



**ELMWOOD**

Supporting the wholeness of life.

**ELMWOOD RESIDENCES INC.**

## **BYLAWS**

**Adopted at the Annual Meeting of the Members: June 14, 2023**

# ELMWOOD RESIDENCES INC. BYLAWS

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# SECTION 1: PREAMBLE

## 1.1 Incorporation

Elmwood Residences Limited was incorporated under *The Companies Act* (Saskatchewan) on the 19 December 1966, and was continued under *The Non-profits Corporations Act, 1995* (Saskatchewan) under the name of Elmwood Residences Inc. on 9 September 1992.

## 1.2 Name

These Bylaws are the bylaws of Elmwood Residences Inc.

## 1.3 Purpose of Elmwood

Elmwood provides quality of life for individuals with intellectual disabilities. Elmwood provides a healthy environment that nurtures physical well-being, companionship, choice and a sense of community.

# SECTION 2: INTERPRETATIONS

## 2.1 Definitions

In these Bylaws:

- a. **Act** means *The Non-Profit Corporations Act, 1995* (Saskatchewan), any regulations made thereunder, and any statute that may be substituted therefore, as from time to time amended.
- b. **Articles** means the Articles of Continuance registered with Saskatchewan Corporate Registry on 9 September, 1992, as may be amended or restated from time to time.
- c. **Board** means the board of directors of the Corporation.
- d. **Bylaws** mean this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect.
- e. **Chair** means the position of chair of the Board as further described in Section 8.
- f. **Claims** means claims, losses, damages (direct, indirect, consequential or otherwise), suits, judgments, causes of action, legal proceedings, executions, demands, penalties or other sanctions of every nature and kind whatsoever, whether accrued, actual, contingent or otherwise, and any and all costs arising in connection therewith including legal fees and

disbursements on a solicitor and his own client basis (and also including all such legal fees and disbursements in connection with any and all appeals).

- g. **Corporation** or **Elmwood** means Elmwood Residences Inc.
- h. **Director** means the members of the Board.
- i. **Direct Connection to the Disability Service Sector** means, at the discretion of the Board of Directors, an individual who is, or has been, involved and/or is contributing to individuals with intellectual disabilities including, but not limited to, involvement with Elmwood, Community Living Association of Saskatoon, Inclusion Saskatchewan, or other similar organizations.
- j. **Meeting of Members** means the annual meeting of Members or a special meeting of Members.
- k. **Member** means any person with a membership interest in the Corporation.
- l. **Non-Related Member** means a Member of Elmwood who is not related to a resident of Elmwood in accordance with section 2.1.1.1.
- m. **Related Member** means a Member of Elmwood who is related genealogically, or has a direct connection, to a Resident of Elmwood.
- n. **Officer** means any Directors elected by the Board as officers of the Corporation as set out in Section 8.
- o. **Ordinary Resolution** means a resolution passed by a majority (i.e. 50% plus 1) of the votes cast by the Members who voted respecting that resolution.
- p. **Resident** means an individual receiving residential or supported independent living services from Elmwood.
- q. **Secretary** means the position of corporate secretary as further described in Section 8.
- r. **Vice-Chair** means the position of vice-chair of the Board as further described in Section 8.

## 2.2 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Unless otherwise herein defined, words and expressions defined in the Act have the same meanings when used in these bylaws.

## SECTION 3: MEMBERSHIP

### 3.1 Eligibility and Application

- a. Elmwood has one class of Members, with two subdivisions; being the Related Member and the Non-Related Member.
- b. Each family with a family member who is a Resident of Elmwood is eligible to have two representatives from that family as Related-Members. For greater certainty, the individual(s), not the family, shall be the Member.
- c. At the discretion of the Board, any individual with a Direct Connection to the Disability Service Sector may apply to be a Non-Related Member provided, however that at no time shall the Non-Related Members constitute more than 25% of the Membership as a whole.
- d. At the discretion of the Board, more than two individuals from the same family may be Members if more than one member of such family is a Resident of Elmwood.
- e. Individuals interested in becoming a Member shall submit an application to the Board in a form approved by the Board from time to time. Such application shall specify which applicant's family member is a Resident of Elmwood.
- f. The Board shall consider any application for membership in the Corporation at the next regularly scheduled Board meeting, or such earlier date decided on by the Board. The Board may approve or reject an application for membership as they see fit.
- g. For the purposes of these Bylaws, "family member" shall include legal guardian.

### 3.2 Rights and Obligations

- a. Members shall receive notice of and have the right to attend Meetings of Members.
- b. Member shall have the right to one vote at each Meeting of Members.
- c. At the discretion of the Board, each Member may be required to pay an annual fee in order to remain in good standing. If a membership fee is payable, all Members shall receive at least thirty (30) days' notice of any dues payable.
- d. Members are required to agree to, sign, and comply with the Member Code of Conduct, as approved and amended by the Board from time to time.
- e. Membership interests in the Corporation are non-transferrable.

### 3.3 Term of Membership

- a. Memberships in the Corporation shall be valid until the membership is terminated in accordance with Section 3.4.

- b. For greater certainty, any existing Member must re-apply for membership each year.

### **3.4 Termination of Membership**

Membership in the Corporation is terminated when:

- a. a Member dies;
- b. A Resident Member ceases to have a family member who is a Resident of Elmwood and who does not apply to be a Non-Resident Member.
- c. a Member is expelled by the Board in accordance with Section 3.5 and 3.6;
- d. a Member resigns by delivering a written resignation to the Board or the Corporation; or
- e. the Corporation ceases to exist.

### **3.5 Grounds to Discipline a Member**

The Board may suspend or terminate a Member's membership in accordance with the Act, Articles and Bylaws, if it is of the view that the Member in question has:

- a. violated any provision of the Articles, Bylaws, the Corporation's Member Code of Conduct, or any other written policy of the Corporation that has been approved by the Board;
- b. has engaged in or is engaging in any conduct which is, or is likely to be, detrimental to the Corporation, as determined by the Board in its sole discretion; or
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

### **3.6 Discipline of Members**

In the event that the Board determines that a Member's membership in the Corporation should be suspended or terminated, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or termination.

The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed to notify the Member that the Member's membership in the Corporation is suspended or terminated. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.



### **3.7 Honourary Member**

Any person of distinction who has rendered a significant service to the Corporation shall be eligible for honorary membership and may be approved by the Board to become an honorary member by a three-quarter (3/4) majority vote of the Board.

Honorary members are not Members. Honorary members have no right to vote, receive notice of, or attend Meetings of Members. However, the Corporation may, as a courtesy, provide honorary members notice of Meetings of Members and permit honorary members to attend and speak at such meetings.

## **SECTION 4: MEETINGS OF MEMBERS**

### **4.1 Persons Entitled to be Present**

Persons entitled to be present at a Meeting of Members are the Members, the Board and the auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act, the Articles or the Bylaws to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

### **4.2 Notice of Meetings of Members**

- a. Notice of the time and place of a Meeting of Members and others who are required to attend shall be sent to each Member during a period of fifteen (15) to fifty (50) days in advance of the meeting, in writing and/or electronically or by other means of communication permitted by the Act.
- b. Notice of any meeting, or any irregularity in any such meeting notice, may be waived by any Member or other person entitled to receive notice of the meeting either before or after the meeting. Attendance at the meeting shall be deemed to be a waiver of notice of the meeting, except where a person attends for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called.
- c. Where notices or other documents required to be sent by the Corporation to its Members have been mailed or emailed to a Member at the Member's latest address or email address as shown on the records of the Corporation and where, on three consecutive occasions, notices or other documents have been returned by the post office to the Corporation or there has been an indication that the email did not reach the Member, the Corporation is not required to mail or email the Member any further notices or other documents until such time as the Corporation receives written notice from the Member requesting that notices and other documents be sent to the Member at a specified address or email address

### **4.3 Record Date**

For every Meeting of Members, the Corporation shall prepare a list of Members entitled to receive notice of and vote at the meeting. The Board may fix a date not more than fifty (50) days nor less than fifteen (15) days prior to a Meeting of Members, as the record date for determining Members entitled to receive notice of and vote at the Meeting of Members. If a record date for the meeting is fixed:

- a. the Members listed shall be those shown on the membership register at the close of business on such record date; and
- b. notice of the date shall be given by advertisement in a newspaper published or distributed in the place where the Corporation has its registered office not less than seven (7) days before the date fixed.

If no record date is fixed, the record date for the determination of the Members entitled to notice of the meeting shall be at the close of business on the day before the notice of meeting is sent or, if no notice is sent, the day on which the meeting is held. If no record date is fixed, the record date for the determination of Members entitled to vote at a Meeting of Members is the time of taking the vote.

### **4.4 Annual Meeting of Members**

An annual Meeting of Members shall be conducted at least once in every calendar year and not more than fifteen (15) months after the last preceding annual Meeting of Members.

The business transacted at an annual meeting shall include:

- a. any amendments of Bylaws;
- b. consideration of the financial statements;
- c. consideration of the auditor's report;
- d. presentation of committee reports;
- e. election of Directors to the Board, if required; and
- f. the appointment of an auditor.

### **4.5 Special Meeting of Members**

A special Meeting of Members shall be held:

- a. at the request of the Board; or
- b. on demand in writing specifying the purpose for which the special Meeting of Members is requested and signed by a group of Members who collectively hold not less than 5% of the rights to vote at a Meeting of Members.

#### **4.6 Chair of the Meeting**

The Chair or Vice-Chair shall chair all Meetings of Members. In the event that the Chair and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.7 Quorum**

A quorum at any Meeting of Members shall be 2% of the Members entitled to vote at the meeting.

If the number of Members falls below quorum there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

#### **4.8 Participation by Electronic Means**

One or more Member may participate in a Meeting of Members by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Members participating by such means shall be deemed for all purposes to be present at the meeting.

#### **4.9 Voting Threshold**

At any Meeting of Members every question shall, unless otherwise provided by the Articles, the Bylaws, or the Act, be determined by a majority of the votes cast on the question.

#### **4.10 Voting by Members**

Every Member present in person or via electronic means (as set out in Section 4.8) is entitled to one vote on each question at all Meetings of Members.

Voting at a Meeting of Members shall be by show of hands except where a ballot is requested by a Member.

#### **4.11 Proxy Voting**

Proxy voting by Members is not permitted.

#### **4.12 Meeting Proceedings**

Proceedings of the Meetings of Members and all committees involving Members shall be governed by and conducted according to business meeting rules set out in Nathan's Company Meetings.

#### **4.13 Member Proposals**

Members have the right to put forward a proposal at a Meeting of Members in accordance with the Act.

## **SECTION 5: BOARD OF DIRECTORS**

### **5.1 Directors Duties**

Subject to the Act, the Articles, and the Bylaws, the Board shall govern the affairs of the Corporation and supervise, control, and direct all of its activities. The Board actively pursues the mission and goals of the Corporation and may adopt rules and policies for the conduct of its business.

### **5.2 Election**

The Directors shall be elected by the Members and the Directors shall take office immediately following the Meeting of Members at which they are elected.

Directors must be individuals, at least eighteen (18) years of age, and must be of sound mind and must not be bankrupt.

### **5.3 Number of Directors**

The Board of the Corporation shall consist of between three (3) and fourteen (14) elected Directors, the precise number of which shall be determined by the Board from time to time.

### **5.4 Terms of Directors**

Each Director shall be elected for a term of two (2) years. The terms are on a staggered basis and no Director may serve more than four (4) consecutive terms.

### **5.5 Nominations for Board**

The Governance Committee shall be responsible for conducting the election for the Board, including calling for and receiving nominations for Directors, setting a date by which time nominations must be submitted, all as directed by Board approved policy.

### **5.6 Vacancy on the Board**

A vacancy arising on the Board between annual Meeting of Members may be filled by the Board.

## 5.7 Director Obligations and Conflict of Interest

Every Director shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall:

- a. fully disclose the nature and extent of the interest; and
- b. the Board shall decide, in the absence of the Director or Officer, whether the Director or Officer must withdraw from discussion and refrain from voting with respect to the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of Directors without conflicts of interest determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

## 5.8 Indemnification

- a. The Corporation shall indemnify and save harmless every:

- (i) Director and former Director; and
- (ii) Officer and former Officer,

and their respective heirs, executors, administrators and personal representatives, from and against:

- (iii) all Claims and associated costs, charges and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her to be done in or about the execution of the duties of his or her office; and
  - (iv) all other costs, charges and expenses which such person sustains or incurs in respect of or in relation to the affairs of the Corporation, except the costs, charges or expenses occasioned by his or her own wilful neglect or default.
- b. The indemnity authorized by this Section 5.8 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Section.
  - c. The indemnification set out in Section 5.8 shall not apply to any Director or Officer who is acting outside their authority as set out in the Bylaws and Articles, or contrary to their duties as set out in the Act.

## **5.9 Insurance**

The Corporation may, if the same is available on commercially reasonable terms, obtain directors and officers liability insurance, commercial general liability insurance and/or any other insurance in such amounts and upon such terms as the Board may determine.

## **5.10 Compensation**

Directors of the Corporation shall not be compensated. If approved by the Board, Directors may be reimbursed for expenditures made on behalf of the Corporation and for mileage incurred while carrying out Corporation business at rates determined by the Board.

## **5.11 Director Vacating Office by Removal or Resignation**

A Director is deemed to have vacated his or her directorship position if:

1. the Director dies or ceases to qualify as a Director;
2. by notice in writing to the Corporation the Director resigns; or
3. the Director is removed by the Members.

If the Director is absent from three (3) consecutive meetings of the Board and the Board determines that there is no reasonable cause for such absence, the Board shall call a special Meeting of Members and recommend to the Members that the Director in question be removed from office.

# **SECTION 6: MEETINGS OF THE DIRECTORS**

## **6.1 Calling of Meetings**

Meetings of the Board may be called by the Chair, the Vice-Chair, or twenty five percent (25%) of current Directors at any time.

With the approval of all the Directors, one or more Directors may participate in a Board meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Directors participating by such means shall be deemed for all purposes to be present at the meeting.

## **6.2 Notice of Board Meeting**

- a. Every Director must be given by letter, telephone, e-mail or other communications facility at least seven (7) days' notice of every meeting of the Board.

- b. Notwithstanding Section 6.2a, the Chair (or the Vice-Chair if fulfilling the duties of the Chair) may call meeting of the Board on forty-eight (48) hours' notice if, in the opinion of the Chair (or the Vice-Chair, if applicable), there is an urgent need for a meeting of the Board.
- c. The Board may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of regular meetings and no further notice of those meetings shall be required.
- d. A Director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by stating by letter, telephone or otherwise.

### **6.3 Quorum**

A majority of the Directors currently in office constitutes a quorum at a meeting of the Board.

### **6.4 Voting at Board Meetings**

All matters shall be decided by a simple majority of the votes cast, except as otherwise required by these Bylaws.

### **6.5 Written Resolution in Lieu of Meeting**

- a. Any resolution consented to by the signatures of all the Directors entitled to vote on that resolution is as valid and effective as if passed at a Board meeting duly called, constituted and held for that purpose.
- b. Resolutions in writing contemplated in Section 6.5a may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing and may be delivered by facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- c. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- d. A copy of every such resolution in writing shall be kept with minutes of the Board meeting

## **SECTION 7: COMMITTEES OF THE BOARD**

### **7.1 Committee Appointments and Procedures**

- a. The Board has the right to establish such committees, sub-committees, and task forces as it deems necessary from time to time.

- b. The Board may refer any matters to such committees, sub-committees and task forces for action or report, except in for such matters pertaining to policy, which must be reported to and approved by the Board before action is taken.
- c. The Board shall prescribe the composition and duties of all committees and appoint or remove committee chairs and committee members as necessary, or delegate such tasks to committees as desired.
- d. Any individual, whether or not a Director or Member, is eligible to be appointed as a committee member.
- e. Notwithstanding Section 7.1d, if a committee of all Directors is struck, a majority of the members of the committee must be resident Canadians.
- f. Committee members shall hold their offices at the will of the Board.
- g. The procedures of any committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.
- h. Notwithstanding the above, and as required by the Act, the Corporation shall have an audit committee consisting of at least three (3) Directors, a majority of whom are not Officers or employees of the Corporation or officers or employees of any affiliate of the Corporation.

## SECTION 8: OFFICERS AND THEIR DUTIES

### 8.1 Officers

The Directors shall elect from among themselves such Officers as they think appropriate, which shall include a Chair, Vice-Chair, Secretary, or any Officers as required. The persons holding such offices, besides filling any duties assigned to them by the Board, shall have such powers as are usually incidental to their office.

Subject to the requirements of the Act, the Board may designate such other Officers of the Corporation, appoint such other Officers, specify their duties and delegate any powers that the Board may lawfully delegate, as may be required.

### 8.2 Duties of the Chair

The Chair of the Board shall preside at all Meetings of Members and at all meetings of the Board. The Chair shall exercise general supervision over the work of the Board in governing the Corporation.



### **8.3 Duties of the Vice-Chair**

In the absence of the Chair of the Board, the Vice-Chair of the Board shall preside at Meetings of Members or at meetings of the Board. The Vice-Chair shall assist the Chair in the performance of duties and shall carry out such other duties as may be assigned from time to time.

### **8.4 Duties of the Secretary**

The Secretary shall:

- a. record and keep minutes of Board meetings and Meetings of Members and any resolutions passed thereat, or cause such minutes to be recorded and kept;
- b. maintain or cause to be maintained the minute book for the Corporation;
- c. file or cause to be filed the annual return, notice of a change of Directors, and any other documents required by the Corporate Registry of Saskatchewan;
- d. call Meetings of Members as required by the Act or the Bylaws;
- e. ensure any notices required in this Bylaw or under the Act are sent; and
- f. any other duties assigned by the Board.

### **8.5 Variation of Duties**

From time to time the Board may vary, add to, or limit the powers and duties of any Officer.

## **SECTION 9: FINANCIAL AND BUSINESS MATTERS**

### **9.1 Fiscal Year**

The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of March of each year.

### **9.2 Registered Office**

The Corporation may from time to time by resolution of the Board change the address of the registered office of the Corporation.

### **9.3 Banking Arrangements**

All funds of the Corporation shall be deposited in one or more accounts in the name of the Corporation at a chartered bank, trust company or credit union designated by the Board. All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed

in the name of the Corporation and signed in accordance with resolutions passed by the Board for that purpose.

#### **9.4 Execution of Documents**

Significant contracts, agreements, investments, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Corporation, must be approved by the Board and signed by two (2) Directors, at least one (1) of which is an Officer.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

#### **9.5 Books and Records**

The Board shall ensure that all books and records of the Corporation required by the Act or Bylaws are regularly and properly maintained.

The Board shall duly comply with the provisions of the Act in regard to the registration of mortgages; the keeping of registers of Directors and Members; the signing of the balance sheet, and the filing of required reports, changes in the registered office or changes in Directors.

The following records may be inspected by a Member who has given reasonable notice: Bylaws, minutes of Meeting of Members, policies adopted by the Corporation, and audited financial statements.

## **SECTION 10: IRREGULARITIES**

### **10.1 Irregularities**

No errors or accidental omission in giving notice for a Meeting of Members, a Board meeting, a committee meeting, or any other notice required under the Act or Bylaws shall invalidate such meeting, or invalidate or make void any proceedings taken or held at such meeting, and any Member or Director may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken at such meeting.

Irregularities or errors in process or otherwise made in good faith shall not invalidate acts or decisions made during any Meeting of Members or Board meeting.

## SECTION 11:NOTICES

### 11.1 New Notice Information

The Secretary may change or cause to be changed the recorded address of the Member, any Director, any Officer, the auditor or any member of a committee in accordance with any information believed by the Secretary to be reliable.

### 11.2 Notice of Financial Information

If the Corporation is required under the Act to publish a notice regarding its financial statements and report of the auditor, the Corporation shall be permitted to publish a notice stating that such materials 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.

## SECTION 12: BYLAW AMENDMENTS AND DISSOLUTION

### 12.1 Amendment of Bylaws

- a. The Board may by resolution amend, repeal, or make any Bylaws that regulate the activities and affairs of the Corporation subject to ratification by the Members.
- b. The Directors shall submit any Bylaws or any amendments or repeals thereof to the next Meeting of Members and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw, or any amendment or repeal thereof.
- c. A Bylaw or an amendment or a repeal thereof is effective from the day of the resolution of Directors until the same has been confirmed as amended, or rejected, by the Members.
- d. If a Bylaw or an amendment is confirmed or confirmed as amended by the Members, it continues in effect in the form in which it was so confirmed.
- e. If a Bylaw, an amendment, or a repeal of a Bylaw is rejected by the Members, or if the Directors do not submit a Bylaw, an amendment or a repeal to the Members as required pursuant to Section 12.1b, the Bylaw, amendment, or repeal ceases to be effective and no subsequent resolution of the Directors to make, amend, or repeal a Bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the Members.

### 12.2 Dissolution

In the event of the dissolution of the Corporation, all remaining assets of the Corporation, after payment of all debts and liabilities, shall be distributed in accordance with the Articles.

*[Remainder of this page left blank. Signature page to follow.]*

**THESE BYLAWS HAVE BEEN ADOPTED BY THE BOARD THIS 5 DAY OF APRIL, 2018.**

\_\_\_\_\_  
Chair of the Board

\_\_\_\_\_  
Vice-Chair of the Board

**THESE BYLAWS HAVE BEEN RATIFIED BY THE MEMBERS THIS 13 DAY OF JUNE, 2018.**

\_\_\_\_\_  
Chair of the Board