



**NOTICE OF THE JOINT ANNUAL GENERAL MEETING  
OF  
THE LIONS EYE BANK OF SASKATCHEWAN INC. &  
THE SASKATCHEWAN LION FOUNDATION INC.**

DATE: NOVEMBER 16, 2024  
TIME: LUNCH 11:30 AM,  
MEETING 12:15 PM  
PLACE: Lions Hall, 2008 6<sup>th</sup> St.  
Rosthern, SK

**THERE WILL BE PROPOSALS TO AMEND THE CURRENT BYLAWS FOR BOTH FOUNDATIONS. THE PROPOSALS ARE ATTACHED TO THIS INVITE. IF YOU PLAN TO ATTEND PLEASE FAMILIARIZE YOURSELF WITH BOTH PROPOSALS AND BE PREPARED TO VOTE ON THEM.**

**Please advise Secretary Lion Rick Pockett, not later than 02 November, 2024, if you plan to attend.**

Email: [mrpockett16@gmail.com](mailto:mrpockett16@gmail.com) or call: 1-306-537-0202.

Once attendance is confirmed, an agenda & further details will be sent to all registered attendees.

**PROPOSAL** ATTACHMENT B

**SASKATCHEWAN LIONS FOUNDATION INC.**

**PROVINCE OF SASKATCHEWAN**

**The Non-Profit Corporation Act, 1995**

**By-Laws of the Saskatchewan Lions Foundation Inc.  
(hereinafter referred to as The Foundation)**

## **NAME**

1. The corporate name of the corporation is “Saskatchewan Lions Foundation Inc.”, (hereinafter called “the Foundation.”)

## **TRANSITIONAL**

2. All prior Bylaws of the Corporation are hereby repealed, and the following provisions substituted therefore.

## **INTERPRETATION**

3. In these By-Laws, unless the context otherwise required, expressions in *The Non-Profit Corporations Act* (Saskatchewan), or any statutory modification thereof in force at the date at which these regulations become binding on the Foundation, shall have the meaning so defined and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

## **HEAD OFFICE**

4. The Head Office of the Corporation shall be in such place as the Directors determine from time to time, which will be the address of the President from time to time. The mailing address shall be such place as the Directors determine from time to time.

## **MEMBERSHIP**

5. There shall be one class of membership in the Foundation.
  - a. Every Lions Club in good standing located in the Province of Saskatchewan is a member club of the Foundation.

- b. Voting privileges at the Annual General Meeting or any Special Meetings of the Foundation shall be extended to the Board of Directors and voting delegates of the member Clubs. The member Clubs shall be entitled to one (1) voting delegate for each ten (10) members or majority thereof. The major portion thereof shall be six (6) members or more.

## **ANNUAL GENERAL MEETING**

6. An Annual General Meeting of the Foundation shall be held within ~~120~~150 days from the close of the fiscal year.

The date, time and location of the Annual General Meeting shall be determined by the Board of Directors.

- ~~a. Members shall notify the Secretary of the Foundation through the mail or by electronic means of the names and addresses of its delegates at least fourteen (14) days prior to the date of the Annual General Meeting.~~

7. The Directors shall not give less than thirty (30) days notice of an Annual General Meeting, specifying the place, the date, and the hour of the meeting to such persons and members as are under the By-Laws, entitled to receive notice of meetings.
8. Where the Board of Directors propose to present a Resolution or transact any business which is required by law to be carried out by way of Special Resolution, the Board of Directors shall give thirty (30) days notice of any meeting in which the resolution is intended to be transacted, and the Board of Directors shall give notice of the business to be transacted which requires a Special Resolution.
9. Whenever, under the provisions of the By-Laws of the Foundation, notice is required to be given, such notice may be given either personally, sent electronically, or by post office.
10. At every Annual General Meeting, in addition to other business that may be transacted, the Annual Report of the Board of Directors, the Financial

Statement of the Foundation, and the Report of the Auditors shall be presented.

11. Each Director and voting delegate shall, at the Annual General Meeting, be entitled to one (1) vote.
12. The President or Vice President shall preside as Chairman of the Annual General Meeting. If the President or Vice President is for any reason unwilling or unable to act as Chairman, the members (delegates) shall choose another member of the Board of Directors to be Chairman of the meeting.
13. At all meetings of the Foundation, every question shall be settled by a majority of the votes of the voting members present, unless required by the By-Laws of the Foundation. No proxy votes will be permitted.

## **BOARD OF DIRECTORS**

14. The affairs of the Foundation shall be managed by the Board of Directors.
15. Unless otherwise determined by a Special Resolution, the number of Directors comprising the Board of Directors shall not be less than ten (10) nor more than ~~forty-eight (48)~~ **eighteen (18)**, and all Directors shall live within the province of Saskatchewan.
16. Six (6) Directors shall be elected from each of the Districts of Lions Clubs International within the Province of Saskatchewan, to be elected by a majority vote of the Lions of the District.
  - a. If any new Districts are established within the Province of Saskatchewan, this provision shall apply as if the new District was included in this by-law.
  - b. All elected Directors are elected for a three (3)-year term.
  - c. A Director may not serve for more than two consecutive full three-year terms, **but may be elected again after one complete year out of office.**
17. The District Governor from each Lions District in Saskatchewan shall be considered a voting member of the Board of Directors for the duration of his/her term of office.

18. All Directors shall be a member in good standing of a Lions Club in good standing in the District from which they are elected.
19. Questions arising at any meeting of the Board of Directors shall be decided by a majority vote.
20. The office of a Director shall be automatically vacated:
- a. If the Director resigns his or her office by delivering a written resignation to the Secretary;
  - b. If he or she ceases to be a member of a Lions Club in Saskatchewan;
  - c. If the Lions Club of which he/she is a member has ceased to be Club in good standing with the Lions District or Lions Clubs International;
  - d. If he or she is found to be mentally incompetent or of unsound mind;
  - e. If he or she becomes bankrupt or suspends payment of compounds with creditors; or
  - f. If, at a Special General Meeting of Members, a Resolution is passed by 75% of the members present that he or she be removed from office; or
  - g. On death.
- ~~21.~~ In the event of a vacancy on the Board of Directors, ~~the District Governor shall appoint a Director to fill the unexpired term.~~ the remaining directors may by majority vote appoint a member to serve in the place of the departing director. Such appointee shall meet the qualifications for the constituency represented by the departing director as set forth in Article 16 and shall serve until the adjournment of the Annual General Meeting of Members next following his appointment, and if at such time there remains a portion of the departing director's term of office still to be served, a person shall be elected in accordance with the provisions of Article 16.
- ~~22.~~ The members of the Board of Directors may recommend a Director be removed by the District Governor from the District that appointed him before the expiration of his term of office, and if the District Governor agrees to rescind the Director's appointment, the said District Governor shall appoint a new Director to fill the unexpired term.

## DIRECTOR'S MEETING

23. At the first meeting of the Board of Directors held after the Annual General Meeting of the Foundation, the Board of Directors shall elect from among themselves, a President and a Vice President.
24. In addition to the President and Vice President, the Board of Directors shall appoint a Secretary and a Treasurer, or a Secretary-Treasurer, either of which not need be a Director of the Foundation. The Secretary or Treasurer (or Secretary-Treasurer), unless they are also a Director of the Foundation, shall have no voting rights.
  - a. The aforementioned Officers of the Foundation shall remain in office until the conclusion of the next Annual General Meeting, until resigning their office, until removal from office by a majority vote of the Board of Directors, or until their successors have been elected or appointed.
25. The Board of Directors shall meet at least two (2) times each year at such place as the Directors may from time to time determine.
26. ~~Seven (7)~~ A majority of Directors shall form a quorum.
27. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they see fit. Unless otherwise resolved by a majority of the Board of Directors, notice of every Board of Directors meeting shall be communicated to each Director not less than two (2) weeks before the meeting is to take place. Provided that meetings of the Board of Directors may be held at any time with formal notice if all Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
28. Questions arising at any meeting of the Directors shall be decided by a majority vote. In any case of an equality of votes at any Meeting, the Chairman shall be entitled to a casting vote.

## POWERS OF DIRECTORS AND OFFICERS

29. The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary, the Treasurer, or Secretary-Treasurer, and one other Director elected to the Committee by the Board of Directors.

The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors.

Unless specifically restricted by any resolution of the Board of Directors, the Executive Committee shall have authority to make any expenditure for which provision is made in any operating budget duly passed by the Board of Directors.

30. The Board of Directors shall annually arrange for a review of the financial records of the Foundation.

31. The Directors shall administer the affairs of the Foundation in its name, and any kind of contract which the Foundation may lawfully enter into and, unless as hereinafter provided, generally may exercise all such powers and all such acts and things as the Foundation is by its constitution or otherwise authorized to exercise or do.

32. The Directors shall see that all necessary books and records of the Foundation required by the By-Laws of the Foundation or by any applicable statute or law are regularly and properly kept.

33. The Secretary:

a. Shall maintain and have charge of the Minute Book of the Foundation and shall record or cause to be recorded therein the Minutes of proceeding of all meeting of members and Directors.

b. Shall keep or cause to be kept a book or books wherein shall be kept properly recorded:



i. A copy of the Application of the Foundation and any Special Resolutions altering or adding to the same, and a copy of the By-Laws of the Foundation and any special resolutions altering or adding thereto;

ii. Copies of originals of all document, registers, and resolutions as required by law.

34. The Treasurer:

a. Shall keep or cause to be kept:

i. A record of all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;

ii. All revenues and purchases by the Foundation;

iii. All assets and liabilities of the Foundation;

iv. All other transactions affecting the financial position of the Foundation.

b. Shall secure bond for the faithful performance of his/her duties in such sum and with such securities as may be required by the Board of Directors.

35. The books of account shall be kept in such place in Saskatchewan as the Directors think fit, and shall at all times be open to inspection by the Directors.

36. The fiscal year of the Foundation shall terminate on June 30 of each year, and the financial statements of the Foundation's affairs for presentation to members at the Annual General Meeting shall be made up to that date.

## **SPECIAL MEETING**

37. A Special Meeting of the Board of Directors may be called on the instruction of any three (3) members of the Board provided they request the President in writing to call such a meeting, stating the business to be brought forward before the meeting.

## **SIGNING AUTHORITY**

38. The President, Vice President, Treasurer and one other member of the Board of Directors of the Foundation as selected by the Board of Directors shall have signing authority and all documents and cheques require the signature of any two (2) of the above.

## **REMUNERATION OF DIRECTORS, OFFICERS, and EMPLOYEES**

39. The remuneration to be paid to the Directors, Officers and employees of the Foundation shall be such amounts as the Board of Directors may from time to time determine.

## **SEAL**

40. The Seal shall be kept in the office of the Secretary or as the Board shall direct.

## **ALTERATIONS OF BY-LAWS**

41. Subject to *The Non-Profit Corporations Act (Saskatchewan)*, the By-Laws of the Foundation shall not be altered or added to except by a Special Resolution – that is, a resolution passed by a majority vote of such members (delegates) entitled to vote as are present in person at an Annual General Meeting or Special Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been given, such majority being three quarters (3/4) of the votes cast.

# PROPOSAL

## ATTACHMENT C

This BYLAW enacted by Special Resolution of the Members of the Corporation at its Annual General Meeting of September 10, 1993

### BYLAWS OF

### LIONS EYE BANK OF SASKATCHEWAN INC.

#### ARTICLE I

##### NAME

- 1.1 Corporate name of the Corporation is "Lions Eye Bank of Saskatchewan Inc." (hereinafter called "the Corporation").

#### ARTICLE II

##### TRANSITIONAL

- 2.1 All prior Bylaws of the Corporation are hereby repealed, and the following provisions substituted there for.

#### ARTICLE III

##### HEAD OFFICE

- 3.1 The Head Office of the Corporation shall be located in such place as the Directors determine from time to time, which will be the address of the President from time to time. The mailing address shall be such place as the Directors determine from time to time.

#### ARTICLE IV

##### MEMBERSHIP

##### Classes of Membership

- 4.1 There shall be only one class of membership in the Corporation. Each member shall have the rights and privileges accorded to provisions to these bylaws, the Articles of Incorporation, and the *Non-Profit Corporations Act (the "Act")*.
- 4.2 Every Lions club in good standing with Lions Clubs International located in the province of Saskatchewan shall be a member of the Corporation and shall have the right to ~~nominate, appoint and~~ send a delegate or delegates to the Annual General Meeting and

any Special Meeting of the Corporation to vote on matters coming before the meeting. Each such Lions Club shall be entitled to no more than one delegate for each ten members or major portion thereof.

~~4.3 Each Lions Club shall appoint one delegate per ten (10) members, or major portion thereof, to attend the Annual or Special Meeting. Each delegate shall be entitled to vote on matters coming before the Annual or Special Meeting. Each Lions Club shall forward its nominated delegate or delegates to the Secretary of the Corporation at least seven (7) days prior to the date of the Annual Meeting or Special Meeting.~~

4.4.2 The membership rights of each Lions Club shall continue unless the Club shall dissolve or the membership rights shall be suspended or terminated for misconduct. Termination or suspension by misconduct shall occur only after a fair hearing before the Board of Directors of the Corporation.

~~4.5 Each member shall apply for membership and, once accepted, such member shall continue until paragraph 4.4 applies. The Secretary of the Corporation shall maintain and circulate an annual list of members.~~

## ARTICLE V

### THE BOARD OF DIRECTORS

5.1 The affairs of the Corporation shall be managed by a Board of Directors, elected or appointed as provided herein.

5.2 Only ~~duly appointed~~ delegates of members of the Corporation are eligible to serve as Directors of the Corporation.

5.3 The minimum number of directors shall be ~~eight (8)~~ ten (10), the maximum number of directors shall be ~~twenty four (24)~~ eighteen (18).

5.4 The Board of Directors shall have among its members the following constituents who shall be collectively referred to as "the Directors."

a) A minimum of four (4) and a maximum of six (6) representatives from each of the Lions Districts designated as 5SKN and 5SKS; to be eligible to serve as a representative of a Lions District, the candidate shall be a member in good standing of a Lions Club in that district.

b) The person who is the sitting District Governor representing his/her Lions District, each designated as 5SKN and 5SKS.

5.5 Unless otherwise specifically provided:

- (i) the term of office of an elected director shall, subject to Article 5.6 and 6.2(g), extend to the adjournment of the third Annual General Meeting which follows his or her election or appointment by the Board; and
- (ii) A Director may not serve for more than two consecutive three (3) year terms, **but may be elected again after one complete year out of office**; and
- (iii) The term of office of the District Governor shall only be one (1) year, coinciding with his/her term as sitting District Governor.

5.6 The office of a director shall be automatically vacated:

- (a) If the director shall resign his or her office by delivering a written resignation to the Secretary;
- (b) If he or she is found to be mentally incompetent or of unsound mind;
- (c) If he or she becomes bankrupt or suspends payment of compounds with creditors;
- (d) If, at a Special General Meeting of Members, a Resolution is passed by 75% of the members present at the meeting that he or she be removed from office;
- (e) If he or she ceases to be a member of a Lions Club; or
- (f) If the Lions Club has ceased to be a member of Lions Clubs International; or
- (g) On death

5.7 If an elected director vacates the Board of Directors, the remaining directors may by majority vote appoint a member to serve in the place of the departing director. Such appointee shall meet the qualifications for the constituency represented by the departing director as set forth in Article 5.4 (a), and shall serve until the adjournment of the Annual General Meeting of Members next following his appointment, and if at such time there remains a portion of the departing director's term of office still to be served, a person shall be elected in accordance with the provisions of Article VI hereof to serve such remaining portion.

## ARTICLE VI

### ELECTION OF DIRECTORS

6.1 In this Article the term "qualified candidate" means a person who represents, as a delegate, a member of the Corporation, and who meets the criteria set forth in Article 5.4(a) to represent the constituency for which he or she is nominated.

6.2 Nomination and election of directors from the Districts:

- (a) ~~No later than April 1 in every year,~~ **At least one month before the Annual General Meeting of the District,** the Corporation shall invite the Cabinet in each of the Lions Districts enumerated in Article 5.4(a) to nominate **at its Annual General Meeting,** at minimum, the number of qualified candidates for its District

which equals the minimum number of vacancies which will exist for that District at the adjournment of the next Annual General Meeting of Members.

- (b) ~~The Corporation shall include on its slate of candidates for each District the names of all qualified candidates who have been presented to the committee by each District Cabinet before June 30 next following.~~
- (c) ~~The Corporation may in its discretion also include the name of any other qualified candidate in the slate of nominees for each District, provided that the committee shall present to the Board of Directors its full slate of candidates for all the Districts no later than one month prior to the ensuing Annual General Meeting of Members.~~
- (d) ~~Notice of the slate of candidates for each District shall be given to the Members with formal notice of each Annual General Meeting of Members. The President shall announce at each Annual General Meeting of Members the election of directors for each of the Districts in turn, and shall for each such election invite the nomination of qualified candidates from the floor, provided that each such nomination shall have a second, and each proposed nominee shall consent to having his or her name stand for election.~~
- (e) ~~If on the slate presented by the committee, as the same may be augmented by nominations from the floor, the number of candidates for any District exceeds the maximum number of vacancies which will exist for that District at the adjournment of the Meeting, then the delegates shall elect the representation for that District by private ballot. Each delegate shall be entitled to elect as many names from among the candidates as there are vacancies to be filled, and those candidates receiving the most votes, up to the number of vacancies to be filled, shall be elected.~~
- (f) ~~If on the slate presented by the committee, as the same may be augmented by nominations from the floor, the number of candidates for any District does not exceed the maximum number of vacancies which will exist for that District at the adjournment of the Meeting, all candidates on the slate for that District shall be considered as elected by acclamation.~~
- (g) ~~If more than one candidate is to be elected to represent a District at any Annual General Meeting of Members, the incumbent directors may decide, in order to promote orderly transition of directorships in subsequent years, and in consultation with the candidates, that the term of office of the candidate(s) elected with the fewest votes be reduced from three (3) years to two (2) years or one (1) year. Any such decision shall be communicated to the Meeting by the President prior to conducting the election for that District.~~

### 6.3 Nomination of Officers

The Board of Directors shall in its first meeting following the Annual General Meeting or Special Meeting wherein Directors are appointed, terminated, or elected, appoint the

officers of the Corporation to hold office, provided any Director so appointed shall have first signified to the Board his/her willingness to serve.

## ARTICLE VII

### POWERS OF DIRECTORS

- 7.1 The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its articles or otherwise authorized to exercise and do.
- 7.2 The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures by cheque for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- 7.3 The Board of Directors may take such steps, as they deem appropriate to receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 7.4 Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude and director from employment with the Corporation as Executive Director or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties; and provided further that any director who is engaged in or is a member of a firm engaged in any professional business required to be done in connection with the administration of the affairs of the Corporation.
- 7.5 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

- 7.6 The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

## ARTICLE VIII

### MEETING OF DIRECTORS

- 8.1 Meetings of the Board of Directors shall be held in the Province of Saskatchewan.
- 8.2 A meeting of directors may be convened by the President, Vice-President, or any two directors at any time, and Secretary, when directed or authorized by any of the foregoing, shall convene a meeting of directors. The notice of any such meeting need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served by ordinary mail or communicated by telephone or electronic means, not less than seven days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 8.3 For the first meeting of the Board of Directors to be held immediately following the election of directors by the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is presented.
- 8.4 A simple majority of elected ~~and appointed~~ directors shall form a quorum for the transaction of business and notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. No business shall be transacted at a meeting of directors unless a quorum of the Board is present.
- 8.5 A director may, if all the directors of the Corporation consent, participate in a meeting of directors by means of such telephone or other electronic communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.
- 8.6 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman of the meeting in addition to his/her original vote shall have a second or casting vote.
- 8.7 Notwithstanding any of the foregoing provisions of this Bylaw, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the



directors shall be effective to the same extent as if it had been passed under the provisions of Article 8.6.

## ARTICLE IX

### OFFICERS

- 9.1 The officers of the Corporation shall be the President, one or more Vice-Presidents, Secretary, and Treasurer, and any such other officers as the Board of Directors may by Bylaw determine. The same person may hold any two offices.
- 9.2 ~~Only directors shall be eligible to hold any office of the Corporation.~~ All officers shall be elected or appointed by the directors in such manner as they may from time to time determine.
- 9.3 The Board of Directors shall convene a meeting immediately following each Annual General Meeting of members, and shall fill any vacancies then existing in the offices provided in Article 9.1.
- 9.4 Unless otherwise specified by the directors, the term of office for any officer of the Corporation who is an elected director shall expire at the end of his term of office as a director. Unless otherwise specified by the directors, the term of office of an officer of the Corporation who is appointed director shall terminate at the end of the second Annual General Meeting following his election as an officer.

## ARTICLE X

### DUTIES OF OFFICERS

- 10.1 All officers shall be directors of the Corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the Board of Directors.
- 10.2 (a) The President of the Board shall preside at all meetings of the Board of Directors and all meetings of members.  
(b) The President shall preside at all meetings of the Executive Committee. He/She shall have the general and active management of the affairs of the Corporation. He/She shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 10.3 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President imposed upon him/her by the Board of Directors.
- 10.4 The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements

of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He/She shall disburse the funds of the Corporation by cheque as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He/She shall also perform such other duties as may from time to time be directed by the Board of Directors.

- 10.5 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors required of them.

#### ARTICLE XI

##### EXECUTIVE COMMITTEE

- 11.1 The Board of Directors may provide for the creation of an Executive Committee consisting of the President, Vice=President, and Secretary, Treasurer, or Secretary-Treasurer, and ONE other Director elected by the Board. The Secretary, Treasurer, or Secretary-Treasurer shall have voting rights only if also serving as a Director. ~~who shall comprising three or more persons be members appointed by the Board of Directors and which~~ The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors.
- 11.2 Unless specifically restricted by any resolution of the Board of Directors, the Executive Committee shall have authority to make any expenditure for which provision is made in any operating budget duly passed by the Board of Directors.
- 11.3 Meetings of the Executive committee may be held at any time and place to be determined by the members of such Committee. A majority of members of such Committee shall constitute a quorum.

#### ARTICLE XII

##### MEDICAL ADVISORY COMMITTEE

- 12.1 The Board of Directors may appoint a Medical Advisory Committee, whose members will hold their offices at the will of the Board of Directors, and whose duties are to provide such advice to the Board of Directors as it may require from time to time.

#### ARTICLE XIII

## OTHER COMMITTEES

- 13.1 In addition to the committees hereinbefore provided for, the Board of Directors may appoint such other committees, for such other mandates or purposes, as the directors may from time to time determine to be in furtherance of the objectives of the Corporation. Members of the committees constituted under the provision of this Article shall hold their offices at the will of the Board of Directors.

## ARTICLE XIV

### ANNUAL GENERAL MEETINGS OF MEMBERS

- 14.1 The Annual General Meeting of the members of the Corporation shall be held annually within ~~one hundred twenty eight (128)~~ **one hundred fifty (150)** days following the end of the fiscal year of the Corporation on such day, at such hours, and place as may be determined by the directors.
- 14.2 The Annual General Meeting shall be for:
- (a) the reviewing of annual reports, including the financial report;
  - (b) the election of such directors as are required to fill vacancies on the Board of Directors.;
  - (c) the appointment of an auditor;
  - (d) the transaction of other business brought before it;
  - (e) amending the Articles or Bylaws as may be required from time to time; and
  - (f) such other business as may be generally described in the notice provided in Article 14.7.
- 14.3 Only members shall be entitled to vote at any meeting of members. Each person shall have one (1) vote.
- 14.4 The directors may, whenever they think fit, and they shall upon a requisition made in writing by at least five (5%) percent of the current membership according to the last published annual report may themselves convene a meeting of members.
- 14.5 Upon receipt of such requisition, the President shall forthwith convene a meeting of members and if the President does not convene the same within 21 days of the receipt of the requisition, any other group of current members totaling at least five (5%) percent of the current membership according to the last published annual report may themselves convene a meeting of members.
- 14.6 The requisition shall express the object of the meeting proposed to be called and shall be left at the head office of the Corporation.
- 14.7 Subject to the provisions of The Non-Profit Corporations Act, at least fourteen (14) days' notice of any meeting of members, specifying the place, the day and the hour of the

meeting, and in such cases special business, the general nature of such business shall be given by regular mail or by electronic means to each member, director or officer, at last address recorded on the books of the Corporation.

- 14.8 At all meetings of members, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.
- 14.9 Unless a poll is, or has been demanded at any meeting of members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Corporation shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 14.10 If a poll is demanded, either before or immediately after the Chairman has given his declaration, the same shall be taken in such manner as the Chairman directs, and the result shall be deemed to be the resolution of the Corporation.
- 14.11 The quorum at any Annual General Meeting shall be ~~delegates of five members~~ a majority of the elected directors.

14.12 The directors may pay from the funds of the Corporation the actual traveling and out-of-pocket expenses of directors attending meetings and other business of the Corporation, and of the Board of Directors and Executive Committee and other travel specifically authorized by the Board of Directors.

#### ARTICLE XV

##### MINUTES OF MEETINGS

15.1 The minutes of any meeting of the directors, members, or any committee constituted in accordance with these Bylaws, shall be available to the members of the Corporation seven (7) days' notice to the Secretary.

#### ARTICLE XVI

##### AMENDMENT OF BYLAWS

16.1 The Bylaws of the Corporation may be repealed or amended by Bylaw enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said Bylaw, or if no such meeting is called, then at the next ensuing Annual General Meeting.

#### ARTICLE XVII

##### RULES AND REGULATIONS

17.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Corporation as they deem expedient.

#### ARTICLE XVIII

##### FINANCIAL YEAR

18.1 Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be June 30.

#### ARTICLE XIX

##### AUDITORS

19.1 The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual Meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE XX

BOOKS AND RECORDS

- 20.1 The directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE XXI

INTERPRETATION

- 21.1 In these Bylaws and in all other Bylaws of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the female gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Certified to be a true consolidation of the 1993 Bylaws with amendments, this

\_\_\_\_\_ ..... Day of \_\_\_\_\_, A.D. \_\_\_\_\_.

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Garnet Davis  
President