

## **BY-LAWS**

A by-law relating generally to the conduct of the affairs of

### **4-H ALBERTA (the "Corporation")**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **Article 1**

### **GENERAL**

#### **1.01 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 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**alumnus**" means a former participant including a youth member or leader in one or more of the programs of the Corporation or its affiliates or predecessors;
- (c) "**articles**" means the original or restated articles of continuance or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "**board**" means the board of directors of the Corporation and "**director**" means a member of the board;
- (e) "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "**meeting of members**" includes an annual meeting of voting members or a special meeting of voting members;
- (g) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (h) "**proposal**" means a proposal submitted by a voting member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- (i) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (j) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (k) "**youth**" means a general member who is participating in one or more the Corporation's programs who is 21 years of age or younger.

(l) **"youth director"** means a general member who is participating in one or more of the Corporation's programs who is 18 years of age or older and who qualified as a youth at the time of their election to the board.

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.05 Financial Year End**

The financial year end of the Corporation shall be December 31<sup>st</sup> and may be changed as and when determined by the board of directors.

## **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

The directors of the Corporation may by ordinary resolution from time

to time: (a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

(c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to

secure any debt obligation of the Corporation.

## **Article 2**

### **MEMBERSHIP**

#### **2.01 Overview**

In accordance with its traditions, the Corporation is committed to be a grassroots organization. At the same time, its goal is to be a modern organization that attracts leadership, which will make the Corporation a leading organization for development of youth in the modern world. In accordance with its traditions, the Corporation is comprised of clubs, districts and area/regional assemblies accredited, supported or sanctioned by the Corporation. As a grassroots organization, each club and district accredited, supported or sanctioned by the Corporation has autonomy into how it is structured and organized, subject to standard rules or governance which may be set by the Corporation from time to time. Any club or district which promotes values which the Corporation, in its sole discretion determines to be detrimental to the ideals promoted by 4-H, may have their status revoked. The Corporation shall establish up to seven area/regional assemblies which may organize themselves in accordance with 4-H traditions and in accordance with rules which shall be established by the Corporation from time to time. Each club shall elect members to serve on and at the applicable district. Each district shall elect members to serve on and at the applicable regional/area assembly. Each person accepted by a club as a member shall be a general member of the Corporation and shall have the rights and obligations established by the Corporation for general members from time to time in accordance with these by-laws. The directors of the Corporation may establish standard rules for the governance of each club district and area/regional assembly from time to time.

There shall be the following two classes of members in the

Corporation: (a) general members; and

(b) voting members.

General membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, who have applied for and been accepted into membership in the Corporation in accordance with the procedures and accreditation requirements adopted by the Corporation and its clubs from time to time and who have paid the applicable membership fees as established by the board from time to time. Such members shall include youth participants, volunteers, alumnus, parents and leaders. General members shall not be entitled to receive notice of, attend or vote at any meetings of the members of the Corporation.

Voting members shall be:

(1) existing directors of the Corporation; and

(2) those members which are elected by each of the area/regional assemblies to

serve and represent their area/regional assemblies as their executive committee and which shall comprise no more than 4 and whose names and contact information has been duly provided and recorded in the voting membership register of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law.

## **2.02 Membership Transferability**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **2.03 Notice of Meeting of Voting Members**

Notice of the time and place of a meeting of voting members shall be given to each voting member entitled to vote at the meeting that have been registered in the voting member register of the Corporation by the following means:

- (a) by mail, courier or personal delivery to each voting member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each voting member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the voting members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to voting members entitled to vote at a meeting of voting members.

## **2.04 Absentee Voting at Members' Meeting by Proxy**

Pursuant to Section 171(1) of the Act, a voting member entitled to vote at a meeting of voting members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be voting members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. The form of proxy shall be as approved by resolution of the board and in accordance with the Regulations.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the voting members (and if Section 199 applies, a special resolution of each class of voting members) is required to make any amendment to articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of voting members.

## **Article 3**

### **MEMBERSHIP DUES, TERMINATION**

### **3.01 Membership Fees**

Membership fees for all general members and voting members shall be set by the board from time to time.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership as determined by the Corporation from time to time; or
- (c) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

## **Article 4**

### **MEETINGS OF VOTING MEMBERS**

#### **4.01 Annual Meeting**

The board of directors shall call an annual meeting of the voting members not later than 18 months after continuation of the Corporation under the Act and subsequently, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year.

#### **4.02 Special Meetings**

The board of directors may call a special meeting of the voting members at any time. The board of directors shall call a special meeting of voting members in accordance with Section 167 of the Act, on written requisition of voting members carrying not less than 50% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any voting member who signed the requisition may call the meeting.

#### **4.03 Place of Voting Members' Meeting**

Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the voting members shall be virtually or held at any place within Alberta determined by the board.

#### **4.04 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of voting members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation. Any other general member or other person may be admitted at the discretion of the board.

#### **4.05 Chair of the Meeting**

In the event that the chair of the board or the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.06 Quorum**

A quorum at any meeting of the voting members (unless a greater number of voting members are required to be present by the Act) shall be a majority of the voting members entitled to vote at the meeting either by presence or by proxy. If a quorum is present at the opening of a meeting of voting members, the voting members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **4.07 Votes to Govern**

At any meeting of voting members every question shall be determined by a majority of the votes cast on the questions. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

#### **4.08 Participation by electronic means**

If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of voting members, any person entitled to attend such a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **4.09 Members' Meeting Held Entirely by Electronic Means**

If the directors or voting members of the Corporation call a meeting of voting members pursuant to the Act, those directors or voting members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.10 Resolution in Lieu of Meeting**

A resolution in writing, signed by all the voting members entitled to vote on that resolution at a meeting of voting members, is as valid as if it had been passed at a meeting of the voting members. A resolution in writing dealing with all matters required by the Act or these by-laws to be dealt with at a meeting of voting members, and signed by all the voting members entitled to vote at that meeting, satisfies all the requirements of the Act and these by-laws relating to meetings of voting members. Acopy of written resolutions must be kept with the minutes

of the meetings of voting members.

## **Article 5** **DIRECTORS**

### **5.01 Overview of the Duties of the board**

The principal role and legal duty of the board is to oversee the strategic direction, management and operation of the Corporation's business and affairs. Accordingly, the board oversees the development of the overarching strategic direction and policy framework for the Corporation, ensures that the Corporation's activities are consistent with its mandate and evaluates the organization's overall efficiency and effectiveness in using financial and human resources to meet the Corporation's objectives.

These duties are mainly discharged through board oversight of the Chief Executive Officer who is responsible for overseeing the management and day to day operations of the Corporation. The board is responsible for the selection, monitoring and evaluation of the Chief Executive Officer and the Chief Executive Officer is ultimately responsible for the quality and performance of the Corporation's administration. In this way the board assumes responsibility for the stewardship of the Corporation.

### **5.02 Number of Directors**

The board shall consist of 9 to 13 directors or such other number of directors as shall be determined by a vote of the voting members from time to time. There shall also at all times be at least one member of the board representing each area/region. In addition, there shall at all times be one youth director nominated by the nominating committee and elected by the voting members in accordance with the provisions hereof.

### **5.03 Qualification of the Directors**

Each director of the Corporation shall be an individual who:

- (a) is 18 years of age or older;
- (b) has not been declared incapable by a court in Canada or in another country;
- (c) does not have the status of a bankrupt;
- (d) is not an ineligible individual as defined by the *Income Tax Act* (Canada); and-
- (e) is a current resident of Alberta.

### **5.04 Election and Term**

The voting members will elect the directors at the first meeting of the voting members and at each succeeding annual meeting at which the election of directors is required. All directors of the Corporation shall be nominated and shall receive the approval of the nominating committee and the board before they are

eligible for election by the voting members. The nominees for an area director will be vetted by the Governance and Nominating Committee. The names of the nominees successfully vetted will be sent to the applicable Regional Council Executives for a vote and the name of the successful candidate will be submitted to the board to be put before the voting members for a vote at the next annual general meeting. In the event that a Regional Council cannot agree upon one candidate from the names submitted by the Governance and Nominating Committee within 35 days of the date of such submission in accordance with this section, then the name of the candidate for area director to be put before the voting members at the next annual general meeting shall be selected by the Governance and Nominating Committee. A youth director of the board shall be nominated by the nominating committee following consultations with youth general members in accordance with such procedures as shall be established by the nominating committee from time to time. The youth director shall be elected to the board by the voting members in accordance with the terms hereof, for a term of two years. Such terms shall be non-renewable; provided however that any person who serves as a youth director of the board may, if elected by the voting members, serve as a director of the board following their term as a youth director of the board.

All other members of the board shall be elected for a term of three years; provided that, the term of an outgoing chair of the board may be extended for a further two year period so that such outgoing chair may serve as the past chair of the board. Such directors will be eligible for election to two consecutive terms and then will be eligible once again after an absence of at least one year from board membership. All members elected to the board shall be elected at an annual meeting of the voting members and shall serve from the date of the meeting at which they are elected until the close of the next annual meeting of voting members following the term to which they are elected or appointed or until their successors are elected or appointed.

### **5.05 Resignation**

A director may resign his or her office by delivering a written resignation to the chair of the board or secretary of the Corporation. The resignation becomes effective at the time it is delivered to the Corporation or at the time specified in the resignation, whichever is later.

### **5.06 Removal**

The voting members may, by ordinary resolution, pass at a special meeting of voting members remove any director from office before the expiration of the director's term and may, by ordinary resolution passed at such special meeting, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed.

### **5.07 Filling Vacancies**

Subject to the Act and the articles, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the voting members to elect the number of directors required to be elected at any meeting of voting members. A director appointed or elected to fill a vacancy ceases to

hold office at the close of the first Annual Meeting following his or her election.

#### **5.08 Remuneration of Directors**

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director. A director may be reimbursed for reasonable expenses incurred by the director in such director's attendance at, including travel to, board meetings or otherwise incurred in the performance of the director's duties.

### **Article 6** **MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

#### **6.02 Place of Directors' Meetings**

Meetings of the board may be held at any place within Alberta, or virtually, as determined by the board.

#### **6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of this by-law to every director of the Corporation not less than 3 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

#### **6.04 Quorum**

A quorum at any meeting of the directors shall be a majority of the number of directors duly elected at such time.

#### **6.05 Votes to Govern**

At all meetings 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, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote.

#### **6.06 Resolution in Lieu of Meeting**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of the directors or a committee of directors. A

copy of written resolutions must be kept with the minutes of the meetings of directors.

### **6.07 Conflict of Interest**

A director who is in any way directly or indirectly interested in a contract or transaction, whether made or proposed with the Corporation, shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract, transaction or any ancillary agreements or actions related thereto. In supplement of and not by way of limitation upon any rights conferred upon directors by the Act and specifically subject to the provisions contained in section 141 (Disclosure of interest) of the Act, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

### **6.08 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **6.09 Governance and Nominating Committee**

The board shall form and appoint persons to a governance and nominating committee (the “nominating committee”). It shall be within the mandate of the nominating committee to perform ongoing succession planning having regard to the principle that board membership should represent a diversity of backgrounds, experiences and skills. The nominating committee shall annually conduct a review of the needs and capabilities of the Corporation and the board using a skills matrix to determine gaps and strengths for the board. Such matrix is meant to identify existing gaps and projected gaps based on tenure and turnover. The nominating committee shall be comprised of at least three current directors, one of which is an Alumnus and one representative of Alberta 4-H Foundation. The nominating committee may establish its rules for its own governance and procedures.

Beginning in September of the year preceding the year in which vacancies to the board must be filled, the nominating committee shall canvas the voting members

and the Chief Executive Officer for potential candidates in the form of nominations and skills and experience summaries for evaluation based on the needs of the board. In the search for candidates, the nominating committee shall give consideration to the following:

- (a) There must be at least one member of the board representing each area/region;
- (b) There must be one youth director of the board to be nominated following consultation with youth general members in accordance with procedures to be developed by the nominating committee;
- (c) At least three members of the board should be alumnus;
- (d) The goal of the organization shall be to attract and retain a leadership group equipped to lead a youth development organization in the modern world; and
- (e) The skills matrix developed by the nominating committee in accordance with these by-laws.

Short listing, interviewing and assessment shall be conducted by the nominating committee.

#### **6.10 Executive Committee**

The board shall form an executive committee comprised of the chair of the audit committee, the chair, the past chair, the vice-chair, and the secretary to supervise and consult with the chief executive officer and the chief executive officer's staff who shall be charged with implementing the strategic direction of the Corporation as determined by the board from time to time.

#### **6.11 Participation by Electronic Means**

A director may participate in a meeting of directors or of a committee of directors by means of a telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting and shall be entitled to vote at such meeting.

### **Article 7** **OFFICERS**

#### **7.01 Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers to terms of two years, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

#### **7.02 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the board** – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) **Vice-Chair of the board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify. Following the completion of the term of the chair of the board, the vice chair of the board shall become the chair of the board for a term of two years.
- (c) **Past Chair of the Board** – following the end of a term of a chair of the board, the former chair shall become the past chair of the board for a term of two years. The past chair of the board shall consult with the successor chair of the board and provide support as required. The past chair of the board shall have as other duties and powers as the board may specify.
- (d) **Chief Executive Officer** – If appointed, the chief executive officer shall, unless otherwise determined by resolution of the board, be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer shall, subject to the authority of the board, have general supervision and control of the business and affairs of the Corporation. The chief executive officer will not be a director of the Corporation.
- (e) **Secretary** – If appointed, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary will not have a right to vote unless the secretary is also a member of the board.
- (f) **Treasurer** – The treasurer shall, among such of the duties as the board may specify from time to time, serve as the chair of the audit committee. The treasurer will not have a right to vote unless the treasurer is also a member of the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **7.03 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation.

### **7.04 Conflict of Interest**

An officer shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such officer:

- (a) is a party to the contract or transaction,
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or
- (c) has a material interest in a party to the contract or transaction. Such officer shall not vote on any resolution to approve the same except as provided by the Act.

### **7.05 Attorneys and Agents**

The Corporation may, from time to time, appoint agents or attorneys for the Corporation with the powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **Article 8** **AUDIT**

### **8.01 Appointment of Public Accountant**

At each annual meeting of the voting members, the voting members shall, by ordinary resolution, appoint a public accountant to hold office until the close of the next annual general meeting.

### **8.02 Audit Report**

After conducting an audit, the public accountant shall prepare a report on the financial statements which are placed by the directors before the members a minimum of 21 days before the annual general meeting.

### **8.03 Audit and Finance Committee**

The Corporation shall appoint an audit and finance committee which shall be composed of the chair of the audit committee, as shall be appointed by the board from time to time, and not less than two directors who are not officers or employees of the Corporation or any of its affiliates. The audit committee shall review the financial statements of the Corporation before they are approved and shall invite the Corporation's public accountant to meetings of the audit committee as appropriate. This committee shall assist the board in fulfilling its oversight obligations related to financial resources of the Corporation and assist the board in ensuring the Organization operates in a financially prudent manner with appropriate controls and checks and balances to safeguard assets and processes to identify and mitigate financial risk.

**Article 9**  
**DUTIES OF DIRECTORS AND OFFICERS**

**9.01 Duties of Directors and Officers**

All directors and officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

**Article 10**  
**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**10.01 Indemnity of Directors and Officers**

Subject to 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 in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the 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 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 their conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

**10.02 Insurance**

Subject to the Act, the Corporation may secure, purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a director or an officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a smaller capacity, or another entity, if the individual acts or acted in that capacity at the Corporation's request.

## **Article 11** **NOTICES**

### **11.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of voting members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **11.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **11.03 Omissions and Errors**

The accidental omission to give any notice to any voting member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Article 12**

### **EFFECTIVE DATE**

#### **12.01 Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the voting members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the voting members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the voting members at the next meeting of voting members or if it is rejected by the voting members at the meeting.

This section does not apply to a by-law that requires a special resolution of the voting members according to subsection 197(1) (Fundamental Changes) of the Act because such by-law amendments or repeals are only effective when confirmed by voting members.

MADE the 27 day of May, 2023.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 27 day of May, 2023 and confirmed by the voting members of the Corporation by special resolution on the 27 day of May, 2023.

Dated as of the 24 day of November, 2023.

Scott Bodie

Scott Bodie (Nov 24, 2023 12:54 MST)

Name: Scott Bodie  
Title: Director

Christine Suominen

Name: Christine Suominen  
Title: Director