


**SASKATOON AQUALENES
SYNCHRONIZED SWIMMING CLUB, INC.**

BYLAWS

The bylaws were reviewed and approved by the membership of the Saskatoon Aqualenes Synchronized Swimming Club, Inc. at the AGM on October 13, 2018



Lana Shimp, Secretary



Jennifer Friedt, Vice-President & Chair

SASKATOON AQUALENES SYNCHRONIZED SWIMMING CLUB, INC.

BYLAWS

WHEREAS the Saskatoon Aqualenes Synchronized Swimming Club was incorporated under the Non- Profit Corporations Act of the Province of Saskatchewan on October 22, 1984 - No.291019;

AND WHEREAS the Saskatoon Aqualenes Synchronized Swimming Club, Inc. is empowered under the Act to make bylaws;

THEREFORE, the following are cited as the bylaws of the Saskatoon Aqualenes Synchronized Swimming Club, Inc.

DEFINITIONS AND INTERPRETATION:

A. Generally:

In these bylaws, unless the context otherwise requires, any word(s) or expression defined or used but not defined shall have the same meaning as in The Non-Profit Corporations Act, 1995 of the Province of Saskatchewan. Words importing the singular shall include the plural, vice versa, words importing the feminine gender shall include the masculine gender, and words importing persons shall include bodies corporate.

The interpretation of these bylaws and regulations or of any other matters not, provided for herein shall be referred to the Board of Directors of the Corporation whose decision in the matter shall be final.

B. Where they appear in these bylaws:

- a) "Act" means The Non-profit Corporations Act, 1995 (Saskatchewan) and any statute that may be substituted therefore, as from time to time amended.
- b) "Board" shall mean the Board of Directors of the Saskatoon Aqualenes Synchronized Swimming Club, Inc.
- c) "CAS" shall mean Canada Artistic Swimming.
- d) "Synchro Sask" shall mean Canada Artistic Swimming- Saskatchewan Section.
- e) "Coaching or Associated Member" shall mean those members employed or to be employed by the Corporation as coaches for the swimming programs organized by the Corporation.
- f) "Corporation" shall mean the corporation incorporated or continued by certificate of incorporation or continuance under the Act, the Directors of which passed these bylaws.
- g) "Director(s)" shall mean the Directors of the Saskatoon Aqualenes Synchronized Swimming Club, Inc.
- h) "Executive" shall mean the Directors who hold executive positions of the Saskatoon Aqualenes Synchronized Swimming Club, Inc. as appointed by the Board.
- i) "In writing" and "written" includes printing, typewriting, lithographing, photocopying, emailing and other modes of representing or reproducing words in the visible form.

- j) "Member in Good Standing" shall be a member who has paid their Saskatoon Aqualenes Synchronized Swimming Club, Inc. affiliation fee and registration fee and adheres to the bylaws and policies of the association.
- k) "Non-Voting Member" means any person who participates in the activity of the Corporation with the approval of the Board of Directors.
- l) "Office" shall mean the registered office of the Corporation for the time being.
- m) "Officers" shall mean, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 24 or by a resolution passed pursuant thereto.
- n) "Person" shall include partnership, association, corporation and company.
- o) "SAQ" shall mean the Saskatoon Aqualenes Synchronized Swimming Club, Inc.
- p) "Term" shall mean the time between the annual general meeting and the immediate next annual general meeting.
- q) "Treasurer" shall be the Vice President of Finance and Administration.
- r) "Voting Member" shall mean any person over the legal age of eighteen actively participating as an amateur athlete in the activity of the Corporation or an individual member under the age of eighteen being represented by a parent or legal guardian designated at the time of registration, in affiliation with the artistic swimming governing bodies.

C. Conduct

At all meetings of the Corporation, the latest revised edition of Robert's Rules of Order shall serve as a guide for the conduct of business.

1. NAME

The name of the Association shall be "Saskatoon Aqualenes Synchronized Swimming Club, Inc."

2. AREA

2.1 The area in which the Corporation will operate is in the City of Saskatoon, in the Province of Saskatchewan.

2.2 The office of the Corporation, where the business may be conducted, shall be located at such a place in the City of Saskatoon, in the Province of Saskatchewan as determined by the Board of Directors.

3. JURISDICTION

The Corporation shall exist solely for the governance of its members and shall regulate and control all matters related to amateur artistic (formerly known as synchronized) swimming within Saskatoon in accordance with the general territorial divisions and regulations of Synchro Sask.

4. PURPOSE

SAQ is dedicated to the promotion and development of the artistic swimming community in Saskatoon with

the following principle purposes:

- a) To provide instruction in basic artistic swimming skills, to provide an opportunity for the members to develop these skills to the maximum of their mental and physical capabilities be that at the Corporation, provincial, national or international level;
- b) To foster, promote and make available the sport of artistic swimming;
- c) To teach interested members the skills necessary to become artistic swimmers;
- d) To provide the opportunity for members to develop to the maximum potential and strive for national and international recognition;
- e) To give members the opportunity to compete in swim meets at various levels - local, provincial, national and international;
- f) To develop and maintain a high level of coaching through sponsorship of coaches' participation at recognized clinics and workshops;
- g) To promote the amateur sport of competitive artistic swimming through the cooperation of CAS and other organizations and individuals with similar objectives;
- h) To promote good sportsmanship, leadership and character.

5. MEMBERSHIP

5.1 Classes of Membership

Members of the Corporation shall consist of:

- a) Voting Members (Class A);
 - i) An individual member over the legal age of (18) participating in the sport of artistic swimming as an athlete;
 - ii) An individual member under the age of (18) being represented by a parent or guardian.
- b) Non-Voting Members (Class B) - An individual actively participating in the best interest of the Corporation and the sport of artistic swimming; this includes all coaching and associated member classes.

5.2 Membership interests in the Corporation may not be transferred or transmitted; a membership interest is personal unto the person to whom the interest is granted.

5.3 The Board of Directors shall determine the conditions for membership.

5.4 Membership or affiliation fees payable to the Corporation shall be prescribed by the Board.

5.5 Every member shall uphold the Articles and comply with the Bylaws and Policies of the Corporation.

5.6 To maintain status in good standing, members shall meet the conditions for membership established

by the Board.

- 5.7 The Directors may grant such membership for a term of one (1) year or part thereof always expiring on September 1st in each year and renewable by the Board in its discretion.
- 5.8 Any member may submit to the Corporation notice of any matter that it proposes to raise and discuss at a Special and/or Annual General Meeting and notice of the proposal shall be given with the notice of the so named meeting.
- 5.9 The Board shall have the right to discipline any member of the Corporation in a manner consistent with the Discipline Policies of the Corporation.
- 5.10 Upon termination of membership for cause or otherwise, members are not entitled to any refund of membership fees paid.
- 5.11 A member may withdraw from membership in the Corporation by notice in writing to the Board. The member shall provide a time frame of not less than two (2) weeks notice. Refunds will be administered as outlined in the Financial Policy of the Corporation.

6. MANAGEMENT

The property and business of the Corporation shall be managed by the Executive and Board of Directors which shall be responsible to the membership and shall do all such things and perform all such acts as may be necessary for the proper conduct of the Corporation in accordance with the Act and with the Articles and Bylaws of the Corporation.

7. BOARD OF DIRECTORS

- 7.1 The Board of Directors shall be elected at the Annual General Meeting from the membership of the Association. All of the Directors shall be residents of Saskatchewan.
- 7.2 Only members in good standing are eligible to stand for election to the Board.
- 7.3 The Board of Directors shall consist of a minimum of three directors and a maximum of fifteen directors.
- 7.4 No person shall be qualified to *be* a director if less than eighteen (18) years of age; if of unsound mind and so found by a Court in Canada or elsewhere; if a bankrupt or insolvent; if not a member of the Corporation.
- 7.5 Further, only one (1) member of the Board of Directors may be a non-voting member.
- 7.6 Pursuant to the position, the Head Coach shall preside as a full member of the Directors of the Corporation with full voting privileges.
- 7.7 The voting members of the Corporation at the Annual General Meeting shall elect directors each year for a 2-year term. Elected directors shall assume office immediately following the meeting at which they were elected and hold office until the Annual General Meeting, which concludes their term.
- 7.8 Directors are expected to demonstrate an ongoing interest in the affairs of the Corporation; to attend meetings and to undertake other assignments in support of the Corporation including active

membership on one or more committees. Failure to fulfill these responsibilities may lead to review of the director's status by the Executive.

- 7.9** Directors whose term has expired may be eligible for re-election to the Board.
- 7.10** A director may retire from office upon giving fourteen (14) days notice in writing to the Corporation of intention to do so. Such resignation shall take effect upon the expiration of such notice, or its earlier acceptance, or upon such date as may be specified.
- 7.11** In the event of a vacancy on the Board, the Board of Directors shall call for nominations from the membership. From these nominations, they may appoint a member to fill such a vacancy until the next Annual General Meeting at which time the vacancy shall be filled by election for the unexpired term of office. Such appointment must be ratified by a majority vote of the Board.
- 7.12** Should the immediate Past President resign, the position shall be left vacant. The immediate Past President shall be the person who prior to the holding of elections at the Annual General Meeting of the Corporation held the office of President.
- 7.13** A Director may be removed before expiration of his/her term of office according to Act, by ordinary resolution at a special meeting. The office of a director shall be vacated ipso facto:
- a) if the director ceases to qualify as a director;
 - b) if by notice in writing, to the Corporation the director resigns;
 - c) if the director is removed by resolution of the Corporation as in this Bylaw provided, as in section 5.2;
 - d) if the director is absent from three (3) consecutive meetings of the Board and the Board determines that there was no reasonable cause for such absence.
- 7.14** Where there is a vacancy in the number of Directors, the remaining Directors may exercise all powers of the Directors as long as a quorum remains in office.
- 7.15** Directors shall serve without remuneration with the exception that s/he be reimbursed expenses incurred in the performance of his/her duty in connection with the work of the Corporation.
- 7.16** It shall be the duty of each Director to adhere to the Corporation's Conflict of Interest Policy.
- 7.17** The director shall act honestly and in good faith with a view to the best interests of the Corporation, and all its' members, in discharging his/her duties. The Corporation shall indemnify and save harmless every director from any liability incurred as a result of the exercise of duties honestly and in good faith and on behalf of the Corporation.
- 7.18** The Board may appoint a committee of Directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a committee of Directors has no authority to exercise. The term of such committee shall be at the discretion of the Board of Directors.
- 7.19** The meetings and proceedings of any such committee shall be governed by the provisions herein contained regulating the meetings and proceedings of the Directors, including the appointment of a quorum.
- 7.20** All acts done at any meeting of the Directors, or of a committee or by any person acting as a Director shall, notwithstanding that it may later be discovered that there was some defect in the

appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

8. EXECUTIVE

- 8.1** The first meeting of each new Board of Directors shall be held within one month of the Annual General Meeting of the Corporation at which time the Executive of the Corporation shall be elected from the members of the Board for a 1-year term.
- 8.2** The Executive of the Corporation who shall be made up of the following:
- a) President
 - b) Vice- President
 - c) Treasurer
 - d) Secretary
 - e) Registrar
- 8.3** In the event of a vacancy in the position of President, the Vice-President shall assume the position for the balance of the term. In the event of a vacancy in any other executive position, the Board of Directors may, by a majority vote, elect a current board member to serve for the unexpired portion of the term.
- 8.4** The Executive shall perform such duties as are set for their respective positions.

9. OFFICERS

- 9.1** Directors shall be elected or appointed by the Officers as they deem appropriate. Except for Officers who are required by the Act to be a Director or member, an Officer need not be either a Director or a member. The offices to be filled and duties of such Officers shall be those designated by the Directors and unless and until duties are designated, shall be those usually pertaining to such Officers. Where a person has more than one office, each office shall be deemed separate from the others and an Officer may sign documents or describe himself by any one or more of the offices which he holds, or he may use the name of all offices held by them. Until new Officers are elected or appointed, following the election of a new Board of Directors, the then incumbents shall continue to hold office until new Officers are elected or appointed by the Directors.
- 9.2** 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 their successor is appointed
- 9.3** Officers may include President, Vice-President, Secretary, Treasurer, and/or Registrar. The individual holding the position of /head Coach shall also be appointed as an Officer automatically to assume the responsibilities of an Officer of the Corporation.
- 9.4** The persons holding such offices, besides filling any duties assigned to them by the Directors, shall have such powers as are usually incidental to their office.

President

- 9.5** The President shall preside at all meetings of the Board and of the members of the Corporation; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson, but if neither is present the Past President is to be chairperson at that meeting. The President is the chief executive officer of the

Corporation and shall supervise the other Officers in the execution of their duties. The President shall retain possession of the seal of the Corporation.

Secretary

- 9.6 The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all meetings of the Board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, Directors, officers, auditors, and members of committees; and shall have such other powers and duties as the Board may specify.

Treasurer

- 9.7 The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation; and shall have such other powers and duties as the Board may specify.

Term of Office

- 9.8 The Board, in its discretion, may remove any officer of the Corporation. Until such removal, each Officer appointed by the Board shall hold office until a successor is appointed, or until that person's earlier resignation.

10. BOARD MEETINGS

- 10.1 There shall be a minimum of four Board meetings in each fiscal year to be held at such time and in such place, as the President shall designate. At each board meeting notice of subsequent meeting will be given.
- 10.2 A Director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, email, telephone or otherwise.
- 10.3 Board meetings may be called by the President or shall be called upon the written request of a minimum of two or more Directors.
- 10.4 Each Director is entitled to one vote.
- 10.5 A majority of the Board Members holding office at that time shall constitute a quorum for a meeting of the Board.
- 10.6 Board meetings may be held in person, via teleconference, video conference, web conference or a combination of those as required.
- 10.7 A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

11. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 11.1 To perform such duties and take such actions as may be necessary in managing the activities and

affairs of the Corporation and to rule on all points not explicitly provided for therein. These duties should remain consistent with SAQ Bylaws, and in compliance with the Operating Policies of the Act.

- 11.2 To establish Standing Committees as are necessary for the administration of the Corporation.
- 11.3 To establish Special Committees from time to time, as deemed necessary.
- 11.4 To appoint Chairs for all Committees, each of whom may, but need not necessarily be, a member of the Board. Chairs of Standing Committees shall hold office for a one-year term and may be re-elected without restriction. Chairs of Special Committees shall hold office as defined by the terms of reference for the committee.
- 11.5 To establish terms of reference and approve membership of committees, provide resources for committee functions, ensure committee reporting procedures and maintenance of policy documents.
- 11.6 To formulate the Operating Policies and propose programs for the Corporation.
- 11.7 To ratify, reverse or amend the actions of the Executive.
- 11.8 To appoint signing officers.
- 11.9 To receive and act upon concerns relative to the Corporation.
- 11.10 To exercise financial control over the affairs of the Corporation by maintaining proper records and accounts of all transactions of the Corporation.
- 11.11 To be responsible for the securing, control and accounting of the finances of the Corporation and for placing and keeping all operating funds of the Corporation in legal accounts approved by the Board.
- 11.12 To approve financial statements and annual budgets.
- 11.13 To prescribe the manner in which cheques, agreements, letters, contracts and other documents shall be signed on behalf of the Corporation.
- 11.14 To determine the conditions for membership in the Corporation.
- 11.15 To set all fees.
- 11.16 To take such steps as deemed necessary to enable the Corporation to receive donations and benefits for the purpose of furthering the objectives of the Corporation.
- 11.17 To be responsible for the appointment of such employees as deemed necessary, to prescribe their duties, their terms and remuneration, to determine policies relative to those appointments and assess their performance.
- 11.18 To ensure all minutes of Board Meetings are circulated to member clubs and committee chairs, within 10 days of board approval.

12. EXECUTIVE MEETINGS

- 12.1 The meetings of the Executive shall be held at such time and in such place as the President shall

designate. Reasonable notice of meetings shall be given to all Executive in writing, by telephone or otherwise. Business may be conducted by conference call.

12.2 Executive meetings may be called at the written request of any of the Executive.

12.3 Three Executive members shall constitute a quorum for a meeting of the Executive.

13. DUTIES OF THE EXECUTIVE

13.1 The Executive may conduct the day-to-day affairs of the Corporation between meetings of the Board of Directors and shall be accountable to the Board.

13.2 The actions and decisions of the Executive shall be reported to the Board for ratification.

13.3 No duties listed in Section 11 may be unilaterally decided by the Executive.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings of the Corporation may be called:

a) On the order of the President whenever it is deemed necessary; or shall be called:

b) At the request of the majority of the Board; or

c) On the written request of at least 5% of the voting membership in good standing.

Such requests must set forth the purpose of the meeting. The only business that can be conducted during the Special General Meeting is the purpose for which it was called and included in the notice calling the meeting.

14.2 Meetings must be held within thirty (30) days of the request at such time and place as the Board may decide. Extensions may be approved by the members requesting the meeting.

14.3 If Special General Meeting involves time sensitive issues the meeting must be held accordingly.

14.4 A majority of the eligible and designated voting delegates as outlined in the Voting Section below shall constitute a quorum for a Special General Meeting.

15. VOTING

15.1 At Board Meetings:

a) Except the President, each member of the Board of Directors shall be entitled to one vote on each question at any meeting of the Board;

b) The President shall have the deciding vote in case of a tie;

c) No proxy votes shall be permitted;

d) Voting shall be by a show of hands (when in person), or verbal when on teleconference, video, or web; unless a ballot is requested by a member of the Board either before or after a vote by show of hands; should a ballot be requested, the vote will follow procedures as outlined in 15.3

By e-mail or mail;

- e) In all voting matters a simple majority shall decide;
- f) Abstentions are not counted when establishing a majority vote;
- g) A motion to destroy all ballots shall be made prior to the conclusion of the meeting.

15.2 At Annual or Special General Meetings:

- a) At the commencement of the meeting, the President must call for the identification of those members eligible to vote.
- b) Only members of the Corporation in good standing are eligible to vote.
- c) Members of the Board are entitled to one vote on each question.
- d) The President shall vote only in the case of a tie.
- e) No person shall be entitled to more than one vote, irrespective of the number of positions held. If a person finds themselves in a position of having dual voting power (could hold vote as a board member or as a club member) then they must choose in advance of the AGM which position they wish to be recognized (board or club).
- f) No proxy votes shall be permitted.
- g) In all voting matters a simple majority shall decide.
- h) Abstentions are not counted when establishing a majority vote.
- i) Voting shall be by a show of hands (when in person), or verbal when on teleconference, video, or web; Two non-voting scrutineers shall be appointed by the President and approved by the voting members when votes are taken by ballot. The non-voting scrutineers shall follow the procedures as outlined in 15.1 b-f. A majority of voting members present shall constitute the quorum for the transaction of business at that meeting.
- j) A motion to destroy all ballots shall be made prior to the conclusion of the meeting.

15.3 By E-Mail, or Mail:

- a) The President may, on his/her own motion or on a motion at the Annual or a Special General Meeting of the Corporation, submit any matter of special interest to the general welfare of the Corporation to a vote by e-mail or mail except the enactment, repeal or amendments of the bylaws.
- b) In the case of a mail vote, the President shall ensure that each member entitled to a vote shall receive a clear statement of the question to be voted upon with a request that the voting ballot be returned to the President within a specified time.
- c) The ballots shall be held until such time as they are counted.
- d) Within 10 days of the closing of the vote, the President shall send to each member a copy of the question and the result of the vote including the number voting for or against the question and

whether the said question has been carried or defeated.

- e) A report of any action taken by such a vote shall be verified and made a part of the minutes of the next meeting of the Board.
- f) All ballots shall be destroyed by motion of the Board.

15.4 By Telephone and/or e-mail:

In case of business arising from a board meeting, or in urgent business, telephone or email votes may be undertaken. Any resolution consented to, in writing or by telephone, by all of the members who would have been entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted. A report of any action taken as a result shall be verified and made a part of the minutes of the next meeting of the Board.

16. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Corporation.

17. FISCAL YEAR

The fiscal year of the Corporation shall be from August 1 to July 31.

18. AMENDMENTS OF BYLAWS

- 18.1** Bylaws of the Corporation may be repealed or amended by a quorum of the Board of Directors and must be sanctioned by a majority of the votes cast at an Annual or Special General Meeting of the Corporation.
- 18.2** If any bylaws or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of the members, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaws, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.
- 18.3** Amendments to the bylaws shall become effective immediately upon adoption unless the motion to adopt or a previous motion specifies otherwise.
- 18.4** Any member in good standing supported by a seconder may propose amendments to the bylaws by submitting written Notices of Motion to the President at least 15 days prior to the Annual or Special General Meeting at which such amendments are to be considered.
- 18.5** The membership of the Corporation shall be notified of amendments to the bylaws within 45 days of their adoption at an Annual or Special General Meeting.

19. ANNUAL MEETING

- 19.1** The Annual General Meeting of the membership of the Corporation shall be held at such time as determined by the Board of Directors provided it meets the requirements of the Act. The AGM is for the purpose of receiving and approving reports of the auditor and the Board of Directors, electing the Board of Directors, appointing auditors for the ensuing year and for the transaction of such other business relative to the affairs of the Corporation as may properly be brought before the meeting.

- 19.2** The President of the Corporation shall cause to be forwarded not less than 14 days or more than 50 days prior to the Annual or Special General Meeting a written notice of the meeting, its location, date, time, agenda, all notices of motion, and for a Special General Meeting, the reasons therefore to the Board of Directors, affiliated membership and to the auditor.
- 19.3** The Membership shall be notified in writing of such meetings. All such notices may be sent by ordinary prepaid mail or electronic mail to the last known address and shall be deemed to have been received on the day following their posting.
- 19.4** No business shall be conducted at a general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, twenty (20%) percent of the members of the Corporation entitled to vote and personally present shall be a quorum.
- 19.5** The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting from time to time or from place to place, but no business shall be transacted at such convened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 19.6** Unless otherwise directed by the Chairman, the order of business at each meeting of the Corporation, so far as applicable, shall be:
- a) Calling the meeting to order;
 - b) Adoption of the agenda;
 - c) Minutes of previous meeting;
 - d) Report of Directors;
 - e) Financial statement;
 - f) Report on budget;
 - g) Resolutions;
 - h) Election of Directors;
 - i) Other business;
 - j) Adjournment.

20. WAIVER OF NOTICE

Any person entitled to attend a meeting of members may in any manner waive notice of the meeting.

21. RECORDS OF THE CORPORATION

- 21.1** The Directors shall duly comply with the provisions of the Act in regard to the registration of mortgages; the keeping of registers of Directors and members, and their addresses and occupations; the signing of the balance sheet, and the filing of an annual report, changes in the registered office or changes in Directors.
- 21.2** The Directors shall cause minutes of the following to be duly entered in books provided for the purpose:
- a) All appointments of officers.
 - b) The names of Directors present at each meeting of the Directors and of any committee.

- c) All resolutions made by the Directors and committees.
- d) All resolutions and proceedings of general meetings; and any minutes of any meeting of the Directors or of any committees, or of the members, if purporting to be signed by the recording secretary and chairman of such meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

22. ACCOUNTING

- 22.1** The Directors shall cause true accounts to be kept of the sums of money received and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Corporation, the assets and liabilities of the Corporation and all other transactions affecting the financial position of the Corporation.
- 22.2** The books of account shall be kept at the registered office of the Corporation or at such other place as the Directors think fit, and, subject to the limitations of the Act in this regard, shall be open to the inspection of the Directors.
- 22.3** The Directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of members not being Directors. No member (not being a director) shall have any right to inspect any account, book or document of the Corporation except as conferred by law or as authorized by the Directors or by the Corporation in general meeting.
- 22.4** The Directors shall lay before each annual meeting of members a financial statement and the report of the auditor, if any, to the members thereon. The financial statement shall:
 - a) Be approved by the Board of Directors and signed by two (2) of them.
 - b) Cover a period that ended not more than six (6) months before the annual meeting.
 - c) Be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it.
 - d) Be made up of:
 - i. a statement of profit and loss for each period,
 - ii. a statement of surplus for each period,
 - iii. a statement of source and application of funds for each period, and
 - iv. a balance sheet as at the end of each period with each statement containing the information required by the Act to be disclosed in such statements.
- 22.5** A copy of the financial statement and a copy of the auditor's report shall be sent to each member by prepaid mail, email, or other electronic means as determined by the Board from time to time, ten (10) days or more before the date of the annual meeting.
- 22.6** As set out in the Act, at the Annual General Meeting, the membership will be requested to accept the Financial Statements and an auditor shall be appointed on this recommendation.

23. AUDITOR

- 23.1** The auditor shall be appointed by the members of the Corporation at the Annual General Meeting for the purpose of auditing the accounts of the Corporation.

23.2 The auditor so appointed shall hold office until the next Annual General Meeting.

23.3 The Board may fill any vacancy in the office of the auditor by resolution.

24. EXECUTION OF INSTRUMENTS

24.1 The Directors shall have the power from time to time by resolution to appoint any Officer or Officers person or persons on behalf of the Corporation either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Corporation may, when required, be affixed to contracts, documents, or other instruments in writing, signed as aforesaid, by an Officer or Officers, person or persons appointed by resolution of the Directors.

25. BORROWING POWER

25.1 Without limiting the borrowing powers of the Corporation, as set forth in the Act, the Board may from time to time:

- a) Borrow money on the credit of the Corporation not exceeding 10% of the annual budget;
 - i) Approval must be obtained at a General Meeting to borrow funds in excess of 10% of the annual budget;
 - ii) Secure the payment of monies borrowed in such manner as it sees fit.
- b) Issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- c) Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Corporation; and
- d) The borrowing of money by the Corporation and/or its representatives shall be given, prior to action, consideration at a Special General meeting of the membership unless this action has been given consideration when the yearly budget has been adopted by the membership at the Annual General Meeting.

25.2 Nothing in this section, other than the above section, limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

26. SECURITIES

The Board shall have the power to invest the funds of the Corporation in such a manner as it may deem advisable in the best interests of the Corporation.

27. DISSOLUTION

Subject to Section 192 of the Act, on dissolution of the Corporation, its assets shall, after satisfying its liabilities, be donated to such charitable Organizations in Saskatchewan, which has like or similar objectives as the Corporation and which is recognized as such by the Department of National Revenue, Taxation Division; and the particular organization to receive said assets shall be selected by the members of the Corporation, or by the Board of Directors, as the members may decide.

