

**A BY-LAW RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF
THE SASKATOON RINGETTE ASSOCIATION**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
THE SASKATOON RINGETTE ASSOCIATION as follows:

**PART ONE
INTERPRETATION**

1. **Definitions** - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - (a) “Act” means *The Non-Profit Corporations Act, 2022* (Saskatchewan), as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the amended or substituted provisions therefor;
 - (b) “Articles” means the articles attached to the certificate of incorporation of the Corporation, as from time to time amended or restated;
 - (c) “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
 - (d) “Board” means the board of directors of the Corporation;
 - (e) “Corporation” means The Saskatoon Ringette Association;
 - (f) “director” means a director of the Corporation elected or appointed in accordance with Section 33;
 - (g) “meeting of members” includes an annual and a special meeting of members;
 - (h) “member” means a person or organization having a membership in the Corporation in good standing;
 - (i) all terms contained in the by-laws which are not defined in the by-laws, and which are defined in the Act, shall have the meaning given to such terms in the Act;
 - (j) words importing the singular number only shall include the plural and *vice versa* and words importing persons shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number of persons.

2. **Headings** - The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws

or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

3. ***Conflict with By-laws*** - To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Articles to the Corporation, the provisions of the Act, or the Articles shall govern.
4. ***Invalid Provisions*** - The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.
5. ***Interpretation*** – The Board is the sole authority for the interpretation of these by-laws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Corporation and provided for by the by-laws, shall be final and shall be binding on all the Members.

PART TWO

BUSINESS OF THE CORPORATION

6. ***Objects*** –
 - (a) The objectives of the Corporation are to promote, govern and improve the sport of Ringette in and around the City of Saskatoon and other nearby municipalities by:
 - (i) developing of the sport and its players, coaches, and officials;
 - (ii) emphasizing fun, sportsmanship, team play, and healthy competitiveness in games;
 - (iii) developing as many teams in each age group as is practical and economical;
 - (iv) providing an acceptable environment in which to compete and enjoy the sport of Ringette; and
 - (v) ensuring mass participation and opportunity for all to play in a fun atmosphere.
 - (b) The Corporation shall not be operated for profit. No part of the income of the Corporation shall be paid or payable to, or otherwise available for the personal benefit of any member of the Corporation. Any commercial enterprise that may be undertaken by the Corporation shall be ancillary to and in furtherance of the stated objects of the Corporation.
7. ***Head Office*** - The head office of the Corporation shall be in Saskatoon, Saskatchewan. Until changed in accordance with the Act, the registered office of the Corporation shall be

situated in the municipality within Saskatchewan specified in the articles and at such location therein as the directors may from time to time determine.

8. **Seal** - The corporate seal of the Corporation, shall be in such form as the Board may from time to time adopt. The seal shall be in the custody of an officer as designated by the Board.
9. **Execution of Agreements** –
 - (a) Agreements, instruments, or any other documents requiring execution by the Corporation shall be signed by any two officers or directors, and all such agreements, instruments or documents so signed shall be binding upon the Corporation.
 - (b) The Board may from time to time by resolution appoint any officer or officers or any individual or individuals on behalf of the Corporation to sign agreements, instruments or other documents generally or to sign specific agreements, instruments and other documents.
 - (c) The seal of the Corporation may, when required, be affixed to agreements, instruments or other documents executed on behalf of the Corporation in the manner contemplated by this Section 8. However, no agreement, instrument or other document is invalid merely because the corporate seal is not affixed on such agreement, instrument or other document.
10. **Borrowing Powers and Banking Arrangements** – Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles, the Board may from time to time on behalf of the Corporation, without authorization of the Members:
 - (a) borrow money upon the credit of the Corporation;
 - (b) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
 - (c) mortgage, pledge or otherwise give a security interest for such borrowing or other obligations of the Corporation over all or any of the currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertakings and rights of the Corporation, in such form as the Board may determine.

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Corporation, shall be transacted with such banks, trust companies, corporations or organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

11. ***Cheques, Drafts, Electronic Fund Transfers, Electronic Transfers and Notes*** - All bank drafts, cheques, EFT's, e-transfers, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Corporation's accounts shall be executed in the name of the Corporation and signed by any 2 individual(s) designated by resolution of the Board.
12. ***Fiscal Year*** - Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on April 30th of each year.
13. ***Auditors*** - The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation to report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.
14. ***Amendment of By-laws*** - The directors, by resolution, may make, amend, or repeal any by-laws. The directors shall submit a bylaw, or an amendment or a repeal of a bylaw to the Members at the next meeting of Members, and the Members, by resolution approved by at least two – thirds (2/3) of the Members voting at such meeting, may confirm, reject or amend the bylaw, amendment or repeal.

PART THREE **MEMBERSHIP**

15. ***Classes of Membership*** – The Corporation shall be comprised of one category of members. The members shall be called to all annual meetings of the members and have the right to speak as well as the right to an equal vote with respect to any matter upon which members are entitled to vote. The Board may recommend for adoption the creation of other categories of members at a special members' meeting called for such purpose.
16. ***Eligibility for Membership*** – Membership of the Corporation shall be limited to individuals employed by, or engaged in activities with SRA, who are over the age of 16, including, but not limited to:
 - (a) Players registered to play Ringette with the Corporation;
 - (b) Registered team coaches, assistant coaches, trainers, and managers;
 - (c) Registered Officials;
 - (d) Parents and guardians of registered Ringette players; and
 - (e) People who are otherwise approved by the Association.

17. **Membership Non-Transferable** - Membership in the Corporation shall not be transferable or assignable.
18. **Term and Termination** – A member of the Corporation shall cease to be a member upon:
- (a) death, if an individual;
 - (b) dissolution, if a body corporate or organization;
 - (c) resignation in writing;
 - (d) upon expulsion by a vote of the majority of those present at a meeting of the Board for conduct considered by the Board to be contrary or detrimental to the interests of the Corporation, or if in the opinion of the Board, a member has ceased to engage in such activity as to qualify the member for continued membership; or
 - (e) the date upon which the Corporation is wound-up or otherwise dissolved.

Any member that is expelled shall have the right to appeal to the next ensuing annual meeting of the members of the Corporation. The President of the Corporation shall be notified in writing of such member's intention to appeal, at least ten (10) days before the day appointed for such meeting.

No member of the Corporation shall have any claim to the assets, funds or property of the Corporation, but a member for any cause whatsoever ceasing to be a member in the Corporation shall remain liable to the Corporation for any debt or other liability of the member to the Corporation accrued to the date on which such member ceased to be a member. The rights and privileges of a member cease to exist when its, his or her membership interest in the Corporation is terminated.

19. **Membership Fees and Assessments** – Membership fees, dues and assessments shall, unless otherwise provided in these by-laws, be payable by the members in such amount and at such times as the Board shall determine. Any change in the amount of any such fees, dues or assessments shall become effective at the date set by the Board.
20. **Services for Members** - The Corporation shall provide such additional services to its members as the Board may determine from time to time.

PART FOUR **MEMBERS' MEETINGS**

21. **Calling of Meetings** –
- (a) Subject to the by-laws and the requirements in the Act respecting the calling of meetings, the Board shall call an annual meeting of members not later than 15 months after holding the preceding annual meeting.

- (b) The Board may call a special meeting of members at any time but must call a special meeting of the members upon the written request of at least twenty-five (25) members eligible to vote at the proposed meeting of members.
- (c) Meetings of members shall be held at any place within Saskatchewan that the Board determines.

22. ***Meeting Business*** -

- (a) The following business shall be transacted at every annual meeting of members:
 - (i) the review and consideration of financial statements and auditor's report on such financial statements;
 - (ii) the appointment of directors; and
 - (iii) the appointment of an auditor.
- (b) All business transacted at an annual meeting of members or a special meeting of members other than:
 - (i) the review and consideration of financial statements and auditor's report on such financial statements;
 - (ii) the appointment of directors; and
 - (iii) the reappointment of an incumbent auditor;shall be deemed to be special business.
- (c) Notice of a meeting of members at which special business is to be transacted is to:
 - (i) state the nature of that business in sufficient detail to permit the member to form a reasonable judgment concerning that business; and
 - (ii) include the text of any special resolution to be submitted to the meeting.
- (d) Any member may submit to the Corporation written notice of any matter that the member proposes to raise and discuss at the next meeting of members and notice of the proposal shall be given along with the notice of the next meeting of members.

23. ***Notice of Meeting*** -

- (a) Notice of the time and place of a meeting of members shall be sent, not more than 50 nor less than 15 days before the meeting to:
 - (i) each member entitled to vote at the meeting;
 - (ii) each director; and

- (iii) the auditor of the Corporation.
 - (b) Notice of the time and place of a meeting of members shall be sent to members who were registered on the records of the Corporation as being a member in accordance with the provisions of the Act.
24. **Copies of Financial Statements** - Copies of the Corporation's financial statements, together with the report of the auditor, shall be sent to each member not less than 15 days before each annual meeting of members or special meetings of member, except a member who has informed the Corporation in writing that the member does not want a copy of such documents.
25. **Waiver of Notice, Irregularities** - A member or any other person entitled to attend a meeting of members may, in any manner and at any time, waive notice of a meeting of members, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person 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.
26. **Quorum** - A quorum for any meeting of members shall consist of 25 members who must be present (virtually or in person). A quorum must be present throughout the continuation of the meeting.
27. **Chair of a Meeting** - The President the Corporation shall chair every meeting of members of the Corporation. If there is no such officer present within 30 minutes after the time appointed for holding the meeting or no such officer is willing to act as chair, the members present shall endorse one of the members to chair the meeting.
28. **Adjournments** - The chair of the meeting may, with the consent of a majority of the members present at the meeting, adjourn any meeting of members from time to time to a fixed time and place. Subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of adjournment is present at the meeting. If there is not a quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
29. **Voting** –
- (a) Each member in good standing shall be entitled to vote at all meetings of members.
 - (b) Unless a ballot is demanded or required, voting at a meeting of members shall be by way of a show of hands. Upon a show of hands, each person present and entitled to vote at the meeting shall have one vote. A declaration by the chair of the meeting that any question has been carried, carried by a particular majority or not carried

and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon such question.

- (c) The chair of the meeting or any member entitled to vote at the meeting may require or demand a ballot upon any question, either before or immediately after any vote by show of hands, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner, as the chair of the meeting shall direct. On a ballot, each member present in person and entitled to vote on a question put forth at a meeting of members shall be entitled to one vote in respect of the question. The result of the ballot so taken shall be the decision of the members upon the question.
 - (d) If a corporation, association, government department or government agency is a member, the Corporation shall recognize any individual authorized by resolution of the directors or governing body of the body corporate, association, government department or government agency to represent it at any meeting of members. A member appointing a designated representative may revoke the designation of its representative by written notice to the Corporation and thereupon the person whose designation is revoked shall cease to be the representative of the member.
 - (e) A majority of votes cast by the members represented and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act of the By-laws.
30. ***Teleconference and Virtual Meetings*** - With the consent of the chair of the meeting of members and subject to such policies and procedures that may be adopted and instituted by the Board from time to time, a member or any other person entitled to attend a meeting of members may participate in the meeting by means of teleconference or virtually, and person participating in such a meeting by teleconference or virtually shall be considered present at the meeting.

PART FIVE **BOARD AND DIRECTORS**

31. ***Duties of the Board*** - The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not expressly directed or required by the Act or other statute, the Articles, the by-laws or any special resolution of the Corporation to be done in some other manner. Notwithstanding a vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.
32. ***Qualifications of Directors*** - Directors must be individuals, at least 18 years of age and must have the capacity under law to contract.

33. ***Size and Make-Up of Board*** – The Board shall consist of a minimum size of three (3) and a maximum size of sixteen (16) and shall be constituted of such positions and titles as may be established by the membership from time to time. As of the date of these Bylaws, the Board consists of the following:
- a) President – (odd years)
 - b) Treasurer – (even years)
 - c) Coach Development – (odd years)
 - d) Athlete Development – (even years)
 - e) Conduct – (even years)
 - f) Fundraising – (odd years)
 - g) Marketing – (even years)
 - h) Children’s Ringette – (even years)
 - i) Development Ringette – (even years)
 - j) Community Ringette – (odd years)
 - k) Competitive Ringette – (odd years)
 - l) Volunteer Coordinator – (even years)
 - m) Equipment Coordinator – (odd years)
 - n) Adult Ringette Liaison – (non-voting)
 - o) Warman and Area Liaison – (non-voting)
 - p) Referee Liaison – (non-voting)
34. ***Board of Director Appointment Process*** - At each annual meeting of the Corporation, nominations shall be accepted for the number of directors equal to the number of director positions that will be coming vacant on the Board. Nominations shall be completed prior to the meeting. All nominees receiving a majority of votes cast by the members represented and carrying voting rights shall be elected to the Board.
35. ***Term*** – All directors shall hold office for a term of two (2) years.
36. ***Maximum Term***. All directors may be re-elected or appointed for a maximum term of up to eight (8) consecutive years, after which they must vacate their office for at least one (1) year.
37. ***Retiring Directors*** - A retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is appointed or elected, as the case may be, unless such meeting was called for the purpose of removing such person from office as a director in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if qualified, are eligible for re-appointment.
38. ***Failure to Elect Full Number of Directors*** - Whenever at any appointment of directors of the Corporation the full number of directors is not appointed by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors appointed may exercise all powers of the Board so long as the number of directors so appointed constitutes a quorum.

39. ***Removal from Office*** –

- (a) A director may be removed from office by written notice approved by more than seventy-five percent (75%) of the members, effective the day such notice is delivered to the President or if there is no such officer, to the other members.
- (b) The office of a director shall be automatically vacated if:
 - (i) the director has resigned his or her office by delivery of a written resignation to the President;
 - (ii) the director is found by a court to be of unsound mind;
 - (iii) the director becomes bankrupt;
 - (iv) the director is convicted of a criminal offence; or
 - (v) the director dies.

40. ***Vacancies*** –

- (a) Where a director who is nominated and elected by the members of the Corporation at the annual meeting ceases to hold office prior to the expiration of his or her term, the Board may appoint a new director to fill the vacancy.
- (b) A director appointed to fill a vacancy holds office until the next AMG where they can be voted in by the membership.

41. ***Remuneration*** - The remuneration, if any, payable to the directors of the Corporation for acting as directors or officers shall be determined from time to time by resolution of the members.

42. ***Board Liaisons*** - The Board may, from time to time, appoint liaisons from other organizations to attend meetings of the Board in a non-voting capacity and to provide updates and information to the Corporation. As of the date of these Bylaws, the Board has appointed a Warman liaison and a Referee liaison, who attend meetings of the Board, as may be required.

PART SIX
COMMITTEES AND OFFICERS

43. ***Committees*** – The Board may from time to time appoint such committees as they deem necessary and may specify the duties of such committees.

44. ***Committee Duties and Members*** - The directors shall determine the duties and powers of all committees and may, by resolution, delegate duties to them. The Board may fix, by

resolution, the members of and structure of all committees. Committee members may meet, adjourn, and otherwise regulate their meetings as they may determine.

45. **Officers** – The directors may from time to time appoint such officers as they deem necessary, may specify the duties of, and, subject to the Act, delegate to such officers' powers to manage the business and affairs of the Corporation.

PART SEVEN

LIMITATION OF LIABILITY AND INDEMNIFICATION

46. **Limitation of Liability** – Every director and officer of the Corporation in exercising their powers and discharging his 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. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
47. **Indemnification of Directors and Others** - Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if
- (a) they acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

PART EIGHT
MEETINGS OF DIRECTORS AND COMMITTEES

48. ***Place of Meeting*** - Meetings of the Board and of any committee of the Board may be held at any place within Canada.
49. ***Convening of Meetings*** - A meeting of the Board may be convened by the President of the Corporation, or in the President's absence, a director appointed by the President of the Corporation or a majority of directors at any time. Except as otherwise provided by the Act and the Articles, the directors either as a Board or as a committee may convene, adjourn and otherwise regulate their meetings, as they think fit.
50. ***Teleconference and Virtual Meetings*** - If all the directors of the Corporation consent, one or more directors may participate in a meeting of the Board or a committee of the Board by means of teleconference or virtually. Any such director participating in such a meeting in such manner shall be considered 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.
51. ***Time of Notice*** –
- (a) Notice of the time and place of each meeting of the Board shall be given in the manner provided in these by-laws to each director, in the case of notice given by personal delivery, telecopier or other means of electronic communication, not less than 48 hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than 4 days before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of telephone or virtual participation) or if all the absent directors waive notice.
 - (b) For the first meeting of the Board to be held immediately following the election of directors at an annual meeting of members or special meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the Board is present.
52. ***Contents of Notice*** - Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.
53. ***Waiver*** - Notice of any meeting of the Board or of any committee of the Board, or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

54. **Quorum** –
- (a) A quorum for any meeting of the Board shall consist of a majority of the Board or such other number as the directors may determine, by resolution, from time to time.
 - (b) A quorum must present throughout the continuation of the meeting.
 - (c) If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum.
55. **Chair of the Meeting** –The President of the Corporation shall chair every meeting of the Board and meetings of the members. If the President is not able to attend a meeting, the President shall appoint another member of the Board to act as chair.
56. **Adjournment** - The chair of a meeting of the Board may, with the consent of a majority of the directors present at a meeting, adjourn any meeting of the Board to a fixed time and place. Subject to the Act, if a quorum is constituted at the time of adjournment no notice of the fixed time and place for the holding of the adjourned meeting shall be required, provided that the adjourned meeting is held in accordance with the terms of the adjournment. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. However, if there is not a quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
57. **Voting** - Decisions of the Board shall be determined by a majority of votes of the directors present, including the President, who shall vote on all items.
58. **Resolution in Writing** – A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed a meeting of the directors. Such resolution may be signed in counterparts.

PART NINE

NOTICES

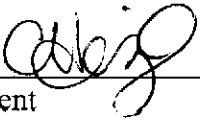
59. **Manner of Notice** - Any notice (which includes any communication or document) to be given pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's latest address as shown on the records of the Corporation or if mailed to such person at the said address by prepaid ordinary or airmail or if sent to such person by telecopier or other means of electronic communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed

shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by telecopier or other means of electronic communication shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The Corporation may change or cause to be changed the recorded address, telecopier number or any other electronic address or number of any member, director, officer, auditor, or member of a committee of the Board in accordance with any information which the Corporation reasonably believes to be reliable.

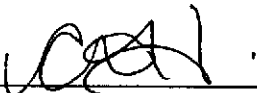
60. **Notice Computation** - In computing the time when notice must be given under any provision requiring a specific number of hours notice, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
61. **Returned Notices** - Where notices or other documents required to be given by the Corporation to its members have been given to a member at such member's latest mailing address, telecopier number or other electronic address as shown on the records of the Corporation and where, on 3 consecutive occasions, notices or other documents have been returned to the Corporation, the Corporation is not required to give to the member any further notices or other documents until such time as the Corporation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address or number.
62. **Signature** - Subject to the Act, the signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
63. **Certificate of Office** - A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any member, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
64. **Common Notice** - A special meeting and the annual meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.
65. **Omissions and Errors** - The accidental omission to give any notice to any member, director, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such omission.

66. **Books and Records** - The directors shall see that all necessary books and records of the Corporation required by the by-laws, the Act or by any applicable statute or law are regularly and properly kept.

ENACTED by the Board the 26th day of April, 2026.

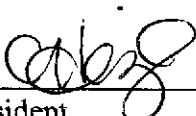


President



Director

CONFIRMED by the members in accordance with the Act on the 26th day of April, 2026.



President