

GREAT PLAINS AIR ZONE INC.

BYLAWS

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ARTICLE 1.0 NAME AND HEAD OFFICE

1.1 The name of the organization shall be: GREAT PLAINS AIR ZONE INC.

1.2 The head office of the Great Plains Air Zone Inc. will be in the Province of Saskatchewan.

ARTICLE 2.0 INTERPRETATION AND DEFINITIONS

2.1 In these Bylaws, unless the context otherwise requires:

2.1.1 "Act" means *The Non-profit Corporations Act, 1995*

2.1.2 "Airshed zone" means the area within the geographical and jurisdictional boundaries of GPAZ;

2.1.3 "Association" means the *Great Plains Air Zone Inc.*;

2.1.4 "bylaws" means these bylaws of the association and modification or alteration in force from time to time;

2.1.5 "board of directors meeting" means a meeting of the directors of the association where the business of the association is conducted.

2.1.6 "Chairperson" means the chief executive officer of the association appointed pursuant to Article 15 of these Bylaws;

2.1.7 "consensus" means group solidarity in sentiment and belief;

2.1.8 "Director", "Board" or "Board of Directors" means the directors of the association appointed by the members from time to time.

2.1.9 "corporate member" means a stakeholder representing industry or an industry sector who conducts activities which have a potential impact on the air quality of the airshed zone.

2.1.10 "general meeting" means a meeting of the members of the association.

2.1.11 "general member" means a stakeholder representing an association, interest group or other organization concerned with air quality.

2.1.12 "government member" means a stakeholder representing a government agencies either federal, provincial or municipal.

2.1.13 "individual member" means a single member of the public with no affiliation to an organized group.

2.1.14 "membership fee" means the annual payment to be made by corporate members based on emissions or a fee defined by the Board;

2.1.15 "monitoring program" means an air quality monitoring and management program for the airshed zone as developed and approved by the Board of Directors annually;

2.1.16 "Executive Director" means the manager appointed by the Board of Directors to manage the air quality monitoring and management program for the Association as set out under Article 15 of the Bylaws;

- 2.1.17 "Secretary/Treasurer" means the secretary of the Society as appointed from time to time by the Board of Directors to serve such functions as set out under Article 15 of these Bylaws;
- 2.1.18 "special resolution" means:
- 2.1.18..1 a resolution proposed and passed as a special resolution at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by live teleconference or video conference
 - 2.1.18..2 a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all members entitled to attend and vote at the general meeting so agree; or
 - 2.1.18..3 a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution;
- 2.1.19 "stakeholder" means any organization who conducts activities that impact air or has an interest in air quality within the airshed zone;
- 2.1.20 "Vice Chairperson" means the individual appointed by the Board of Directors from time to time and whose duties are described in Article 15 of these Bylaws;

ARTICLE 3.0 PURPOSE AND OBJECTIVES

3.1 The purpose of the Airshed Association is to:

- 3.1.1 collect and share air quality data and information for the area called the airshed zone.
- 3.1.2 provide a forum for the discussion and management of air quality issues at the local level.

3.2 The objectives of the Airshed Association are:

- 3.2.1 To measure ambient air quality within the airshed zone;
- 3.2.2 To assess short term incidents and long term trends;
- 3.2.3 To communicate data and information to stakeholders and the public;
- 3.2.4 To provide ambient air monitoring services and data to select members to assist in meeting the members' regulatory requirements;
- 3.2.5 To discuss air quality issues and management solutions;
- 3.2.6 To complete research or special projects as deemed necessary; and
- 3.2.7 To contribute to air quality management

ARTICLE 4.0 DIRECTORS/BOARD OF DIRECTORS

4.1 The Association shall have no fewer than five Directors, at least four of whom are not employees of the Association.

4.2 Subject to any unanimous member agreement, the Directors shall manage the activities and affairs of the Association including;

- 4.2.1 Make bylaws;
- 4.2.2 Adopt forms of membership and authorize membership;
- 4.2.3 Appoint officers;
- 4.2.4 Appoint an auditor to hold office until the first annual meeting of members;
- 4.2.5 Make banking arrangements
- 4.2.6 Oversee and direct the operations; and
- 4.2.7 Transact any other business as deemed necessary.
- 4.2.8 The Directors may enact and enforce policies and procedures.

ARTICLE 5.0 NUMBER OF DIRECTORS.

5.1 The Board of Directors may include representatives from a variety of sectors including, but not limited to, the following:

- 5.1.1 Utilities(Power)
- 5.1.2 Mining Industry
- 5.1.3 Oil and Gas Industry
- 5.1.4 Industry General
- 5.1.5 Governments (federal and provincial)
- 5.1.6 Municipalities
- 5.1.7 Associations/Special Interest Groups/Other
- 5.1.8 Public

5.2 The Board of Directors shall consist of not less than five (5) members and not more than twenty (20) members.

5.3 The number of sectors and number of Directors representing each sector will be reported on at the annual general meeting of the members of the Association.

ARTICLE 6.0 NOMINATION OF DIRECTORS

6.1 The members shall select a Director(s) to act as their representative(s) at meetings of the

Board of Directors.

6.2 6.2 Candidates for Directors shall:

- 6.2.1 be nominated in writing or in person at a Board meeting, their candidacy will be reviewed by the Governance committee and a motion of acceptance will be made at the following Board meeting.
- 6.2.2 potential director candidates will be reviewed and candidates found to be suitable will be recommended by the Governance Committee for specific Director Positions.
- 6.2.3 have the opportunity to put themselves up for nomination directly at an annual general meeting

ARTICLE 7.0 TERM OF DIRECTORS

- 7.1 Directors shall be elected for three (3) year terms with approximately one-third of the board members being re-elected or replaced each year.
- 7.2 Directors may serve more than one three-year term if re-appointed by the Members.
- 7.3 Directors may elect Alternates who may attend Board meetings with voice but no vote except in the absence of the Board Director for which they act as an Alternate. Alternates may be nominated at any Board meeting, but must be approved of by the Board of Directors before they can assume their role
- 7.4 Should circumstances dictate the need, the board may designate an "interim" Director pending an annual general or special meeting.

ARTICLE 8.0 RESIGNATION/REMOVAL OF DIRECTORS

- 8.1 A Director may resign by giving the Board of Directors notice in writing to that effect. If there is an Alternate for that position, the Alternate will assume the Director position. If there is no Alternate, the Board shall then appoint a new "interim" Director in their place to hold the Director position until the next Member meeting
- 8.2 The Directors may by ordinary proposal at a special general meeting, remove any Director or Directors from office by ballot, upon approval of a motion at a special meeting of the board. In this case, a 75% majority must be achieved. Additionally, Board members who do not attend three (3) consecutive meetings without regrets may also be removed from the Board

ARTICLE 9.0 MEETINGS OF THE BOARD OF DIRECTORS.

- 9.1 Meetings of the Board of Directors shall be held as often as may be required, and shall be called by the Chairperson.
- 9.2 9.2 A special meeting of the Board of Directors may be called upon the written request of any three (3) Directors. Such written request shall state the business to be brought before the

meeting.

9.3 Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall only take effect if ratified at the next regularly constituted meeting of the Board of Directors.

9.4 Meetings of the Board of Directors may be held at any place approved by the Board within the Province of Saskatchewan.

9.5 If all the Directors participating in a meeting consent, one or more Directors may participate in a meeting by means of such telephone or other communication facilities as permits all persons participating in the meeting to hear each other and a Director participating by such means is deemed to be present at the meeting.

9.6 Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Directors held while a Director holds office.

9.7 Notice of the time and place of each meeting of the Directors shall be sent to each Director by regular mail addressed to the Director at their latest address as shown in the records of the Association not less than fifteen (15) days before the meeting, or by telephone or email or any other means of communication, or not less than ten (10) days before the meeting delivered personally. If mailed, such notice shall be deemed to have been received on the tenth (10th) day following the date of mailing, if delivered by telephone or email or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery.

9.8 A Director who participates in a meeting shall be deemed to have received notice thereof.

ARTICLE 10 QUORUM.

10.1 The quorum for the transaction of business at any meeting of the Board of Directors shall consist of sixty (60%) percent of the Directors or alternates entitled to vote at a meeting of the Board of Directors

10.2 The quorum for the transaction of business at any general meeting shall consist of sixty (60%) percent of the Directors or alternates present.

ARTICLE 11 VOTES TO GOVERN.

11.1 Each Director shall have one (1) vote.

11.2 Except as specifically provided in these Bylaws, questions arising at any meeting of the Board of Directors shall be decided as follows:

11.2.1 The Board of Directors will use consensus as its decision making process;

11.2.2 Parties to a decision must be able to support the decision of the group when they leave the room even though they may not like all of the specifics;

- 11.2.3 If the Board of Directors cannot reach consensus through collaboration, the various options should be reduced to writing;
 - 11.2.4 The Board members will be requested to develop options over a seven (7) day period and fax or email them to the Chairperson;
 - 11.2.5 The Chairperson is expected to communicate the options received to all Board members and schedule a teleconference meeting to bring the item if not to closure at least to a stage where it may be dealt with by a sub-group of the Board;
 - 11.2.6 If the issue can still not be resolved, a vote will be taken on whether the question should be referred to another process such as a vote;
 - 11.2.7 A majority of not less than seventy-five (75%) percent of the quorum is required to accept a matter voted on in 11.2.6.
- 11.3 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it has been passed at a meeting duly called and constituted.

ARTICLE 12.0 MEMBERSHIP

- 12.1 Any corporation, government body, person, or agency or registered non-profit society may become a member of the Association by:
- 12.1.1 expressing commitment to the purpose and objective of the organization
 - 12.1.2 committing to contribute the applicable resources; and,
 - 12.1.3 having its application for membership approved by a 75% majority of the Board at a duly constituted Board of Directors meeting
- 12.2 Any member wishing to withdraw from membership may do so by giving notice in writing to the Board of Directors of their intention.
- 12.3 Membership withdrawals will become effective at the end of the Association's current fiscal year.
- 12.4 The Board of Directors may, by a resolution passed by a majority of seventy-five (75%) percent at a meeting of the Directors, cancel the membership of a member if in the exercise of the discretion of the Board such Member has:
- 12.4.1 failed to contribute to the goals and objectives of the Association; or
 - 12.4.2 failed to act in compliance with these Bylaws or the Act.
- 12.5 No right or privilege of any member is transferable to another person. All rights and privileges cease when the member withdraws or is expelled.
- 12.6 No member is, in their individual capacity, liable for any debt or liability of the Association, except as set out under Article 18 of these Bylaws.
- 12.7 A register of members in such form as the Board of Directors may approve shall be maintained in

which the names, addresses and classes of membership of all members shall be recorded. The register shall be amended from time to time so that all members are listed in the Register of Members. Such amendment may be made by the Board at any time and from time to time of its own volition or upon presentation of evidence acceptable to the Board.

ARTICLE 13.0 CLASSES OF MEMBERS.

- 13.1 The Association may establish various classes of members, as determined by the Board of Directors from time to time and approved by a majority of the members at a general meeting of the Association.
- 13.2 Initial classes shall include corporate members, government members, general members and individual members, but shall not be limited to such classes and such classes shall have the following rights and obligations:
 - 13.2.1 corporate members shall contribute resources and/or pay an annual membership fee as determined by the Board of Directors and each member shall be entitled to one vote at meetings of the members.
 - 13.2.2 government members shall contribute personnel and resources to further the objectives of the association as may be determined by the Board of Directors and each member shall be entitled to one vote at meetings of the members.
 - 13.2.3 general members shall be entitled to one vote at meetings of the members.
 - 13.2.4 individual members shall be entitled to one vote at meetings of the members.
 - 13.2.5

ARTICLE 14 MEMBERS' MEETINGS

- 14.1 The Association shall hold an annual general meeting in the no later than the second quarter of each fiscal year at the place in Saskatchewan determined by the Board of Directors.
- 14.2 Notice in writing will be sent by email to the last known address of each member 14 days prior to the date of the meeting.
- 14.3 At each annual general meeting of the members, the Board of Directors shall present the report of the Board on the affairs of the Association for the previous year, the financial statements, and the auditor's report.
- 14.4 Members shall also be asked to elect Directors and to deal with such other business as may properly be brought before an annual meeting of members.
- 14.5 General meetings of the Association may be called at any time by the Secretary/Treasurer upon the instructions of the Chairperson or Board of Directors, by notice in writing sent by regular mail, by facsimile or any other electronic means of communication to the last known address of each member, 14 days prior to the date of such meeting.

- 14.6 A special meeting shall be called by the Chairperson, Vice-Chairperson or Secretary/Treasurer upon receipt by them of a notice signed by three members in good standing, setting forth the reasons for calling such meeting, notice of which shall be delivered by regular mail, by facsimile or any other electronic means of communication to the last known address of each member 15 days prior to the meeting, provided that if a Special Resolution is required to be passed by the members, the notice shall be delivered 21 days prior to the meeting.
- 14.7 Where special business (any business other than the appointment of Directors, receipt of the financial statements and appointment of the auditors) is to be conducted, the notice must contain sufficient information to allow the members to form a reasoned judgment.
- 14.8 Irregularities in the notice of any meeting in the giving of the notice or the accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members, shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.
- 14.9 No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned and a new meeting must be scheduled and held within 30 days of the adjourned meeting. If at such new meeting a quorum is not present, the members present, if at least 50%, shall be a quorum. Every question submitted to a meeting shall be decided in the first instance by a show of hands or otherwise as the Chairperson may direct.
- 14.10 With the consent of the Chairperson of the meeting or the consent (as evidenced by a resolution) of the persons present and entitled to vote at the meeting, a member or any other person entitled to attend a meeting of members may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by those means shall be considered present at the meeting and at the place of the meeting.
- 14.11 Any member who is entitled to vote and has not withdrawn from membership nor expelled as herein provided shall have the right to one vote at any meeting of the members. Only one vote can be submitted from each member organization. Such votes must be made in person by live teleconference or video conference. If the member isn't there, they can appoint another representative from their organization to vote on their behalf. The Chairperson shall not vote except where there is a tie vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded or unless the Act or these Bylaws otherwise provide, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes 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.
- 14.12 A ballot required or demanded shall be taken in such a 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 member present who is entitled to vote shall be entitled to one vote at the meeting upon the question and the result of the ballot so taken

shall be the decision of the members upon the said question.

ARTICLE 15 APPOINTED OFFICERS

- 15.1 The officers of the Association shall consist of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer and such other officers as the Board of Directors may determine necessary and desirable from time to time.
- 15.2 Such officers shall initially be appointed at the first meeting of the Board of Directors and shall be appointed from then on as deemed necessary and desirable from time to time by the Board of Directors.
- 15.3 Any Director shall be eligible to hold any office in the Association.
- 15.4 The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board of Directors may specify and delegate.
- 15.5 The Directors may at any time, in their discretion, remove any officer of the association by a vote of Directors where 75% of the Directors eligible to vote are in favour of the motion.
- 15.6 The appointed officers shall form the Executive Committee.

CHAIRPERSON

- 15.7 The Chairperson shall when present, preside at all meetings of the members of the Association and of the Board of Directors.
- 15.8 During the absence or inability of the Chairperson, their duties and powers shall be exercised by the Vice-Chairperson.
- 15.9 The Chairperson's term of office shall be two (2) years or such other period as may be approved by the Board of Directors.

VICE-CHAIRPERSON

- 15.10 During the absence or inability of the Chairperson, their duties and powers shall be exercised by the Vice-Chairperson.
- 15.11 The initial appointments for Vice-Chairperson shall specify that the first ViceChairperson's term of office shall be one (1) year and the subsequent ViceChairperson's term of office shall be two (2) years, thereafter, the ViceChairperson's term of office shall be two (2) years.

SECRETARY/TREASURER

- 15.12 The Secretary/Treasurer or designate shall attend all meetings of the Board of Directors and of the members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat.
- 15.13 The Secretary/Treasurer shall keep or cause to be kept a register of the names of all the

members of the association and their addresses as required by Article 12, and send or cause to be sent all notices of meetings as required.

15.14 The Secretary/Treasurer shall review the membership fees assessed by the Association and shall be responsible to review the deposit of same in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board of Directors.

15.15 The Secretary/Treasurer shall ensure the proper accounting of the funds of the Association and havebooks and records as may be directed kept, and shall present a full detailed account of receipts and disbursements to the Board of Directors whenever required.

15.16 The Secretary/Treasurer's term of office shall be two (2) years.

PROGRAM MANAGEMENT

15.17 The Board of Directors may from time to time appoint a Executive Director, who shall be an ex-officio member of the Board of Directors without voting power.

15.18 The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Association and to employ and discharge agents and employees of the association.

15.19 The Executive Director shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the Association.

ARTICLE 16 BUSINESS OF THE ASSOCIATION

16.1 The Association may, by ordinary resolution of the Directors, change, from time to time, the place within Saskatchewan where the registered office of the Association is to be situated.

16.2 Licences and material contracts entered into on behalf of the Association shall be signed by any two Directors or officers.

16.3 16.3 Contracts in the ordinary course of the Association's operations for commitments not exceeding \$1000 in aggregate may be entered into on behalf of the Association by any one of the Chairperson or the Secretary/Treasurer.

16.4 Contracts in the ordinary course of the Association's operations for commitments exceeding \$1000 in aggregate may be entered into on behalf of the Association by the Chairperson or Secretary/Treasurer and any one other officer.

16.5 For the purpose of carrying out its objects, the Association may enter into banking arrangements, including without limitation borrowing or raising or securing the payment of money in such manner as it thinks fit.

16.6 The Association may assign, transfer, charge, hypothecate, mortgage and pledge all or any part of the assets of the Association to secure such sums and on such terms as the Board of Directors

may determine. In no case shall debentures be issued without the sanction of a special resolution of the members of the Association.

16.7 The Board of Directors shall establish such policies and procedures as are necessary for the prudent management and protection of the Association.

16.8 Upon the dissolution of the Association, the property of the Association shall be converted into cash and added to the funds of the Association and any amount remaining after the settlement of any debts and liabilities of the Association, shall be distributed to members in proportion to the amount of the last membership fee paid by each member, provided that the members of the Association are notified and acknowledge that a civil, criminal or administrative action or proceeding may be brought against the Association within two years after its dissolution and the members to whom monies have been distributed may be liable to any person advancing such a proceeding.

ARTICLE 17 COMMITTEES

17.1 Committees for promoting the objects or functions of the Association may be appointed by the Board of Directors.

17.2 Every committee shall be composed of a Chairperson who shall be a Director and such other persons as may be required. The Executive Director shall be an ex-officio member of all committees and is entitled to notification of and to attend all meetings of committees. The Chairperson of a committee may designate an alternate to act on their behalf.

17.3 The Executive Committee shall have such duties and powers, as the Directors may specify and delegate, to oversee the operations of the association.

17.4 The powers of a committee as defined by the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

17.5 Meetings of committees may be held at any place approved by the Board of Directors within or outside the Province of Saskatchewan.

17.6 Unless otherwise determined from time to time by the Board of Directors, each committee shall have the power to fix its quorum, to elect its Chairperson and to regulate its procedures.

17.7 Any Chairperson of a committee who ceases for any reason to be a Director shall, upon ceasing to be a Director, thereupon also cease to be Chairperson of a committee as the case may be.

ARTICLE 18 PROTECTION OF DIRECTORS AND OFFICERS

HONESTLY AND IN GOOD FAITH

18.1 Every Director and Officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

LIMITATION OF LIABILITY

18.2 Subject to the forgoing, no Director, officer or member of a project team or committee of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or member of a committee or employee of the Association, or for joining in any receipt of other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default

INDEMNITY

18.3 Subject to any applicable statutory enactment, the Association shall indemnify the members and former members of the Board of Directors, officers and former officers, and members and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Association from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, if: he or she acted honestly and in good faith with a view to the best interests of the Association; and in the case of a criminal or administrative action or proceedings that are enforced by a monetary penalty, he or she had reasonable grounds for believing that their conduct was lawful.

18.4 This indemnification is in addition to, but not exclusive of, any other right of indemnification to which the members and former members of the Board of Directors, officers and former officers of the association may be entitled to at law or in equity.

ARTICLE 19 ASSESSMENTS

Subject to Article 13:

19.1 Each member shall be expected to contribute money, property or services to the Association;

19.2 The Board of Directors shall have the authority to assess and collect from the corporate members, annually, a membership fee to cover such member's portion of the Association's operating and administrative costs;

19.3 All such assessments shall be payable within thirty (30) days after receipt by the corporate

member of a notice from the Executive Director of the amount due; and,

- 19.4 No member shall be entitled to any return of fees, assessments or other amounts whatsoever from the Association save and except where the Association has ceased to conduct activities.

ARTICLE 20 FINANCIAL ARRANGEMENTS

- 20.1 The financial year end for the Association shall be the 31st day of March in each year.
- 20.2 An auditor shall be appointed at every annual general meeting of the members of the Association. A vacancy may be filled by the Board of Directors.
- 20.3 A financial statement shall be prepared annually and duly audited by the auditor of the Association and such audited financial statement duly signed by the Executive Director and Secretary/Treasurer and accompanied by a written signed report of the auditor shall be placed before the members at the next annual meeting of the members of the Association. The remuneration of the auditor shall be subject to the approval of the Board of Directors.
- 20.4 All monies received by the Association shall, promptly following their receipt, be deposited to the credit of the Association in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board of Directors.
- 20.5 Cheques drawn by the Association shall be signed by such persons as are designated from time to time by the Board of Directors.
- 20.6 No Director, officer or member shall receive any remuneration for services rendered to the Association, unless authorized at a meeting of the Board of Directors or members and after notice of such authorization is sent to the members of the Board of Directors and the members.
- 20.7 Directors representing the public at the time may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 21 AMENDING BYLAWS

- 21.1 These Bylaws may be rescinded, altered or added to by special resolution of the members of the Association. Any rescission, alteration of or addition to the Bylaws becomes effective upon registration by the Registrar as defined in *The Non-profit Corporations Act* (Saskatchewan).
- 21.2 The Executive Director may correct non-substantive errors in the bylaws including spelling, grammar, or numbering without requiring a formal bylaw amendment. All corrections will be subject to approval of the board of directors, and submit thereafter to the registrar.

ARTICLE 22 BOOKS AND RECORDS

- 22.1 Any and all books, records and registers of the Association shall be open for inspection by any member at the annual meeting or at such other time upon giving reasonable notice to the officers

having charge of the books and records.

22.2 The Board of Directors may adopt a seal that shall be the common seal of the Association. If a seal is adopted, the Secretary/Treasurer of the Association shall have custody of the seal.

ARTICLE 23 NOT FOR PROFIT CHARITABLE ORGANIZATION

23.1 The Association is a not-for-profit charitable organization

ARTICLE 24 EFFECTIVE DATE

24.1 These Bylaws will come into force when made by the Board of Directors in accordance with the Act.