

ARTICLES OF INCORPORATION AND BYLAWS

of the



INCORPORATED

(Effective Date: March, 27, 2019)

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A. ARTICLES OF INCORPORATION

1. NAME

The name of the Corporation shall be: **SPORT MEDICINE AND SCIENCE COUNCIL OF SASKATCHEWAN INC.** herein referred to as the “SMSCS”.

2. REGISTERED OFFICE

Until changed in accordance with the Act, the registered office of the SMSCS shall be in the municipality of Regina or such location therein as the Board may from time to time determine.

3. MEMBERSHIP STRUCTURE

The membership of the SMSCS shall consist of:

3.1 Charter Members

Charter Members shall consist of representatives of the two service provider group organizations who founded the SMSCS, namely

The Saskatchewan Academy of Sports Medicine
Sport Physiotherapy Canada -Saskatchewan Section.

Each Charter Member group/association must be a founding member organization of the SMSCS. They should have a nationally registered body. Their provincial organization must have a code of ethics and an endorsement or certification of members. They must have qualified sport medicine professionals that meet the Canadian Olympic Association Standards for their profession. They must contribute to the development of the field of sport medicine and science and actively participate in providing the services of the SMSCS.

Each Charter Member shall have the right to two votes at the Annual, Semi-Annual or any other General Meetings of the SMSCS.

3.2 Active Members

Each Active Member must be either be: (1) an Active User Group/Organization of the SMSCS’s services or (2) an Active Provider Group/Organization that; (1) should have a nationally registered body; (2) have a provincial organization with a code of ethics and an endorsement or certification of a minimum of 6 members who are qualified sport medicine and science professionals that meet the Sport Medicine and Science Council of Saskatchewan’s educational standards for their profession; and (3) contribute to the development of the field of sport medicine and science and actively participate in providing the services of the SMSCS.

Each Active Member group/association shall have the right to one vote at Annual, Semi-Annual or any other General Meetings of the SMSCS.

Active User Group Members shall consist of:

University of Saskatchewan, College of Kinesiology
University of Regina, Faculty of Kinesiology and Health Studies

Active Provider Group Members shall consist of:

Saskatchewan Athletic Therapists Association

3.3 Affiliate Members

Affiliate members shall consist of organizations/groups who have the potential to be an Active Member group/organization. They should have a registered national body. Their provincial organization must have a code of ethics and an endorsement or certification of 6 members. They must contribute to the development of the field of sport medicine and science.

Each Affiliate Member group/organization shall have no votes but will have a voice at the Annual, Semi-Annual or any other General Meetings of the SMSCS.

Affiliate members shall consist of;

Chiropractors Association of Saskatchewan - Sport Interest Group
Canadian Sport Massage Therapists Association – Saskatchewan Chapter

3.4 Membership Application

Applicants seeking membership with the SMSCS must meet the specific membership category qualifications and be approved by a two-thirds vote of the SMSCS Membership. Where the two-thirds calculation results in a fraction, the next lowest whole number of votes shall be sufficient to satisfy the two-thirds requirement.

4. DISSOLUTION OF THE SMSCS

Upon dissolution of the SMSCS, any assets remaining, following the payment and satisfaction of the all debts and liabilities of the SMSCS, shall be transferred equally to the Charter Members who are the founding organizations of the Sport Medicine and Science Council of Saskatchewan to be donated to an educational or research foundation of their choice.

B. BYLAWS

1. GENERAL

The following bylaws relate generally to the organization and the transaction of the affairs of the **SPORT MEDICINE AND SCIENCE COUNCIL OF SASKATCHEWAN INC.** (hereinafter referred to as the "SMSCS")

2. MISSION

A mission statement describes the primary business or thrust of an organization, its reason for being.

To support and optimize competitive sport performance through the delivery of high quality and evidence-based sport medicine and science services with a priority on the Sask Sport Inc. membership.

3. VISION, FUNDAMENTAL PRINCIPLES and STRATEGIC PRIORITIES

Vision is shaped by values and values come alive through vision. The vision describes the preferred future. The future state articulates a view of a realistic, credible, attractive future for the constituency.

To be recognized as experts and leaders, within the Sask Sport Inc. community, in the development and delivery of quality sport medicine and science services.

To contribute to the optimal performance and enhanced health and safety of all designated Sask Sport Inc. members

Values are the fundamental principles and beliefs that form the foundation of an organization. These principals guide the organizations behavior, services and programs

- The SMSCS believes in being an expert and leader in sport medicine and science services.
- The SMSCS believes in providing the highest quality, evidence-based sport medicine and science services.
- The SMSCS believes in services being provided by the most qualified professionals (consultants and staff) available.
- The SMSCS believes in continuous learning for all its professional members, consultants and staff.
- The SMSCS believes in "True Sport" the national ethics strategy for sport.
- The SMSCS believes in governance, management and operation that is consistent with democratic principles.
- The SMSCS believes in providing accessibility to all programs and services it offers to designated Sask Sport Inc. members.
- The SMSCS believes participation in sport contributes to a healthy lifestyle and improves the quality of life.

The strategic priorities of the SMSCS are as follows:

- Delivery of Direct Science and Medicine Services to Athletes, Coaches and Officials
- Development of Sport Medicine and Science Professionals
- Organizational Development (Capacity and Interaction)

4. BOARD OF DIRECTORS - NUMBER AND COMPOSITION

4.1 Purpose

The Board of Directors shall manage the property and business of the SMSCS, develop policy and provide leadership, direction and guidance to the Management Committee in order to promote the objectives of the SMSCS.

4.2 Number of Directors

The Board shall be composed of a minimum of three (3) and a maximum of twenty-one (21) Directors or such other number as may be determined from time to time by a special resolution passed by a two-thirds (2/3) majority vote of the Membership.

4.3 Composition

The Board of Directors shall be composed of the following:

Directors (voting)

Two (2) Directors appointed by the Saskatchewan Academy of Sports Medicine

Two (2) Directors appointed by Sport Physiotherapy Canada - Sask Section.

One (1) Director appointed by the Dean, University of Saskatchewan, College of Kinesiology.

One (1) Director appointed by the Dean, University of Regina, Faculty of Kinesiology & Health Studies.

One (1) Director appointed by the Saskatchewan Athletic Therapists Association

One (1) Past President (last previous President)

Directors at Large (voting)

Up to 3 Directors-at-Large as elected by the Board of Directors.

Executive Director/CEO (non-voting)

One (1) - Senior Staff person

4.4 Director Appointment

- a) The appropriate membership group, through the Nomination Committee, shall have the power to appoint its successors to the Board of Directors.
- b) A Nomination Committee will be appointed and chaired by the Past President or a Board member designated by the Board of Directors.
- c) The Nomination Committee shall be responsible to notify the Charter and Active Member Groups of the positions open on the Board of Directors at each Annual General Meeting. This notification should be, in writing, and thirty days (30) prior to the Annual General Meeting.
- d) Appointments from the Charter and Active Member Groups, for positions open on the Board should be received by the Nomination Committee fifteen (15) days prior to the Annual General Meeting.
- e) At the Annual General Meeting the Nomination Committee will announce the appointments for the Charter and Active Member Group positions open on the Board of Directors.
- f) At the Annual General Meeting the Nomination Committee will Announce and/or solicit nominations for Officer positions open on the Board of Directors

- g) In the event the nomination of a Director to an Officer position is not by acclamation then an election will be conducted by secret ballot.
- h) Charter Member representatives are appointed to the Board for a two (2) year term and may serve consecutive terms.
- i) Active member representatives are appointed to the Board for a two (2) year term and may serve consecutive terms.
- j) Any Director may nominate individuals they deem beneficial to the SMSCS's activities to Director-at-large positions.

4.5 Director-at-Large Appointment

Directors-at-Large positions shall be reserved for individuals that are not a member of any other membership group currently represented on the Board. Strong consideration will be given to Affiliate Members.

Directors-at-Large will be elected to a two (2) year term and may serve consecutive terms.

4.6 Attendance

Any Director who, without just cause, does not attend two (2) consecutive duly called and constituted meetings of the Board of Directors, shall be considered to have resigned from the Board of Directors.

4.7 Vacancy/Resignation

If a vacancy on the Board of Directors occurs by reason of a resignation of an appointee of a Member, then the Member who appointed the retiring Director shall appoint a new member to the Board of Directors within ninety days of such retirement. In the event the Member does not appoint a new Director, then the remaining Directors shall, by simple majority vote, elect a new Director. If the vacancy on the Board of Directors occurs by reason of resignation of a Director-at-Large, then the remaining Directors, if they so choose, shall appoint a new Director-at-Large by a simple majority vote.

4.8 Termination

The office of the Director shall be automatically vacated if:

- a) the Director is found by a court of law to be of unsound mind;
- b) the Director becomes bankrupt or suspends payment or compound with creditors;
- c) at an Annual, Semi-Annual or other General Meeting of the SMSCS, following an opportunity to be heard, a resolution is passed by two-thirds of the voting members present at the Meeting, that the Director be removed from office, where the two-thirds calculation results in a fraction, the next lowest whole number of votes shall be sufficient to satisfy the two-thirds requirement;
- d) on death.

4.9 Qualifications

It should be noted that the representatives from each organization/group must be active in the field of sport medicine or sport science or be active in some capacity of sport.

4.10 Remuneration

A Director shall not be paid any remuneration for his services as a member of the Board, but shall be entitled to be reimbursed for such reasonable traveling and other expenses properly incurred in attending meetings of the Board or any committee thereof, or in performing his duties as a Director.

4.11 Powers

- a) The Board shall be responsible for the overall mission of the SMSCS and set policy to achieve that mission.
- b) The Board shall be responsible to hire a Senior Staff Person (Executive Director/CEO) who will be responsible to implement the policies established by the Board to achieve the stated mission.
- c) The Board shall appoint a Management Committee and delegate them any of their powers and responsibilities, except for those which under the Act a Committee of Directors has no authority to exercise. The Board will have the power to fill any vacancies in the Management Committee until the next Annual General Meeting.
- d) The Board shall clearly state the values of the organization and behave in a way that promotes those values.
- e) The Board shall have power to establish financial policy and approve budget and financial controls on behalf of the SMSCS. The Board may delegate by resolution to an Officer of Officers of the SMSCS the right to select the senior staff person, employ and pay salaries to employees and support optimum working conditions.
- f) The Board shall fulfill legal and ethical responsibilities and ensure that the provisions of the organization's Charter are followed.
- g) The Board shall develop and maintain a communication link to members of the organization.
- h) The Board may administer the affairs of the SMSCS in all things and make or cause to be made for the SMSCS in its name, any kind of contract which the SMSCS may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the SMSCS is by its charter or otherwise authorized to exercise and do.
- i) The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the SMSCS in accordance with such terms as the Board may prescribe.
- j) The Board shall take such steps as they may deem requisite to enable the SMSCS to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the SMSCS.
- k) The Board may establish charges to Member Organizations for services provided to them.
- l) The Board may, from time to time: (1) borrow money upon the credit of the SMSCS; (2) limit or increase the amount to be borrowed for any approved purpose; (3) mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertakings and right of the SMSCS to secure any money borrowed or any other liability of the SMSCS.
- m) The Board may from time to time authorize any Director(s), Officer(s) or Employee(s) of the SMSCS or other person(s): (1) To make arrangements with reference to the money borrowed as aforesaid, and as the terms and conditions of the loan thereof, and as to the security to be given

therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the SMSCS as the Board may authorize, and, generally to manage transact and settle the borrowing of money by the SMSCS and approved by the members. (2) To sign, execute and give on behalf of the SMSCS, all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments, and the same and all renewals thereof or substitutes therefore so signed shall be binding upon the SMSCS. (3) Nothing contained in this Article shall be deemed to be in supplement of, or in substitution for, any powers to borrow money, for the purposes of the SMSCS possessed by this Board independently of a borrowing by-law.

- n) The Board may from time to time, vary, augment or diminish the powers and duties of any Officer.
- o) The Board shall evaluate and appraise itself regularly by analyzing its composition and performance.
- p) The Board may appoint advisors to assist them in the development and implementation of the policies established to accomplish the stated mission. These advisors will have a voice but no vote at any such meetings of the Board.

5. OFFICERS

5.1 Composition

- a) The Officers of the SMSCS shall be the;

- President
- Vice-President
- Secretary/Treasurer
- Past President
- Executive Director

- b) The President, Vice-President and Secretary/Treasurer will be nominated and elected by and from the appointed Board of Directors.

5.2 President

The President shall assume office for a term of two (2) years, following the completion of the two (2) year term as Vice-President. In order to be eligible for the position of President, a person must be a constituent in good standing of a recognized Charter Member or an Active Provider Group Organization and must have been a Director for at least one term prior to assuming the office of President.

5.3 Vice-President

The Vice-President shall be elected by and from the appointed Board of Directors at the Board meeting in which a new Vice-President is to be installed. The Vice-President shall hold office as such for a term of two (2) years. In order to be eligible for the position of Vice-President, a person must be a constituent in good standing of a recognized Charter Member or an Active Provider Group Organization.

5.4 Secretary/Treasurer

The Secretary/Treasurer shall be appointed jointly by the Active Member User Groups; University of Saskatchewan, College of Kinesiology and the University of Regina, Faculty of Kinesiology & Health Studies. The Secretary/Treasurer shall hold office as such for a term of two (2) years and must be an appointed Director.

5.6 Past President

The Past President shall be the immediate Past President of the SMSCS.

5.7 Executive Director

The Executive Director shall be the Chief Executive Officer of the SMSCS and shall perform such duties as may be required from time to time by the Board of Directors. (See Policy and Procedures Manual for job description).

6. COMMITTEES

6.1 Standing Committees

6.1.1 General

a) The Board of Directors, through the President, may establish and assign responsibilities to Standing Committees from time to time. The Standing Committees of the SMSCS are the following:

1. Management Committee
2. Sport Science Programs Committee
3. Sport Medicine Programs Committee
4. Communications, Promotion and Sponsorship Committee
5. Organizational Development Committee
6. Constitution Committee
7. Nominations Committee
8. Harassment Committee
9. Professional Development Committee

b) Unless otherwise written in this Bylaw the Terms of Reference (membership, objectives and responsibilities) of each Standing Committee will be determined by the Board of Directors or the Management Committee upon approval from the Board and shall be written in the Board Policy and Procedures Manual.

c) Members of Standing Committees shall be appointed for a term of one year.

d) The budget, if any, for each Standing Committee shall be established and administered in accordance with the Board's directions which shall be included in the Policies and Procedures Manual.

e) Persons who are not members of the SMSCS may be appointed to such Committees but at least one Director shall be appointed to each Committee.

f) The Chairperson of each Committee will come from the Committee membership and will be appointed by the Board of Directors.

g) The Chairperson of each Committee shall submit regular reports of the Committee work to the Board of Directors through the appropriate staff person.

h) The Chairperson, through the appropriate staff person, shall deliver a report in writing of the Committees work during the previous year at each Annual General Meeting of the members.

i) The President is an ex-officio member of each Committee.

j) A member of the staff of the SMSCS shall be assigned to each Committee.

k) The Board of Directors, through the President, may from time to time modify the Terms of Reference or membership of Standing Committees, consolidate the work of two or more such committee's reconstitute or abolish such Committee.

6.2 Temporary Committees

At the time of establishing each Temporary Committee, the Board of Directors, through the President, shall specify such Committee's;

- terms of reference
- membership (including Chairperson)
- budget, if any
- procedure for reporting

a) The President is an ex-officio member of each Temporary Committee.

b) The Board of Directors, through the President, may from time to time modify the Terms of Reference or membership of Temporary Committees, consolidate the work of two or more such Committee's reconstitute or abolish such Committee.

7. MEETINGS

7.1 Annual General Meeting (Meeting of the Members)

a) The Annual General Meeting, the meeting of the members of the SMSCS, shall be held once a year at such time in each year in Saskatchewan as the Board may determine.

b) The purpose of the Annual General Meeting will be to consider, at least, the following business:

- Minutes of previous meeting
- Financial Report
- Reports - Executive/Member Groups
- Old Business
- New Business
- Article and Bylaw Amendments
- Announce Directors
- Appoint Auditor
- Bank Signing Authorities

c) Notice of the time and place of the Annual General Meeting together with agenda must be sent out in writing to all member organization/group representatives and other individual members at least thirty (30)days before the meeting date.

d) Voting privileges may be exercised by all eligible voting Members in good standing and include the following:

Saskatchewan Academy of Sports Medicine = 2 votes
Sport Physiotherapy Canada – Sask Section = 2 votes
University of Saskatchewan, College of Kinesiology = 1 vote
University of Regina, Faculty of Kinesiology & Health Studies = 1 vote
Saskatchewan Athletic Therapists Association = 1 vote

- e) The members may meet in-person or by video or telephone conference or other communication technology which permit all participants to hear each other. Members participating in such a meeting are deemed to be present at the meeting.
- f) The presence of fifty percent plus one (50% + 1) of voting Members shall constitute a quorum for any meeting of the Members.
- g) All general meetings, including the Annual General Meeting, shall be open to the public; those present shall be entitled to take part in debates, or address the meeting with the permission of the Chair, but only voting members shall be entitled to vote.
- h) The books and records of the SMSCS may be inspected by any member organization/group or individual of the SMSCS at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board of Directors and Management Committee shall at all times have access to such books and records.
- i) No error or omission in giving notice of any Annual or Special General Meeting of the Members of the SMSCS or any such adjourned meeting shall invalidate such meeting or make void any related proceedings.

7.2 Meetings of the Board of Directors

- a) The property and business of the SMSCS shall be managed by a Board of Directors of whom fifty percent plus one (50% + 1) shall constitute a quorum of Directors for the transaction of business, one of whom must be the President or his/her designate.
- b) Meetings of the Board shall be held in Saskatchewan. Notice of time and place of each meeting of the Board shall be determined by the President, and be sent out in writing by email, first class post, courier or fax to each Director at the address on record with the SMSCS, at least fifteen days (15) prior to the date of the scheduled meeting. Such notice shall include a summary of the business to be transacted. Where new business is to be introduced by a Director every effort shall be made to inform all of the other Directors.
- c) Directors shall meet at least two (2) times per calendar year. The President of the SMSCS may call additional meetings of the Board at his/her discretion.
- d) The President of the SMSCS shall preside at all meetings of the Board of Directors. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a Chairman may be elected by the voting members at the meeting.
- e) Special meetings may be called at any time by the President and must be called by the President if he/she receives in writing a petition signed by at least three (3) voting members setting forth the reasons for calling such a meeting.
- f) The Board of Directors may meet in-person or by video or telephone conference or other communication technology which permit all participants to hear each other. The Director participating in such a meeting is deemed to be present at the meeting.
- g) Provided a quorum of Directors is present, each newly elected and appointed Board may without notice hold its first meeting immediately following the Annual General Meeting at which such Board is announced.
- h) Except where otherwise expressly provided in these Bylaws, at all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and the President shall vote only in the event of a tie vote.

- i) A majority of votes shall be defined as more than half (over 50%).
- j) Full minutes of all meetings of the Board shall be kept in regular form and such minutes shall be at all times available to the member organizations and shall be distributed to all Directors.
- k) A resolution in writing signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- l) No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or make void any related proceedings where such proceedings are subsequently ratified by a majority of the Board.

7.3 Meetings of the Management Committee

- a) Meetings of the Management Committee shall be held as required and as often as the business of the SMSCS requires. Management Committee meetings shall be called by the President.
- b) Three (3) voting members of the Management Committee shall constitute a quorum at any Management Committee Meeting or adjournment thereof.
- c) A special meeting may be called on the instructions of any three members thereof, provided that they request the President in writing to call such a meeting and state the business to be brought before it.
- d) Notice of Management Committee meetings shall be sent out in writing to each Management Committee member at least fourteen (14) days prior to the meeting or seven (7) days in advance by email, telephone or fax.

8. MEMBERSHIP FEES AND ASSESSMENT

Membership fees and assessments shall be such annual sums as determined from time to time by the Board of Directors. Membership fees shall be due April 1st of each year and be valid for one year.

9. MEMBERSHIP TERMINATION/SUSPENSION

The membership of any member of the SMSCS may:

- a) be terminated by the member by giving the President of the SMSCS written notice of its resignation from the SMSCS. The resignation shall become effective at the end of the SMSCS's fiscal year in which the resignation is received by the SMSCS or at such earlier termination date as the SMSCS may decide. The obligation to pay dues or alter charges which have accrued and are unpaid shall survive the resignation of a member.
- b) be terminated or suspended by the Members if the member fails to pay any membership fees or assessments owing to the SMSCS when due. A membership may be re-instated, at the Membership's discretion, upon payment by the member of any such fees or assessments owing to the SMSCS.
- c) be terminated or suspended by a secret ballot majority of not less than two-thirds of the votes cast by the Members at any Member's meeting, if the member's conduct has been such as to bring discredit to the SMSCS, or any violation of the Bylaws or Policies of this association, or for any other reasonable cause. The membership of any member shall not be terminated or suspended without such member having been first given the opportunity to a fair hearing as per the SMSCS's Dispute Resolution Policy.

10. MEMBERSHIP PROBATION

Any member organization/group who fails to meet their specific membership criteria as set out under 3. Membership Structure shall be put on probation for a term of one year with a possibility of renewal.

11. CORPORATE SEAL

The Board of Directors may from time to time adopt a corporate seal which shall be the seal of the SMSCS until changed by the Board of Directors.

All papers and documents required to be sealed on behalf of the SMSCS shall be sealed in the presence of the President and at least one other Director or such other persons as the Directors may from time to time designate.

12. FISCAL YEAR

Unless otherwise ordered by the Board the financial year shall begin on the first day of January and end on the last day of December each year.

13. EXECUTION OF INSTRUMENTS

- a) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the SMSCS by the President together with the Vice-President, Secretary/Treasurer or Executive Director.
- b) In addition, the Board of Directors may from time to time, direct the manner in which, and the person or persons by whom any particular instruments may or shall be signed.
- c) Any person authorized to sign an instrument on behalf of the SMSCS may affix the corporate seal thereto.

14. SIGNING AUTHORITY

The signing Officers of the SMSCS for banking purposes shall be either the President, Vice-President, Past President or Secretary/Treasurer together with the Executive Director. They shall be authorized to sign all cheques on behalf of the SMSCS. All monies received by the SMSCS shall be deposited forthwith in the bank or trust account(s) of the SMSCS.

15. BANKING ARRANGEMENTS

- a) The banking activities of the SMSCS, including without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board of Directors.
- b) Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

16. BORROWING AUTHORITY

- a) For the purpose of carrying out its objectives, the SMSCS may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Board, and in no case shall any money be borrowed or debt contracted in the name of the SMSCS without the sanction of a two-thirds (2/3) majority of the voting members present at the special general meeting called under the provisions of these Articles.

- b) No representative of a member association shall solicit any individual or organization for any donation either in the form of money or goods or services, on behalf of the SMSCS, unless he has first been granted permission by the Board of Directors of the SMSCS.

17. AUDIT

The Auditors appointed at the Annual General Meeting by the Membership shall audit the books, accounts and records of the SMSCS at least once during the year and a complete and proper statement of the standing of the books of the SMSCS shall be submitted at the Annual General Meeting.

18. POLICY AND PROCEDURES

Policy and Procedures Manuals shall be developed to articulate the operating principles under which the SMSCS will conduct its business.

19. CONFLICT, LIABILITY, INDEMNITY

Conflict

- a) No Director shall be disqualified from his or her office by contracting with the SMSCS nor shall any contract or arrangement entered into by or on behalf of SMSCS with any Director or which any Director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to account to the SMSCS or any of its members for any profit realized by any such contract or arrangement by reason of such Director holding that office of the fiduciary relationship thereby established.
- b) It is the duty of every Director of the SMSCS who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the SMSCS, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement with the SMSCS to declare such interest when participating in the affairs of the SMSCS.
- c) It is the duty of every Member of the SMSCS and every Committee Member or Employee who is in any way, whether directly or indirectly, interested in a contract or arrangement with the SMSCS to declare such interest when participating in the affairs of the SMSCS.

Limitation of Liability

- a) 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 SMSCS through the insufficiency or deficiency of title to any property acquired for or on behalf of the SMSCS, or for the insufficiency or deficiency of any security in or upon which any of the monies, securities, or effects of the SMSCS shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; 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.
- b) Where the name of the SMSCS is struck off the Non-Profit Corporation's register, the liability protection of the SMSCS and of every Director, Officer or member of the SMSCS shall continue and may be enforced as if the name of the SMSCS had not been struck off the register.

Indemnity

Subject to the limitations contained in the Act, the SMSCS shall indemnify a Director or Officer, a former Director or Officer, a person who acts or acted at the SMSCS's request as a Director or Officer of a body corporate of which the SMSCS is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the SMSCS or any such body corporate) and his 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 him 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 SMSCS or such body corporate, if

- a) he acted honestly and in good faith with a view to the best interests of the SMSCS; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The SMSCS shall purchase and maintain insurance to cover the indemnification set out herewith.

20. ARTICLES OF INCORPORATION AND BYLAW AMENDMENTS

- a) Amendments to the Articles and By-Laws, of the SMSCS may be rescinded, altered, amended or added to by a Special Resolution passed by a two-thirds (2/3) majority vote of such members entitled to vote as are present in person at an Annual General or Special General Meeting. In the case where a two-thirds (2/3) calculation results in a fraction the next lowest number of votes shall be sufficient to satisfy the two-thirds requirement.
- b) Proposed amendments shall be received by the President, through the Executive Director, at least thirty (30) days prior to such Meeting and shall be sent to all Members within fifteen (15) days prior to such meeting by email, first class post, courier or FAX. Proposed amendments must be submitted by two members in good standing.
- c) Amendments to the Bylaws shall become effective immediately upon their adoption unless the motion to amend the said Bylaw provides otherwise.
- d) Amendments to the Articles shall become effective following their adoption and subsequent filing with the Corporations Branch.

21. RULES OF ORDER

The rules contained in "Robert's Rules of Order" shall govern the meetings of the Board and all committees in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the SMSCS.

22. GENDER

The masculine gender where used herein shall include the feminine or neuter or vice versa and the singular shall include the plural where the context so requires.

23. EFFECTIVE DATE

These Articles of Incorporation and Bylaws enacted by the Members at the Annual General Meeting, in accordance with the Act on the **27th day of March, 2019.**

PRESIDENT

SECRETARY/TREASURER

