

BYLAWS

RICHARD LARSEN BARR COLONY

FOUNDATION INC.

BYLAW NUMBER 1: A BYLAW RELATING
GENERALLY TO THE CARRYING OUT OF THE
ACTIVITIES AND AFFAIRS OF THE CORPORATION

ARTICLE I:

1 INTERPRETATION

The headings used throughout this Bylaw shall not affect the construction thereof. In this Bylaw, unless the context otherwise requires, expressions defined in The Non-Profit Corporations Act or any statutory amendment or modification thereof, shall have the meaning so defined, and

- 1.1 "Act" means The Non-Profit Corporations Act;
- 1.2 "the Corporation" means "RICHARD LARSEN BARR COLONY FOUNDATION INC."
- 1.3 "Member" means a person having a membership interest in the Corporation;
- 1.4 "the Office" means the registered office of the Corporation from time to time;
- 1.5 "Ordinary Resolution" means a resolution passed by a majority of the votes cast by the Members who voted in respect of that resolution;
- 1.6 "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast by the Members who voted in respect of that resolution;
- 1.7 Words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies;
- 1.8 Words importing the singular number shall include the plural number, and vice versa;
- 1.9 "person" shall include partnership, association, corporation and company.

ARTICLE II:

2 ACTIVITIES OF THE CORPORATION

Financial Year

- 2.1 The financial year of the Corporation shall end on the 31st day of December in each year.

Execution of Instruments

- 2.2 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the chairperson or, in his absence, the vice-chairperson, and any other member of the Board of Directors under the corporate seal of the Corporation.

ARTICLE III:

3 MEMBERSHIP AND MEMBERSHIP INTERESTS

Granting of Membership Interests

- 3.1 Any person who fulfills the requirements for eligibility to membership in the Corporation as prescribed by the Articles of the Corporation from time to time, may apply to the Board to become a member of the Corporation. Membership shall be under the control of the Directors, subject to the Articles and these Bylaws. The Directors may approve or reject an application for membership as they in their absolute discretion think fit.

Resignation of Member

- 3.2 A Member may withdraw from membership in the Corporation by notice in writing to the Board.

ARTICLE IV:

4 MEMBERS' MEETINGS

- 4.1 The first annual general meeting of the Members of the Corporation shall be held at such time, within eighteen (18) months from the date on which the Corporation came into existence, and at such place as the Directors may determine.
- 4.2 Subsequent annual general meetings shall be held at least once in every calendar year and not more than fifteen (15) months after the last preceding general meeting, at such time and place as may be determined by the Directors.
- 4.3 The general meetings referred to in the preceding clause shall be called annual general meetings and all other meetings of the Corporation shall be called special general meetings.

Notice of General Meeting

- 4.4 Notice of the time and place of each meeting of the Members shall be given not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting to each Director, to the auditor of the Corporation, and to each Member who, at the close of business on the record date for notice, is entered in the membership register as a Member of the Corporation.

Meetings Without Notice

- 4.5 A meeting of Members may be held without notice at any time and place permitted by the Act:
- 4.5.1 if all Members entitled to vote thereat are present in person, or if those not present waive notice of or otherwise consent to such meeting being held, and
- 4.5.2 if the auditors and the Directors are present or waive notice of or otherwise consent to such meeting being held;

as long as such Members, auditors or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

At such a meeting, any business may be transacted which the Corporation at a Meeting of Members may transact.

- 4.6 Subject to the express provisions of the Act, irregularities in the notice of any meeting or in the giving thereof, or the accidental omission to give notice of any meeting or the non-receipt of any notice by any Member, shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

Proceedings at Members' Meetings

- 4.7 All business shall be deemed special which is transacted at a special general meeting or at an annual general meeting, with the exception of consideration and approval of the financial statements and the ordinary report of the Directors, auditors and other officers, the election of Directors and the re-appointment of the incumbent auditor. Special business may be transacted or a special resolution may be passed at an annual general meeting provided the requisite notice has been given.
- 4.8 The order of business at each meeting of the Corporation so far as applicable, shall be:
- 4.8.1 Calling the meeting to order
 - 4.8.2 Adoption of agenda
 - 4.8.3 Minutes of previous meeting
 - 4.8.4 Report of Directors
 - 4.8.5 Financial statement
 - 4.8.6 Report on budget
 - 4.8.7 Applications for membership
 - 4.8.8 Resolutions
 - 4.8.9 Election of Directors
 - 4.8.10 Other business
 - 4.8.11 Adjournment.
- 4.9 Each Member shall be entitled to one vote. Every question submitted to a meeting shall be decided by a show of hands except where a ballot is demanded by a Member. In the case of an equality of votes, the chairperson shall have a casting vote in addition to the vote to which such person may be entitled as a Member.
- 4.10 There shall be no voting by proxy.
- 4.11 The Members of the Corporation shall, by ordinary resolution, at the first annual meeting of the Members and at succeeding annual meetings, appoint an auditor to hold office until the close of the next such meeting.

ARTICLE V:

5 DIRECTORS

Number of Directors

- 5.1 The affairs of the Corporation shall be managed by a Board of Directors as appointed by the Members of the Corporation.
- 5.2 A retiring Director shall be eligible for re-appointment.

Removal of Directors

- 5.3 The Members may remove, by ordinary resolution at a special meeting, any or all of the Directors at any time before the expiration of any term of office and may appoint by ordinary resolution another qualified person to fill any office so vacated; any person so appointed shall hold office until the expiry of such original term.

ARTICLE VI:

6 PROCEEDINGS OF DIRECTORS

Powers of the Directors

- 6.1 The Directors shall manage the activities and affairs of the Corporation.
Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.
- 6.2 A majority of the number of Directors shall be a quorum.
- 6.3 Meetings of the Board of Directors may be held either within or without the Province of Saskatchewan. Meetings of the Board may be held at any time without formal notice if all the Directors are present or, if those absent have signified in writing their consent to the meeting being held in their absence. Notice of any meeting where notice has not been dispensed with may be mailed or telephoned to each Director's ordinary address or telephone number as set out in the records of the Corporation five (5) days prior to the meeting, or if sent by mail, seven (7) days prior to such meeting and the giving of such notice shall be sufficient notice of any meeting of the Directors. In computing any such period of time, the day on which such notice is mailed or telephoned and the day for which notice is given shall be excluded. Notice of any meeting, or any irregularity in any meeting or in the notice therefor, may be waived by any Director in any manner whatsoever.
- 6.4 Any four Directors may convene a meeting of Directors provided that a request for such meeting is first made to the chairperson and that request is subsequently ratified by him.

- 6.5 Questions arising at any meeting of Directors shall be decided by a majority of votes, and in case of an equality of votes, the chairperson shall not have a casting vote. Every question arising at a meeting of Directors shall be decided by a show of hands, except where a ballot is demanded by a Director. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.6 A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date.
- 6.7 The Directors may elect from among their number, an Executive Committee consisting of not fewer than three (3) members and may delegate to the Executive Committee any powers of the Directors subject to the restrictions, if any, imposed from time to time by the Directors.
- 6.8 The Directors may elect or appoint such other committees as they deem advisable, but in matters involving the exercise of a discretion, the functions of such other committees shall be advisory only.
- 6.9 Unless otherwise specified herein or by the Directors, each such committee shall have power to fix its quorum, which in the case of the Executive Committee, shall not be less than a majority of its members, to elect its Chairman and to regulate its procedure.
- 6.10 No committee of Directors has authority to:
- 6.10.1 submit to the Members any question or matter requiring the approval of the Members;
 - 6.10.2 fill a vacancy among the Directors or in the office of auditor;
 - 6.10.3 issue securities except in the manner and on the terms authorized by the Directors;
 - 6.10.4 purchase, redeem or otherwise acquire securities issued by the Corporation;
 - 6.10.5 approve any financial statements mentioned in Section 138 of the Act; or
 - 6.10.6 adopt, amend or repeal bylaws.
- 6.11 All acts done at any meeting of the Directors, or of a committee or by any person acting as a Director, shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

ARTICLE VII:

7 OFFICERS

Election and Appointment

- 7.1 The following officers shall be appointed by the Board of Directors:
- 7.1.1 chairperson
 - 7.1.2 vice-chairperson
 - 7.1.3 treasurer
 - 7.1.4 secretary
 - 7.1.5 Such other officers as the Board of Directors may determine by resolution from time to time.
- 7.2 One person may hold more than one office.

Term of Office and Remuneration

- 7.3 All officers, in the absence of agreement to the contrary, shall hold office during the pleasure of the Directors.
- 7.4 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties and may be paid a reasonable salary or fee for the performance of assigned responsibilities as an employee or agent of the Corporation.

Duties of Chairperson of the Board

- 7.5 The chairperson of the Board shall, when present, preside at all meetings of the Board and of the Board of Directors.

Duties of the Vice-Chairperson

- 7.6 In the absence of the chairperson, or if the office becomes vacant, the vice-chairperson shall perform the duties of the office of the chairperson.
- 7.7 The chairperson and/or vice-chairperson shall perform other such duties as may from time to time be determined by the Directors.

Duties of the Secretary

- 7.8 The secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.
- 7.9 The secretary shall give all notices required to be given to Members and to Directors, shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

Duties of Treasurer


- 7.10 The treasurer will review the annual financial statement and auditor's report. The treasurer will inform and advise the Directors on the proper financial management of assets and equity and any other financial matters as required.

ARTICLE VII:

8 AMENDMENT OF BYLAWS

- 8.1 These Bylaws may be amended or repealed in the following manner:
 - 8.1.1 The Directors may, by ordinary resolution, amend or repeal any bylaws that regulate the activities and affairs of the Corporation; and
 - 8.1.2 The Directors shall submit the amendment or repeal of the bylaw to the Members at the next meeting of Members and the Members may, by ordinary resolution, confirm, reject or amend the amendment or repeal.

MADE by the BOARD this 24th day of September, 1998.



Chairperson - Victor Juba



Secretary - Linda Nykolaychuk

CONFIRMED by the Members in accordance with the Act the 24th day of September 1998.



Secretary - Linda Nykolaychuk