

PROVINCE OF SASKATCHEWAN

THE NON-PROFIT CORPORATIONS ACT

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

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

"Act" means The Non-Profit Corporations Act;

"the Company" means The Huskie Football Scholarship Foundation;

"the directors", "Board" and "Board of Directors" mean the directors of the Company for the time being;

"member" means any person with a membership interest in the Company;

"the office" means the registered office of the Company for the time being;

"these presents" means and includes this Bylaw, and any modification or alteration thereof for the time being in force;

"in writing" and "written" includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;

Words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies;

words importing the singular number shall include the plural number and vice versa;

"person" shall include partnership, association, corporation and company.

STATEMENT OF PURPOSE

1.01 The principal purposes of the Company are as follows:

- (a) To raise funds through donations, fundraising ventures, and government grants for the sole purpose of funding, in the discretion of the directors, athletic, or academic/athletic scholarships for the University of Saskatchewan Huskie Football program.

- (b) to carry on such activities on an overall charitable and non-profit basis;
- (c) to raise and maintain a fund or funds and to apply and expend from time to time all or part thereof and/or the income therefrom for the attainment of and carrying out of any of the aforesaid purposes.

## ACTIVITIES OF THE COMPANY

### Registered Office

2.01 Until changed in accordance with the Act, the registered office of the Company shall be at the City of Saskatoon, in the Province of Saskatchewan, and at such location therein as the Board may from time to time determine.

### Financial Year

2.02 Until changed by the Board, the financial year of the Company shall end on the 31st day of December in each year.

### Execution of Instruments

2.03 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Company by any two directors of the Company. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

### Banking Arrangements

2.04 The banking business of the Company including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such credit unions, banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part therefore shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## BORROWING AND SECURITIES

### Borrowing Power

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

- (a) borrow money upon the credit of the Company;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Company, whether secured or unsecured; and

- (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Company, including book debts, rights, powers, franchises and undertaking, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Company.

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

### Delegation

3.02 The Board may from time to time delegate to such one (1) or more of the directors and officers of the Company as may be designated by the Board all or any of the powers conferred on the Board by section 3.01 or by the Act to such extent and in such manner as the Board shall determine at the time of such delegation.

## MEMBERS AND MEMBERSHIP INTERESTS

### Granting of Membership Interests

4.01 Any person who fulfills the requirements for eligibility in a class of membership in the Company, as prescribed by the Articles of the Company from time to time, may apply to the Board to become a member of the Company of that class.

4.02 The members of the Corporation shall designate as follows:

- (a) Class "A") Members: Class A Memberships may be granted subject to approval of the Board of director's to each person who makes a contribution to the fund of one hundred dollars (\$100.00) or more. Members holding Class A Memberships shall only be entitled to vote to elect Directors.
- (b) Class "B") Members: Class B Memberships may only be granted to persons who hold a Class A Membership upon further contribution to the fund of one hundred dollars (\$100.00) or more. Such donations shall be recorded in the register of members pursuant to s.20(1)(e) of the *Non-Profit Corporations Act*, R.S.S.1995, c. N-4.2.. Members holding Class B Memberships shall be entitled to one (1) vote per one hundred dollar (\$100.00) contribution. Such votes shall be restricted only to the amendment of the Articles and/or By-laws of the Corporation.

4.03 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 there absolute discretion think fit. All such memberships shall only be valid for a term of three (3) years from date of issue. The Board in its discretion may renew any membership without payment of a renewal fee.

4.04 Membership interest in the Corporation may not be transferred or transmitted. A membership interest is personal unto the person to whom the interest is granted and is terminated when:

- (a) a member dies or resigns from membership in the Corporation:
- (b) the member is expelled.
- (c) the Corporation is liquidated and dissolved.

## Certificates

4.05 The Company may issue a membership certificate or membership card evidencing membership in the Company, which card or certificate shall be signed by the Secretary and by some other person appointed by the directors for that purpose.

## Discipline of Members

4.06 The Board shall have the right to discipline any member of the Company if the member has engaged in conduct injurious to the Company or has taken any actions or made any statements which are inconsistent with the stated purpose of the Company. In disciplining a member of the Company, the Board may:

- (a) suspend, for a specified period not to exceed six months, the member's power to exercise her rights and privileges as a member of the Company; or
- (b) if authorized by the vote of two thirds of the remaining members of the Company, expel the member from the Company.

4.07 No member shall be disciplined hereunder unless he has received at least seven (7) clear days notice in writing of the meeting of the Board of Directors at which disciplinary proceedings are to be considered, which notice shall specify the charge against the member. The member shall be entitled to attend at such meeting with counsel and make representations to the meeting relating to the charge.

## Resignation of Member

4.08 A member may withdraw from membership in the Company by notice in 'writing to the Board.

## MEMBERS' MEETINGS

5.01 The first annual general meeting of the members of the Company shall be held at such time, within eighteen (18) months from the date on which the Company came into existence, and at such place, as the directors may determine. 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.

"5.02 The general meetings referred to in the preceding clause shall be held annual general meetings and all other meetings of the Company shall be called special general meetings. All meetings of the members shall be held at a place in the Province of Saskatchewan as may be determined by the Board.

5.03 Three directors may convene a special general meeting of the Company at any time they think fit. A meeting of the members shall also be convened by the directors on the requisition by the holders of not less than ten (10%) percent of the members of the Company and on default of the calling of such a meeting by the directors within twenty-one (21) days of delivery of the requisition to any director, the same may be convened by the members requisitioning the same. If at any time there are not sufficient directors, or not sufficient directors within Saskatoon, to form a quorum, any director, or any two (2) regular members of the Company may convene an extra-ordinary general meeting in a manner similar to that in which meetings may be convened by the directors.

## Notice of General Meeting

5.04 Notice of the time and place of each meeting of the members shall be given not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each director, to the auditor 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 Company. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A member and any other person entitled to attend a meeting of the members may in any manner waive notice of or otherwise consent to a meeting of the members.

#### List of Members Entitled to Notice

5.05 For every meeting of the members, the Company shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to section 5.06, the members listed shall be those shown on the membership register at the close of business on such record date. If no record date is fixed, the members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any member during usual business hours at the registered office of the Company or at the place where the membership register is maintained and at the meeting for which the list was prepared.

#### Record Date for Notice

5.06 The Board may fix in advance a date, preceding the date of any meeting of members by not more than fifty (50) days and not less than twenty-one (21) days, as a record date for the determination of the members entitled to notice of the meeting, and notice of any such record date shall be given not less than fourteen (14) days before such record date, by newspaper advertisement in the manner provided in the Act.

If no record date is so fixed, the record date for the determination of the members entitled to notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

#### Meetings Without Notice

5.07 A meeting of members may be held without notice at any time and place permitted by the Act:

- (a) if all the 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
- (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held; so 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.

5.08 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

5.09 All business shall be deemed special which is transacted at a special 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 and the consideration of bylaws submitted by the directors in accordance with the Act. Special business may be transacted or a special or extraordinary resolution may be passed at an annual general meeting provided the requisite notice has been given.

5.10 The order of business at each meeting of the Company, so far as applicable, shall be:

- (a) Calling the meeting to order;
- (b) Adoption of the agenda;
- (c) Minutes of the previous meeting;
- (d) Report of directors;
- (e) Financial statements;
- (f) Report on budget;
- (g) Applications for membership;
- (h) Resolutions;
- (i) Election of directors;
- (j) Other business;
- (k) Adjournment.

5.11 No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, ten (10%) percent of the "Class A" members of the Company personally present shall be a quorum.

5.12 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, or upon the call of any member who had signed a requisition upon which the directors had failed or neglected to act, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place: and if at such adjourned meeting a quorum is not present, the members present, if at least (5), shall be a quorum.

5.13 Every question submitted to a meeting shall be decided by a show of hands, and in the case of an equality of votes the chairperson shall not have a casting vote in addition to the vote to which such person may be entitled as a member, and such motion shall be declared lost.

5.14 At any general meeting, a declaration of the chairperson that a resolution has been earned, or earned by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the Company 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.

5.15 The chairperson of a general meeting may, with the consent of the meeting, adjourn the same

from time to time or from place to place, but no business shall be transacted at such convened meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### Votes of Members

5.16 Any general resolution consented to in writing by fifty-one (51) per cent of the members who would have been entitled to vote on the resolution at a general meeting or any special resolution consented to in writing by sixty-six and two-thirds ( $66 \frac{2}{3}$ ) per cent of the members who would have been entitled to vote on the resolution at general meeting shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.

5.17 There shall be no voting by proxy.

5.18 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize any person to act as its representative at any meeting of the Company or any class of members of the Company, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation so represented as that corporation could exercise if it were an individual member of the Company.

#### DIRECTORS

6.01 There shall be "a Board of Directors of the Company consisting of such persons who may be elected thereto by the members at the annual meeting.

6.02 A director may retire from office upon giving fourteen (14) days' notice in writing to the Company of intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance or upon such later date as may be therein specified.

#### Conflict of Interest

6.03 Every director of the Company who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a director of the Company shall, in writing, disclose to the President the fact and nature and the extent of the conflict.

#### Election of Directors

6.04 At the first general meeting of the Company all the directors shall retire from office. The term of one-third ( $1/3$ ) of the directors elected at that meeting shall be for one (1) year, for one-third ( $1/3$ ) shall be for two (2) years, and for one-third ( $1/3$ ) shall be three (3) years. Whether a particular director's term shall be for one, two or three years shall be determined by the number of votes received by that director such that those directors with the largest percentage of votes shall be granted the longest terms. Thereafter, each director elected shall hold office for a term of three (3) years.

6.05 A retiring director shall be eligible for re-election.

6.06 The members at every annual general meeting shall fill the vacated offices by electing a like number of persons to be directors, or in case any change in the number of directors is made at any such meeting, by electing the number of persons to be directors as may be fixed by such meeting.

6.07 If the places of vacating directors are not filled at a meeting during which an election of

directors ought to take place, the vacating directors, or such of them as have not had their places filled, shall be deemed to have been re-elected at the adjourned meeting, except for vacating directors who have resigned as a director of the Company.

6.08 Subject to the Act, a quorum of the" Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the minimum number of directors. Such filling of a vacancy by the Board is effective only until the next meeting of the members. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any member may call the meeting.

### Qualification

6.09 No person shall be qualified to be a director if less than eighteen (18) years of age; if of unsound mind and so found by a Court in Canada or elsewhere; if a bankrupt or if not a member of the Company or the representative of an organization which is a member of the Company. A majority of the directors shall be resident Canadians and at least one (1) director shall be resident of Saskatchewan.

### Removal of Directors

6.10 The Company may remove, by special resolution at a special meeting, any or all 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 only until the expiry of such original term.

6.11 The office of a director shall be vacated ipso facto:

- (a) if the director ceases to qualify as a director;
- (b) if by notice in writing to the Company the director resigns;
- (c) if the director is removed by resolution of the Company as is in this Bylaw provided;
- (d) if the director is absent from three (3) consecutive meetings of the Board and the Board determines that there was no reasonable cause for such absence.

## PROCEEDINGS OF DIRECTORS

### Action by the Board

7.01 Subject to any unanimous member agreement, the directors shall manage the activities of the Company. The powers of the Board may be exercised by a meeting at which the quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

### Quorum

7.02 The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, and five (5) directors shall be a quorum, save and except where there are six (6) directors or less, a quorum shall be the lesser of the number of directors or four.

7.03 Meetings of the Board 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 delivered or sent by facsimile to each director's ordinary address as set out in the records of the Company five (5) days prior to the meeting or if sent by mail, ten (10) 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 delivered, mailed or faxed and the date for which notice is given shall be excluded. Notice of any meeting or any irregularity in any meeting or in the notice therefore, may be waived by any director in any manner whatsoever.

#### Meeting by Telephone

7.05 If all the directors of the Company consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other 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 present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

7.06 Any two (2) directors may at any time convene a meeting of directors.

7.07 Questions arising at any meeting of directors shall be decided by a majority of votes, and in case of an equality of votes, the motion shall be lost. The chairperson shall not have a casting vote. Each director shall have one (1) vote.

7.08 A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's in or exercisable by the directors generally.

7.09 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.

7.10 The directors may delegate any of their powers to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations that may from time to time be imposed upon it by the directors. Such committees shall be composed of one (1) or more directors and may include one (1) or more members who are not directors but who have been appointed to the committee by the Board.

7.11 The meetings and proceedings of any such committee shall the governed by the provisions herein contained regulating the meetings and proceedings of the directors, including the appointment of a quorum, so far as the same are applicable thereto and are not suspended by any regulations made by the directors under the past preceding clause.

7.12 All acts done at any meeting of the directors, or of a committee or by any person acting as a director shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

## RECORDS OF THE COMPANY

8.01 The directors shall duly comply with the provisions of the Act in regard to the registration of mortgages; the keeping of registers of directors and members, and their addresses and occupations; the signing of the balance sheet, and the filing of an annual report, changes in the registered office or changes in directors.

8.02 The directors shall cause minutes of the following to be duly entered in books provided for the purpose:

- (a) all appointments of officers;
- (b) the names of directors present at each meeting of the directors and of any committee;
- (c) all resolutions made by the directors and committees;
- (d) all resolutions and proceedings of general meetings; and any such minutes of any meeting of the directors or of any committees, or of the members, if purporting to be signed by the recording secretary of such meeting, shall be receivable as prima facie evidence of the matters stated in such minutes

## OFFICERS

9.01 The directors shall elect from among themselves such officers as they think appropriate, which may include a President, a Vice President, Secretary, and a Treasurer, or any combination thereof. The persons holding such offices, besides filling any duties assigned to them by the directors, shall have such powers as are usually incidental to their office

### President

9.02 The President shall preside at all meetings of the Board and of the members of the Company; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting. The President is the chief executive officer of the Company and shall supervise the other officers in the execution of their duties.

### Secretary

9.03 The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all meetings of the Board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Company (if any) and of all books, papers, records, documents and instruments belonging to the Company, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board may specify.

### Treasurer

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

## Term of Office

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

## Conflict of Interest

9.06 Every officer of the Company who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as an officer of the Company shall, in writing, disclose to the President the fact and nature and the extent of the conflict.

## ACCOUNTING

10.01. The directors shall cause true accounts to be kept of the sums of money received and disbursed by the Company, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Company, the assets and liabilities of the Company and all other transactions affecting the financial position of the Company

10.02 The books of account shall be kept at the registered office of the Company or at such other place as the directors think fit, and, subject to the limitations of the Act in this regard, shall be open to the inspection of the directors.

10.03 The directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors. No member (not being a director) shall have any right to inspect any account, book or document of the Company except as conferred by law or as authorized by the directors or by the Company in general meeting.

10.04 The directors shall lay before each annual meeting of members a financial statement and the report of the auditor, if any, to the members thereon. The financial statement shall:

- (a) be approved by the Board of Directors and signed by two (2) of them;
- (b) cover a period that ended not more than six (6) months before the annual meeting;
- (c) be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it;
- (d) be made up of:
  - (i) a statement of profit and loss for each period,
  - (ii) a statement of surplus for each period,
  - (iii) a statement of source and application of funds for each period, and
  - (iv) a balance sheet as at the end of each period with each statement containing the information required by the Act to be disclosed in such statements.

10.05 A copy of the financial statement and a copy of the auditor's report shall be sent to each member by prepaid mail ten (10) days or more before the date of the annual meeting.

NOTICES

11.01 Any notice may be served by the Company or any member either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member to such member's address as the same appears in the books of the Company, or if no such address is given therein, to the last address of such member known to the Secretary. If no address is known to the Secretary a notice posted in the registered office of the Company shall be deemed to be well served on such member upon its being so posted and any notice sent by mail shall be deemed to have been served at the time of posting. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the post office or into one of Her Majesty's letter boxes.

If any notice or document is returned because the member cannot be found, it must be re-sent to such member. If it is returned on three (3) consecutive occasions because the member cannot be found, the Company is not required to send any further notices or documents to the member until such person informs the Company in writing of a new address.

11.02 The signature of any notice to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.03 Where a given number of days' notice or a notice extending over any other period is required to be given, the day of service of the notice and the day on which notice is given shall, unless it is otherwise provided be excluded in counting such number of days or other period.

11.04 A certificate of the Secretary or other duly authorized officer of the Company in office at the time of the making of the certificate as to the facts in relation to the mailing or sending or delivery or posting of any notice to any member, director, or officer or publication of any notice shall be prima facie evidence thereof, and shall be binding on every member, director or officer of the Company, as the case may be.

MADE by the Board this 28<sup>th</sup> day of June, 2002.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

CONFIRMED by the members in accordance with the Act the 28<sup>th</sup> day of February, 2003.

  
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Secretary