 - (a) causes their dissent to be placed with the minutes of the meeting; or
 - (b) sends dissent by registered or certified mail or delivers it to the registered office of the Corporation.
- (4) For the purposes of section 3.19. the count of votes includes a deemed vote pursuant to this section.

3.21 Conflict of Interest/Code of Conduct/Respectful and Harassment-Free Workplace Policy

- (1) A director must declare all conflicts of interest as identified in the Act or by law and shall not take part in deliberations or votes of the board with respect to any such matter.
- (2) Directors shall be subject to the *Directors' Code of Conduct*, including the *Directors' Respectful and Harassment-Free Workplace Policy*, as approved by the board.

3.22 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 travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Expense claims must be supported by receipts. Reimbursement shall be as approved by the board or in accordance with a policy approved by the board. A director may serve the Corporation in any other capacity and receive remuneration therefor.

Section Four - Committees

4.01 Committees of the Board

Subject to the requirements of Section Four, the board may create committees of the board and determine their composition. Each committee, whether required by this Bylaw or established at the discretion of the board, shall be advisory in nature and shall operate and have the powers and duties as prescribed under the terms of reference for the committee established by resolution of the board, except for those items which, under the Act, a committee of the board has no authority to exercise. A majority of the members of any such committee shall be resident Canadians who reside in Saskatchewan.

4.02 Transaction of Business

All committee decisions, including decisions of committees required by this Bylaw shall be subject to approval by the board. Subject to 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 provided that the requirements of section 13.5 of *The Non-profit Corporations Regulations, 1997* are satisfied. Meetings of such committees shall be held in the Saskatoon census metropolitan area, in the Province of Saskatchewan.

4.03 Required Committees of the Board – Audit & CEO Recruitment Committees

The board shall elect annually from among its members:

- (a) an Audit Committee to be composed of not fewer than three directors; a majority of whom are not officers or employees of the Corporation. Notwithstanding section 4.01, the Audit Committee shall have the powers and duties provided in the Act, and as may be assigned by the board; and
- (b) a CEO Recruitment/Performance Committee to be composed of not fewer than three directors; one of whom must also be a member of the City Council of the City of Saskatoon. The CEO Recruitment/Performance Committee shall have the powers and duties as prescribed in the *CEO Recruitment and Monitoring Policy*, as approved 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 established by resolution of the board. Subject to the Act, 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 Chair of the Corporation**

The chair of the Corporation, or in the chair's absence the vice-chair, may attend and take part in the meetings of each board committee but 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 chair, vice-chair, 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 chair and vice-chair shall be elected by the directors from among board members. The secretary and the treasurer of the Corporation may be elected by the directors from among board members or they may be employees of the Corporation who are appointed by the directors.

5.03 **Chair**

The chair, 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

assigned by the board. The chair's powers and duties shall be as described in a board policy. Subject to City of Saskatoon appointment policies, the chair will be elected for a maximum two-year term, renewable by the board for a further maximum one-year term.

5.04 Vice-Chair

During the absence or disability of the chair of the Corporation, the chair's duties shall be performed and powers exercised by the vice-chair of the Corporation. The vice-chair shall have such other powers and duties as assigned by the board. Subject to City of Saskatoon appointment policies, the vice-chair will be elected for a one-year term, renewable by the board for a second one-year term.

5.05 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 assigned by the board.

5.06 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 assigned by the board.

5.07 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 assigned by the board. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

5.08 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.

5.09 **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. The board may remove directors from office, but directors may only be removed from the board by members.

5.10 **Conflict of Interest**

An officer shall disclose any conflict of interest in accordance with section 3.21, *mutatis mutandis*.

5.11 **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 Act, and subject to the terms and conditions of this Bylaw, the Corporation agrees to indemnify the directors from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the director in respect of any civil, criminal or administrative action or proceeding (the "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 the proceeding arose before or after the date of this Bylaw.

6.02 **Conditions to Indemnity**

The Corporation's obligation to indemnify a 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 judgment 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.

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 section 6.02 and the obligations in section 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 judgment 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 clause 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 section 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 the 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 at a meeting of members;

- (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 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 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 City 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, 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 8.04, 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 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 Meeting Procedures

Meeting procedures shall be adopted by the board. In the event of a conflict between the meeting procedures and this Bylaw, the provisions of this Bylaw shall prevail.

8.04 Place of Meeting

Subject to section 13.02 of *The Non-profit Corporations Regulations, 1997*, meetings of members shall be held at such place within the City of Saskatoon as the board shall from time to time determine.

8.05 Notice of Meetings

Notice of the time and place of a 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 interests 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 concerning that business 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.

8.06 Financial Statements

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

- (a) not be issued, published or circulated unless they have been approved by the board; such approval evidenced by the signature of two directors and accompanied by the report of the auditor, if any;
- (b) be sent to each member not less than 15 days before each annual meeting or written resolution in lieu of the 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 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 quarter;
 - (ii) a statement of changes in cash position for each quarter;
 - (iii) a balance sheet as at the end of each quarter with each statement containing the information required by the Act and its Regulations to be disclosed in such statements.

8.07 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 copies free of charge.

8.08 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 8.09, 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.

8.09 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 of members, 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 fixed, the record date for the determination of the members entitled to receive notice of the meeting of members 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 of members is held.

8.10 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.

8.11 Chairperson, Secretary and Scrutineers

The chairperson of any meeting of members shall be: the chair of the Corporation or the vice-chair of the Corporation. If neither is present 15 minutes after the time fixed for holding the meeting, the members 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 chair of the Corporation, shall have the first right to be the chairperson at any meeting of members.

8.12 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 of members or with the consent of the members.

8.13 Quorum

Subject to the Act, a quorum for the transaction of business at any meeting of members shall be one person:

- (a) present in person;
- (b) being a member entitled to vote thereat or a duly appointed proxyholder or representative of a member so entitled; and
- (c) holding or representing not less than 50% of the total number of the issued membership interests of the Corporation 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.

8.14 Right to Vote

Every person named in the list referred to in section 8.08 shall be entitled to vote the membership interests shown thereon opposite their name at the meeting of members to which the list relates.

8.15 Proxyholders and Representatives

Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, 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 with 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.

8.16 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 has 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.

8.17 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 ballot, the chairperson of the meeting of members shall be entitled to a second or casting vote.

8.18 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 in accordance with section 8.19. 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 has been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chairperson of the meeting

of members 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.

8.19 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 they are 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 question.

8.20 Adjournment

The chairperson at a meeting of members may, with the consent of the members and subject to such conditions as the members 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.

8.21 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. A signature submitted by electronic means shall suffice provided that the requirements of section 13.5 of *The Non-profit Corporations Regulations, 1997* are satisfied.

Section Nine - Notices

9.01 Method of Giving Notices or Documents

Any notice 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. A notice so delivered is deemed to have been received when it is delivered personally or when mailed, is deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the notice or document was not received at that time or at all. 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 or Documents

If any notice or document 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 or documents 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, proxyholder, 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.

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 or at any other place or places designated by the directors, records containing:

- (a) the Articles and the bylaws, and all of their amendments, 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

This Bylaw shall consolidate previous bylaws of the Corporation and replace all previous versions of Bylaw No. 1 of the Corporation, with such bylaws being of no further force and effect upon enactment of this Bylaw. This Bylaw shall come into force and effect upon execution of the Resolution of the Member confirming the adoption and enactment of same.

Enacted this _____ day of _____, 20____.