



# **Saskatchewan Freestyle Skiing Inc.**

## **Bylaws**

**Adopted December 22, 2024**

**Amended November 6, 2025**

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## 1. PREAMBLE

### 1.1. The Corporation

1.1.1. The name of the Corporation is Saskatchewan Freestyle Skiing Inc.

### 1.2. The Bylaws

1.2.1. The following sets forth the Bylaws of Saskatchewan Freestyle Skiing Inc.

## 2. GENERAL

### 2.1. Purpose

2.1.1. These Bylaws relate to the general conduct of the affairs of the Saskatchewan Freestyle Skiing Inc, a corporation incorporated under *The Non-profit Corporations Act, 2022*, as amended from time to time.

### 2.2. Objectives

2.2.1. The objectives of Saskatchewan Freestyle Skiing Inc. are:

2.2.1.1. To improve, encourage and advance Freestyle Skiing and participation in the sport.

2.2.1.2. To provide standards and guidance to members of the Freestyle Skiing community in Saskatchewan.

2.2.1.3. To provide rules and act as the sanctioning body for all ~~SFSI~~ Saskatchewan Freestyle Skiing Inc. Freestyle Skiing activities.

2.2.1.4. To qualify and appoint officials for such activities.

2.2.1.5. To raise, use, invest, and re-invest money to support the activities of ~~SFSI~~ Saskatchewan Freestyle Skiing Inc.

### 2.3. Affiliation

2.3.1. Saskatchewan Freestyle Skiing Inc. shall operate under the jurisdiction of Freestyle Canada, Sask Ski and Sask Sport's bylaws and rules, where applicable.

## 3. DEFINING AND INTERPRETING THE BYLAWS

### 3.1. Definitions

In these Bylaws, the following words have these meanings:

3.1.1. "**Act**" means *The Non-profit Corporations Act, 2022*, as amended from time to time.

3.1.2. "**Auditor**" means an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting.

3.1.3. "**Board**" means the Board of Directors of Saskatchewan Freestyle Skiing Inc.

- 3.1.4. **"Corporation"** means Saskatchewan Freestyle Skiing Inc.
- 3.1.5. **"Director"** means an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- 3.1.6. **"Freestyle Canada"** means the National Sport Organization which governs the sport of Freestyle Skiing (formerly the Canadian Freestyle Ski Association (CFSA))
- 3.1.7. **"Member Club"** means a club having individual membership of not less than ten (10) persons and has agreed to abide by the Corporation's bylaws, policies, procedures, rules, and regulations. The Member Club shall have paid its annual membership fees to Saskatchewan Freestyle Skiing Inc.
- 3.1.8. **"Officer"** means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- 3.1.9. **"Ordinary Resolution"** means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Board Committees or at any meeting of Members.
- 3.1.10. **"Special Resolution"** means a resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of the Board, meeting of the Executive, or a meeting of the Members.

## **3.2. Interpretation**

- 3.2.1. The following Rules of Interpretation must be applied in interpreting these Bylaws.
  - 3.2.1.1. Singular and plural
    - 3.2.1.1.1. Words indicating the singular number also include the plural, and vice-versa.
  - 3.2.1.2. Masculine and feminine
    - 3.2.1.2.1. Importing the masculine will include the feminine and vice versa.
  - 3.2.1.3. Corporation:
    - 3.2.1.3.1. Words indicating persons also include the Corporation.
- 3.2.2. Headings are for convenience only.
  - 3.2.2.1. They do not affect the interpretation of these Bylaws.
- 3.2.3. Liberal Interpretation
  - 3.2.3.1. These Bylaws must be interpreted broadly and generously.

## **4. MEMBERSHIP**

### **4.1. Membership Fees**

#### **4.1.1. Membership Year**

- 4.1.1.1. The membership year will be the same as the Corporation's fiscal year.

#### 4.1.2. **Payment of Fees**

4.1.2.1. Membership fees or dues shall be payable annually to the Corporation and are not refundable.

4.1.2.2. Membership privileges take effect upon receipt of payment of fees.

### 4.2. **Discipline of Members**

#### 4.2.1. **Decision to Discipline**

4.2.1.1. The Board shall have authority to suspend or expel any Member Club from the Corporation for any one or more of the following grounds:

4.2.1.1.1. Violating any provision of the articles, bylaws, written policies or codes of conduct of the Corporation

4.2.1.1.2. Carrying out any conduct which may be detrimental to the Corporation as determined by professional, independent Complaint Resolution Officers or Arbitrators appointed to administer the Corporation's Discipline and Complaints Policy, within the Safe Sport Manual.

#### 4.2.2. **Appeal**

4.2.4.1. The Board will refer to the applicable policies within the Association's Safe Sport Manual for all matters related to appeals.

#### 4.2.5. **Mediation and Arbitration**

4.2.5.1. The Board will refer to the applicable policies within the Association's Safe Sport Manual for all matters related to appeals.

#### 4.2.6. **Dispute Resolution Mechanism**

4.2.6.1. The Board will refer to the applicable policies within the Association's Safe Sport Manual for all matters related to appeals.

### 4.3. **Termination of Membership**

#### 4.3.1. **Resignation**

4.3.1.1. Any Member may resign from the Corporation by sending or delivering a written and dated notice to the Corporation.

4.3.1.2. Once notice is received, the Member's name is removed from the Register of Members.

4.3.1.3. The Member is considered to have ceased being a Member on the date contained in the written notice.

#### 4.3.2. **Death**

The membership of a Member is ended upon death.

#### 4.3.3. **Discontinuance**

The membership of a corporate entity is ended upon discontinuance of corporation.

#### 4.3.4. **Expulsion**

If a Member has been disciplined in accordance with the Corporation's Discipline and Complaints policy, the Member is terminated for the duration of the discipline period and the name of the Member shall be removed from the Register of Members during the period of discipline.

### 4.4. **Limitation on Liability and Profit of Members**

4.4.1. No Member is, in an individual capacity, liable for any debt or liability of the Corporation.

4.4.2. The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

## 5. **MEETINGS OF THE CORPORATION**

### 5.1. **Annual Meeting**

5.1.1. The Corporation holds its Annual Meeting during the first six (6) months of the fiscal year at a location in Saskatchewan if the meeting is to be held in-person, or by way of virtual meeting platform or telephone.

5.1.1.1. The Board approves the place, day and time of the meeting.

5.1.2. If the Annual Meeting is to be held in-person, any person is entitled to participate in the meeting by means of telephone or virtual meeting platform.

5.1.2.1. Any person joining the meeting by telephone or virtual meeting platform is deemed to be present for the meeting provided the participant can communicate with other participants adequately throughout the meeting.

#### 5.1.3. **Meeting Notice**

5.1.3.1. Notice of an Annual ~~General~~ Meeting shall be given in writing to the membership and to the Auditor of the Corporation thirty (30) days in advance of the meeting.

5.1.3.2. Notice of the Annual Meeting shall set forth a statement that any member resolution or special business to be considered at the Annual Meeting must be forwarded to the Board of Directors at least ~~30~~ twenty (20) days prior to the Annual Meeting.

5.1.3.2.1. Special business and any resolution a member wishes to have considered at the Annual Meeting must identify the name of

the member and include a supporting statement relating to the special business or resolution.

5.1.3.2.2. The Board shall circulate the special business request or resolution to the members at least ten (10) days prior to the Annual Meeting.

5.1.3.2.3. The Board of Directors is not obligated to provide notice of the special business request or resolution if:

5.1.3.2.3.1. The purpose of the special business or resolution is to enforce a personal claim or redressing a personal grievance against the Corporation or its directors, officers or staff; or

5.1.3.2.3.2. The purpose of the special business or resolution is primarily for the purpose of promoting general economic, political, social, religious or similar causes unrelated to the Corporation; or

5.1.3.2.3.3. The request or a substantially similar one has, within two (2) years, been previously submitted and defeated; or

5.1.3.2.3.4. The member fails to present the resolution in person at the Annual Meeting; or

5.1.3.2.3.5. The resolution is to secure publicity that is unrelated to the policies and procedures of the Corporation.

5.1.3.3. Notice shall contain sufficient information to permit the Member to form a reasoned judgement on the decisions to be taken.

5.1.3.4. Notices will be sent electronically unless a Member requests notice to be sent by mail.

#### 5.1.4. **Quorum**

5.1.4.1. Quorum for transaction of business at any Annual or Special Meeting shall be constituted by the members present.

#### 5.1.5. **Agenda for the Meeting**

5.1.5.1. The business that must be attended to at the Annual Meeting is as follows:

5.1.5.1.1. Consideration and adoption of the audited or reviewed annual financial statements

- 5.1.5.1.2. Consideration and adoption of the auditor's or reviewer's report
- 5.1.5.1.3. Appointment or reappointment of an auditor or reviewer
- 5.1.5.1.4. Election of Directors
- 5.1.5.1.5. Consideration of Bylaws submitted by the Directors
- 5.1.5.1.6. Any special business
- 5.1.5.2. In addition, the following special business shall be attended to at the Annual Meeting:
  - 5.1.5.2.1. Adopt the agenda
  - 5.1.5.2.2. Adopt the minutes of the last Annual Meeting
  - 5.1.5.2.3. Chairperson's Report
  - 5.1.5.2.4. Treasurer Report: Proposed Budget for the next year
  - 5.1.5.2.5. Committee Reports
  - 5.1.5.2.6. Consider other items specified in the meeting notice

## **5.2. Special Meeting of the Corporation**

### **5.2.1. Calling of Special Meeting**

- 5.2.1.1. A Special Meeting may be called at any time:
  - 5.2.1.1.1. By a resolution of the Board of Directors to that effect; or
  - 5.2.1.1.2. On the written request of at least one-third (1/3) of the elected Directors.
    - 5.2.1.1.2.1. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.
- 5.2.1.2. The Directors shall call a meeting of the Members on the receipt of a written requisition specifying the purpose of the meeting from:
  - 5.2.1.2.1. In the case of a corporation with less than 1,000 Members, ten percent (10%) of the membership.

### **5.2.2. Notice**

- 5.2.2.1. Notice shall be sent to each Member at least thirty (30) days before the Special Meeting.
- 5.2.2.2. Notice shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- 5.2.2.3. Notices will be sent electronically unless a Member requests notice to be sent by mail.

### 5.2.3. **Agenda for Special Meeting**

- 5.2.3.1. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

## 5.3. **Proceedings at the Annual or Special Meeting**

### 5.3.1. **Attendance by the Public**

- 5.3.1.1. Meetings of Members will be closed to the public, but any person may be admitted at the invitation of the Chairperson or by ordinary resolution of Members.

### 5.3.2. **Participants**

- 5.3.2.1. An Annual or Special Meeting shall be composed of the following delegates:
  - 5.3.2.1.1. The Board of Directors of the Corporation.
  - 5.3.2.1.2. Affiliated clubs in good standing shall have one (1) delegate.

### 5.3.3. **Presiding Officer**

- 5.3.3.1. The Chairperson chairs all Meetings of the Corporation.
- 5.3.3.2. The Vice-Chairperson chairs in the absence of the Chairperson, or another designate may chair at the request of the Chairperson.
- 5.3.3.3. If neither the Chairperson nor Vice-Chairperson is present within one-half (1/2) hour after the set time of the General Meeting, the Members present shall select one (1) of the Directors to chair.

### 5.3.4. **Recessed Meetings**

- 5.3.4.1. The Chairperson may recess any Meeting with the consent of the Members at the meeting.
- 5.3.4.2. The subsequent reconvened meeting conducts only the unfinished business from the initial meeting.
- 5.3.4.3. No notice is necessary if the Meeting is recessed for less than thirty (30) days.
- 5.3.4.4. The Corporation must give notice when a Meeting is recessed for thirty (30) days or more.
  - 5.3.4.4.1. Notice must be the same as for any Meeting.

## 5.4. **Voting**

- 5.4.1. Each Member Club delegate present at the Annual Meeting or a Special Meeting shall be entitled to two votes.
- 5.4.2. Voting shall be by show of hands or other appropriate means.
- 5.4.3. Except for Special Resolutions, all questions shall be decided by a simple majority.

- 5.4.3.1. Special Resolutions include changes to Articles, Bylaws and those resolutions brought forward at an Annual Meeting.
- 5.4.3.2. For a Special Resolution to be carried, two-thirds (2/3) majority of those present and voting must approve the Special Resolution.
- 5.4.4. The Chairperson does not have a second or casting vote in the case of a tie vote.
  - 5.4.4.1. If there is a tie vote, the motion is defeated.
- 5.4.5. The Chairperson declares a resolution carried or lost.
  - 5.4.5.1. The statement is final and does not have to include the number of votes for or against the resolution.

## **5.5. Failure to Give Notice of Meeting**

- 5.5.1. No action taken at a General Meeting is invalid due to:
  - 5.5.1.1. Accidental omission to give notice to any Member;
  - 5.5.1.2. Any Member not receiving any notice; or
  - 5.5.1.3. Any error in any notice that does not affect the meaning.

## **5.6. Rules for Decision Making**

- 5.6.1. The rules contained in the latest edition of *Robert's Rules of Order* shall govern the meetings of the Corporation when not inconsistent with these Bylaws.

# **6. THE GOVERNANCE OF THE CORPORATION**

## **6.1. Governance and Management of the Corporation**

- 6.1.1. The Board of Directors governs and manages the affairs of the Corporation except when the membership is in an Annual Meeting or a Special Meeting.
- 6.1.2. All Directors must be members in good standing of the Corporation and shall support the mission, vision, values, and goals of the Corporation.
- 6.1.3. The Board will comprise at least one (1) member of each of the registered Member Clubs which are duly registered and in good standing.
- 6.1.4. The Board of Directors shall meet as often as it deems necessary, but no less than four (4) times annually.
- 6.1.5. The Chairperson of the Board of Directors shall preside over all meetings of the Board of Directors.
  - 6.1.5.1. The Chairperson may appoint another Director to act as Chairperson.
- 6.1.6. The quorum for meetings of the Board of Directors shall consist of 50% plus one (1) Board member in attendance.

## **6.2. Powers of the Board**

- 6.2.1. Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.
- 6.2.2. Except as otherwise provided in the Act or this Bylaw, the Board of Directors may delegate its powers, duties, and functions without limiting the generality of the foregoing:
  - 6.2.2.1. Make policies, procedures, and regulations for managing the affairs of the Corporation in accordance with the Act and these Bylaws.
  - 6.2.2.2. Establish the vision, mission, values, and strategic direction of the Corporation and approve policies related to the governance of the Corporation.
  - 6.2.2.3. Establish permanent committees or temporary committees to assist in performing the work of the Corporation and may delegate specific authority to these committees.
  - 6.2.2.4. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
    - 6.2.2.4.1. The Board of Directors may delegate its authority to such person who may also employ such persons as required to carry out the mission and work of the Corporation.
  - 6.2.2.5. Approve or make expenditures for the purpose of furthering the objects and purposes of the Corporation.
  - 6.2.2.6. Perform any other duties from time to time as may be in the best interests of the Corporation.

## **6.3. Remuneration**

- 6.3.1. Remuneration for all Officers, agents, employees and Committee Members shall be established by the Board of Directors by resolution.
- 6.3.2. Remuneration, if established, must be paid in a fair and equitable manner to all receiving remuneration.

## **6.4. Composition of the Board**

- 6.4.1. The Board shall consist of a minimum and maximum number of Directors specified in the Articles of Incorporation.

## **6.5. Election of the Directors**

- 6.5.1. A Director must:
  - 6.5.1.1. Be at least 18 years old
  - 6.5.1.2. Not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside of Canada

- 6.5.1.3. Be an individual (a corporation cannot be a director)
- 6.5.1.4. Not be in bankrupt status; and
- 6.5.1.5. Be a Member in good standing as outlined in Article 5.4.
- 6.5.2. Paid employees of the Corporation shall be ineligible to hold any elected position.
- 6.5.3. The Nominations Committee shall at least thirty (30) days prior to the Annual Meeting, notify all members in writing via email that nominations for election to the Board will be received up to fifteen (15) days before the annual meeting.
  - 6.5.3.1.1. Nominations shall not be accepted from the floor.
- 6.5.4. Nominations for election to the Board shall be in writing, signed by two (2) Members in good standing and accepted by the nominee in writing, and delivered to the Nominations Committee at least fifteen (15) days before the date of the Annual Meeting.
- 6.5.5. A person who has been nominated may withdraw that nomination by filing with the Nominations Committee a written statement to that effect, signed by the person and two (2) witnesses at any time during the period from the receipt of the person's nomination until seven (7) days after the close of nominations.
  - 6.5.5.1. The name of a person who withdraws their nomination must not appear on the ballot.
- 6.5.6. If the number of nominees exceeds the number of members to be elected to the Board, the Nominations Committee shall prepare paper or electronic ballots, or a combination of both, containing the names of the nominees in alphabetical order, and shall distribute one (1) such ballot to each Member in good standing at the Annual Meeting.
- 6.5.7. In the case that the number of nominees exceeds the number of members to be elected to the Board, candidates may present their qualifications in writing to Members through the Nominations Committee.
- 6.5.8. The ballots shall be destroyed or electronically deleted by the Nominations Committee within thirty (30) days following the Annual Meeting.
- 6.5.9. If less than the requisite number of nominees is nominated, the Board shall make the additional nominations necessary to result in a Board of the minimum number of Members required in the Articles of Incorporation.
- 6.5.10. If no election is required, the Nominations Committee shall report the names of the nominees to the Chairperson of the Board.
- 6.5.11. Following the introduction of Directors at the Annual Meeting, the newly elected Board shall set a time from among themselves for a meeting to appoint the Officers of the Corporation.
  - 6.5.11.1. The time set for the meeting must be within two (2) weeks following the Annual Meeting.

- 6.5.11.2. The Directors shall elect from among their number the following Officers:
  - 6.5.11.2.1. Chairperson
  - 6.5.11.2.2. Vice-Chairperson
  - 6.5.11.2.3. Secretary
  - 6.5.11.2.4. Treasurer
- 6.5.11.3. These Officers will hold office for one (1) year and are eligible for re-election throughout their tenure on the Board.
- 6.5.11.4. If an Officer resigns or is removed, the Board will appoint a successor from among the remaining Directors.
- 6.5.12. A Directors' term shall be three (3) years in length for a maximum of two (2) consecutive terms.
  - 6.5.12.1. If there is a vacancy of a Director position at the time of an election and that Director's three-year term would not have been concluded at the time of election, it shall be decided by those elected as to which elected Director will assume the shortened term of office.
  - 6.5.12.2. Those elected shall hold office until their successors assume office.

## **6.6. Resignation, Death or Removal of a Director**

- 6.6.1. A Director may resign from office by giving written notice to the Chairperson or Vice-Chairperson.
  - 6.6.1.1. The resignation takes effect immediately.
- 6.6.2. Voting Members may remove any Director before the end of their term.
  - 6.6.2.1. There must be a majority vote at a Special Meeting called for this purpose.
- 6.6.3. If a Director has been absent without notice to the Chairperson for six (6) consecutive Board meetings the Director will be deemed to have resigned.
- 6.6.4. As long as the minimum number of Directors is maintained, the Board need not fill the vacancy, however this does not preclude the Board appointing a Member in good standing as described in Article 5.4.1. to fill that vacancy until the next Annual Meeting.

## **7. FINANCE AND MANAGEMENT MATTERS**

### **7.1. Auditor**

- 7.1.1. The fiscal year of the Corporation runs from June 1 to May 31.
- 7.1.2. The Members shall appoint a qualified auditor at the Annual Meeting to conduct an audit for the current financial year in accordance with the CPA Canada Handbook - Assurance.

- 7.1.3. In the event revenues in the previous year are less than \$500,000 the Members may at the Annual Meeting appoint a qualified reviewer to conduct a review for the current financial year in accordance with CPA Canada Handbook – Assurance.

## **7.2. Financial Statements**

- 7.2.1. Upon completion of the audited or reviewed financial statements, the Board shall approve the financial statements and one or more of the Directors shall sign the financial statements as evidence of Board approval.
- 7.2.2. The audited or reviewed financial statements shall not be issued, published or circulated until the financial statements are signed and an accompanying auditor's or reviewer's report is available.
- 7.2.3. No later than twenty-one (21) days prior to the Annual Meeting the audited or reviewed financial statements along with the auditor's or reviewer's report must be provided to each Member of the Corporation.
- 7.2.4. Any Member who informs the Corporation in writing that the Member does not want a copy of the annual audited or reviewed financial statements and auditor's or reviewer's report shall be excluded from receiving this information.
- 7.2.5. Not later than thirty (30) days after the Annual Meeting, the Corporation shall send a copy of the approved audited or reviewed financial statements and the auditor's or reviewer's report to the Provincial Registrar of Corporations.

## **7.3. The Keeping and Inspection of the Books and Records of the Corporation**

- 7.3.1. The Secretary shall keep or cause to be kept all records of the Corporation in either bound or loose paper form or in electronic data processing format that is secure and regularly backed up.
  - 7.3.1.1. All records must be kept in such a fashion that they are capable of being reproduced in an intelligible written form within a reasonable time and shall be kept at the Registered Office of the Corporation.
- 7.3.2. The Secretary shall keep or cause to be kept the original Minute Books, which includes minutes from all meetings of the Membership of the Corporation, the Board, and the Executive Committee.
- 7.3.3. The Board shall keep or cause to be kept at the Registered Office all files and necessary books and records of the Corporation as required by the Bylaws, the Act and applicable Regulations, or any other statute or laws.
- 7.3.4. A Member wishing to inspect the books or records of the Corporation must give reasonable notice to the Chairperson of the intention to do so.
- 7.3.5. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- 7.3.6. All financial records of the Corporation are open for such inspection by the Members.

- 7.3.7. Other records of the Corporation are also open for inspection, except records that the Board designates as confidential.
- 7.3.8. A Member of the Corporation may make paper copies of any of the records of the Corporation free of charge.
- 7.3.9. An individual who is not a Member of the Corporation may pay a reasonable fee and examine the records of the Corporation and make paper copies of those records if desired.

#### **7.4. Borrowing Powers**

- 7.4.1. The Corporation may borrow or raise funds to meet its objectives and operations.
- 7.4.2. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.4.3. No financial assistance may be authorized to a Member, Director, Officer, or employee of the Corporation by way of a loan, guarantee, or any other means.

#### **7.5. Corporate Expense Reimbursement**

- 7.5.1. Reasonable expenses incurred while carrying out duties of the Corporation may be reimbursed to the individual who incurred the expense upon Board approval.

#### **7.6. Protection and Indemnity of Directors and Officers**

- 7.6.1. The Corporation indemnifies each Director against all costs, charges, or expenses that the individual may reasonably incur with respect to civil, criminal, administrative, investigative, or other proceeding because of association with the Corporation, providing the act was completed honestly and in good faith with a view to the best interests of the Corporation or with reasonable grounds to believe the act was lawful.
- 7.6.2. The Directors or Officers:
  - 7.6.2.1. Are not liable for the acts of any other Director, Officer or Employee.
  - 7.6.2.2. Are not responsible for any loss of any person dealing with the Corporation.
  - 7.6.2.3. If a Director or Officer was not acting in good faith at the time of the act or omission causing the loss referred to in Section 7.6.1., the limitation of liability does not apply.

### **8. AMENDING THE BYLAWS**

- 8.1. These Bylaws may be cancelled, altered or added to by Resolution at any Annual or Special Meeting of the Corporation.
- 8.2. The notice of the Annual or Special Meeting of the Corporation must include details of the proposed resolution to change the Bylaws.

- 8.3.** The amended Bylaws take effect after approval of the Resolution at the Annual or Special Meeting.
- 8.4.** If a Bylaw amendment is not properly distributed to the Members, or the amendment is rejected by the Members, the Bylaw amendment ceases to be effective until such time as it may be subsequently approved by the Members.