

**Regina Airport Authority Inc.**

**BY-LAW NO. 1**

**BE IT ENACTED** as a by-law of **Regina Airport Authority Inc.** as follows:

**ARTICLE 1: INTERPRETATION**

**1.1 Definitions**

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, together with the regulations, as amended from time to time;
- (b) "Articles" means the Articles attached to the certificate of continuance of the Corporation as from time to time amended or restated;
- (c) "Auditor" means a public accountant for the Corporation, appointed in accordance with the Act;
- (d) "Board" means the Board of Directors of the Corporation;
- (e) "By-law" means this by-law and "By-laws" means this By-law together with all other by-laws of the Corporation from time to time in force and effect;
- (f) "Chairperson" means the Chairperson of the Corporation, appointed in accordance with Section 6.1;
- (g) "Corporation" means Regina Airport Authority Inc.;
- (h) "Director" means a Director of the Corporation, appointed in accordance with Article 4;
- (i) "Member" means a Member of the Corporation, appointed in accordance with Article 3;
- (j) "Minister" means the Minister of Transport for Canada;
- (k) "Nominators" means those entities described in Section 3.3(1); and
- (l) "Public Accountability Principles" means the Public Accountability Principles for Canadian Airport Authorities released by the Minister on July 13, 1994, as amended from time to time.

**1.2 Interpretation**

- (1) All terms contained in this By-law which are not defined in this By-law and which are defined in the Act shall have the meaning given to such terms in the Act.

- (2) Words importing the singular number only shall include the plural and vice versa. Words importing gender shall include the masculine, feminine and neuter genders.
- (3) The headings used in this By-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- (4) This By-law is made pursuant to and are subordinate to the Act and shall be read in conjunction with the Act. In case of conflict between a provision of this By-law and a provision of the Act, the applicable provision of the Act shall govern. In case of conflict between a provision of this By-law and the provision of the Articles, the applicable provision of the Articles shall govern.

## **ARTICLE 2: GENERAL MATTERS**

### **2.1 Registered Office**

The Board may, by resolution, change from time to time the address of the registered office of the Corporation to a place within the City of Regina, Saskatchewan.

### **2.2 Financial Year**

The fiscal year of the Corporation shall terminate on such day in each year as the Board may, by resolution, determine from time to time.

### **2.3 Seal**

The Corporation may adopt one or more different corporate seals from time to time by resolution of the Board. Any contract or other document executed on behalf of the Corporation is not invalid merely because the corporate seal is not affixed thereto.

### **2.4 Execution of Documents**

- (1) To the extent permitted under applicable law, contracts or other documents in written, electronic or any other form binding upon the Corporation ("Documents") may be executed in writing or in electronic form or otherwise assented to in any legally effective manner by any two senior officers or by any one senior officer together with one Director. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute or otherwise assent to either Documents generally or specific Documents. In addition, any two senior officers or any one senior officer together with one Director that may so execute or otherwise assent to Documents on behalf of the Corporation may direct the manner in which and the person or persons by whom any particular Document or class of Documents may or shall be executed or otherwise assented to on behalf of the Corporation.
- (2) The corporate seal of the Corporation, if any, may be affixed to any Document in writing by any person authorized to sign such Document or at the direction of any such person.

- (3) Any officer of the Corporation at the time of the making of the certificate, may certify a copy of any resolution, by-law or other document of the Corporation to be a true copy thereof.
- (4) For the purposes of this Section 2.4, "senior officer" means the chief executive officer of the Corporation (or equivalent), the chief financial officer of the Corporation (or equivalent) or any other officer designated as a vice president of the Corporation.

## **2.5 Banking Arrangements**

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Corporation, shall be transacted with such banks, trust companies, credit unions or other organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## **ARTICLE 3: MEMBERSHIP**

### **3.1 Membership**

Membership in the Corporation shall consist of those persons nominated and appointed as Members in accordance with this Article 3.

### **3.2 Qualifications**

- (1) Each Member shall:
  - (a) be a natural person at least 18 years of age;
  - (b) be a Canadian citizen;
  - (c) be a resident of the Province of Saskatchewan;
  - (d) have consented in writing to his or her becoming a Member and Director of the Corporation; and
- (2) Each Member shall not:
  - (a) be a person who has the legal status of a bankrupt;
  - (b) be a person who is of unsound mind and has been so found by a court in Canada or elsewhere;
  - (c) be a person holding federal, provincial or municipal elected office;
  - (d) be a person providing services on a full-time basis under contract to any federal, provincial or municipal government, department or agency, or to any corporation owned by Her Majesty the Queen in right of Canada or Her Majesty the Queen in right of any province of Canada; or

- (e) be a person employed by any federal, provincial or municipal government, department or agency, or by any corporation owned by Her Majesty the Queen in right of Canada or Her Majesty the Queen in right of any province of Canada.

### **3.3 Nominators**

- (1) The following entities are the Nominators referred to in this By-law:

- (a) Her Majesty the Queen in right of Canada  
Tower C, Place de Ville  
330 Sparks Street  
Ottawa, Ontario  
K1A 0N5  
Authorized Representative: Minister of Transport for Canada
- (b) The City of Regina  
City Hall  
Queen Elizabeth II Court  
2476 Victoria Avenue  
Regina, Saskatchewan  
S4P 3C8  
Authorized Representative: The Mayor
- (c) The Rural Municipality of Sherwood No. 159  
1840 Cornwall Street  
Regina, Saskatchewan  
S4P 2K2  
Authorized Representative: The Reeve
- (d) The Regina Airport Authority Inc.  
Regina Airport  
Regina, Saskatchewan  
Authorized Representative: Chairperson
- (e) The City of Moose Jaw  
City Hall  
228 Main Street  
Moose Jaw, Saskatchewan  
S6H 3J8  
Authorized Representative: The Mayor
- (f) Her Majesty the Queen in right of Saskatchewan  
Legislative Building  
Room 348  
Regina, Saskatchewan  
S4S 3B3  
Authorized Representative: Minister of Infrastructure

- (2) Additional entities may only be added as Nominators upon:

- (a) the unanimous approval of the Board;
  - (b) the written approval of the Minister; and
  - (c) the entity providing its written consent to its becoming a Nominator.
- (3) Any Nominator may be removed as a Nominator with the unanimous approval of the Board and with the prior written approval of the Minister.
- (4) Any Nominator may terminate its status as a Nominator by giving written Notice to the Corporation to that effect.

### **3.4 Number of Members**

The number of Members shall be a minimum of eleven (11) and a maximum of thirteen (13), as fixed by the Board from time to time by resolution. The Nominators, through their respective Authorized Representatives, shall nominate Members as follows:

- (1) Her Majesty the Queen in right of Canada may nominate two (2) Members and, during any period in which Her Majesty the Queen in right of Canada subsidizes the Corporation, may nominate one (1) additional nominee to be a Member. For the purposes of this Section 3.4(1), "subsidize" shall have the meaning in the ground lease respecting the airport properties;
- (2) Her Majesty the Queen in right of Saskatchewan may nominate one (1) Member;
- (3) The City of Regina may nominate six (6) Members;
- (4) The City of Moose Jaw may nominate one (1) Member;
- (5) The Rural Municipality of Sherwood No. 150 may nominate one (1) Member; and
- (6) The Corporation may nominate up to a maximum of two (2) Members to fill the remaining number of Members as fixed by the Board.

### **3.5 Member Appointment Process**

- (1) Members shall generally be appointed at the annual meeting of Members to fill any vacancy among the membership of the Corporation arising from the expiry of a Member's term of membership.
- (2) Prior to the expiration of the term of membership of a Member (in this Section called the "Existing Member"), the Corporation shall solicit a nominee from the Nominator who originally nominated the Existing Member to replace the Existing Member (which nominee may be the Existing Member). When making their respective nominations, the Nominators shall take into account any applicable qualifications for membership contemplated by the Public Accountability Principles or any desired qualifications communicated by the Board to such Nominator from time to time. The Nominator shall provide the Corporation with

the name of its nominee prior to the expiration of the term of membership of the Existing Member.

- (3) Provided that the nominee has satisfied the Board regarding the qualifications for membership set out in Section 3.2, the Members shall appoint each nominee so nominated by the Nominator and such appointment will be effective upon the expiration of the Existing Member's term of membership.

### **3.6 Term of Membership**

- (1) The term of membership for a Member shall be for a period commencing immediately after the annual meeting at which he or she is appointed and continuing until the third (3<sup>rd</sup>) annual meeting following his or her appointment. A retiring Member shall continue to be a Member until the adjournment or termination of the meeting at which his or her successor is appointed unless such meeting was called for the purpose of removing the Member in which case the Member so removed shall vacate office immediately upon the passing of the resolution for his or her removal.
- (2) A Member, if qualified in accordance with the By-laws, is eligible for reappointment, provided that no person may serve as a Member for more than nine (9) years.
- (3) Members are generally intended to be appointed and retire in rotation such that approximately one-third (1/3) of the Members shall be appointed at each annual meeting. At each annual meeting at which Members retire, to the extent possible, the same number of Members required to replace those Members retiring shall be appointed. The Board may from time to time implement the rotating membership in such manner as it considers appropriate.

### **3.7 Termination of Membership**

- (1) Notwithstanding Section 3.6, membership in the Corporation automatically terminates upon the happening of any of the following events:
  - (a) if a Member, in writing, resigns as a Member or a Director of the Corporation;
  - (b) if a Member dies;
  - (c) if a Member's membership is terminated in accordance with Section 3.8; or
  - (d) if a Member ceases to be qualified in accordance with Section 3.2(1)(b) or (c), or becomes a person described in Section 3.2(2).
- (2) If a Member's membership is terminated according to Section 3.7(1), the Corporation shall promptly provide written notice to the applicable Nominator of such termination and shall solicit a new nominee. Taking into account the matters referred to in Section 3.5(2), the Nominator shall then advise the Corporation in writing of the name of a new nominee as soon as possible. Subject to Section 3.5(3), such new nominee shall become a Member for the balance of the term of membership of the Member whose membership was terminated. If the Nominator fails to name a new nominee within 60 days of receiving written notice of the termination of membership, the Board may, if it so chooses, select the nominee for the Nominator who has failed to do so on such Nominator's behalf. The person so selected

by the Board shall be deemed to be the Nominator's nominee and shall be appointed by the Members as a Member for the balance of the term of membership of the Member whose membership was terminated.

### **3.8 Removal of Member**

- (1) A Member's membership in the Corporation may be terminated by a resolution to that effect, passed at a meeting of Members called for such purpose by the affirmative vote of not less than two-thirds all of the Members (excluding the Member in question).
- (2) At a meeting to terminate the membership of a Member pursuant to Section 3.8(1), the Members may consider such factors as they consider appropriate, including, without limitation, whether the Member has:
  - (a) failed to regularly attend meetings of the Board;
  - (b) failed to comply with the policies and procedures established by the Board from time to time, including any conflict of interest policy or code of conduct; or
  - (c) failed to participate effectively and constructively as a Director at meetings of the Board.
- (3) Upon a Member's membership being terminated in accordance with the foregoing, the vacancy so created shall be filled in the manner set out in Section 3.7(2).

### **3.9 Transfer of Membership**

A membership in the Corporation is not transferrable.

### **3.10 Membership Dues**

There shall be no membership fees, dues, charges, or other memberships levies of any kind whatsoever.

## **ARTICLE 4: DIRECTORS**

### **4.1 Powers**

The Board shall supervise the management of the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the Articles, the By-laws or any special resolution of the Corporation, expressly directed or required to be done in some other manner.

### **4.2 Number of Directors**

Subject to any minimum and maximum number of Directors prescribed in the Articles, the size of the Board shall be equal to the number of Members established by the Board from time to time pursuant to Section 3.4(1).

### **4.3 Qualifications of Directors**

All Directors are required to be Members and to meet the qualifications applicable to Members of the Corporation.

#### **4.4 No Duties to Nominators**

Notwithstanding any other relationship between a Director and his or her respective Nominator, the Director does not owe a fiduciary duty to such Nominator in the discharge of such Director's duties as a Director. Directors are not responsible for reporting to their respective Nominators on the affairs and operations of the Corporation.

#### **4.5 Election of Directors**

In furtherance of Section 4.2 which requires the number of Directors to be equal to the number of Members of the Corporation and Section 4.3 which requires all Directors to be Members of the Corporation, Members will be elected to serve as Directors annually. Directors will be elected by ordinary resolution at each annual meeting of Members and Directors who remain eligible to serve as Members will be re-elected at each successive annual meeting. A vacancy on the Board may be filled at a meeting of Members called for that purpose, or by a written resolution signed by all Members.

#### **4.6 Term of Directors**

The term of office for a Director shall be from the date of the meeting at which he or she is elected as a Director, and shall continue until the next annual meeting of Members thereafter. A retiring Director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing the Director from office, in which case the Director so removed shall vacate office immediately upon the passing of the resolution for his or her removal.

#### **4.7 Resignation**

A Director may resign by sending to the Corporation a resignation in writing. A resignation of a Director shall become effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later. Any person who resigns as a Director shall, immediately upon such resignation becoming effective, cease to be a Member of the Corporation.

#### **4.8 Ceasing to Hold Office**

A Director ceases to hold office when he or she ceases to be a Member of the Corporation.

#### **4.9 Vacancies**

If there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

#### **4.10 Compensation and Expenses**

The Directors may be paid such compensation for their services as the Board may from time to time determine. The Directors may also be reimbursed for expenses reasonably incurred by them



in attending meetings of the Board or any committee of the Board or in attending other events or meetings authorized by the Board or any committee of the Board. Nothing in this By-law shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

## **ARTICLE 5: MEETINGS OF DIRECTORS**

### **5.1 Place of Meetings**

Meetings of the Board or any committee may be held at such place as the Board or committee may from time to time determine.

### **5.2 Calling Meetings**

A meeting of the Board may be convened at any time by the Chairperson or any two Directors. A meeting of any committee may be convened at any time by the committee chair or any two members of the committee. Except as otherwise provided by the Act and the By-laws, the Directors either as a Board or as a committee thereof may convene, adjourn and otherwise regulate their meetings as they think fit.

### **5.3 Notice of Meetings**

- (1) The Board or any committee may establish, in advance, a schedule of regular meetings of the Board or the committee, as the case may be, indicating the date, time and location at which such meetings will occur. The approval of such schedule by the Board or the committee shall be sufficient notice of the meetings indicated on the schedule.
- (2) Notice of any other meeting or any change to a previously scheduled meeting of the Board or any committee shall be delivered by electronic mail or telephoned to each Director not less than three (3) days before the meeting is to take place. The statement of the Chairperson that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (3) Meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors or members of the committee are present (including present by way of telephone or other electronic means) or if all the absent Directors or committee members waive notice or consent to the meeting being held in their absence.
- (4) A notice of a meeting of Directors or of any committee shall, where required by the Act, specify the purpose or the business to be transacted at the meeting in reasonable detail.

### **5.4 Waiver of Notice**

Notice of any meeting of the Board or of any committee of the Board or any irregularity in any meeting or in the notice thereof may be waived by any Director or committee member in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

### **5.5 Participation in Meeting by Electronic Means**

If all the Directors consent, a Director may participate in a meeting of the Board or a committee of the Board by means of a telephonic, electronic or other communication facility in accordance with the Act. 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 Board and committees of the Board.

#### **5.6 Quorum**

A majority of the number of Directors established pursuant to Section 4.2 shall constitute a quorum for the transaction of business at any meeting of the Board. No business shall be transacted by the Board in the absence of a quorum.

#### **5.7 Chair of Meeting**

The Chairperson shall preside as chair of every meeting of Directors of the Corporation, but if at any meeting the Chairperson is not present at the time appointed for holding the meeting, the Directors present may choose one of their number to be chair of the meeting.

#### **5.8 Secretary of Meeting**

The chair of the meeting shall appoint a person, who need not be a Director, to act as recording secretary of the meeting.

#### **5.9 Adjournment of Meetings**

The chair of a meeting of the Board may with the consent of the meeting adjourn any meeting from time to time to a fixed time and place and subject to the Act, no notice of the fixed time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum is present at the adjourned meeting.

If a quorum is not present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

#### **5.10 Votes to Govern**

At all meetings of the Board and of each committee of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote and the motion shall be defeated. In the case of a motion before a committee of the Board that has been defeated because of a tie vote, the question will be referred to the Board as appropriate.

#### **5.11 Resolution in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Resolutions in writing contemplated by this Section 5.11 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

## **ARTICLE 6: OFFICERS**

### **6.1 Appointment of Officers**

- (1) The Board may from time to time designate the offices of the Corporation and until further determined, shall include a Chairperson. The Board may from time to time appoint such persons to fill any such offices, as it considers advisable. An officer may, but need not be, a Director, and one person may hold more than one office.
- (2) The Chairperson shall not, during the two years prior to his or her appointment as Chairperson, have:
  - (a) held a federal, provincial or municipal elected office;
  - (b) provided services on a full time basis under contract to any federal, provincial or municipal government, department or agency, or to any corporation owned by Her Majesty the Queen in right of Canada or Her Majesty the Queen in right of any province of Canada; or
  - (c) been employed by any federal, provincial or municipal government, department or agency, or by any corporation owned by Her Majesty the Queen in right of Canada or Her Majesty the Queen in right of any province of Canada.

### **6.2 Duties of Officers**

The Chairperson shall preside at all meetings of the Directors and at all meetings of Members and shall perform such other duties as may from time to time be assigned to him or her by the Board. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

### **6.3 Term of Office**

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

## **ARTICLE 7: COMMITTEES**

### **7.1 Formation of Committees**

The Board shall appoint such committees of the Board as required by the Corporation's ground lease, and may appoint one or more other committees of the Board as it may determine. The Board may delegate to any such committee any of the powers of the Board, except those which pertain to items which, under the Act, a committee of Directors has no authority to exercise.

### **7.2 Organization and Procedure**

Except as otherwise provided in the Act or in the By-laws and as may be otherwise determined by the Board, each committee of the Board shall determine its own organization and procedure.

## **ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **8.1 Indemnity**

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or officer, or an individual acting in a similar capacity, of another entity, and any such individual's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if:

- (a) such individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Subject to the limitations contained in the Act, the Corporation shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to above.

### **8.2 Indemnity Agreements**

Nothing in this By-law shall limit the right of any person entitled to indemnity apart from the provisions of this By-law. The Corporation is hereby authorized to execute indemnity agreements in favour of the individuals referred to in Section 8.1 to the fullest extent permitted by law and in such form as the Board may determine from time to time.

### **8.3 Insurance**

The Corporation is hereby authorized to purchase and maintain insurance for the benefit of the individuals referred to in Section 8.1 against such liabilities and in such amounts as the Board may determine from time to time.

## **ARTICLE 9: MEETINGS OF MEMBERS**

### **9.1 Place of Meetings**

Meetings of Members shall be held at such place within Saskatchewan as the Board may determine.

## **9.2 Annual Meetings**

The Board shall, by resolution, call an annual meeting of Members not later than 15 months after the earlier of:

- (a) the preceding annual meeting of Members; and
- (b) the expiry of the Corporation's preceding financial year.

## **9.3 Special Meetings**

- (1) The Board may, by resolution, call a special meeting of Members for the transaction of such business which is specified in the notice calling the meeting.
- (2) A special meeting of the Members shall be called by the Board upon receipt by the Board of a written requisition, the form of which shall be in accordance with the Act, signed by at least one-half of the Members of the Corporation.

## **9.4 Notice of Meetings**

- (1) Notice of the time and place of each meeting of Members, and the nature of the business to be transacted shall be given to each Member by electronic mail or telephone during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests in writing that notice be delivered by non-electronic means, written notice shall be given to that Member in accordance with the Act.
- (2) Notice of any meeting of Members shall also be given to the Directors and the Auditor in accordance with the methods and time periods prescribed by the Act.
- (3) Notice of a meeting of Members at which special business is to be transacted (being business other than that which is required by the Act to be carried out at an annual meeting of Members) shall:
  - (a) state the nature of that business in sufficient detail to permit those entitled to vote at the Meeting to form a reasoned judgement concerning that business; and
  - (b) include the text of any special resolution to be submitted to the meeting.

## **9.5 Waiver of Notice**

Notice of any meeting of Members or any irregularity in any such meeting or in the notice thereof may be waived by any Member or any other person entitled to attend the meeting of Members in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any Member or any other person entitled to attend the meeting of Members shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states to the meeting that his or her attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

## **9.6 Participation in Meeting by Electronic Means**

A person entitled to attend a meeting of Members may participate in the meeting of Members by means of a telephonic, electronic or other communication facility in accordance with the Act.

#### **9.7 Quorum**

A quorum for any meeting of Members shall be constituted only if a majority of the number of Members established pursuant to Section 3.4(1) are present. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum. No business shall be transacted at any meeting of Members unless the requisite quorum shall be present at the commencement of the meeting.

#### **9.8 Chair of Meeting**

The Chairperson shall preside as chair of every meeting of Members. If there is no such Chairperson, or if at any meeting he or she is not present at the time appointed for holding the meeting or is unwilling to act as chair, the Members present shall choose one of their number to be chair of the meeting.

#### **9.9 Secretary**

The chair of the meeting shall appoint a person, who need not be a Member, to act as recording secretary of the meeting.

#### **9.10 Adjournment of Meetings**

The chair of the meeting may with the consent of the Members adjourn any meeting of Members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present at the adjourned meeting. If a quorum as so constituted is not present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

#### **9.11 Votes to Govern**

Subject to the provisions of the Act, the Articles and the By-laws, all questions proposed for the consideration of the Members at a meeting shall be decided by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which he or she may be entitled as a Member and the motion shall be defeated.

#### **9.12 Voting**

- (1) Subject to the provisions of the Act, at all meetings of Members every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or is requested by a Member. Upon a show of hands, every Member entitled to vote and present has one vote.
- (2) Whenever a vote by show of hands shall have been taken upon a question, unless a ballot has been requested, a declaration by the chair 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, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of votes recorded in favour of or against the question.
- (3) A Member may vote at a meeting of Members by means of telephonic, electronic or other communication facility in such manner as the chair of the meeting may direct, subject to compliance with the Act.

### **9.13 Ballots**

If a ballot is required by the chair of the meeting or is requested and the request is not withdrawn, a ballot upon the question shall be taken in such manner as the chair of the meeting directs. Every Member entitled to vote and present shall have one vote. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.

### **9.14 Scrutineers**

At each meeting of Members, one or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting, to serve at the meeting. Such scrutineers need not be Members of the Corporation.

### **9.15 No Proxy Voting**

A Member is not entitled to appoint a proxyholder to attend and act at meetings on the Member's behalf.

### **9.16 Resolution in Writing**

A resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members. Resolutions in writing contemplated by this Section 9.15 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

## **ARTICLE 10: ANNUAL GENERAL PUBLIC MEETING**

### **10.1 Public Meeting**

- (1) Within 135 days after the end of each fiscal year, the Corporation shall hold a general meeting that is open to all members of the public. The Corporation shall publish in local media of Regina notice of the public meeting at least 30 days prior to the date of such public meeting.

- (2) The Corporation shall, at the public meeting, afford reasonable opportunity to members of the public for the asking of questions in respect of the Corporation's operations and affairs.
- (3) The Corporation shall present at the public meeting copies of the annual report of the Corporation for the previous fiscal year.

## **ARTICLE 11: MEETING BETWEEN THE CORPORATION AND THE NOMINATORS**

### **11.1 Meeting between the Corporation and the Nominators**

The Corporation shall, within 135 days after the end of each fiscal year, convene a meeting between the Corporation and the authorized representative of each of the Nominators, or such other person as a Nominator may select. The Corporation shall ensure that a majority of its Directors are in attendance at such meeting. The Corporation shall present to the meeting:

- (a) the annual financial statements for the immediately preceding fiscal year;
- (b) the auditor's report on the annual financial statements for the immediately preceding fiscal year; and
- (c) a statement of the Corporation's operational goals for the current fiscal year.

The Corporation shall also report in general terms information on the affairs of the Corporations and the Directors shall respond to such other questions of public interest concerning the business and affairs of the Corporation.

## **ARTICLE 12: NOTICES**

### **12.1 Computation of Time**

In computing the the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **12.2 Accidental Omissions and Errors**

The accidental omission to give any notice to any Member, Director or Auditor, or the non-receipt of any notice by any Member, Director, officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **ARTICLE 13: AUDITOR**

### **13.1 Auditor**

- (1) The Members shall, at each annual meeting of Members, appoint an Auditor to hold office until the next annual meeting.
- (2) The Board shall fill any vacancy in the office of the Auditor after the occurrence of the vacancy.



- (3) The Auditor shall receive notice of and shall be entitled to attend all Members' meetings.
- (4) The Auditor shall conduct an audit engagement in accordance with generally accepted accounting standards.

#### **ARTICLE 14: BY-LAWS AND AMENDMENTS, ETC.**

##### **14.1 Enactment/Repeal/Amendment**


Subject to the provisions of the Act which require a special resolution in the case of certain amendments, the By-laws may be enacted, repealed or amended by a resolution of the Board confirmed by an ordinary resolution of the Members, provided that any such enactment, repeal or amendment shall be of no force or effect until the approval of the Minister has been obtained.

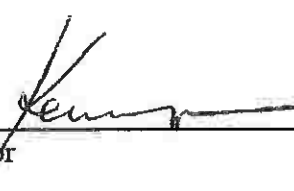
#### **ARTICLE 15: EFFECTIVE DATE**

##### **15.1 Effective Date**

This By-law shall come into effect when made by the Board, confirmed by the Members, and approved by the Minister in accordance with Section 14.1.

**ENACTED** by the Board the 28th day of September, 2012.

  
\_\_\_\_\_  
Chairperson

  
\_\_\_\_\_  
Director

**CONFIRMED** by the Members in accordance with the Act on the 28th day of September, 2012.

  
\_\_\_\_\_  
Chairperson