

The Carillon Newspaper Inc. By-Laws (11-25)

In accordance with *The Non-Profit Corporations Act,*
2022

1. PURPOSE OF CORPORATION

The purpose of the Corporation is to operate an independent, student-run newspaper for the benefit of the University of Regina students, campus community and the general public. Without limiting the generality of the foregoing, the Corporation shall:

- a. produce and distribute print, digital and multi-media content in the public interest, for the purpose of informing, educating, and engaging readers on matters of relevance to students, the University of Regina, and the broader community;
- b. provide a forum for the publication of diverse viewpoints, commentary, creative works, and cultural expression, and uphold the principles of accuracy, fairness, integrity, and ethical journalistic practice;
- c. ensure that editorial decisions, journalistic content, and newspaper operations remain free from censorship, interference, or undue influence by the University of Regina, student organizations, advertisers, political entities, or any external party;
- d. facilitate experiential learning and professional development opportunities for students by providing training and practical experience in reporting, writing, editing, and newspaper production;
- e. promote civic engagement, critical inquiry, and democratic participation within the University of Regina community and beyond; and
- f. maintain and preserve an archive of published material.

2. DEFINITIONS

For the purpose of the Bylaws and unless the context otherwise requires, the following terms shall have the following meanings:

- a. the singular includes the plural;
- b. the masculine gender includes the feminine
- c. “Act” means *The Non-Profit Corporations Act, 2022* as the same may be amended, and any statute enacted in substitution from time to time;
- d. “Articles” means the articles attached to the certificate of incorporation of the Corporation as from time to time amended or restated;
- e. “Board” means the Board of Directors of the Corporation;
- f. “Ed- Board” means the Editorial Committee of the Corporation;
- g. “Bylaws” means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
- h. “Chair” means the Chair of the Board;
- i. “Corporation” means the Carillon Newspaper, Inc., otherwise referred to as “The Carillon”
- j. “Directors” mean the persons who become directors of the Corporation;
- k. “meeting of Members” includes an annual meeting of members and a special meeting of members;
- l. “Members” mean the members of the Corporation as defined in section 4.1 of this Bylaw;
- m. “Auditor” means the Auditor or Reviewer of the Corporation

- n. “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast by the Members or Directors who voted in respect of that resolution or signed by all the Members or Directors entitled to vote on that resolution.

3. REGISTERED OFFICE AND CORPORATE SEAL

The place of the registered office of the Corporation shall be in the City of Regina, in the Province of Saskatchewan, and at such location as the Board may from time to time determine by resolution. The Corporation may have a corporate seal in the form approved from time to time by the board.

4. MEMBERSHIP

4.1 DEFINITION OF MEMBERS

Subject to the Articles, the Members of the Corporation shall be individuals who are active students of the University of Regina or any of its affiliated colleges, including Campion College, Luther College, and First Nations University of Canada, and who pay the Carillon membership levy. A Member is entitled to receive notice of, attend, submit proposals to, and vote at all meetings of Members, with each Member entitled to one vote at such meetings.

4.2 TERMINATION AND TRANSFERABILITY OF MEMBERSHIP

Subject to the Act, Membership in the Corporation is terminated when:

- a. the Member dies;
- b. the Member fails to maintain any qualifications for Membership;
- c. the Member resigns;
- d. the Members becomes an employee of the Corporation;
- e. the Member is expelled or removed in accordance with the Articles or Bylaws; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. A membership in the Corporation is not transferable.

4.2.1 Removal of Members

Any Member may be removed by the Board by unanimous decision only where the Member has engaged in disorderly conduct or has breached the Corporation’s or the University of Regina’s student code of conduct in a manner that seriously calls the Member’s judgment into question and jeopardizes the reputation of the Corporation. Any removal shall be carried out in good faith and in a fair and reasonable manner. The Member shall receive written notice, with reasons, at least fifteen (15) days before the removal takes effect, and shall be given an opportunity to be heard, orally, in writing, or in any permitted format, at least five (5) days before the removal becomes effective.

5. MEETINGS OF MEMBERS

There shall be annual meetings and may be special meetings of Members as required and set out in the Bylaws.

5.1 ANNUAL MEETING

The annual meeting of the Members shall be held within six months after each fiscal year end (or, subject to the requirements of the Act, at such time as the Board shall specify), at the University of Regina or such other place in Regina as may be determined by the Board, and at a time and date determined by the Board.

The meeting agenda shall include:

- a. Approval of the agenda;
- b. Approval of the minutes of the previous annual and any special meetings;
- c. Consideration of the financial statements;
- d. Report of the auditor or person who has been appointed to conduct a review engagement;
- e. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming fiscal year;
- f. Election of Directors; and
- g. Such other or special business as may be set out in the notice of meeting.

5.2 SPECIAL GENERAL MEETING OF MEMBERS

The Board may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

5.3 REQUISITION OF MEETINGS

In accordance with the criteria and procedures set out in the Act, Members may call a special general meeting at any time. A petition to request such meeting must include each Member's full name, student ID, University of Regina email address, and a physical signature. Petitions may be submitted individually or collectively. Electronic petitions shall only be accepted if submitted through the official University of Regina website and are subject to verification of current student or membership status.

5.3 NOTICE OF MEETINGS OF MEMBERS

Notice of the time, place, and date of meetings of Members, and the general nature of the business to be transacted, including any proposed amendment to the Articles and Bylaws, shall be provided

not less than fifteen (15) nor more than fifty (50) days before the date of the meeting. The Corporation shall be deemed to have satisfied the notice requirements if:

- a. the notice and all required meeting materials are posted on the Corporation's official website; and
- b. an email is sent to Members, such as through the University's Student Affairs office or any campus-wide communication system, informing Members that the meeting materials have been posted and providing instructions on how to access them.

In addition, the Corporation may provide notice through the following supplementary methods:

- a. the Corporation's official social media platforms; and
- b. publication in the Corporation's printed newspaper.

Failure of a Member to receive notice does not deprive that Member of the right to attend or vote at the meeting

5.4 QUORUM

The quorum of meetings of Members shall be minimum 15. No business shall be transacted at any meeting unless the requisite quorum is present for the duration of such business.

5.6 MEMBER MEETING CHAIR

Member meetings will be chaired by the Chair or, in his, her, their absence, an individual appointed by the Board.

5.7 VOTING BY MEMBERS

Unless the Act, or the Bylaws otherwise provide, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members only, each of whom shall be entitled to one vote. Special resolutions shall be determined by no less than two third majority (2/3rd) of the votes. No Member is entitled to vote by proxy.

5.8 METHOD OF VOTING

At all meetings of Members every question shall be decided by a show of hands, or such other means as may be specified by the Board, unless a ballot is required by the chair of the meeting or requested by any Member. No Member is entitled to vote by proxy.

5.9 ADJOURNMENTS

Any meeting of Members of the Corporation may be adjourned, by no less than 2/3rd majority of votes, to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. Subject to the Act, no notice is required of any adjourned meeting.

5.10 ELECTRONIC PARTICIPATION

A Member may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another. Quorum shall be established at the beginning of each meeting by verbal roll call or by such other reasonable measures as determined to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes.

5.11 RESOLUTIONS IN WRITING

Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members. Any resolution in writing signed by all of the Members entitled to vote thereon at a meeting may be so signed in counterparts and any such counterpart may be delivered to the Corporation by electronic means.

5.12 PROPOSAL BY MEMBERS

Members may submit resolutions in the form of proposals, in accordance with the Act, no later than thirty (30) days before the Annual Meeting of Members.

6. BOARD OF DIRECTORS

6.1 ROLE OF THE BOARD

The Board is responsible for developing, monitoring and evaluating the Corporation's mission, vision and strategic directions, and undertaking other specific duties outlined in the Board of Director policy, as established and revised by the Board. Through effective governance and compliance activities, the Board oversees the Corporation's governance material and operational affairs and delegates responsibility of day-to-day operations to the Executive Directors.

6.2 DIRECTORS QUALIFICATIONS

Subject to the Act, any person is eligible to be a Director of the Corporation who:

- a. is a member of the Corporation;
- b. is not, and has never been, an employee of the Corporation;
- c. is not an active member of the Board or an employee of any other student organization of similar or larger size, except for student clubs and societies;
- d. is otherwise legally competent to conduct business and enter contracts under the laws of any province or federal laws of Canada;
- e. is over the age of eighteen (18); and

- f. becomes eligible by resolution of the membership or Board.

The Board may, from time to time, establish additional requirements in the Nomination Policy, provided that any such requirements do not supersede the Bylaws, Articles, or the Act.

6.3 COMPOSITION OF DIRECTORS

The Board shall be composed of six (6) Directors. In advancing equity, gender diversity, and the inclusion of Indigenous perspectives in decision-making as part of the Corporation's commitment to reconciliation, the Board:

- a. shall make reasonable efforts to include at least one (1) Director who identifies as a woman or as a gender-diverse person; and
- b. shall make reasonable efforts to include at least one (1) Director who is Indigenous.

The inability to secure a qualified or willing candidate meeting the criteria in clauses (a) or (b) shall not prevent the Board from being duly constituted nor impede the filling of vacancies in accordance with this Bylaw and the Act.

6.4 NOMINATION AND ELECTION OF DIRECTORS

Subject to the Bylaws, the Nomination Committee shall oversee the nomination and election of the Directors in consultation with the Governance and HR Committee and the Board. The Nomination Committee:

- a. shall be struck by the Board at least sixty (60) days prior to the annual meeting of Members, for a term continuing until the conclusion of that annual meeting of Members;
- b. shall be composed of at least five (5) and no more than seven (7) members, with any roles not otherwise specified to be recommended and appointed by the Governance and HR Committee:
 - i. the Chair, who shall be the chair of the committee, unless otherwise decided by the committee;
 - ii. the Executive Director;
 - iii. one editorial staff member;
 - iv. at least one Member of the Corporation; and
 - v. Any additional individual, who may be Directors or Members of the Corporation; and
- c. shall recommend to the Members a slate of individuals for election to the Board.

Where the Governance and HR Committee is not constituted, the Board shall appoint the members of the Nomination Committee in accordance with the Bylaws. Where a designated position on the Nomination Committee, including but not limited to the Chair or the Executive Director, is vacant, unavailable, unwilling to serve, or unable to serve due to a conflict of interest, the Governance and

HR Committee shall appoint an interim designate. If the Governance and HR Committee is not constituted, the Board shall appoint the interim designate.

6.5 DIRECTORS TERMS OF OFFICE

Subject to the qualifications of the Directors, the term of office for a Director shall be two (2) years, unless otherwise decided at the time of nomination. No Director shall serve more than two (2) consecutive two-year terms for a total of four (4) years.

6.5 VACANCIES ON THE BOARD

Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as the minimum number of Directors required by the Articles remains in office. Subject to the Bylaws, any vacancy on the Board may be filled by a qualified person appointed for the remainder of the unexpired portion of the vacating director's term, by resolution of the Directors then in office. The Governance and HR Committee shall be responsible for recruiting eligible candidates to be appointed in accordance with the Board of Directors Policy.

6.6. REMOVAL OF DIRECTORS

Any Director may be removed from the Board:

- a. by a simple majority vote of the Members at a duly called special meeting of Members, subject to the Act; or
- b. By a resolution of the Board passed by not less than a two-thirds (2/3) majority of Directors, where:
 - i. the Director has acted dishonestly, in bad faith, breached the Code of Conduct Policy, or failed to meet the required duty of care; or
 - ii. the Director has missed two (2) consecutive meetings without reasonable notice, or three (3) consecutive meetings despite providing notice.

6.7 MEETINGS OF DIRECTORS

The Board shall meet as often as necessary to fulfill its mandate and responsibilities, and in any event not fewer than four (4) times per fiscal year.

6.8 QUORUM

Subject to the Articles, a majority of the Directors in office shall constitute a quorum for meetings of the Board and may exercise all powers of the Board. If the total number of Directors in office is less than the maximum number permitted by the Articles, the quorum shall consist of at least three Directors.

6.9 CALL FOR MEETINGS OF THE BOARD AND ELECTRONIC PARTICIPATION

Meetings of the Board may be called by the chair of the Board or any two (2) Directors. Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

6.10 VOTING

All matters shall be decided by a simple majority of elected or appointed Directors, except as otherwise required by the Bylaws. Any motion on which there is an equality of votes is defeated.

6.11 REMUNERATION OF DIRECTORS

The Directors of the Corporation may not receive remuneration for acting in that capacity on behalf of the Corporation. Directors and volunteers may be reimbursed expenses incurred in the discharge of their duties as determined by the Board.

6.12 RESOLUTIONS IN WRITING

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of directors or committee of Directors. Any resolution in writing signed by all of the Directors entitled to vote thereon at a meeting may be so signed in counterparts and any such counterpart may be delivered to the Corporation by electronic means. A copy of every resolution referred to above shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

7. BOARD OF DIRECTORS CODE OF CONDUCT AND CONFLICT OF INTEREST

Directors must act honestly and uphold the highest ethical standards in order to maintain and enhance public confidence and trust in the integrity, objectivity and impartiality of the Corporation.

7.1 CONFIDENTIALITY

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity, without explicit Board approval, unless such information is already a matter of public knowledge. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation.

7.2 CONFLICT OF INTEREST

Directors shall not have private interests, other than those permitted by the Bylaws, laws or statutes, that would be affected particularly or significantly by the Corporation's decisions or actions in which directors participate. Except as otherwise provided in the Bylaws, a conflict of interest exists when the interests of a director, or his or her family member or business associate, could influence or be seen to influence the director's decisions or impair his or her ability to act fairly, impartially and without bias. These conflicts include financial or other interests, and are not limited to situations where a director could benefit personally as a result of a decision by the Board.

A director shall disclose any conflict of interest to the Board as soon as the director becomes aware of such conflict of interest.

The directors shall make a recommendation to the director with the possible or actual conflict of interest as to whether they believe it is appropriate for such director to withdraw from discussing or voting on the matter.

8. INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS

Subject to the limitations contained in the Act, the Corporation shall and does hereby indemnify a director or officer, a former director and 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 member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or any such body corporate, if:

- a. such person acted honestly and in good faith with a view to the best interest of the Corporation; and,
- b. in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

Provided:

- a. the person seeking indemnification has given the Corporation prompt written notice of any such claim, law suit or action for which indemnification is sought; and
- b. they cooperate in all reasonable manner with the Corporation and its agents in defense of any such claim, law suit or action.

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such as the Board may from time to time determine.

9. OFFICERS

The Officers of the Corporation shall include the Chair and the Executive Director. The Directors shall, at a Board meeting immediately following the annual meeting of Members, or as vacancies may arise, elect from among themselves the Chair. If the Board is unable to elect a Chair from among the Directors, the Board may appoint an individual who may not be a Member of the Corporation to serve as Chair, in which case the Chair shall act solely as an Officer and not as a Director. The term of an Officer shall be the duration of their employment for the Executive Director, or until the next annual general meeting for the Chair or until succeeded following such meeting, unless otherwise removed or replaced in accordance with the Bylaws.

9.1 BOARD CHAIR

The Chair shall preside at all meetings of the Board and Members. The Chair shall also undertake any additional responsibilities as may from time to time be assigned by the Board.

9.2 EXECUTIVE DIRECTOR

The Board will enter into a contract with a qualified individual as Executive Director. The Executive Director will assume such duties and responsibilities as prescribed by the Board, including day-to-day responsibilities for the organization, carrying out the organization's goals and policies, and the duties described in the Executive Director's job description, as approved by the Board.

9.3 APPOINTMENT OF OTHER OFFICERS

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties of whom shall be such as the terms of their engagement call for or the Board prescribes.

10. COMMITTEES

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities and to comply with Board approved policies. The Board shall determine the composition and terms of reference for any such committees unless otherwise required by the Bylaws or any approved Board policies. The Board may, by resolution, dissolve any committee at any time, provided that such dissolution does not impede the conduct of journalistic operations or the publication of the newspaper.

10.1 STANDING COMMITTEES

There shall be three (3) standing committees:

- a. Editorial Committee;
- b. Finance, Audit, and Risk Committee; and
- c. Governance and Human Resource Committee.

10.2 EDITORIAL COMMITTEE

The Editorial Committee:

- a. may be referred to as the Editorial Board or Ed-Board;
- b. shall be composed of:
 - i. the Editor-In-Chief, who shall be the Chair of the committee;
 - ii. section editors;
 - iii. editorial consultant, when available;
 - iv. editorial staff responsible for production; and
 - v. any other members, but no more than two (2), appointed by the Editor-In-Chief:
 - provided that such members are employed by the Corporation and are not Officers or Directors of the Corporation;

- c. shall exercise full independence in its decisions, free from external or internal influence, except where the Board determines that a decision would contravene the Articles, Bylaws, applicable law or statutes, or cause significant organizational harm; and
- d. shall have the final authority over all publications and editorial decisions, including the authority to unpublish. The Editor-in-Chief shall exercise delegated day-to-day authority for editorial management and decisions related to any publication, unless otherwise appealed, in accordance with the Editorial Policy.

11. FINANCIAL AND CONTRACTUAL MATTERS

11.1 EXECUTION OF DOCUMENTS

The Executive Director, along with any one of the Chair or Officers, or any other director, as designated by the Board, shall execute all material documents and contracts, other than those covered by Board policies and for those determined as day-to-day operations.

In addition, the Board may from time-to-time pass resolutions to approve an employee or employees who may sign any document or class of document.

11.2 BOOKS AND RECORDS

The Board shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute are regularly and properly kept.

11.3 FINANCIAL SYSTEM

The Board shall ensure the corporation operates a financial system in accordance with generally accepted accounting practices to account for the receipt and expenditure of all funds.

11.4 INSURANCE

The Board shall ensure the corporation maintains a comprehensive commercial general liability insurance policy in accordance with the Insurance Act of Saskatchewan.

11.5 INVESTMENTS

The Board may invest the funds of the Corporation in accordance with the investment policies of the Corporation as approved by the Board from time to time, and in such securities in which trustees are by the law permitted to invest pursuant to *The Trustee Act, 2009*.

11.6 BANKING ARRANGEMENTS, BANKING RESOLUTION

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a. operate the Corporation's accounts with the banker;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c. issue receipts for and orders relating to any property of the Corporation;
- d. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e. authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

11.7 BORROWING BY THE CORPORATION

11.7.1 General Borrowing Authority

Subject to the limitations set out in the Bylaws or in the Articles of the Corporation, the Board may:

- a. borrow money upon the credit of the Corporation;
- b. limit or increase the amount to be borrowed;
- c. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- d. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- e. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

11.7.2 Specific Borrowing Authority

From time to time the Board may authorize any Director or Officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

11.8 FISCAL YEAR END

The financial year of the Corporation shall terminate on the last day of April in each year or on such other date as the Board may from time to time determine by resolution.

12. AUDITOR

12.1 ANNUAL APPOINTMENT

Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor (which shall not be a Director, officer, employee or business partner of the Corporation), to audit or review the accounts (including the financial statements) of the Corporation and to report thereon to Members at the Annual Meeting, to hold office until the close of the next Annual Meeting, and, if an appointment is not so made, the Auditor in office continues in office until a successor is appointed.

12.2 VACANCY IN THE OFFICE OF AUDITOR

The Board may fill any casual vacancy in the office of Auditor to hold office for the unexpired term of their predecessor.

12.4 REMOVAL OF AUDITOR

Subject to the Act, the Members, by a resolution at a special meeting may remove the Auditor before the expiration of their term of office, and shall by a majority of the votes cast at that meeting appoint another Auditor for the remainder of his term.

12.5 REMUNERATION OF AUDITOR

The remuneration of the Auditor may be fixed by an ordinary resolution of the Members or, if not so fixed, shall be fixed by the Board.

13. METHOD OF GIVING NOTICE

Any notice (which term includes any communication, record or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, these Bylaws or otherwise to a Member, Director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his or her recorded address, or if mailed to him or her at his or her recorded address by prepaid ordinary or air mail, or, subject to the Act, if sent to him or her at his or her recorded address by any electronic communication. For the purposes of Members of the Corporation, notice may alternatively be given by posting the notice on the Corporation's official website, by sending the notice through the University's Student Affairs communication platform, or by publication through the Corporation's official social media channels.

- a. A notice so delivered or posted shall be deemed to have been given when it is delivered personally, sent to the recorded addresses, posted on the website, sent via electronic communication through Student Affairs or its designate, or published on social media as described above.
- b. A notice sent by regular mail shall be deemed to be received on the seventh (7th) day following the date of its mailing unless the person to whom it is mailed establishes

that, through no fault of that person, the person did not receive the notice or received it at a later date.

- c. A notice sent by any means of electronic communication shall be deemed to have been received when it enters an information system designated or used by the addressee for the purpose of receiving information or documents in an electronic form of the type sent and is capable of being retrieved and processed by the addressee.

The Officers of the Corporation may update, change, or cause to be changed the recorded address of any Member, Director, Officer, Auditor, or member of a committee of the Board in accordance with any information believed by them to be reliable.

14. WINDING UP

The Corporation shall not be voluntarily wound up unless the Members at a meeting called for that purpose pass a special resolution.

15. AMENDMENT OF BY-LAWS

Bylaws of the Corporation may be repealed, amended, altered or added to by resolution enacted by a majority of the Board in office at a meeting of the Board and sanctioned by simple majority votes cast at a meeting of Members.

16. EFFECTIVE DATE

Subject to its confirmation by the Members in accordance with the Act, these Bylaws shall come into force on the date it is passed by the directors.

ENACTED by the Board the ____ day of _____, 2025

Chair

CONFIRMED by the members in accordance with the Act the ____ day of _____, 2025.