

BYLAW as of April 7th, 2016

TO REGULATE THE AFFAIRS

OF

MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC.

Regina, Saskatchewan

Relating to the

CORPORATE BYLAWS

This Bylaw is enacted pursuant to the provisions of *The Non-profit Corporations Act, 1995* of the Province of Saskatchewan and is subject to the provisions of and the regulations under that Act.

BYLAW as of April 7th, 2016

A BYLAW RELATING TO THE TRANSACTION

OF THE BUSINESS AND AFFAIRS OF

MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC.

PASSED BY THE DIRECTORS THE 3rd DAY OF APRIL, 2014.

CONFIRMED BY THE MEMBERS OF THE CORPORATION IN ACCORDANCE WITH
THE NON-PROFIT CORPORATIONS ACT, 1995 BY A VOTE OF ALL THE MEMBERS
DULY CALLED FOR THE PURPOSE OF CONSIDERING SUCH BYLAW AND HELD ON
THE 7th OF APRIL, 2016.

DATED at Regina, Saskatchewan this 7th day of April, 2016.

BYLAWS as of April 7, 2016

A bylaw relating generally to the transaction of the business and affairs of:

MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC.

BE IT ENACTED as a bylaw of MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC. as follows:

SECTION 1 – DEFINITIONS

1.1 Definitions

In this bylaw and all other bylaws and special resolutions of the Corporation, unless the context otherwise requires:

“Articles” means the Articles of Incorporation of MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC. dated March 19, 1997, as from time to time amended, supplemented 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;

“Chair” means Chair of the Board;

“Corporation” means the corporation incorporated under *The Non-profit Corporations Act, 1995* and named MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC.;

“Director” means a member of the Board;

“Meetings of Members” includes any annual or special meeting of members;

“Members” means any member of all C61 and C62 in good standing of the Corporation;

“Non-profit Corporations Act” means *The Non-profit Corporations Act, 1995* of Saskatchewan and any Act that may be substituted therefore, and the regulations made there under, as from time to time amended;

“Recorded Address” means, in the case of a member, his or her address as recorded in the register of members and, in the case of a Director, officer, auditor or member of a committee of the Board, his or her address as recorded in the Boards of the Corporation;

“Signing Officer” means any person authorized to sign an instrument on behalf of the Corporation by Section 12.1 of this Bylaw, or by a resolution passed pursuant thereto.

SECTION 2 – MISSION

2.1 Mission

It is recognized that the Corporation has been established to conduct the Affairs of MOTOR SAFETY ASSOCIATION OF SASKATCHEWAN INC.

Objectives

The objectives of MOTOR Safety Association of Saskatchewan Inc., a body corporate incorporated under *The Non-profit Corporations Act, 1995* of Saskatchewan and hereinafter referred to as “the Corporation”, are to provide safety training and education to workers and employers in the C6 Workers Compensation Board classification and to provide for the reduction of work related injuries and the early return to work of those who suffer work injury.

SECTION 3 – MEMBERSHIP

3.1 Membership

Membership will be open to every employer in the MSA (Safety Association) class of employer as defined by the Workers’ Compensation Board classification system, provided that such employer is registered pursuant to *The Workers’ Compensation Act* and has a file number with the Workers’ Compensation Board.

Each member will be entitled to one vote and no registered employer shall have more than one member director.

Associate Membership is available to person(s) having an expressed interest in the reduction of work related injuries and their impact, in the C61 and/or C62 Rate Code through injury prevention and return-to-work initiative (subject to approval by a majority of directors). Associate members shall not hold office nor have a vote.

SECTION 4 – HEAD OFFICE AND SEAL

4.1 Head Office

The Head Office shall be in the City of Regina, in the Province of Saskatchewan at such a place therein as the Directors may from time to time determine.

4.2 Seal

The seal, an impression of which is stamped in the margin hereon, shall be the corporate seal of the Corporation. The corporate seal shall be kept at the Head Office of the Corporation.

SECTION 5 – MEETING OF MEMBERS

5.1 Time and Place of Meetings

The annual and any other meetings of members of the Corporation shall be held in Saskatchewan and at such time on such a day in each year as the Board may determine.

The Chair may call a special meeting of members, or, if five (5) regular members so request in writing to the Secretary, the Chair shall be notified and shall call a special meeting of the members of the Corporation.

5.2 Notice of Meeting

Notice of the annual meeting or of any special meeting of the members may be given to members by: newspaper in the home of the majority of members reside in, mail, e-mail, fax, or through the Association's website, not less than fifteen (15) days or not more than 50 days in advance of the meeting date.

The notice of an annual or special meeting of members shall state the purpose for which the meeting is being called.

5.3 Error or Omission in Notice

An error or omission in giving notice of the annual or any special meeting or any adjourned meeting of members shall not invalidate such meeting or make void any proceedings taken thereat.

5.4 Adjournments

Any meetings of the Corporation may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the members decide otherwise, notice of such adjournment is not required. Section 5 deals with a meeting of members so no motion of adjournment is required. 5.4 allows them to adjourn if they wish to make this motion.

5.5 Quorum of Members

A quorum for the transaction of business at any meeting of members shall consist of those members present in person.

5.6 Voting Procedure

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person. All questions are to be decided in the first instance by a show of hands, unless a ballot is demanded or unless the meeting is being held by teleconference or other electronic means at which point the voting members would state their name and the manner in which they wish to vote.

In case of a tie of the votes at any annual or special meeting, the Chair shall not be entitled to a second or casting vote. Therefore, a second vote shall be taken to break the tie. If the tie shall not be broken with the second vote, the Chair shall declare the resolution to be defeated.

5.7 Chair

The Chair of a meeting of members shall be,

- i. the Chair of the Board; or
- ii. a Vice-Chair of the Board if the Chair is not present; or
- iii. a chair, elected by the members present, if none of the Chair or a Vice-Chair of the Board is present.

5.8 Business at Annual Meeting

The business transacted at the annual meeting of the Corporation shall include:

- a) the consideration of any bylaws made by the directors during the preceding year;
- b) consideration of the auditor's report;
- c) the election of directors;
- d) the appointment of the auditor;
- e) the consideration of financial statements.

SECTION 6 – BOARD OF DIRECTORS

6.1 Election and Term of Office

- a) The term "Directors" used in this section shall mean those persons who are elected to the Board by the members of the Corporation.
- b) Directors shall be elected for a term of two (2) years. There shall be a Board of Directors consisting of a minimum of four (4) and a maximum of twelve (12) Directors.
- c) No person shall be elected a Director for a combination of terms exceeding six years, provided however, the term of the Chair, Vice-Chair, Past Chair, Secretary and Treasurer may be extended for such length of time as is required to complete his or her term of office. Any and all nominations for Directors must be submitted through a Nominations Committee appointed by the Chair, who will accept nominations and verify nominee qualifications, prior to presenting the nominations to the meeting. Nominations received from the floor of a meeting of members will be made through and verified by the Nominations Committee, who will then submit the nominees to the Board of Directors for approval by either a vote or acclamation, dependent upon the number of nominations.

- d) A Director elected to fill a vacancy on the Board shall complete the term of office of the Director who has ceased to be a Director of the Board and thereafter may be elected for two (2) consecutive terms.
- e) A Director, having served six (6) consecutive years on the Board may only be re-elected as a Director following an interval of one (1) year of not serving on the Board.
- f) Any remuneration paid to directors (which must relate to the time the directors devote to the affairs of the Association) must be approved by the Finance Committee.
- g) Every director shall be given, by letter, telephone, e-mail or otherwise, at least fourteen (14) days' notice of every meeting of directors.
- h) Directors are not required to be present at board meetings but may participate in board meetings by teleconference.
- i) Any director who fails to attend three (3) consecutive directors' meetings, either in person or by teleconference, will automatically cease to be a director at the conclusion of the third directors meeting, unless a majority of the directors present at the third meeting vote to waive this provision.
- j) Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- k) The quorum at a board of directors meeting shall be a majority of the board.
- l) The board of directors shall manage the business and affairs of the Association acting honestly and in good faith and with a view to the best interests of the Association.
- m) The board of directors may establish standing and ad hoc committees to whom it may delegate day to day duties, and which committees shall consist of members, and/or directors, one of whom shall be appointed by the board of directors as Committee Chair and such Chair shall report from time to time to the board of directors.

6.2 Qualifications of Directors

No person shall be qualified for election or appointment as a Director if he or she is an un-discharged bankrupt, if he or she is mentally incompetent or incapable of managing his or her affairs, if he or she has not attained 18 years of age, if he/she was previously employed by the Motor Safety Association, or if he or she is not a resident of Saskatchewan. A director must be an employer of the WCB sub codes C61 or C62 or an employee representative of an employer of C61 or C62 WCB sub codes and shall also be a member or employee of a member in good standing of C61 or C62.

6.3 Responsibilities of the Board

Nothing in the Bylaws, including any assignment, reference or delegation of authority by the Board to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the Corporation.

6.4 Removal of Directors

At a meeting of members called for that purpose, the members may remove any elected Director before the expiration of his or her term of office by resolution passed by a majority of the votes cast at that meeting and may, by a majority of the votes cast at the meeting, elect any person in his or her stead for the remainder of his or her term. A director is entitled to a fair hearing before he or she is disciplined or removed from office. Removal can only be done by a meeting of members not just a Director's meeting.

6.5 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or her or if he or she makes an assignment under the Bankruptcy Act;
- b) if any order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- c) if he or she shall be removed from office by resolution of the members as provided by Section 6.4;
- d) if by notice in writing to the Corporation, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- e) if he or she loses his or her qualifications or eligibility as a Director also included in 6.2; or
- f) a Director is absent from three (3) consecutive meetings of the Board without leave of absence or the approval of the Chair and the Board by resolution has requested his or her resignation;
- g) conflict of interest where actions of a Director are questionable to the conduct of the position;
- h) a Director becomes an employee of the Motor Safety Association of Saskatchewan;
- i) if he/she no longer resides in Saskatchewan

6.6 Filling Vacancies

- a) If a vacancy shall occur on the Board, the remaining Directors may appoint a qualified person to fill the vacancy. In the absence of a quorum, the remaining Directors shall, as soon as possible, call a meeting of members to fill the vacancy.
- b) If the number of elected Directors is increased, a vacancy or vacancies on the Board equal to the number of the authorized increase shall thereby be deemed to have occurred. Said vacancy or vacancies may be filled by the remaining Directors appointing a qualified person to fill the vacancy or vacancies.

6.7 Quorum and Time and Place of Meetings

A majority of Directors shall form a quorum for the transaction of business. Meetings of the Board shall be held in Saskatchewan, at such time and on such day as the Board may determine. The Board shall meet at least four (4) times each calendar year, either in person, via teleconference call or web-based meeting.

6.8 Adjourned Meeting

If within one half hour after the time appointed for a meeting of the Board a quorum is not present, the meeting will stand adjourned until such time and at such place as the Chair may determine.

6.9 Calling the Meetings

Notice of the time and place of every Board meeting called shall be given in the following manner to each Director:

- a) at least 14 days before the time when the meeting is to be held if the notice is mailed, e-mailed, delivered personally, or is delivered/sent by any means of transmitted or recorded communication;
- b) at least 14 days before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication;
- c) provided that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise consent to such meetings being held; and
- d) 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.

6.10 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

6.11 Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.12 Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes of Directors present at the meeting. In case of an equality of votes, the Chair shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favour of or against such resolution. Voting by proxy is not permitted at any meeting of the Board. A resolution in writing signed by all of the Directors shall be valid as if decided at a meeting of the Board.

6.13 Attendance of Other Persons

Persons, other than Directors, may attend meetings of the Board only upon:

- a) invitation by the Chair through the Executive Director;
- b) invitation by the Executive Director, with the approval of the Chair; or
- c) upon notice, for approval by the chair, delivered to the Chair or Executive Director not less than 24 hours before the time the meeting is to be held.

6.14 Participation in Meetings by Conference Call

Meetings of the Board and committees shall permit Directors and committee members to participate by means of telephone or other communicating facilities by means of which all persons participating in the meeting can hear one another.

6.15 Remuneration

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided, that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. All expenses are to be approved by the Finance Committee.

SECTION 7 – DIRECTORS’ AND OFFICERS OBLIGATIONS

7.1 Duty of Good Faith

Every Director and officer of the Corporation shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the Directors and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

7.2 Conflict of Interest and Confidentiality

- a) Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or any existing contract or transaction with the Corporation shall declare his or her interest and the nature and extent of such interest at the meeting of the Board and shall not take part in any deliberations concerning such contract or transaction and shall refrain from voting on the contract.
- b) In the case of a proposed contract or transaction the Director shall declare his or her interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered. If the Director is not present at such meeting he or she will make a declaration at the first Board meeting, which is held after he or she became interested in the contract.
- c) A notice as given by a Director shall be considered a sufficient declaration of interest in any contract or transaction made or to be made but it shall not relieve the Director of any obligations under this Bylaw.
- d) A Director who has declared an interest in a proposed contract or transaction and who has not voted thereon as provided in subsection (a) shall not be accountable to the Corporation or its creditors for any profit resulting from such contract. The contract will not be void by reason only of the Director holding that office or of the fiduciary relationship established thereby.
- e) An appropriation of monies for the purpose of a contract or transaction for work to be done or for materials to be supplied to the Corporation is a contract within the meaning of this section.

- f) Directors and their families shall not enter into any contract or transaction with the Corporation except:
 - i. On a competitive-bid basis or other similar basis in writing;
 - ii. Where the Director has declared any interest therein, and where he or she has absented himself from the meeting and where he or she has refrained from voting thereon.
- g) Every Director, officer or employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements would adversely affect the interests of the Corporation.

SECTION 8 – POWERS OF THE BOARD

8.1 Control

Subject to *The Non-profit Corporations Act, 1995* the Board may exercise all such powers and do all such acts as may be exercised or done by the Corporation. Those powers or acts which are by the Bylaws or by the Corporation at a general meeting of members may not be exercised by the Board. No officer, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board by the Bylaws or in any other way effectively fetter the discretion of the Board.

8.2 Power to Employ

The Board may appoint such agents and engage such employees as it shall deem necessary. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

8.3 Fixing Remuneration

The Board may fix or delegate to the officers a reasonable remuneration for all agents and employees.

SECTION 9 – OFFICERS

9.1 Election and Appointment

Immediately following each annual meeting, the Board shall elect by a majority vote, from among themselves, a President, a Vice-President, a Secretary and a Treasurer as required.

9.2 The officers of the Corporation are elected by the Board of Directors.

9.3 The Board may appoint other officers and agents as it considers necessary and all officers shall have the authority to perform the duties assigned to them from time to time by the Board. The Board may, by resolution, remove any officer of the Corporation who has been elected or appointed and cannot stand for re-election for two (2) years after their term has expired, resigns or is removed from office.

9.4 The officers of the Corporation **may** hold the following offices and shall be elected from the Board of Directors with the exception of the Executive Director:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Past President (Past Chair) – member who last served as President
- f) **Executive Director who is a non-elected, non-voting officer.

9.5 President – The President shall, when present, preside at all meetings of the Board of Directors as Chairperson. The President shall, when present, preside at all meetings of members of the Corporation. He/She shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the Board or as are incident to his office. The President shall be an *ex officio* member of all committees.

9.6 Vice-President – When the President is absent or unable to act, the Vice-President may exercise all the powers and duties of the President. In the event that the President and the Vice-President are both absent, the Board may nominate one of its members to preside as Acting President and, while so acting, the Acting President shall have all the powers and duties of the President.

The Vice-President shall also perform the other duties prescribed from time to time by the Board or incident to his/her office.

9.7 Secretary – The Secretary of the Corporation or his or her delegate shall attend all meetings of the Board and meetings of the Committees of the Board, ensure the minutes of all meetings are recorded accurately, attend to all Board correspondence, prepare all reports required under any Act or Regulation of the Province of Saskatchewan, ensure a roll of all the names and addresses of members of the Corporation are kept, and perform such other duties as the Board may direct from time to time.

The Secretary shall also perform the other duties prescribed from time to time by the Board or incident to his/her office.

9.8 Treasurer – The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all money or other valuable effects in the name and to the credit of the Corporation in such banks, trust companies or other financial depositories from time to time designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board,

taking proper vouchers therefore, and shall render to the Board whenever required of him/her an account of all his/her transactions as Treasurer of the financial position of the Corporation.

The Treasurer shall also perform the other duties prescribed from time to time by the Board or incident to his/her office.

9.9 Past President - the Past President shall be the member who last served as President. The Past President shall serve on the Executive Committee and remain a voting member on the Board of Directors for the entire term (s). The Past President's term shall be a 2 year term.

9.10 Duties of Other Officers

The duties of all others of the Corporation shall be those as called for in their terms of engagement, or as the Board or the Chair may prescribe.

9.11 Variation of Duties

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

The duties of all other offices of the Association shall be such as the terms of their engagement call for or the Board of Directors.

9.12 Terms of Office

All officers, in the absence of agreement to the contrary, shall hold office at the discretion of the Board.

An officer shall not serve more than two (2) consecutive years in a particular office, except for the Executive Director. The Board has an option of renewing an officer's term if the majorities agree. The term may not exceed one (1) year after their term has expired.

9.13 Executive Director

The Executive Director is hired by the Board to carry out assigned duties. The Executive Director is the paid employee who shall lead the general supervision over the business affairs of the Corporation. He/She is the CEO of the corporation.

The Executive Director reports to and is responsible to the Board and acts as an advisor to the Board and to all Board committees. The Executive Director does not vote at any meeting.

SECTION 10 - COMMITTEES OF THE BOARD

10.1 Committee Appointments and Procedure

- a) In addition to the Committees set forth below, the Board may establish such committees as it deems necessary from time to time. The Board shall prescribe the duties of such committee and appoint or remove Committee Chairs and members as necessary.
- b) Meetings of all committees shall be held in Saskatchewan at such time and on such days as the Chair of such committee may determine. Each committee shall keep minutes of its meetings in which shall be recorded all decisions made by it, which minutes shall be submitted, as soon as practical, to the Board.
- c) The terms of reference established by each committee and any changes thereto shall be subject to ratification by the Board and shall be subject to any limitations or responsibilities imposed by law or provided in the Bylaws.
- d) Each Committee, through its Chair, may invite such additional persons as it may deem necessary to advise and assist in committee matters. Such addition persons shall not have the right to vote at committee meetings.

10.2 Finance Committee

There shall be a Finance Committee which shall consist of not less than three (3) Directors, a majority of whom are not officers or employees of the Corporation or its affiliates.

The Committee shall:

- a) Review all financial statements intended for circulation among the members of the Corporation, and report thereon to the Directors for the latter's consideration.
- b) Deal with such matters relating to the financial position of the Corporation as the Directors may see fit to refer to it.
- c) The times of and places of meetings of the Committee shall be determined by the Committee. Notice of every such meeting shall be given to the auditors of the Corporation. Meetings shall be convened whenever requested by the auditors or a member of the Audit Committee.

10.3 Executive Committee

The Board may appoint an Executive Committee which shall include the President, the Vice-President, the Executive Director, Secretary, Treasurer, Past President and any other position the Board may appoint from time to time.

The Committee shall:

- a) Exercise the full powers of the Directors in all administrative matters to the extent permitted by law and report all material actions taken at the next meeting of the Directors;
- b) Examine at regular intervals the administrative organization of the Corporation and make recommendations for any change to the Board;
- c) Study, examine, advise and make recommendations to the Directors on any matters of policy and on any other matters as directed by the Directors;
- d) Review and approve compensation policies, employment practices and benefit plans for employees.
- e) All minutes and actions of the Executive must be approved at the next Board meeting.

A quorum of the Executive Committee shall be a majority of its members.

10.4 Governance/Nominations Committee

There shall be a Governance/Nominations Committee which shall consist of not less than three (3) Directors, a majority of whom are not officers or employees of the Corporation.

The Committee shall:

- a) Recommend to the Membership the nomination of Directors for election at each annual meeting;
- b) Recommend the nomination of officers and committee chairs for election by the Membership;
- c) Recommend to the Board the nomination and election of candidates to fill vacancies on the Board which occur between annual meetings;
- d) Assess the effectiveness of the Board as a whole, of committees of the Board and of individual Directors; and
- e) Assess the structures, policies and procedures for the effective independent functioning of the Board.

SECTION 11 – FINANCE

11.1 Financial Year

The fiscal year of the Corporation shall terminate on such day in each year as the Board may from time to time by resolution determine and, until otherwise determined, shall end December 31.

11.2 Banking

The banking business of the Corporation shall be transacted with such banks, trust companies and 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, for and in the name of the Corporation.

11.3 Banking Signing Officers

The Board shall by resolution from time to time designate signing officers of the Corporation and they are hereby authorized, subject to any limitation contained in a specific resolution, for and in the name of the Corporation to:

- a) draft, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money;
- b) receive all monies and give receipts for the same;
- c) sign contracts and other legal documents in the name of and on behalf of the Corporation as directed by the Board;
- d) negotiate with, deposit with, and also transfer to, the bank or financial institutions for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;
- e) arrange to settle, balance and certify all books of accounts between the Corporation and the Bank as directed by the Board;
- f) receive all paid cheques and vouchers;
- g) sign the Bank's forms of settlement and releases or verification slips.

11.4 Auditor

- a) The Corporation shall, at its annual meeting, appoint an Auditor who shall not be a Director or an officer or employee of the Corporation or a partner, employer, or

employ of any such persons, who shall act in accordance as per *The Non-profit Corporations Act*.

- b) The Auditor shall be duly licensed under the Provisions of *The Public Accountancy Act* and shall, on appointment, hold office until the next annual meeting of the Corporation.
- c) The accounts of the Corporation shall be audited annually by the Auditor and a report shall be submitted to the Directors in the form required.
- d) The Auditor shall have all the rights and privileges as set out in *The Non-profit Corporations Act, 1995* and shall perform the audit function as prescribed therein.

SECTION 12 - EXECUTION OF INSTRUMENTS

12.1 Execution of Instruments

Unless otherwise directed or permitted by the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments requiring the corporate seal shall be signed on behalf of the Corporation by any two (2) authorized signing officers.

In addition, the Board may direct, by resolution, 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 thereto but its absence shall not affect the validity of the instrument.

SECTION 13 – GENERAL

13.1 Notices – General

Any notice, which term includes any communication or documents, to be given, sent, delivered, or served pursuant to the Act, the articles, the bylaws or otherwise to a member, Director, officer, or auditor, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice 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 or auditor in accordance with any information believed by him or her to be reliable.

SECTION 14 – AMENDMENTS TO BYLAWS

- 14.1** The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.
- 14.2** The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- 14.3** A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the voting members.
- 14.4** If a bylaw, or any amendment or repeal of a bylaw is rejected by the voting members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.

SECTION 15 – INDEMNITY TO DIRECTORS AND OTHERS

- 15.1** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

SECTION 16 – REPEAL

16.1 Upon enactment of this bylaw all other bylaws of the Corporation, including the former Bylaw No. 1, are hereby repealed.

ADOPTED BY THE BOARD THIS 7th day of APRIL AD. 2016



President



Vice-President

RATIFIED BY THE MEMBERS THIS 7th day of April A.D. 2016



Secretary/Treasurer

*Revised: April 21, 2005
Revised: April 3, 2014
Revised: April 7, 2016*