

**SYLVITE FOUR-SIX REGIONAL DEVELOPMENT INCORPORATED**

**INTERIM BYLAWS**

## **GENERAL BYLAWS**

### BYLAWS RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF

#### **Sylvite Four-Six Regional Development Incorporation**

**BE IT ENACTED** as general bylaws of the Corporation relating generally to the transaction of the business and affairs of the Corporation, as set out in the following pages, namely:

### **SECTION 1: INTERPRETATION**

#### **1.01 DEFINITIONS**

In the Bylaws of the Corporation, unless the context otherwise required:

**"Act"**: means the Saskatchewan Non-profit Corporations Act, 2022, and any statute that may be substituted therefor, as from time to time amended.

**"Articles"**: means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

**"Board"**: means the Board of Directors of the Corporation.

**"Bylaws"**: means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect.

**"Corporation" or "Association"**: means the Sylvite Four-Six Regional Development Incorporation.

**"Meetings of Members"**: includes an annual meeting of members and a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members in a special meeting of all members entitled to vote at an annual meeting of the members.

**"Recorded Address"**: means in the case of a member his/her address as recorded in the securities register; and in the case of a Director, officer, auditor, or member of a committee of the Board, his/her latest address as recorded in the records of the Corporation.

**"Signing Officer"**: means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation or by a resolution passed pursuant thereto.

**"Unanimous Membership Agreement"**: means a written agreement among all the members of the

Corporation, or among all such members and a person who is not a member, that restricts in whole or in part, the powers of the Directors to manage the business and affairs of the Corporation, as from time to time amended.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter gender; and words importing persons include individuals, bodies corporate, partnerships, trusts, and unincorporated organizations.

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## **SECTION 2: MEMBERSHIP**

### **2.01 MEMBERS**

- a) Communities as identified in Schedule A are eligible for membership in the Association upon payment of the annual membership fees.
- b) Member communities and municipalities may be represented by elected members of their councils, or by members of Administration if duly appointed for this purpose by the elected council; however, questions of quorum will be resolved based on the number of member communities represented.
- c) The Board may establish formal relationship with other communities, associations, and entities, and determine the fees, rights, privileges, and conditions of such arrangements, up to an including full membership privileges.

### **2.02 MEMBERSHIP FEE**

The membership fee and the amount of annual dues shall be prescribed in the yearly budget as approved by the Board of Directors.

### **2.03 CLASSES OF MEMBERSHIP**

The Corporation shall have the following classes of membership:

- a) Eligible members per Schedule A – Voting
- b) Associate Membership – Non-voting

### **2.04 MEMBERSHIP INTERESTS**

A membership interest of a member in the Corporation shall be non-transferable, and is terminated as follows:

- a) By resolution of the Directors
- b) By a special resolution of the members at large, at a properly constituted meeting of the Corporation
- c) By bankruptcy of member
- d) Upon expiration of the term of membership
- e) Upon liquidation and dissolution of the Corporation

### **2.05 MEMBERSHIP REINSTATEMENT**

Members may be reinstated by the Board of Directors subject to conditions established by the Board.

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### **2.06 NON-RECOGNITION OF TRUSTS**

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any

membership interest the person in whose name the membership interest is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary, through knowledge or notice or description in the Corporation's records, or on the membership certificate.

## **2.07 VOTING REPRESENTATIVES**

Any member may change its authorized voting representatives by advising the Corporation in writing of any changes the member wishes to make, signed by the proper officers of the member.

## **2.08 NON-ELIGIBILITY**

The membership of any member of the Association may be revoked if a member ceases to meet the minimum standards of eligibility as set out in the Bylaws of the Association. The decision to revoke membership for failure to meet the minimum standards of eligibility shall be taken on two-thirds (2/3) majority vote of the Board of Directors. The member concerned shall be given notice that the Board of Directors will be considering revocation of its membership at least 20 days in advance of the meeting at which the decision will be made, and that the member has the right to make written submissions to the Board of Directors. The notice contemplated by this section shall be sent to the member concerned by pre-paid registered mail or email.

## **2.09 FORFEITURE OF INTEREST**

Upon resignation, termination, or revocation of membership in the Association or the refusal of the Association or failure by a member to renew membership, the member concerned shall have no further interest in or claim to any assets of the Association, including dues and assessment.

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## **SECTION 3: BUSINESS OF THE CORPORATION**

### **3.01 REGISTERED OFFICE**

The registered office of the Corporation shall be at the Town of LeRoy, in the Province of Saskatchewan and at such location therein as the Board may from time to time determine.

### **3.02 CORPORATE SEAL**

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

### **3.03 FINANCIAL YEAR**

Until changed by the Board, the financial year of the Corporation shall end on the last day of December in each year.

### **3.04 EXECUTION OF DOCUMENTS AND RECORD-KEEPING OF THE CORPORATION**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two (2) of its directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

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

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

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

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

or changes in directors.

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

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

### **3.05 BANKING ARRANGEMENTS**

The banking business of the Corporation, including, without limitation, the borrowing of money and 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. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe or authorize.

The Board may invest the funds of the Corporation in such securities as trustees by the law of the Province of Saskatchewan are permitted to invest.

### **3.06 DISSOLUTION**

Upon winding up, amalgamation or dissolution of the corporation, all assets and accumulated income after satisfaction of debts or liabilities, are to be transferred to a non-profit or charitable organization with similar objectives and such funds are to be used for promoting its objectives.

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## **SECTION 4: BORROWING AND SECURITIES**

### **4.01 BORROWING POWER**

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

- a) Borrow money upon the credit of the Corporation;
- b) Issue, reissue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- c) Mortgage, pledge, or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

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

### **4.02 DELEGATION**

The Board may from time-to-time delegate to such one or more of the Directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

### **4.03 ANNUAL FINANCIAL STATEMENTS**

The Corporation must publish a notice to its members stating that the annual financial statements and documents are available.

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## **SECTION 5: DIRECTORS**

### **5.01 NUMBER OF DIRECTORS, QUORUM and BOARD COMPOSITION**

The Board shall consist of between a minimum of four (4) and a maximum of seventeen (17) directors.

The quorum for the transaction of business at any meeting of the Board shall be the majority of the Board.

### **5.02 QUALIFICATION OF DIRECTORS**

The following are the requirements to become a director of the Corporation:

- a) Must be at least 18 years of age;
- b) Cannot be found by a court in Canada or elsewhere to lack capacity;
- c) Must be an individual;
- d) Must not be a person who has the status of bankrupt;
- e) Must not be a person who has been convicted of an offence in connection with the promotion, formation or management of a body corporate or unincorporated business, or of an offence involving fraud, unless:
  - i. a court orders otherwise;
  - ii. five (5) years have elapsed since the last to occur of:
    - 1. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
    - 2. the imposition of a fine;
    - 3. the conclusion of the term of any imprisonment; and
    - 4. the conclusion of the term of any probation imposed; or
    - 5. a pardon was granted or issued, or record suspension was ordered, in accordance with the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

### **5.03 PROVISION FOR DIRECTORS**

- a) A director of the Corporation is required to be an employee or elected official of a member;
- b) The directors shall direct the affairs of the Corporation;
- c) No director shall be a salaried employee of the Corporation;
- d) A director may be paid for his/her expenses incurred on behalf of the Corporation;
- e) The Board must approve any remuneration paid to a director;
- f) No person shall act for an absent director at a meeting of directors;
- g) Directors cease to hold office when they die, resign, or are removed, when their term of office expires, or when they no longer meet the qualifications set out in this bylaw; and,
- h) The Board may remove a director or request an alternate as the Board deems necessary.

#### **5.04 ELECTION AND TERM**

- a) The election of the directors shall take place at each annual meeting of the members;
- b) The directors shall be elected to hold office for a two (2) year term expiring not later than the close of the second annual meeting of members following the election. Directors may not serve more than five (5) consecutive terms (ten years). After being off the Board for two full years, that person will again be eligible for appointment to the Board. The Board may, at its discretion, amend or extend the term of a recommended director.

#### **5.05 ACTION BY THE BOARD**

Subject to the Articles, the Board shall manage the business and affairs of the Corporation and shall make rules from time to time for the regulation of the affairs and conduct of the Corporation. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by the directors entitled to vote on that resolution at a meeting of the Board.

#### **5.06 VACANCIES**

Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of Directors, the Board shall call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any member may call the meeting. Any Director appointed by the Board shall hold office until the next meeting of the members at which time the members shall elect a successor to serve for the unexpired term of the vacant Director.

#### **5.07 REMOVAL OF DIRECTORS**

Subject to the provisions of the Act, the members may by resolution passed by majority vote at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting. Any Director can be removed from office by a two-thirds vote passed at a properly constituted meeting of Directors.

#### **5.08 VACATION OF OFFICE**

A Director ceases to hold office when he/she dies; he/she is removed from office by the members; he/she ceases to be qualified for election as a Director; or his/her written resignation is sent or delivered to the Corporation, and accepted, or if a time is specified in such resignation, at the time so specified, whichever is later. A Director shall also cease to hold office if he/she becomes bankrupt, is found to be of unsound mind by a court of competent jurisdiction or is absent from more than five successive meetings of the Board.

## **5.09 REMUNERATION AND EXPENSES**

Subject to any unanimous member agreement, the Directors shall be paid such remuneration for their services as the members may from time to time determine. The Directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving remuneration, therefore.

## **5.10 VALIDITY OF DIRECTORS' ACTION**

- a) An act of a Director or Officer is valid notwithstanding an irregularity in his/her election or appointment or a defect in his/her qualification.
- b) A Resolution in writing signed by all the directors of the Corporation entitled to vote on that resolution at a meeting of Directors or a committee of Directors is as valid as if it had been passed at a meeting of the Directors or a committee of directors and satisfies all the requirements of the Act relating to meetings of Directors or committees of Directors. Such resolution may be in two or more counterparts which together shall be filed with the Minutes of the proceedings of Directors and shall be effective on the date signed thereon or the latest date signed on any counterpart.

## **5.11 ACTION BY THE BOARD**

Subject to any unanimous member agreement, the Board shall manage the business and affairs of the Corporation. Subject to Section 4.02, the powers of the Board may be exercised by a meeting at which the quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

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## **SECTION 6: COMMITTEES**

### **6.01 COMMITTEES OF THE BOARD OF DIRECTORS**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, with such powers as the Board shall see fit. Terms of Reference shall oversee the responsibilities of all committees created by the Board. Any committee member may be removed by resolution of the Board of Directors.

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## **SECTION 7: OFFICERS**

### **7.01 APPOINTMENT OF OFFICERS**

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation.

### **7.02 TERM OF OFFICE**

The Board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed or elected shall hold that office for a term of two years.

### **7.03 OFFICERS OF THE CORPORATION**

Unless otherwise specified by the Board, the officers of the Corporation shall be Chair of the Board, Vice-Chair of the Board and shall have the following duties and powers associated with their positions:

**Chair of the Board** – The chair of the Board, shall be a director. The Chair of the Board, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.

**Vice-Chair of the Board** – The Vice-Chair of the Board shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.

### **7.04 AGENTS AND ATTORNEYS**

The Board will have power from time to time to appoint agents or attorneys for the Corporation.

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## SECTION 8: MEETINGS

### 8.01 ANNUAL MEETING

- a) An annual meeting of members shall be held not later 15 months after the previous annual meeting.
- b) Notice of the time and place of a meeting of members shall be sent not more than 50 days nor less than 15 days before the meeting: (a) to each member entitled to vote at the meeting; (b) to each director; and (c) to the auditor of the corporation.
- c) Notice of the time and place of a meeting of members shall be sent not more than 50 days nor less than 15 days before the meeting:
  - i. to each member entitled to vote at the meeting;
  - ii. to each director;
  - iii. to the auditor of the corporation.
- d) The directors shall place before the members at the annual meeting a financial statement and the report of the auditor, if any, to the members, as well as any additional information respecting the financial affairs of the Corporation not specified herein. The financial statement shall:
  - i. be approved by the Board of Directors and signed by two directors indicating it has been approved by the Board;
  - ii. cover a period that ended not more than six (6) months before the annual meeting;
  - iii. be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it.

The financial statement and report of the auditor or of the reviewer is to be filed with the Corporate Registry not more than 30 days after the annual meeting at which it was presented.

No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.

- e) Quorum at Members' Meetings - A quorum at any meeting of the members shall be ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- f) Voting at Members' Meetings - At any meeting of members every question shall be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting,

the chair of the meeting in addition to an original vote shall have a second or casting vote. Each member shall have one vote.

- g) Participation by Electronic Means at Members' Meetings - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.
- h) Members' Meeting Held Entirely by Electronic Means - If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and its Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- i) List of members entitled to vote - For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of interests entitled to vote at the meeting held by each member. The members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any members during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.
- j) Record date for notice - The record date for the determination of the members entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.
- k) Meetings without notice - A member and any other person entitled to attend a meeting of members may waive in any manner notice of a meeting of members, and attendance of that person at a meeting of members is a waiver of notice of the meeting, except if the person attends a meeting for the express purpose of objecting

to the transaction of any business on the grounds that the meeting is not lawfully called.

- l) Persons entitled to be present - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditors of the Corporation, and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the Articles or Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.
- m) Proxies – Every member entitled to vote at a meeting of the members may appoint a proxy holder, or one or more alternative proxy holders, who need be members, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his/her attorney and shall conform with the requirements of the Act.
- n) Time for deposit of proxies – The Board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice, or if no such time is specified in such notice, unless it has been received by the Chair and CEO of the Corporation or by the Chair of the meeting or any adjournment thereof prior to the time of voting.

## **8.02 REGULAR MEETINGS OF THE BOARD**

The Board may appoint a day or days in any month or months for regular meetings of the Board at the place and hour to be named. A copy of any such resolution of the Board fixing the place and time of such regular meeting shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act or this bylaw requires the purpose thereof or the business to be transacted thereat to be specified.

## **8.03 CALLING OF MEETINGS**

Meetings of the Board shall be held from time to time and at such place as the Board or any two Directors may determine.

## **8.04 NOTICE OF MEETINGS**

Notice of the time and place of each meeting of the Board shall be given not less than forty-eight hours before the time the meeting is to be held.

A notice of a meeting of directors need not specify the purpose of or the business to be

transacted at the meeting except where the Act requires such purpose or business to be specified, but notice shall be given of any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any annual financial statements; or
- (d) adopt, amend, or repeal bylaws. A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

#### **8.05 PLACE OF MEETINGS**

Meetings of the members may be held at any place within Canada determined by the Board or, if all the members entitled to vote at such meeting so agree, outside Canada.

#### **8.06 MEETINGS BY ELECTRONIC MEANS**

A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

#### **8.07 ADJOURNED MEETING**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **8.08 MEETING CHAIR**

The chair of any meeting of the Board shall be the Board Chair, or in that person's absence the Vice-Chair. If neither officer is present, the directors present shall choose one of their number to be a chair.

#### **8.09 VOTING AT MEETINGS AS DIRECTORS**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of a tied vote the Board Chair breaks the tie.

#### **8.10 SPECIAL MEETINGS**

Special meetings of members shall be held from time to time and at such place as the Chair, or a quorum of the Board may determine.

Notice of Meetings - Notice of the time and place of each meeting of members shall be given in the manner provided in Section 8.01 not less than twenty-one (21) days before the date of the meeting to each Director and each member who at the close of business on the record date is entered in the securities register as the holder of one or more membership interests carrying the right to vote at the meeting. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and

reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgement therein and shall state the text of any special resolution to be submitted to the meeting. A member may, in any manner, waive notice of or otherwise consent to a meeting of members, and attendance of any such person at a meeting.

#### **8.11 OMISSIONS AND ERRORS**

The accidental omission to give any notice to any member, Director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

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## **SECTION 9: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **9.01 LIMITATION OF LIABILITY**

Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view for the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act, and the regulations thereunder or from liability for any breach thereof.

### **9.02 INDEMNITY**

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representative against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, 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 the Corporation or such body corporate, if:

- a) the person 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 administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

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

### **9.03 INSURANCE**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 5 against such liabilities and in such amounts as the Board may, from time to time, determine and are permitted by the Act

#### **9.04 BYLAW AMENDMENTS**

The Bylaws of the Corporation may only be amended by a majority vote at a meeting of members properly constituted to consider the proposed amendments. The Directors of the Corporation may not amend, repeal, or pass any Bylaws.

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## **SECTION 10: EFFECTIVE DATE AND REPEAL**

### **10.01 EFFECTIVE DATE**

This Bylaw shall come into force upon the Directors of the Corporation adopting the same by resolution and shall continue in full force and effect until the first meeting of the members following such adoption.

### **10.02 REPEAL**

All previous Bylaws of the Corporation, if any, are repealed as of the coming into force of this Bylaw, provided that such repeal shall not affect the previous operation of any Bylaw so repealed or effect the validity of any act done or right, privilege, obligations or liability acquired or incurred under or the validity of any contract or agreement made, pursuant to any such Bylaw prior to its repeal. All officers and persons acting under any Bylaw so repealed shall continue to act if appointed under the provisions of this Bylaw and all resolutions of the members or Board with continuing effect passed under any repealed Bylaw shall continue to be good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

**Approved by resolution of the Board of Directors**

## Schedule A – Communities Eligible for Membership

### First Nations:

- Day Star First Nation
- Kawacatoose First Nation
- Muskowekwan First Nation
- Fishing Lake First Nation
- Beardy’s & Okemasis First Nation
- George Gordon First Nation

### Urban Municipalities:

- Annaheim
- Colonsay
- Drake
- Elfros
- Englefeld
- Govan
- Humboldt
- Pleasantdale
- Jansen
- Lake Lenore
- Lanigan
- LeRoy
- Manitou Beach
- Muenster
- Naicam
- Nokomis
- Punnichy
- Quill Lake
- Raymore
- Semans
- Quinton
- Spalding
- St. Gregor
- Viscount
- Wadena
- Watrous
- Watson
- Wadena
- Wynyard
- Young

### Rural Municipalities:

- Bayne No. 371
- Big
- Quill No. 308
- Colonsay No. 342
- Elfros No. 307
- Emerald No. 277
- Foam Lake No. 276
- Humboldt No. 370
- Lake Lenore No. 399
- Lakeside No. 338
- Lakeview No. 337
- Last Mountain Valley No. 250
- LeRoy
- No. 339
- Morris No. 312
- Mount Hope No. 279
- Pleasantdale No. 398
- Ponass Lake No 367
- Prairie Rose No. 309
- Spalding No. 368
- St. Peter No. 369
- Touchwood No. 248
- Usborne No. 310
- Viscount No. 341
- Wolverine No. 340
- Wood
- Creek No. 281
- Wreford No. 280

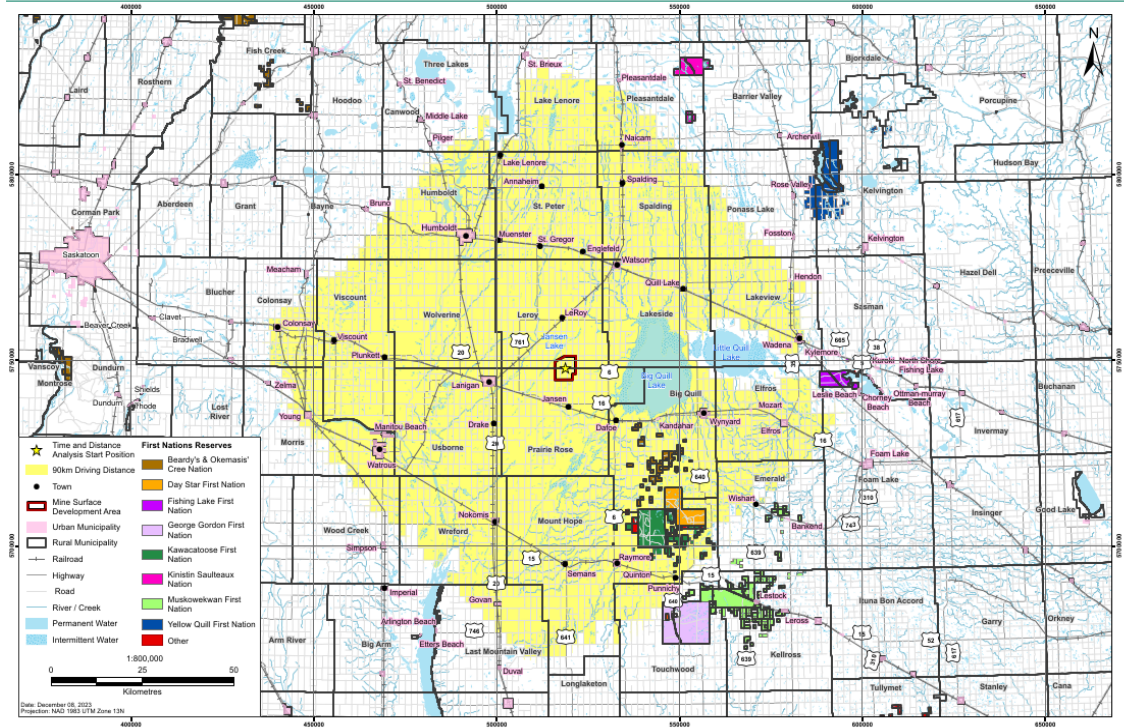


Figure 7: Area Within a 90km Driving Distance of the Project