

SPINAL CORD INJURY SASKATCHEWAN INC.
BY-LAW NO. 1

BY-LAWS RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF
SPINAL CORD INJURY SASKATCHEWAN INC.

(HEREINAFTER CALLED THE "CORPORATION")

March 23 1990

Reviewed & Revised September 10 2010

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ARTICLE 1.00 <u>INTERPRETATION</u>	
1.01	<u>ACT</u> All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.
1.02	<u>DEFINED TERMS</u> In this By-law and all other By-laws of the Corporation unless the context otherwise requires:
(a)	“Act” means the <i>Non-Profit Corporations Act</i> for the Province of Saskatchewan and the regulations made there under as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provisions;
(b)	“Board” means the Directors of the Corporation from time to time;
(c)	“By-laws” means the by-laws of the Corporation from time to time in force and effect, as amended;
(d)	“Charter” means the Articles of Incorporation, Memorandum, Letters Patent, Petition, Application or other constating document of the Corporation;
(e)	“Founding Member” means The Canadian Paraplegic Association, or its successors (Spinal Cord Injury Canada November 2015);
(f)	“Member”, “Members”, or “Membership” means ordinary members only, unless the context otherwise specifically requires;
(g)	“Corporation”, “Association” or “Society” means Spinal Cord Injury Saskatchewan Inc.
1.03	<u>PLURAL</u> Unless the context otherwise requires works importing the singular number shall include the plural number as the case may be and vice versa.
1.04	<u>HEADINGS</u> The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
ARTICLE 2.00 <u>OBJECTS</u>	
2.01	<u>OBJECTS OF THE CORPORATION</u> The objects of the Corporation as specified in its Charter are:
(a)	To become and operate exclusively as a registered charity as that term is defined in <i>The Income Tax Act</i> ’;
(c)	To distribute or allocate funds to or for the rehabilitation, support, assistance or benefit of persons who are physically disabled or otherwise physically challenged, principally from spinal cord injury or disease, either directly or through charitable entities, organizations or societies with objects similar to, supportive of, consistent with or otherwise related to the purposes of the Corporation;

(d)	To promote, incur, sponsor, undertake, finance and contribute to research, medical or otherwise, in the area of or relating to or otherwise arising from spinal cord injury or disease;
(e)	To promote understanding and awareness in respect of issues of concern to the physically disabled or persons otherwise physically challenged, including sponsoring, developing and implementing programs or initiatives which promote awareness as to the potential of such persons;
(f)	To promote, sponsor, fund or provide scholarships or sponsorships in connection with education, study or research related to any of the aforementioned objects;
(g)	To bind together all men and women in fellowship who are physically disabled through spinal cord injury or disease and to provide a vehicle for likeminded members of the community in furthering the objects of the Corporation;
(h)	To provide a common voice in the community to facilitate change as to permit full participation and integration of persons with spinal cord injury or disease, or otherwise calculated to support, assist or benefit persons who are disabled or otherwise physically challenged, principally from spinal cord injury or disease;
(i)	To solicit, acquire, receive and hold funds and gifts by donation, devise, bequest, grant or otherwise and to invest and reinvest its funds and to administer and employ its assets, property, rights and resources in furtherance of the objects of the Corporation;
(j)	To enter into arrangements with authorities, public, private, academic or otherwise, that may seem conducive to the Corporation's objects or any of them and to obtain from any such authorities any rights, privileges and concessions which the Corporation may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
(k)	To establish and support or aid in the establishment and support of funds or trusts related to research, medical or otherwise, in the area of, relating to or otherwise arising from spinal cord injury or disease or otherwise calculated to support, assist or benefit persons who are disabled or otherwise physically challenged, principally from spinal cord injury or disease;
(l)	To collect, receive and administer funds or capital gifts from donors for specific projects and purposes suggested or designated by the donor related to research, medical or otherwise, in the area of, relating to or otherwise arising from spinal cord injury or disease or otherwise calculated to support, assist or benefit persons who are disabled or otherwise physically challenged, principally from spinal cord injury or disease;
(m)	To assist in the funding of administrative costs of other registered charities with objects similar to or otherwise supportive of or consistent with the purposes of the Corporation;

(n)	To do all things necessary, proper or permitted in furtherance of the objects of the Corporation without purpose or gain for its members as a consequence of which no part of its income or capital can be payable to or otherwise available for the personal benefit of its members by virtue of membership only; and
(o)	Upon revocation of its registration as a charity under <i>The Income Tax Act</i> or upon the wind-up, liquidation, dissolution or bankruptcy of the Corporation, whichever occurs first, to distribute any assets or property remaining, after payment of all debts and liabilities, as contemplated by the By-laws of the Corporation.
2.02	<u>SEAL</u> The seal of the Corporation shall be such that the Board may from time to time adopt. The seal of the Corporation shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board.
2.03	<u>FINANCIAL YEAR</u> Until otherwise ordered by the Board, the financial year of the Corporation shall end on the 31 st day of March in each year.
2.04	<u>BOOKS AND RECORDS</u> The Board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation, or for any other reason are regularly and properly kept. The minutes of meetings of the Board or of committees of the Board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' list) shall be available to members. Each of the directors shall be provided with a copy of the minutes of the meeting of the Board and of Executive Committee of the Board and of such other minutes, documents or records of the Corporation as the director may reasonably request.
2.05	<u>INSPECTION</u> The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Corporation except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.
	ARTICLE 3.00 <u>TRANSACTION OF THE AFFAIRS OF THE CORPORATION</u>
3.01	<u>PROVINCIAL OFFICE</u> The Corporation shall at all times have a registered office within the Province of Saskatchewan. Subject to the Act, the Board may at any time:
(a)	Change the address of the registered office within Saskatchewan;

(b)	designate or revoke or change a designation of, a records office within Saskatchewan; or
(c)	Designate, or revoke or change a designation of, a post office box within Saskatchewan as the address for service by mail of the Corporation.
	ARTICLE 4.00 <u>MEMBERSHIP</u>
4.01	<u>GENERAL</u> Membership in the Corporation shall be the Spinal Cord Injury Saskatchewan Inc., as founding member, and such other persons as are admitted as members of the Corporation pursuant to the provisions of this article.
4.02	<u>CLASSES OF MEMBERSHIP</u> There shall be the following classes of membership in the Corporation:
(a)	“Founding Member” which shall be The Canadian Paraplegic Association, or its successor (Spinal Cord Injury Canada November 2015).
(b)	“Ordinary Member” shall be those admitted to membership by the Corporation who shall be entitled to receive notice of and to one vote per member at all meetings of members of the Corporation and shall pay annual membership fees as may be determined in accordance with the provisions of the By-laws.
(c)	“Honorary Member” may be a status conferred upon a person by the Board having regard to contributions made or proposed to be made to the Corporation or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Corporation. Honorary Members shall not be entitled to receive notice of or to vote at any meetings of members of the Corporation, nor shall Honorary Members be subject to any fees, dues or subscriptions in respect of such membership.
(d)	The Board may, from time to time, create other classifications of membership or establish other relationships to the Corporation involving a special status having regard to contributions made or proposed contributions to be made to the Corporation or otherwise made to the community which are supportive of or consistent with the objects of the Corporation. Such other members or persons designated as having a relationship to the Corporation shall not be entitled to receive notice of or to vote at any meetings of members of the Corporation, nor shall such members or persons designated as having a relationship to the Corporation be subject to any fees, dues or subscriptions in respect of their membership or relationship.
(e)	All references to membership, member or members in the By-laws shall mean Ordinary Members, unless the context otherwise specifically requires.
4.03	<u>APPLICATION</u> All applications for membership in the Corporation (other than in respect of honorary membership) shall be submitted to the organization,

	and upon approval and payment of annual fees shall be become a member and entered upon the registry of members.
4.04	<u>MINIMUM AGE</u> No person shall be a member of the Corporation unless the person has attained the age of majority.
4.05	<u>PROHIBITION</u> No employee of the Corporation may be a member of the Board.
4.06	<p><u>FEES</u> There shall be no due or fees payable by members except such, if any, as shall from time to time be fixed by the Board, which fees shall become effective only when confirmed by a vote of members at an annual general or special meeting, by ordinary resolution.</p> <p>The Secretary or designate shall notify the members of the dues or fees at any time payable by asking them, and if they are not paid within sixty days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Corporation and shall be removed from the registry of members, unless otherwise determined by the Board, in its sole and absolute discretion. Any such member may, on payment of all unpaid fees, be reinstated as a member of the Corporation.</p>
4.07	<u>WITHDRAWAL OF MEMBERSHIP</u> A member may withdraw from the Corporation by tendering a resignation to the Corporation, such resignation becomes effective at the time a written resignation is received the Corporation, at the time specified in the resignation, whichever is the later or ceases to pay annual membership fees, and such member shall be removed from the registry of members.
4.08	<u>EXPULSION OF MEMBERS</u> The Board shall have the power, by a vote of 75% of those present, to expel any member whose conduct shall have been determined by the Board to be likely to undermine the interests or reputation of the Corporation. No member shall be expelled without first having been notified of the charge or complaint and without having first been given an opportunity to be heard by the Board at a meeting called for such purpose. Upon resolution expelling a member, such member shall stand expelled from the membership of the Corporation as from the date specified in such resolution and any such member shall be removed from the registry of members.
4.09	<u>REGISTRY OF MEMBERS</u> The Corporation shall maintain a registry of members in which shall be recorded particulars of membership and which shall be conclusive as to the matter of membership in the Corporation.
4.10	<u>FOUNDING MEMBER</u>

(a)	The founding member shall have the exclusive right to initiate, to vote on and to pass any amendment to the By-laws or to the Charter which creates or affects the rights of any class of member, or the procedure for amendment of the By-laws or the Charter and, without restricting the generality of the foregoing, the Founding Member shall have the exclusive right to remove or suspend the voting or other rights of any class of member, to create new classes of member and to create new voting or other rights for existing classes of member.
(b)	The Founding Member shall have the exclusive right to vote with respect to any amendment to the provisions in the Charter or By-laws dealing with the disposition of remaining property on the dissolution of the Corporation.
(c)	The Founding Member shall be entitled to receive minutes of all meetings of the Board and to receive all notices of meetings of members and copies of the financial statements presented to the annual meeting of members and minutes of any meeting of members.
(d)	No resolution of the Board or the members respecting the following shall have any effect unless approved by the Founding Member and certified to that effect by the secretary or any other officer of the Founding Member: (i) the sale, lease or exchange of all or substantially all of the property of the Corporation (ii) the ceasing to carry on the undertaking of the Corporation or the liquidation, winding up or dissolution of the Corporation.
(e)	The rights given to the Founding Member as set forth in this Section 4.10 shall be the only rights and entitlements of the Founding Member and the rights of all other classes of members are to that extent, abrogated.
(f)	In the event that the Founding Member shall be dissolved, liquidated or wound-up or become bankrupt or upon the appointment of a receiver with respect to its undertaking, all rights and powers given to the Founding Member in these By-laws or in the Charter documents shall immediately and forever cease and such rights and powers shall devolve on the Ordinary Members.
(g)	The provisions of this Article may only be amended by resolution of the Founding Member.
	ARTICLE 5.00 MEETINGS OF MEMBERS
5.01	<u>ANNUAL GENERAL MEETING</u> Subject to the provisions of the Act, the annual general meeting of members of the Corporation shall be held at the registered office of the Corporation or at a place elsewhere within Saskatchewan determined by the Board on such day in each year and at such time as the Board may determine. The annual general meeting shall be called for the purpose of electing directors and transacting such other business as may properly come before the meeting, including receiving the annual report of the Executive Director and a financial statement setting out

	the income, disbursements, assets and liability for the last fiscal period of the Corporation audited and signed by the Corporation's auditor.
5.02	<u>SPECIAL MEETINGS</u> The Board may at any time call a special meeting of members of the Corporation to be held on such day and at such time and, at such place within Saskatchewan as the board may determine.
5.03	<u>MEETING ON REQUISITION OF MEMBERS</u> Members of the Corporation representing not less than 25% of the members of the Corporation may requisition the Board to call a meeting of members of the Corporation for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Corporation. Upon receipt of the requisition, the Board shall call a meeting of members of the Corporation to transact the business stated in the requisition. If the Board does not within thirty-five (35) days after receiving the requisition call a meeting, any member who signed the requisition may call the meeting.
5.04	<p><u>NOTICE</u> A printed, written or printed notice stating the day, hour and place of meeting and the general nature of the business to be transacted if special business is to be transacted there at, shall be sent to the Founding Member and to each member entitled to notice of or to vote at the meeting, who on the record date for notice is entered on the register of members of the Corporation as a member in good standing; to each director of the Corporation; and to the auditor of the Corporation not less than twenty-one (21) days and not more than fifty (50) days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting of the members of the Corporation; provided that a meeting of members of the Corporation may be held for any purpose on any day and at any time and, at any place without notice if all the members and all other persons entitled to attend such meeting are present in person at the meeting (except where a member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or if all the members and all other persons entitled to attend such meeting and not present in the person there waive notice of the meeting.</p> <p>A director of the Corporation is entitled to receive notice of and to attend and be heard at every meeting of members of the Corporation.</p> <p>The auditor of the Corporation is entitled to receive notice of every meeting of members of the Corporation and to attend and be heard at every meeting on matters relating to the duties as auditor.</p>

5.05	<p><u>WAIVER OF NOTICE</u> Notice of any meeting of members of the Corporation or the time for the giving of any such notice of any irregularity in any meeting or in the notice thereof may be waived by any member, any director or the auditor of the corporation in writing or by electronic means addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Corporation is a waiver of notice of the meeting, except when the member 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.</p>
5.06	<p><u>OMISSION OF NOTICE</u> The accidental omission to give notice of any meeting of members of the Corporation to or the non-receipt of any notice by, any person other than the Founding Member shall not invalidate any resolution passed or any proceeding taken at any such meeting.</p>
5.07	<p><u>RECORD DATES</u> The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, but such record date shall not precede by more than fifty (50) days or by less than twenty-one (21) days the date on which the meeting is to be held.</p> <p>If no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, shall be:</p> <p>(i) at the close of business on the last business day preceding the day on which the notice is sent; or</p> <p>(ii) if no notice is sent, the day in which the meeting is held.</p>
5.08	<p><u>CHAIR OF THE MEETING</u> The President shall preside as Chair and in the absence the President, the Vice-President, and in the absence of the both, the members present and entitled to vote shall elect another director as Chair of the meeting and if no director is present or if all the directors present decline to take the chair then the members present and entitled to vote shall elect one of their number to be chair.</p>

5.09	<p><u>VOTES</u> Votes at meeting of members shall be given personally. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is requested by the Chair of the meeting or is demanded by a member entitled to vote at the meeting. The Chair of the meeting or a member entitled to vote may demand a ballot either before or on the declaration of the result of any vote by show of hands. In the case of an equality of votes the Chair of the meeting shall either on a show of hands or on a ballot, have a second or casting vote in addition to the vote to which the Chair may be entitled to as member.</p> <p>At any meeting, unless a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chair of the meeting that a resolution has been carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.</p> <p>If at the meeting a ballot is demanded on the election of a Chair or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair of the meeting directs. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.</p>
5.10	<p><u>RIGHT TO VOTE</u> Every ordinary member of the Corporation in good standing shall be entitled to one vote at any meeting of members or on any questions to be decided by member. No Honorary member or Advisory Board member shall be entitled to vote at any meeting of members or on any question to be decided by members.</p>
5.11	<p><u>PROXIES PROHIBITED</u> No member may vote by proxy.</p>

5.12	<p><u>ADJOURNMENT</u> The Chair of the meeting may with the consent of the meeting adjourn any meeting of members of the Corporation from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments or an aggregate of less than thirty (30) days; it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.</p> <p>Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present there at. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no 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 which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.</p>
5.13	<p><u>QUORUM</u> A majority of the voting members personally present at the opening of a meeting of members constitutes a quorum unless the by-laws provide otherwise.</p>
5.14	<p><u>RESOLUTION IN LIEU OF MEETING</u> A resolution in writing signed by all members entitled to vote on that resolution or signed in counterpart by all such members is as valid as if it had been passed at a meeting of members of the Corporation and shall be held to relate back to and effective as of the date stated therein.</p>
5.15	<p><u>RESOLUTION OF FOUNDING MEMBER</u> A resolution of the Founding Member duly certified by its secretary or other authorized officer shall be conclusive evidence of the decision of the Founding Member as to matters within its jurisdiction.</p>
	<p>ARTICLE 6.00 <u>BOARD OF DIRECTORS</u></p>
6.01	<p><u>GENERAL</u> The business and affairs of the Corporation shall be managed by the Board of the Corporation who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, the By-laws, and special resolution of the Corporation, or by statute expressly directed or required to be done in some other manner.</p>
6.02	<p><u>NUMBER</u> The number of directors shall be not less than five (5) persons and not more than fifteen (15) persons and shall be determined from time to time within such limits by resolution of the Board (AMENDED AGM JUNE 14 2019).</p>

6.03	<p><u>VACANCIES</u> A quorum of directors may fill a vacancy among the directors. If the number of directors is not sufficient to constitute a quorum of directors, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member. If the members have adopted an amendment to the by-laws to increase the minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall have the power to appoint such directors.</p> <p>A director appointed or elected to fill a vacancy holds office for the unexpired term of the predecessor.</p>
6.04	<p><u>ADDITIONAL DIRECTORS</u> The Board shall have the power to appoint any other person or persons to be a director or directors as an addition or additions to the Board, but so that the total number of directors shall not at any time exceed the maximum herein before prescribed and any directors so appointed shall hold office until the close of the next annual general meeting of members or until a successor has been duly elected or appointed and then shall be eligible for re-election.</p>
6.05	<p><u>DUTIES</u> Every director and officer of the Corporation in exercising his powers and discharging their duties shall:</p>
(a)	Act honestly in good faith with a view to the best interests of the Corporation;
(b)	Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
(c)	Avoid any situation where acting in any capacity whatsoever would create a conflict of interest with acting in the capacity of a director and officer of the Corporation;
(d)	Keep all matters and information related to all Board meetings confidential;
6.06	<p><u>Qualification (amended June 1995)</u> A director shall at the time of election or appointment and throughout the term of office be a member of the Corporation. A director shall automatically cease to be a director at the time the director ceases to be a member of the Corporation, provided that person who is appointed or elected as a director shall have three (3) months from time of such appointment, or election to become a member. As far as is practicable at least 51% of the membership of the Board shall, at all times consist of persons with a disability due to mobility impairment.</p>

6.07	<p><u>Term of Office (amended September 2010)</u></p> <p>a) Directors shall be appointed to the Board for a standard two-year term ("Term") unless otherwise directed by the Board in accordance with the terms and conditions set out herein;</p> <p>b) Notwithstanding subsection 6.07 a), the Board may exercise reasonable discretion in limiting or extending the standard two-year term of the directors in the following circumstances:</p> <p>(i) the Board is required to fill initial appointments</p> <p>(ii) the Board is required to fill unexpected vacancies</p> <p>(iii) the Board is required to allow for continuity of Directors;</p> <p>c) Directors appointed to the Board are eligible for reappointment;</p> <p>d) At an Annual General Meeting, where a director has finished serving his Term, the Board shall direct the outgoing Director to:</p> <p>(i) retire from office</p> <p>(ii) be nominated for re-election</p> <p>(iii) to hold the position until a successor has been elected.</p>
6.08	<p><u>NOMINATING PROCEDURE</u> The Board shall annually appoint a nominating committee which shall prepare a slate of nominees for election as directors. The Chairperson of the nominations' committee shall be the immediate past president or in the absence of an immediate past president the Board shall appoint the Chairperson. The number of nominees shall be equal to the number of directors to be elected at the annual general meeting. The slate of nominees shall be presented by the chairperson at the annual general meeting with a motion to accept the nominations as presented. Additional nominations may be made provided that the nomination:</p>
(a)	<p>Is in writing (written, email or fax) and signed by ten (10) members, who have verified their name, address and contact info so SCI Sask is able to ensure they are, in fact, an SCI Sask member;</p>
(b)	<p>Contains the written consent of the nominee; and</p>
(c)	<p>Is received at the registered office of the Corporation at least forty-eight (48) hours prior to the start of the annual general meeting.</p>
6.09	<p><u>ELECTION</u> If a meeting of members fails to elect the number or the minimum number of directors required by the By-Laws by reason of the disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors as if the number of directors so elected constitutes a quorum until such time as the appropriate number of directors have been elected or appointed in the manner contemplated by the provisions hereof.</p>

6.10	<u>CONSENT TO ELECTION</u> A person who is elected or appointed a director is not a director unless the person was present at the meeting at which the election or appointment took place and did not refuse to act as a director, or if, not present at the meeting when the election or appointment took place, consented to act as a director in writing before the election or appointment or within ten (10) days after the person has acted as a director pursuant to the election or appointment.
6.11	<u>REMOVAL</u> The members of the Corporation may by special resolution at a special meeting called for that purpose remove any director from office before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in the place of such director for the remainder of the term.
6.12	<u>RESIGNATION</u> A director of the Corporation ceases to hold office when the director dies, resigns or is removed from office. A resignation of a director becomes effective at the time a written resignation is received by the Corporation, or at the time specified in the resignation, whichever is the later.
6.13	<u>VALIDITY OF ACTS</u> An act of a director or officer is valid notwithstanding an irregularity in the election or appointment or a defect in the qualification of such director.
6.14	<u>MINUTES AND CUSTODY OF RECORDS</u> The Board shall cause minutes to be made in books provided for that purpose:
(a)	Of all appointments for directors made by the Board;
(b)	Of the names of the directors present at each meeting of the Board and of the Executive Committee of the Board;
(d)	And any such minutes, as aforesaid, if purporting to be signed by the Chair of the meeting at which such resolutions were passed or proceedings had (as the case may be) or by the Chair of the next succeeding annual meeting or meeting of the Board or Executive Committee of the board (as the case may be) shall be sufficient evidence without any further proof of the facts therein stated. All such minutes, as well as the records and books of the Corporation shall be kept at the registered office of the Corporation appointed by the Board. Copies of the minutes of the meetings of the Executive Committee shall be sent to the members of the Boards.
6.15	<u>HONORARY DIRECTORS</u> The Board shall be entitled to appoint person as Honorary Directors having such terms and conditions of appointment as the directors may, from time to time determine, but such Honorary Directors shall not be entitled to receive any notice of, attend or vote at any meetings of the Board, nor shall Honorary Directors be considered to be directors for any other purposes herein provided, with the intent that such position shall not confer any official, legal or other status, but be merely honorary. Honorary Directors need not be members of the Corporation.

ARTICLE 7.00 <u>MEETINGS OF THE BOARD OF DIRECTORS</u>	
7.01	<p><u>PLACE OF MEETING</u> Meetings of the Board and Executive Committee of the Board may be held at any place within Saskatchewan or such other place as determined by the Board. A meeting of the Board may be convened by the President or upon the written requisition of any three (3) directors at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of the Board.</p>
7.02	<p><u>NOTICE</u> Notice of the time and place for the holding of any meeting of the Board shall be sent to each Director not less than two (2) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that the meetings of the Board may be held at any time without notice if all the directors are present (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) or if all the absent directors have waived notice. The notice of a meeting of the Board need not specify the purpose of the business to be transacted at the meeting.</p> <p>For the first meeting of the Board to be held following the election of directors at an annual general 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 of such meeting 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 directors is present.</p>
7.03	<p><u>WAIVER OF NOTICE</u> Notice of any meeting of the Board or Executive Committee or the time for the giving of any such notice or any irregularity in any meeting or in the notice of thereof may be waived by any director in writing or by electronic means addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver related. Attendance of a director at any meeting of the Board or Executive Committee is a waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.</p>
7.04	<p><u>OMISSION OF NOTICE</u> The accidental omission to give notice of any meeting of the Board or of any committee of the Board to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.</p>

7.05	<u>TELECOMMUNICATION PARTICIPATION</u> A director may participate in a meeting of the Board or of any committee of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.
7.06	<u>ADJOURNMENT</u> Any meeting of directors or Executive Committee may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to be a fixed time and place. Notice of an adjourned meeting of the Board or Executive Committee is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after adjournment. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.
7.07	<u>QUORUM AND VOTING</u> Five (5) directors constitutes a quorum at any meeting of the Board and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the Board. The directors shall not transact business at a meeting of the Board unless a quorum is present. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting in addition to the original vote shall have a second or casting vote.
7.08	<u>RESOLUTION IN LIEU OF MEETING</u> A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board or Executive Committee or signed in counterpart by all such directors is as valid as if it had been passed at a meeting of the Board or Executive Committee and shall be held to relate back to and effective as of the date stated therein.
7.09	<u>NUMBER OF MEETINGS</u> A minimum of two meetings of the Board shall be held each year.
	ARTICE 8.00 <u>COMMITTEES OF DIRECTORS</u>
8.01	<u>GENERAL</u> The Board may from time to time appoint from among its members, committees of the Board, including an Executive Committee and may delegate to such committees any of the powers of the Board except that no such committee shall have the authority to:
(a)	Submit to the members of the Corporation any question or matter requiring the approval of the Corporation;
(b)	Fill a vacancy among the directors or in the office of auditor or otherwise appoint a director as an addition to the Board; and

(c)	Approve any financial statements to be placed before the members of the Corporation.
8.02	<p><u>EXECUTIVE COMMITTEE</u> There shall be an Executive Committee of the Board consisting of not less than five (5) and not more than ten (10) persons appointed by and for the Board.</p> <p>The Executive Committee shall have and may exercise all the rights, powers, authority and privileges of the Board.</p> <p>A quorum for meetings of the Executive Committee shall be the attendance of three (3) members thereof.</p> <p>The Executive Committee shall be chaired by the President or by a member of the Committee designated by the President provided that if the President is unable or unwilling to act, the Chair at any meeting may be elected by the members of the committee.</p> <p>The Executive Committee may establish its own rules and procedures governing its meetings.</p>
	<p>Article 9.00</p> <p><u>REMUNERATION OF DIRECTORS</u></p>
9.01	No person shall be entitled to any remuneration by reason solely of being a director of the Corporation. The directors of the Corporation shall also be entitled to be paid their reasonable out-of-pocket expenses properly incurred by them in connection with the affairs of the Corporation.
	<p>ARTICLE 10.00</p> <p><u>SUBMISSION OF CONTRACT OF TRANSACTION TO MEMBERS FOR APPROVAL</u></p>
10.1	The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting of the members or at any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless different or additional requirements is imposed by the Act or by any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified and/or confirmed by every member of the Corporation.

ARTICLE 11.00
CONFLICT OF INTEREST

- 11.01 A director or officer of the Corporation who is a party to a material contract or proposed material contract with the Corporation, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose fully the nature and extent of the interest. No such director of the Corporation shall vote on any resolution to approve such contract. If a material contract is made between the Corporation and one or more of its directors or officer, or between the Corporation and another person of which a director officer of the Corporation is a director or officer or in which such person has a material interest:
- (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, and
 - (ii) a director or officer or former director or officer of the Corporation to whom a profit accrues as a result of the making of the contract is not liable to account to the Corporation for that profit by reason only of holding office as a director or officer, if the director or officer disclosed his interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to the corporation at the time it was approved.

	<p>ARTICLE 12.00</p> <p><u>FOR THE PROTECTION OF DIRECTORS AND OFFICERS</u></p>
12.01	<p>No director or officer for the time being of the Corporation 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 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 by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with who or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the Corporation or for any other loss damage or misfortune whatever which may happen in the execution of the duties of the respective office of trust or in relation thereto, unless the same shall happen by or through a failure to exercise the powers and to discharge the duties of the office honestly, in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance, provided that nothing herein contained shall relieve a director or officer from the duty to act under the Act. The directors for the time being of the corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation the fact of being a shareholder, director or officer of the Corporation or body corporate or member of the firm shall not disentitle such director of officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such service.</p>

	<p>ARTICLE 13.00</p> <p><u>INDEMNITIES TO DIRECTORS AND OTHERS</u></p>
13.01	<p>Except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or as 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 the heirs and legal representatives of such director</p>

	or officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such director or officer in respect of any civil, criminal or administrative action or proceeding to which such director or officer is made a party by reason of being or having been a director or officer of the Corporation or body corporate, if:
(a)	The director or officer 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, the director or officer had reasonable grounds for believing that the impugned conduct was lawful.
	ARTICLE 14.00 <u>OFFICERS OF THE CORPORATION</u>
14.01	<u>APPOINTMENT</u> The Board annually or as often as may be required shall appoint from among themselves a President and if deemed advisable, may appoint one or more Vice-Presidents and a Treasurer. The Board shall also appoint a Secretary of the Board. Two or more offices of the Corporation may be held by the same person. In case and whenever the same person holds the office of Secretary and Treasurer, the person may be but need not be known as Secretary-Treasurer. The Board may from time to time appoint such other officers, employees and agents as it shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Board. The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer.
14.02	<u>REMOVAL OF OFFICER AND VACATION OF OFFICE</u> All officers, employees and agents, of the Corporation shall be subject to removal by resolution of the Board at any time, with or without cause. An officer of the Corporation ceases to hold office when the officer dies, resigns or is removed from office. A resignation of an officer becomes effective at the time a written resignation is received by the Corporation, or at the time specified in the resignation, whichever is later.
14.03	<u>VACANCIES</u> If the office of President, Vice-President, Secretary, Treasurer, or any other office created by the Board shall be or become vacant by reason of death, resignation or in any other manner whatsoever, the directors shall in the case of President, the Treasurer and the Secretary, and may in the case of any officers, appoint an individual to fill such vacancy.

14.04	<p><u>PRESIDENT</u> The President shall be the Chief Executive Officer of the Corporation (except as otherwise may be specified by the Board) and shall, subject to the direction of the Board exercise general supervision and control over the business and affairs of the Corporation. The President shall, when present, preside as Chair at all meetings of the Board and members. The President shall sign such contracts, documents or instruments in writing as require the signature of the President and shall have such other powers and perform such other duties as may from time to time be assigned by resolution of the Board or as are incident to the office. The President shall be ex officio member of all committees of the Board and shall have such other powers and shall perform such other duties as normally pertained to the office.</p>
14.05	<p><u>VICE-PRESIDENT</u> The Vice-President or, if more than one, the Vice Presidents in order of seniority (except as otherwise specified or designation by the Board) shall be vested with all powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, the Vice-President s) shall sign such contracts, documents or instruments in writing as require the signatures of such officers and shall also have other powers and perform such other duties as may from time to time be assigned by resolution of the Board.</p>
14.06	<p><u>SECRETARY</u> The Secretary shall give or cause to be given notices for all meetings of the Board and Executive Committee members when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in the by-laws. The Secretary shall sign such contracts, documents or instruments in writing as require the signatures of such officers and shall also have other powers and perform such other duties as may from time to time be assigned by resolution of the Board or as are incident to the office.</p>
14.07	<p><u>TREASURER</u> Subject to the provisions of any resolution of the directors, the Treasurer shall have the care and custody of all funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with resolution direct. The Treasurer shall prepare and maintain or cause to be prepared and maintained adequate accounting records. The Treasurer shall sign such contracts, documents or instruments in writing as require the signatures of such officers and shall also have other powers and perform such other duties as may from time to time be assigned by resolution of the Board or as are incident to the office. The Treasurer may be required to give such bond for the faithful performance of duties as the Board in its uncontrolled discretion may require and no director shall be liable for any failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.</p>

14.08	<u>EXECUTIVE DIRECTOR</u> The Board shall from time to time appoint an Executive Director as Chief Operating Officer of the Corporation (or such other designation as the Board may determine and may delegate to the Executive Director full authority to manage and direct the business and affairs of the Corporation (except of such matters and duties as by law must be transacted or performed by the Board or the members in general meeting) and to employ or discharge agents and employees of the Corporation or may delegate to the Executive Director any less powers. Such Executive Director shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board or any of them all information it may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Director shall be subject to discharge by the Board.
14.09	<u>DUTIES OF OFFICE MAY BE DELEGATED</u> In case of absence or inability or refusal to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
ARTICLE 15.00 <u>BORROWING POWERS</u>	
15.01	<u>GENERAL</u> The Board may from time to time
(a)	Borrow or raise money on the credit of the Corporation; and
(b)	Issue, sell or pledge securities of the Corporation; and
(c)	Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including without restriction, book debts, rights, powers, franchises or undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
(d)	Provided that debentures shall not be issued without the sanction of a special resolution of the Corporation.
15.02	<u>DELEGATION</u> From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due to the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
ARTICLE 16.00 (amended June 2004) <u>AUDITORS</u>	

16.01	The financial statements of the Corporation shall be audited by a Professional Accounting Firm who shall be appointed from time to time by the members at such remuneration as may be fixed by the Board.
	ARTICLE 17.00 <u>SIGNING</u>
17.01	All cheques, drafts, or orders for the payment of money and all notes, acceptances and bill of exchange shall be signed by such officer or officers or other person or person, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

	<p>ARTICLE 18.00 EXECUTION OF CONTRACTS, ETC.</p>
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18.01 Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two directors or one director and one officer who is not a director of the Corporation, with or without the affixing of the seal, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officer or any other person or persons on behalf of the Corporation either to sign specific contracts, documents or instruments in writing, with or without affixing the seal of the Corporation.

The corporate seal of the Corporation may be affixed to contracts, documents or instruments in writing signed by those authorized aforesaid or by an officer or officers, person or persons appointed as foresaid by resolution of the Board.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecations, charges, conveyances, transfer and assignments of property, real or personal immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

In particular, without limiting the generality of the foregoing those specifically authorized aforesaid are authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities. The signature or signatures of any officer or director of the Corporation and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the Board may, if specifically authorized by resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or securities of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the Board, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or person whose signature or signature is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents, or instruments in writing or securities of the Corporation.

	<p>ARITICLE 19.00 (amended June, 2007) <u>ALTERATION OF BY-LAWS</u></p>
19.01	<p>Except where the articles or bylaws of the corporation otherwise provide, the directors may, by resolution, make, amend, repeal any bylaws that regulate the activities or affairs of the corporation.</p> <p>The bylaws, amendment or repeal are effective from the day of the resolution of the directors but the directors must submit the bylaws amendment or repeal to the next meeting of members who may, by ordinary resolution, confirm reject or amend the bylaws.</p> <p>If not submitted to the members at their next meeting or if submitted and rejected by the members, the bylaws cease to be effective and any subsequent resolution of the directors to make, amend or repeal bylaws having subsequently the same purpose do not become effective until confirmed by members.</p>
	<p>ARTICLE 20 <u>DISTRIBUTION OF PROPERTY</u></p>
20.01	<p>The Corporation shall be non-profit and operate exclusively as a registered charity. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to such organizations carrying on their undertaking in the Province of Saskatchewan and having objects similar to those of the Corporation, as determined by resolution of the Board of Directors of the Founding Member; provided however, that should the Founding Member have been dissolved then the remaining property shall be distributed as determined by a resolution of the Board of the Corporation and, failing such determination, in accordance with the determination or direction of a Justice of the Court of Appeal of Saskatchewan or by the Lieutenant-Governor-in Council.</p>
	<p>ARTICLE 21.00 <u>APPOINTMENT OF DIRECTOR DELEGATES OF FOUNDING MEMBER</u></p>
21.01	<p>The power of the Corporation to appoint Director-Delegates of the Founding Member, as provided for in the By-laws of the Founding Member, shall be vested in the Board. At least one of such Director-Delegates shall be a member of the Board at the time of appointment.</p> <p>The Board may revoke the appointment of any such Director-Delegate appointed by it at any time. In the event of any such revocation, the Board shall immediately give written notice to the General Secretary of the Founding Member.</p>

	If the appointment of any Director-Delegate is revoked or if any Director-Delegate dies or resigns he Board may appoint a substitute Director-Delegate to fill the unexpired term.
	ARTICLE 22.00 <u>NOTICES</u>
22.1	<u>General</u> Any notice or document required by the Act or the By-laws to be sent to any member or director of the Corporation may be delivered personally to or sent by mail addressed to:
(a)	The member at the latest address of the member as shown in the records of the Corporation; and
(b)	The director at the latest address of the member as shown in the records of the Corporation;
(c)	With respect to every notice or document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice of document was properly addressed and put into a post office or into a post office letter box.
22.02	<u>INCORRECT ADDRESS</u> If the Corporation sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Corporation is not required to send any further notices or documents to the member until the member informs the Corporation in writing of the new address.
22.03	<u>SIGNATURE OF NOTICE</u> 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.
22.04	<u>COMPUTATION OF TIME</u> Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the by-laws of the Corporation, the day the notice is sent shall, unless it is otherwise provided, be counted in such number of days or other period and such notice shall be deemed to have been sent on the day of personal delivery or mailing.
22.05	<u>PROOF OF SERVICE</u> A certificate of any officer of the Corporation in office at the time of the making of the certificate or of any agent of the Corporation as to the facts in relation to the sending of any notice or document to any member, director, officer, or auditor or publication of any notice or 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.

	ARTICLE 23.00
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	<u>INSPECTION</u>
23.01	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Corporation except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.

Dated March 23 1990

Reviewed & Revised September 10 2010

Revised and Approved June 10 2011 AGM

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Revised and Approved June 14 2019 AGM

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