SKYDIVE SOUTH SASKATCHEWAN INC.

Bylaws

November, 2018

1. DEFINITIONS:

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

(A) "Act" means The Non-Profit Corporations Act, 1995 as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions.

(B) "The Corporation" refers to Skydive South Saskatchewan.

(C) The "directors", " board'' and "Board of Directors" mean the directors of the corporation.

(D) The headings used in the bylaws are inserted for reference only.

(E) "In writing" and "in written'' include words printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form.

2. REGISTERED OFFICE:

The registered office of the Corporation shall be located at the Moose Jaw Municipal Airport, R.M. of Moose Jaw # 16 1. in the Province of Saskatchewan.

3. FISCAL YEAR:

The fiscal year of the Corporation shall end on the 31st day of December in each year.

4. MEMBERSHIP:

(A) The membership of the Corporation shall consist of three classes:

i) A "Current Member" is defined as any individual with an active membership at Skydive South Saskatchewan; who holds a valid CSPA Solo Certificate of Proficiency or higher; and who has 20 or more sport parachute jumps at Skydive South Saskatchewan within the previous 1 year period. Any pilot currently employed by Skydive South Saskatchewan, and has flown 50 or more loads of sport parachute skydivers at Skydive South Saskatchewan, is also classified as a Current Member. Current Members are entitled to all privileges of membership including the right to vote at meetings of members; the right to vote by proxy if unable to attend a meeting of members in person; and the right to be elected to the Board of Directors.

ii) A "Regular Member" is defined as any individual with an active membership at Skydive South Saskatchewan and a valid CSPA Solo Certificate of Proficiency or higher but who otherwise does not meet the criteria set out in the Current membership. Regular Members are entitled to all privileges of membership but may not vote at meetings of members by proxy unless a written request to proxy is approved by the BOD. Requests will be approved based on club involvement in the past year.

iii) A "Student Member" is defined as any individual with an active membership at Skydive South Saskatchewan who does not yet hold a CSPA Solo Certificate or foreign equivalent. Student members are entitled to all privileges of membership except the right to vote at meetings of members or the right to be elected to the Board of Directors.

(B) All members must abide by the rules and regulations as set out by the Corporation and CSPA as a condition of membership.

(C) Any person may become a member of the Corporation upon application for membership and payment of the prescribed membership fee. The directors may, by resolution, admit any eligible person as a member.

(D) Membership fees shall be established by the Board of Directors and approved by the membership at an Annual General Meeting.

(E) Annual fees of members must be paid on or before the last day of the fiscal year to be considered a member during that fiscal year.

(F) There shall be no transfer of membership.

5. <u>WITHDRAWAL and TERMINATION of MEMBERSHIP</u>:

Upon termination of membership, all the rights and privileges of membership shall cease, including any rights in the property of the Corporation except where property transferred to the Corporation by a member carries a stipulation, in writing that same property be returned to the member upon termination of their membership, or dissolution of the Corporation. The member shall not be entitled to a refund of any membership fees that are paid. Registration of membership shall cease if:

(A) A member provides a written notice of resignation to the Corporation.

(B) The annual term of membership expires, and is not renewed.

(C) The Board of Directors, at any board meeting by a unanimous vote of the directors, may resolve to discipline a member, suspend privileges, and may order the termination of a membership. Reasons for disciplinary action include, but are not limited to: failure to comply with the rules and regulations of the Corporation or CSPA, harassment of another member as defined by the harassment policy, theft or willful damage of Corporate property.

i) The Secretary of the Corporation shall, within 10 days from the date on which the resolution is made, notify the member in writing of the disciplinary action and/or order of termination.

ii) A member of the Corporation is entitled to a fair hearing before disciplinary action is taken or membership is terminated. The member may appeal the disciplinary action or termination order by giving written notice of intention to appeal to the Secretary within 15 days from the date they received notice of the order. The Board of Directors shall immediately call a special general meeting, for the purposes of hearing the appeal.

iii) At a special general meeting called for the purpose of considering the discipline or expulsion of a member, a resolution approved by a two-thirds majority or votes cast is required for the discipline or termination order to be enacted.

6. <u>MEETINGS:</u>

(A) The Annual General Meeting of the Corporation shall be held within 60 days from the end of the fiscal year of the Corporation. Written notice to all voting members of the date, time and place of the meeting shall be sent not more than 50 nor less than 15 days prior to the meeting.

(B) A special general meeting of the Corporation may be called at any time by the Board of Directors. Written notice to all voting members of the date, time, place, and nature of the business in sufficient detail for a member to form a reasoned judgement, shall be sent not more than 50 nor less than 15 days prior to the meeting.

(C) A special general meeting shall be called when the Secretary of the Board of Directors receives a request to do so in writing by at least 5% the voting members. Any request for a special meeting of members shall also state the purpose of the meeting. The secretary will acknowledge receipt of the request in writing, and include the date the special request was received. The Secretary shall immediately inform the Board of Directors, who shall immediately call the special meeting, which will be held within 30 days after being called. Notice of the date, time and place of the meeting shall be sent not less than 15 days before the meeting and shall also state in writing:

i) The nature of the business of the special meeting with sufficient detail to permit the Board of Directors and membership to form a reasoned judgement therein.

(D) If the Board of Directors does not call a special meeting within 21 days after the Secretary has received the request, then any member who signed the request may call the meeting, which will be held within 30 days after being called. Notice of the date, time and place will be sent to all voting members not less than 15 days before the meeting.

(E) A quorum of members is present at the opening of an Annual General Meeting or a special meeting, if there are 13 voting members present or represented by proxy, or if the members entitled to cast a majority of the total number of votes of the eligible voting membership are present or represented by proxy, whichever is smaller.

7. <u>VOTING:</u>

(A) Members shall vote by a show of hands, except where a ballot is demanded by a member entitled to vote at the meeting.

(B) There shall be no voting by mail.

(C) No member is entitled to more than one vote on any question, except where they are a legitimate proxyholder, under the following conditions:

i) The member appointing the proxyholder has voting rights for the meeting for which the proxy is written.

ii) That the proxyholder be a voting member.

iii) That the proxyholder carry a maximum of one voting member's proxy.

iv) That the form of proxy be written, dated, signed by the member appointing a proxyholder, and where applicable, include written direction to the member holding that proxy.

v) The form of proxy is to be submitted to the Board of Directors prior to the opening of the meeting of members for which the proxy has been given.

vi) That the proxyholder act only to the extent authorized, and at all times comply with the directions of the member who made the appointment.

vii) A member shall not appoint alternate proxyholders and no proxyholder shall appoint an alternate to act in their place.

viii) A proxy is only valid at the meeting for which it is given.

ix) A member may revoke a proxy in writing at any time up to the opening of the meeting for which it was given.

x) No proxy will be allowed for the termination of a member.

(D) In the event of a tie, the vote shall be considered null and void, and the motion may be withdrawn or postponed until such time as more information can be presented for consideration at another general meeting of the membership.

8. BYLAWS:

(A) The Board of Directors or any member or the Corporation may, at any Annual General Meeting or special meeting called for the purpose, submit a proposal to enact, amend, repeal or replace any bylaws where written notice of the proposed enactment, amendment, repeal or placement is:

i) Made public along with notice of the meeting at which the enactment, amendment, repeal or replacement is to be considered. Confirmation will be by a simple majority of the votes cast at the meeting, and be effective from that date.

ii) The amended bylaws as voted upon by the membership will then be formally drafted and shared with the membership with notice of a two-week period to review and raise objections pertaining to wording only.

iii) Once ratified, the bylaws shall be made available on the Corporation's website or upon request by a member to the Board of Directors as soon as practicable. The revision available on the Corporation's website must always be the most current revision and shall be considered the master copy in any dispute.

9. CONFLICT OF INTEREST:

As stipulated in the Conflict of Interest Policy, a conflict of interest is defined as *any situation in which an individual's decision-making, which should always be in the best interest of the Corporation, is influenced or could be influenced by personal, family, financial, business or other private interests*. Where a conflict of interest is identified between a member and the Corporation, it will be dealt with in accordance with the rules set out in the Conflict of Interest Policy which must be signed and agreed upon by all members in order to retain any voting rights.

10. DIRECTORS:

(A) Directors shall be elected at the Annual General Meeting

(B) The directors shall consist of a minimum of 3 and a maximum of 7 voting members. Subject to subsection (D), the positions of President, Vice- President, Secretary and Treasurer shall be filled by election only. The same person may hold the positions of Secretary and Treasurer.

(C) Directors shall be elected for a one-year term. A director may stand for re-election. If a director is not re-elected they will hold office until the conclusion of the meeting at which their successors are elected.

(D) Where there is a vacancy on the Board of Directors and:

i) Where there is a quorum of directors, the remaining directors may exercise all the powers of the directors or may fill the vacancy until the next Annual General Meeting.

ii) Where there is not a quorum of directors the remaining directors shall call a special meeting for the purpose of electing members in good standing to fill any vacancies until the next general meeting.

(E) The members of the Corporation, by ordinary resolution at a special general meeting, may remove any director or directors from office.

(F) The Board of Directors shall:

i) Be responsible to the membership, and in discharging their duties, act honestly and in good faith, with a view to the best interests of the Corporation.

ii) Manage the activities and affairs of the Corporation subject to the requirements of the Articles, Bylaws, Harassment Policy, policies and procedures of the corporation, any unanimous member agreement, and the Act.

iii) Establish policies and procedures.

iv) Define the duties and roles of all directors and officers.

(G) Directors shall meet at any given place, and at a frequency of their choosing. Meetings may be called as deemed necessary by any Board of Director. Notice of at least one week shall be provided, unless waived by unanimous consent.

(H) The quorum at board meetings shall be a majority of the board.

(I) Any remuneration paid to directors must be approved by the membership at the Annual General Meeting.

(J) The purchase or sale of any assets of the Corporation with a value exceeding $20,000 CAD must be approved by vote by the membership at a meeting of the members.

11. <u>OFFICERS:</u>

The Board of Directors as required, shall:

(A) Appoint officers to conduct business on behalf of the Board of Directors for the Corporation.

(B) Specify the duties of the officers and delegate powers to manage the affairs within their specific area of responsibility, subject to section 102(3) of the Act.

(C) Determine if an appointed position shall also be deemed a position on the Board of Directors, provided that the number of officers appointed to the Board does not exceed 1/3 the total number of Directors.

12. COMMITTEES:

The Corporation may, from time to time, organize one or more working committees with the following responsibilities:

(A) The committees shall consist of members of the Corporation who volunteer to serve the needs of the Corporation within the specific area designated to the committee.

(B) Each committee shall appoint a chairperson and a secretary. The chairperson of every working committee of the Corporation is deemed to be the contact person to the Board of Directors.

(C) There shall be minutes kept of all committee meetings and a copy shall be given to the Secretary or the Board of Directors.

(D) All recommendations and proposed actions made by a committee shall be referred to the Board of Directors for approval.

(E) No committees shall appoint a treasurer or hold funds of the corporation.

(F) All requests for funds and donations must be referred to the Board of Directors for approval.

13. DISSOLUTION:

Subject to section XVI of the Act, upon dissolution of the Corporation, any property transferred by a member to the Corporation with a stipulation that the property will be returned upon dissolution, will be transferred to that person. All remaining assets, after payment of liabilities, shall be distributed among the regular membership in a manner decided at a final meeting of members called for the purpose of liquidation and dissolution.

SKYDIVE SOUTH SASKATCHEWAN INC.

BYLAWS OF THE CORPORATION

November, 2018

Incorporation date: April 19. 1990
Corporation No. 20 9768