

Bylaw No. 1

By-law No. 1 relating to the transaction of business and affairs of Northern Sport, Culture and Recreation District Inc.

NAME

The Corporation shall be called the Northern Sport, Culture and Recreation District Inc.

PURPOSE

To facilitate and foster the development and delivery of sport, culture, recreation and leadership programs and services, which are responsive to and benefit people and communities in the district.

ARTICLE 1.0 — DEFINITIONS

In these By-laws:

1. "Act" means *The Non-Profit Corporations Act, 1995*, S.S. 1995, c. N-4.2;
2. "Articles" means the Articles attached to the Certificate of Amalgamation of the Corporation as from time to time amended or restated;
3. "Board" means the board of directors of the Corporation;
4. "Bylaws" means this bylaw and all other bylaws of the Corporation in force and effect;
5. "Director" means a director of the Corporation;
6. "District" means the Northern Saskatchewan Administration District as defined in *The Northern Saskatchewan Administration District Boundaries Regulations*, c. N-5.1, Reg. 1;
7. "Member" means a member of the Corporation;
8. "Northern Municipality" means a northern municipality within the meaning of *The Northern Municipalities Act*, S.S. 1983, c. N-5.1, as amended, and includes, as provided for in such Act, a northern town, a northern village, a northern hamlet, or a northern settlement as defined in such Act;
9. "Area" means each of the following five (5) geographic areas located within the District, comprised of the following Northern Municipalities and First Nations:

Beaver River Area – Northern Village of Beauval, Northern Village of Cole Bay, Northern Village of Green Lake, Northern Village of Ile a la Crosse, Northern Village of Jans Bay, Northern Hamlet of Patuanak, Northern Village of Pinehouse, Northern Hamlet of Dore Lake, Northern Settlement of Sled Lake, Canoe Lake Cree Nation – Canoe Narrows, English River First Nation - Patuanak.

Clearwater Area - Northern Village of Buffalo Narrows, Northern Village of La Loche, Northern Hamlet of Michel Village, Northern Hamlet of St. George's Hill, Northern Hamlet of Turnor Lake, Northern Settlement of Bear Creek, Northern Hamlet of Black Point, Northern Settlement of Descharme Lake, Northern Settlement of Garson Lake, Birch Narrows Dene Nation – Turnor Lake, Buffalo River Dene Nation - Dillon, Clearwater River Dene Nation – La Loche

Athabasca Area - Northern Hamlet of Stony Rapids, Northern Settlement of Camsell Portage, Northern Settlement of Uranium City, Northern Settlement of Wollaston, Black Lake Densuline First Nation - Black Lake, Fond du Lac Densuline First Nation – Fond du Lac, Hatchet Lake Densuline First Nation- Wollaston Lake

Sagastew Area - Northern Town of La Ronge, Northern Village of Air Ronge, Northern Hamlet of Missinipe, Northern Hamlet of Timber Bay, Northern Hamlet of Weyakwin, Northern Settlement of Brabant Lake, Northern Settlement of Southend, Northern Settlement of Stanley Mission, Lac La Ronge Indian Band- Kitsaki, Lac La Ronge Indian Band- Nemeiban River, Lac La Ronge Indian Band - Grandmothers Bay, Lac La Ronge Indian Band - Stanley Mission, Lac La Ronge Indian Band - Hall Lake, Peter Ballantyne Cree Nation - Southend, Montreal Lake Cree Nation – Montreal Lake

Neyanun Area - Northern Town of Creighton, Northern Village of Cumberland House, Northern Village of Denare Beach, Northern Village of Pelican Narrows, Northern Village of Sandy Bay, Peter Ballantyne Cree Nation – Pelican Narrows, Peter Ballantyne Cree Nation – Sturgeon Landing, Peter Ballantyne Cree Nation - Denare Beach, Peter Ballantyne Cree Nation - Deschambault Lake, Cumberland House Cree Nation – Cumberland House

ARTICLE 2.0 MEMBERSHIP

- 2.1 The class of membership of the Corporation shall consist of:
1. A General Membership class, the Members of which shall:
 - a. be restricted to Northern Municipalities and First Nation band councils situate in the District;
 - b. each be entitled to one vote at all meetings of Members.
- 2.2 Membership shall be open to all incorporated public organizations with a primary or significant mandate in sport, culture and/or recreation and that operate primarily in the District.
- 2.3 All applications for membership must be approved by the Board.
- 2.4 Members shall designate a person as the duly appointed person to represent the Member at meetings of the Members and that person shall have the right to exercise, on behalf of the Member, all the powers the Member has.
- 2.5 The Members shall have the power to discipline or terminate a Member for failure to comply with the Bylaws, for conduct unbecoming as a member or for other just cause by special resolution at a Special Meeting of the Members.

ARTICLE 3.0 MEETINGS OF MEMBERS

- 3.1 The Corporation shall hold an annual general meeting of its Members not later than June 30 in each year. The meeting shall be at such place as the Board shall determine and on such day as the Board shall appoint.
- 3.2 At the annual general meeting of the Members the following shall take place, namely:
1. report of the Board shall be presented;
 2. the appointment, election or announcement of Directors in accordance with the this Bylaws;
 3. the consideration of the financial statements and the auditor's report;
 4. the appointment of auditors for the ensuing year; and
 5. the consideration of bylaws submitted by the Board.
- 3.3 Any other business to be transacted at the annual general meeting or any other meeting of the Members shall be considered to be special business.
- 3.4 The Members may consider and transact any special business at any meeting of Members provided that the notice of the meeting of Members shall state:
1. the nature of the business in sufficient detail to permit a Member to form a reasoned judgement thereon; and
 2. the text of any special resolution to be submitted to the meeting.
- 3.5 The Board shall have the power to call, at any time, a special meeting of the Members.
- 3.6 At least fifteen (15) days, and not more than fifty (50) days, prior written notice shall be given to the Board and to each Member of any annual or special meeting of Members.

3.7 The Members present by their designated representative in person at the annual general meeting shall constitute a quorum. At all other meetings of the Members, one-half of the Members plus one shall constitute a quorum.

3.8 Each Member present at a meeting shall have the right to exercise one (1) vote. There shall be no voting by proxy.

3.9 No error or omission in giving notice of any annual or special meeting of any adjourned meeting, whether annual or special, of the Members shall invalidate such meeting or make void any proceedings taken thereat.

3.10 At all meetings of Members every question shall be determined by a majority of votes of the Members present unless otherwise specifically provided by statute or by this Bylaw.

3.11 Members shall designate a person as the duly appointed person to represent the Member at meetings of the Members and that person shall have the right to exercise, on behalf of the Member, all the powers the Member has.

3.12 At the discretion of the Board, the Members may cast a ballot by mail to decide any issue in respect of which the Members are entitled to vote. Any ballot by mail shall be conducted as follows:

1. If the Board determines that a ballot is to be done by mail, a ballot paper shall be mailed to each Member together with instructions for marking the ballot paper and its return to the Corporation.
2. The Members shall vote and return the ballot in accordance with the instructions.
3. The supervision of the counting of votes shall be done by a scrutineer appointed by the Board.
4. The results of the vote shall be reported to the Members.

ARTICLE 4.0 BOARD OF DIRECTORS

4.1 The Board shall be comprised of a minimum of five (5) to a maximum of ten (10) Directors as determined by resolution of the Board.

4.3 The General Members shall elect five (5) Directors to the Board on an area basis as follows:

1. the General Members of an Area shall elect one (1) Director to the Board;
2. the election of a Director for an Area may take place at a meeting of the General Members located in an Area held prior to, or at, each annual meeting of the members;
3. the name of the individual so elected by the General Members of an Area shall be communicated to the Nominations Committee which shall announce the same at the annual meeting of the members.

4.4 The General Members shall elect as Directors seven (7) individuals' resident in the District representative of the north as a whole as members at large.

4.5 All Directors must be residents of the District.

4.6 The five Directors elected by Area as referred to in paragraph 4.3 shall be residents of the Area and hold office for a term of three years.

4.7 The Directors elected to the Board in accordance with paragraph 4.4 hereof shall hold office for a term of three years.

4.8 The election of Directors in accordance with paragraph 4.4 and election of Directors in accordance with paragraph 4.3 shall occur on a rotating basis as follows:

1. The elections for one member at large representatives shall coincide with same three-year cycle as the Beaver River Area, Athabasca Area and Clearwater area;
2. The elections for four members at large representatives shall occur in the second year.

3. The elections for two members at large representatives shall coincide with the same year cycle as the Neyanun Area and the Sagastew Area.

4.9 A person shall cease to be a Director in the following events:

1. the death of the Director;
2. the Director ceases to be a resident of the District;
3. the Director is found to be of unsound mind;
4. the Director has the status of bankrupt;
5. the Director submits a bona fide letter of resignation to the Board;
6. by resolution of the Board if the Director is, without satisfactory justification, absent from three (3) Board meetings within one fiscal year of the Corporation;
7. when the Members by ordinary resolution at a special meeting of Members vote to remove the person as a Director;

Provided that if any vacancy shall occur for any reason contained in this paragraph, the Board, by a majority vote, may, by appointment, fill the vacancy. The term of the person appointed to fill a vacancy shall expire at the same time as the term of the vacancy being filled.

ARTICLE 5.0 OFFICERS

5.1 The officers shall be the Chairperson, Past Chairperson, and Vice-Chairperson and from time to time other officers as decided by the board.

5.2 The Chairperson shall have the following duties:

- i. preside at all meetings of the Members and the Board;
- ii. assure the integrity of the Board's processes as established from time to time by the Board;
- iii. represent the Board publicly.

5.3 The Chairperson of the Board and Vice Chairperson shall be appointed through election by and from the Directors for a term of two years. The Vice Chairperson shall exercise any or all duties of the Chairperson in the absence of the Chairperson.

ARTICLE 6.0 COMMITTEES OF THE BOARD

6.1 Through policy, the Board may appoint committees from time to time to perform such duties as the Board may designate.

6.2 An Executive Committee may be established through policy and shall consist of the Chairperson, the Vice-Chairperson and three Directors.

ARTICLE 7.0 BOARD MEETINGS

7.1 Board meetings shall be called by the Chairperson.

7.2 Notice of Board meetings may be given by person, telephone, mail, fax or other communication not less than one (1) week before the meeting is to take place.

7.3 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named.

7.4 If regular meetings are scheduled, no additional notice is required.

7.5 A meeting of the Directors may also take place without notice immediately after an annual meeting or a special meeting to transact any business.

7.6 If all of the Directors participating in a meeting consent, one or more of the Directors may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear or communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates

7.7 Each Director shall have one (1) vote at Board meetings. The Directors shall vote on any resolution arising at any meeting of the Board. A majority of the votes shall decide the resolution.

7.8 In combination with the Chairperson or Vice-Chairperson, according to bylaw number 1, those Directors present at a meeting shall constitute a quorum.

7.9 Directors shall keep regular minutes of their meetings and be available for review by the members of the Corporation.

7.10 No error or omission in giving notice of any meeting of the Board or any adjournment of a meeting of the Board shall invalidate any meeting or make void any proceedings taken thereat.

7.11 Notwithstanding any of the foregoing provisions of this Bylaw any resolution consented to by the signatures of all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

ARTICLE 8.0 POWERS OF THE BOARD

8.1 The Board shall be responsible to set policy and establish guidelines and limitations to manage the activities and affairs of the Corporation.

Article 9.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Limitation of Liability: Subject to the limitations contained in the Act, every director and every officer of the in exercising his/her/er powers and discharging his/her/er duties, acting honestly and in good faith with a view to the best interests of the NSCRD and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, will **not** be liable for the acts, receipts, neglects or defaults of any other director or officer of employee, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to NSCRD through the insufficiency or deficiency of any security in or upon which any of the moneys of NSCRD shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of NSCRD shall be deposited, or for any loss occasioned by any error of judgment oversight on his/her/er part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her/er office including death of a client or in relation there to; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act, the laws of the land and the regulations there under or from liability for any breach thereof.

9.2 Indemnity: Subject to the limitations contained in the Act, NSCRD shall indemnify a director or officer, a former director or officer, or a person who acts or acted at NSCRD request as a director or officer of a body corporate of which NSCRD is or was a shareholder or creditor, and his/her/er 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/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of NSCRD or such corporate body if:

- a) he/she acted honestly and in good faith with a view to the best interest of NSCRD; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable round for believing that his/her/er conduct was lawful. NSCRD shall also indemnify such person in such other circumstances as the Act permits or requires. For the purpose of this/her provision, the words "director or officer" will be deemed to include the General Manager of NSCRD.

9.3 Insurance: The NSCRD shall purchase and maintain insurance for the benefit of any person referred to in the foregoing paragraph against such liabilities and in such amounts as the Board may from time to time determine and as are permitted by the Act.

ARTICLE 10.0 FINANCIAL YEAR and AUDIT

10.1 The fiscal Year shall be April 1st to March 31st the following year.

10.2 The books, accounts, and records of the organization shall be audited at least once each year by a duly qualified accountant. Such auditor or auditors at the Annual Meeting of the NSCRD shall submit a complete and proper statement of the standing of the books for the previous years.

10.3 The books and records of the NSCRD may be inspected by the representative of any member at any time upon the person desiring to inspect the same giving reasonable notice and arranging a time satisfactory to the officer who has charge thereof. Each member of the Board of Directors shall at all items have access to such books and records.

ARTICLE 11.0 AMENDMENTS OF BYLAWS AND CONSTITUTION

11.1 The Board may, by resolution, make, amend or repeal the Bylaws.

11.2 The Board shall submit any bylaw, amendment or repeal of a bylaw made by the Board to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the bylaw, amendment or repeal by the vote of a majority of the Members present at the meeting.

11.3 The Articles of the Corporation may only be amended by two-thirds of the Members present at the meeting.

ARTICLE 12.0 RULES AND REGULATIONS

12.1 The Board may prescribe such policies, rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Corporation, as it deems expedient.

ARTICLE 13.0 DISSOLUTION

13.1 On the liquidation or dissolution of the Corporation, the remaining property of the Corporation shall be distributed to a charitable corporation (within the meaning of *The Non-profit Corporations Act, 1995*, or successor legislation thereto) or a registered charity under the *Income Tax Act* carrying on activities similar to that carried on by the Amalgamated Corporation, a municipality or the governments of Canada or a province

ARTICLE 14.0 NOTICES

14.1 Notices may be served personally, by mail or by fax or by any other means of written or transmitted communication

14.2 A notice shall be deemed to be given on the day that it is deposited with the Post Office or on the day that it is sent by fax or otherwise communicated.

14.3 For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the last address recorded on the records of the Corporation.