

BYLAWS as of MARCH 2018

TO REGULATE THE AFFAIRS

OF

**SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH
INC.**

Saskatchewan

Relating to the

CORPORATE BYLAWS

These Bylaws are enacted pursuant to the provisions of *The Non-profit Corporations Act, 1995* of the Province of Saskatchewan and the Saskatchewan Workers' Compensation Board (WCB) Policy and are subject to the provisions of, and the regulations, under the Non – Profit Corporations Act and WCB Funding Policy.

BYLAWS as of MARCH 2018

BYLAWS RELATING TO THE TRANSACTION

OF THE BUSINESS AND AFFAIRS OF

SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH INC.

TO BE CONFIRMED, AMENDED OR REJECTED BY THE MEMBERS OF THE CORPORATION IN ACCORDANCE WITH *THE NON-PROFIT CORPORATIONS ACT, 1995* BY A VOTE OF ALL THE MEMBERS DULY CALLED FOR THE PURPOSE OF CONSIDERING SUCH BYLAWS.

DATED AT REGINA, SASKATCHEWAN THIS 1ST DAY OF MARCH, 2018

True certified copy of the Bylaws of the

**SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH
INC.**

APPROVED BY THE MEMBERSHIP AT THE ANNUAL GENERAL MEETING
THIS 22ND DAY OF MARCH, 2018



Chairperson of the Board

BYLAWS as of MARCH 2018

Bylaws relating generally to the transaction of the business and affairs of the:

SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH INC.

BE IT ENACTED AS BYLAWS OF THE SASKATCHEWAN ASSOCIATION FOR
SAFE WORKPLACES IN HEALTH INC. as follows:

SECTION 1 – DEFINITIONS

1.1 Definitions

In these bylaws and all other bylaws and special resolutions of the Organization, unless the context otherwise requires:

“Articles” means the Articles of Incorporation of the SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH INC. dated February 12, 2010 as amended, supplemented or restated;

“Associate Member” means a non-voting member subject to approval by the Board;

“Board” means the Board of Directors of the Organization;

“Bylaws” means these bylaws and all other bylaws of the Organization in force and effect;

“Chairperson” means Chairperson of the Board;

“Organization” means the organization incorporated under *The Non-profit Corporations Act, 1995* and named SASKATCHEWAN ASSOCIATION FOR SAFE WORKPLACES IN HEALTH INC.;

“Director” means a member of the Board;

“Industry” means employers and the workers within the Workers’ Compensation Board (WCB) G22 rate code;

“Meeting of Members” includes any annual or special meeting of members;

“Member” means any employer from the WCB G22 rate code in good standing of the Workers’ Compensation Board.

“Non-profit Corporations Act” means *The Non-profit Corporations Act, 1995* of Saskatchewan and any Act that may be substituted therefore, and the regulations made there under, as amended;

“Recorded Address” means, in the case of a member, his or her address as recorded in the register of members and, in the case of a Director, executive, auditor or member of a committee of the Board, his or her address as recorded in the records of the Organization;

“Signing Officer(s)” means any person(s) authorized to sign an instrument on behalf of the Organization by Section 12.1 of these Bylaws, or by a motion passed pursuant thereto;

“WCB G22 Rate Code” means a specific group of employers classified according to the Saskatchewan Workers’ Compensation Board. G22 is the group of health service providers in the province including, for example, the Saskatchewan Health Authority, private care homes, emergency services, and long term care homes. The current list of G22 members is available through WCB and in the Saskatchewan Association for Safe Workplaces in Health (SASWH) Policy Manual.

SECTION 2 – VISION AND MISSION

2.1 Vision

Workplace health and safety: a priority for all.

2.2 Mission

To increase awareness and proactively support, through education, training and services, health related industry workers and employers in their efforts to prevent workplace injury and illness.

SECTION 3 – MEMBERSHIP

3.1 Membership

Membership will be open to every employer in the WCB G22 class of employers as defined by the Workers’ Compensation Board classification system, provided that such employer is registered pursuant to *The Workers’ Compensation Act*, has a firm number and in good standing with the Workers’ Compensation Board. Each Member (firm number) will be entitled to one vote.

Associate Membership, subject to approval by Directors, is available to person(s) and organizations having an expressed interest in the elimination of work related

injuries and their impact, in the WCB G22 Rate Code through safety and injury prevention initiatives. Associate Members are non-voting.

Worker Directors, Workers' Compensation Board, Ministry of Labour Relations and Workplace Safety and Ministry of Health shall be deemed Associate Members of the Organization.

SECTION 4 – HEAD OFFICE

4.1 Head Office

The Head Office shall be in the Province of Saskatchewan at such a place therein as the Directors determine.

SECTION 5 – MEETING OF MEMBERSHIP

5.1 Time and Place of Meetings

The annual meeting, and any other meetings of Members of the Organization, shall be held in Saskatchewan at such time on such a day in each year as the Board may determine.

The annual general meeting shall be held annually in March in a location determined by the Board.

The Chairperson may call a special meeting of Members or the members of an organization whose membership interests carry not less than 5% of the rights to vote or 5% of the current payroll in WCB G22 may requisition the Directors to call a meeting of members within 21 days, for the purposes stated in the requisition.

5.2 Notice of Meeting

Notice of the annual meeting or of any special meeting of the membership, shall be given to membership not less than fifteen (15) days or not more than fifty (50) days in advance of the meeting date.

The notice of an annual or special meeting of membership shall state the purpose for which the meeting is being called.

5.3 Error or Omission in Notice

An error or omission in giving notice of the annual or any special meeting or any adjourned meeting of membership shall not invalidate such meeting or make void any proceedings taken thereat.

5.4 Adjournments

Any meetings of the Organization may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the members decide otherwise, notice of such adjournment is not required.

5.5 Quorum of Members

A quorum for the transaction of business at any meeting of membership shall consist of those Members present in person.

5.6 Voting Procedure

At all meetings of the membership, every question shall be decided by a majority of the votes of the Members present in person. All questions are to be decided in the first instance by a show of hands, unless a ballot is requested by any Member.

In case of a tie of the votes at any annual or special meeting, whether by a show of hands or a ballot a second show of hands or a second ballot shall be taken to break the tie. If the tie shall not be broken with the second vote, the Chairperson shall declare the resolution to be defeated.

5.7 Chairperson

The Chairperson of a meeting of membership shall be:

- a) the Chairperson of the Board; or
- b) a Vice-Chairperson of the Board if the Chairperson is not present; or
- c) a Director, elected by the Board members present, if the Chairperson or Vice-Chairperson of the Board are not present.

5.8 Business at Annual Meeting

The business transacted at the annual meeting of the Organization shall include:

- a) the consideration of bylaw additions, amendments and/or repeals made by the Directors during the preceding year;
- b) consideration of the Auditor's report;
- c) the election and appointment of Directors;
- d) the appointment of the Auditor;
- e) the consideration of financial statements.

SECTION 6 – BOARD OF DIRECTORS

6.1 Board Structure

a) There shall be a Board of Directors, in compliance with the Workers' Compensation Board funding agreement. Whenever possible, there shall be an equal number of Employer or Employer Representative and Worker or Worker Representative Directors. At least 50% of the Employer or Employer Representatives on the Board of Directors must be Employers and at least 50% of the Worker or Worker Representatives on the Board of Directors must be Workers.

b) The Board of Directors shall consist of the following:

Four (4) Employer Directors appointed by the Council of Chief Executive Officers (CEOs) as follows:

1. One (1) Regina Qu'Appelle Regional Health Authority
2. One (1) Saskatoon Regional Health Authority
3. One (1) Regional Health Authority/Saskatchewan Cancer Agency other than 1 or 2 above
4. One (1) Regional Health Authority/Saskatchewan Cancer Agency other than 1, 2 or 3 above

Two (2) Employer Directors as elected at the Annual General Meeting:

5. One (1) Director at Large
6. One (1) Director at Large

Five (5) Worker Directors appointed by the individual unions as follows:

1. One (1) Canadian Union of Public Employees
2. One (1) Health Sciences Association of Saskatchewan
3. One (1) Service Employees International Union West
4. One (1) Saskatchewan Government and General Employees' Union
5. One (1) Saskatchewan Union of Nurses
6. One (1) Worker Director at Large

The preference is always to have the Worker Director at Large filled by a group not represented as an appointment (non-union).

When unable to fill the Worker Director at Large by a non-union party, the Worker Director at Large is rotated amongst the five worker representatives.

Should interest from a non-union party become known to the SASWH Board, efforts will be made to rotate that organization into the Board appointments under the Worker Director at Large position on the SASWH Board.

6.2 Election and Term of Office

- a) The term “Directors” used in this section shall mean those persons who are elected or appointed to the Board of the Organization.
- b) Directors shall be appointed for a term of two (2) years. There is no limit on number of terms. Board composition consists of a minimum of six (6) and a maximum of twenty (20) Directors.

For vacant Director positions on the Board, elections/appointments for Board positions shall be held annually and there shall be no more than 50% Board turnover at one time.

- c) Nominations will not be received from the floor of a meeting of the membership. Any and all nominations for Directors must be submitted through the Board of Directors, who will accept nominations prior to presenting the nominations to the meeting. Calls for nominations will be communicated to the membership no less than thirty (30) days in advance of the Annual Meeting.
- d) A Director elected/appointed to fill a vacancy on the Board shall complete the term of office of the Director who has ceased to be a Director.
- e) Any remuneration paid to Directors (which must relate to the time the Directors devote to the affairs of the Organization) must be approved by the Board.
- f) Directors shall be notified no less than fourteen (14) days in advance of every meeting of Directors.
- g) Attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of the meeting; unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called therefore all motions must be forwarded to the next Directors meeting.
- h) Directors are required to be present at Board meetings but may participate in Board meetings up to 50% by teleconference or videoconference.

6.3 Participation in Meetings by Conference Call

- a) Meetings of the Board and committees shall permit Directors and committee members to participate by means of telephone or other forms of communication provided all persons participating in the meeting can hear one another.

- b) Any Director who fails to attend three (3) consecutive Board meetings (reference to the scheduled quarterly board meetings), either in person or by teleconference/videoconference, will automatically cease to be a Director at the conclusion of the third Board meeting, unless the Board or Chairperson have approved a leave of absence for the Director or a majority of the Directors present at the third meeting vote to waive this provision.
- c) The Board shall manage the business and affairs of the Organization acting honestly and in good faith and with a view to the best interests of the Organization.
- d) The Board may establish standing and ad hoc committees to whom it may delegate duties, and which committees shall consist of a minimum of one (1) Director, appointed by the Board of Directors as Committee Chairperson and such Chairperson shall report to the Board.

6.4 Qualifications of Directors

- a) A Director must be an employer of the WCB G22 rate code, an employee of an employer of the WCB G22 rate code, or a worker representative from a union representing workers in the WCB G22 rate code.
- b) The following persons are disqualified from being a director of an organization:
 - a. anyone who is less than 18 years of age;
 - b. anyone who has been found to be of unsound mind by a court in Canada or elsewhere;
 - c. a person who has the status of bankrupt.

6.5 Responsibilities of the Board

Nothing in the Bylaws, including any assignment, reference or delegation of authority by the Board to the Chief Executive Officer or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the Organization.

6.6 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or her or if he or she makes an assignment under the Bankruptcy Act;

- b) if any order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- c) if by notice in writing to the Organization, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- d) if he or she loses his or her qualifications or eligibility as a Director also included in 6.4; or
- e) a Director is absent from three (3) consecutive meetings of the Board without leave of absence or waiver from the Board, subject to 6.3 b).
- g) a conflict of interest where actions of a Director are questionable to the conduct of the position.

6.7 Filling Vacancies

- a) If a vacancy occurs on the Board, the remaining Directors may appoint a qualified person to fill the vacancy in the category in question. In the absence of a quorum, the remaining Directors shall, as soon as possible, call a meeting of members to fill the vacancy.
- b) If sufficient notice is given by departing Board members the Board Chair will notify members about upcoming vacancies no less than 90 days prior to the annual general meeting.

6.8 Quorum of Meetings

- a) A quorum at a meeting of the Board shall be no less than fifty percent (50%) of the Directors, to be comprised of a minimum of fifty percent (50%) Worker Directors and fifty (50%) Employer Directors.

6.9 Non-Quorum Meeting

The business of the meeting may be conducted without quorum, however the decisions made during the meeting must be ratified during the next Board meeting with quorum.

6.10 Time and Place of Regular Meetings

- a) The Board shall meet at least four (4) times each calendar year. These meetings will, where possible, be face-to-face meetings as per 6.2 (h).

- b) Meetings of the Board shall be held in Saskatchewan, at such time and on such day as the Board may determine.
- c) A copy of the motion of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed.

6.11 Record of Meetings

The Board shall ensure that all meetings of the Organization are accurately documented and the minutes are retained.

6.12 Calling of Meetings

Notice of the time and place of every Board meeting called shall be given in the following manner to each Director:

- a) at least fourteen (14) days before the time when the meeting is to be held if the notice is mailed, e-mailed, delivered personally, or is delivered/sent by any means of transmitted or recorded communication;
- b) provided that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise consent to such meetings being held; and
- c) provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

6.13 Errors in Notice

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.14 Voting

- a) The Board will strive for consensus of opinion in its decision-making.
- b) Questions arising at any meeting of Directors shall be decided by a majority of votes of Directors present at the meeting (including teleconference).
- c) In case of an equality of votes, repeat the vote by secret ballot. If an equity of vote persists the item is to be referred back to the Board for further information and discussion.

- d) A declaration by the Chairperson that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favour of or against such motion.
- e) Voting by proxy is not permitted at any meeting of the Board.

6.15 Attendance of Other Persons

Persons, other than Directors, may attend meetings of the Board only upon:

- a) invitation by the Chairperson, in consultation with the Chief Executive Officer;
- b) invitation by the Chief Executive Officer, with the approval of the Chairperson.

6.16 Remuneration

No Director shall directly or indirectly receive any profit from his or her position provided that a Director may be paid reasonable expenses and/or loss of any wages incurred by him or her in the performance of his or her duties.

SECTION 7 – DIRECTORS’ AND EXECUTIVES’ OBLIGATIONS

7.1 Duty of Good Faith

Every Director and Executive of the Organization shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Organization. In connection therewith, the Directors and Executives shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

7.2 Conflict of Interest and Confidentiality

- a) Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or any existing contract or transaction with the Organization shall declare his or her interest and the nature and extent of such interest at the meeting, prior to any discussion of the Board, and shall not take part in any deliberations concerning such contract or transaction and shall not vote on the contract.
- b) In the case of a proposed contract or transaction, the Director shall declare his or her interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered. If the Director is

not present at such meeting he or she will make a declaration at the first Board meeting which is held after he or she became interested in the contract.

- c) A notice as given by a Director shall be considered a sufficient declaration of interest in any contract or transaction made or to be made but it shall not relieve the Director of any obligations under this Bylaw.
- d) A Director who has declared an interest in a proposed contract or transaction and who has not voted thereon as provided in subsection a) shall not be accountable to the Organization or its creditors for any profit resulting from such contract. The contract will not be void by reason only of the Director holding that office or of the fiduciary relationship established thereby.
- e) An appropriation of monies for the purpose of a contract or transaction for work to be done or for materials to be supplied to the Organization is a contract within the meaning of this section.
- f) Directors and their families shall not enter into any contract or transaction with the Organization except:
 - (i) On a competitive-bid basis or other similar basis in writing;
 - (ii) Where the Director has declared any interest therein, and where he or she has absented himself from the meeting and where he or she has not voted thereon.
- g) Every Director, Executive or employee of the Organization shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements would adversely affect the interests of the Organization.

SECTION 8 – POWERS OF THE BOARD

8.1 Control

Subject to *The Non-profit Corporations Act, 1995* the Board may exercise all such powers and do all such acts as may be exercised or done by the Organization. The powers or acts of the members in accordance with the Bylaws of the Organization may not be exercised by the Board. No Executive, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board by the Bylaws or in any other way effectively fetter the discretion of the Board.

8.2 Power to Employ

- a) The Board may engage such employees and appoint such agents as it shall deem necessary. Such persons shall have such authority and shall perform

such duties as shall be prescribed by the Board.

- b) The Board may hire a Chief Executive Officer to carry out assigned duties. The Chief Executive Officer reports to and is responsible to the Board and acts as secretary and advisor to the Board.
- c) The Chief Executive Officer does not vote at any meeting.

8.3 Fixing Remuneration

The Board may fix or delegate a reasonable remuneration for all employees and agents.

SECTION 9 – EXECUTIVE OF THE BOARD

9.1 Election and Appointment

Immediately following each annual meeting, the Board shall elect Directors, by a majority vote from amongst themselves, to fill any vacant positions on the Executive of the Board. These positions are two year terms and include the Chairperson, Vice-Chairperson, and Treasurer.

9.2 The Executive of the Board must include both Worker and Employer Directors.

9.3 The Executive of the Board shall:

- a) Exercise the full powers of the Directors in all administrative matters to the extent permitted by law and report all material actions taken at the next meeting of the Directors;
- b) Examine at regular intervals the administrative organization of the Organization and make recommendations for any change to the Board;
- c) Study, examine, advise and make recommendations to the Directors on any matters of policy and on any other matters as directed by the Directors;
- d) Ensure all minutes and actions of the Executive are presented for approval at the next Board meeting;
- e) Require a quorum for all meetings which shall be a majority of its members.

9.4 The Board may appoint other Executives and agents as it considers necessary and all Executives and agents shall have the authority to perform the duties assigned to them by the Board.

9.5 The Board may, by motion, remove any Executive of the Organization who has been elected or appointed. The removed Executive cannot stand for re-election to an Executive position for two (2) years after their removal from office.

9.6 The Directors of the Organization may hold the following offices and shall be elected by and from the Board of Directors for two (2) year terms:

- a) Chairperson;
- b) Vice-Chairperson; or
- c) Treasurer

9.7 Chairperson shall:

- a) When present, preside at all meetings of the Board of Directors and meetings of the Executive of the Board.
- b) When present, preside at all meetings of members of the Organization.
- c) Sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may be assigned to them by motion of the Board or as are incident to their office.
- d) Shall be an *ex officio* member of all committees.
- e) May represent the Board to outside parties in announcing Board stated positions.

9.8 Vice-Chairperson shall:

- a) Exercise all the powers and duties of the Chairperson when the Chairperson is absent or unable to act.
- b) Perform other duties prescribed by the Board or incident to their office.

9.9 Treasurer shall:

- a) Ensure full and accurate accounts of all receipts and disbursements of the Organization in proper books of account.
- b) Deposit or cause to be deposited all money or other valuable effects in the name and to the credit of the Organization in such banks, trust companies or other financial depositories designated by the Board.
- c) Disburse or cause to be dispersed the funds of the Organization under the direction of the Board, taking proper vouchers therefore, and shall render to

the Board whenever required of them an account of all transactions.

- d) Be the Chairperson of the Finance/Audit Committee.
- e) Perform other duties prescribed by the Board or incident to their office.

9.10 Duties of Executive of the Board

The duties of the Executive of the Board shall be those as called for in their terms of engagement or as the Board may prescribe.

The Board may vary, add to, or limit the powers and duties of any Executive of the Board.

9.11 Terms of Office

The Executive of the Board, in the absence of agreement to the contrary, shall hold office at the discretion of the Board.

An Executive shall not serve more than two (2) consecutive terms in a particular office.

SECTION 10 - COMMITTEES OF THE BOARD

10.1 Committee Appointments and Procedure

- a) The Board shall establish a Standing Committee of Finance/Audit.
- b) The Board may establish such other committees as it deems necessary such as governance, nominations and/or member relations.
- c) The Board shall prescribe the duties of each committee through the approval of the committee terms of reference. The Board of Directors shall appoint or remove Committee Chairpersons and/or committee members as necessary.
- d) Meetings of all committees shall be held in Saskatchewan at such time and on such days as the Chairperson of such committee may determine. Each committee shall keep minutes of its meetings in which shall be recorded all recommendations made by it, minutes shall be submitted, as soon as practical, to the Board.
- e) The terms of reference established by each committee and any changes thereto shall be subject to ratification by the Board and shall be subject to any limitations or responsibilities imposed by law or provided in the Bylaws.
- f) Each Committee, through its Chairperson, may invite such additional persons as it may deem necessary to advise and assist in committee matters. Such

additional persons shall not have the right to vote at Committee meetings.

10.2 Standing Committees

a) Finance/Audit Committee

The Finance/Audit Committee shall be comprised of three (3) persons as follows:

- i. the Treasurer, who shall be the Chairperson;
- ii. one (1) other Board member, and
- iii. one (1) person appointed by the Board.

The Committee shall be comprised of both Worker and Employer Directors and shall include the Board Chairperson and Chief Executive Officer as non-voting members.

The Finance/Audit Committee shall:

- review and recommend compensation policies and benefit plans for employees;
- formulate annual budgets for submission to the Board;
- oversee the WCB Funding Agreement and Non-Profit Corporation financial requirements;
- make recommendations regarding financial implications of policy and administrative decisions of the Board;
- oversee expenditures and revenues;
- make recommendations to the Board to appoint an auditor;
- review the Audit prior to submission to the Board;
- prepare a report for the Annual General meeting in conjunction with the Chief Executive Officer.

SECTION 11 – FINANCE

11.1 Financial Year

The fiscal year of the Organization shall terminate on such day in each year as the Board may by motion determine and, until otherwise determined, shall end December 31.

11.2 Banking

The banking business of the Organization shall be transacted with such banks, trust companies and other corporate bodies or organizations as 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 prescribe, for and in the name of the Organization.

11.3 Banking Signing Officers

The Board shall by motion designate signing officers of the Organization and they are hereby authorized, subject to any limitation contained in a specific motion, for and in the name of the Organization to:

- a) draft, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money;
- b) receive all monies and give receipts for the same;
- c) sign contracts and other legal documents in the name of and on behalf of the Organization as directed by the Board;
- d) negotiate with, deposit, and also transfer to, the bank or financial institutions for the credit of the Organization only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;
- e) arrange to settle, balance and certify all accounts between the Organization and the Bank as directed by the Board;
- f) receive all paid cheques and vouchers;
- g) sign the Bank's forms of settlement and releases or verification slips.

11.4 Auditor

- a) The Organization shall, at its annual meeting, appoint an Auditor who shall not be a Director or an Executive or employee of the Organization or a partner, employer, or employee of any such persons, who shall act in accordance with *The Non-profit Corporations Act, 1995*.
- b) The Auditor shall be duly licenced under the Provisions of *The Public Accountancy Act* and shall, on appointment, hold office until the next annual meeting of the Organization.
- c) The accounts of the Organization shall be audited annually by the Auditor and a report shall be submitted to the Directors in the form required.

- d) The Auditor shall have all the rights and privileges as set out in *The Non-profit Corporations Act, 1995* and shall perform the audit function as prescribed therein.

SECTION 12 - EXECUTION OF INSTRUMENTS

12.1 Execution of Instruments

Unless otherwise directed or permitted by the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Organization by any two (2) authorized signing officers.

In addition, the Board may direct, by motion, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

SECTION 13 – GENERAL

13.1 Notices – General

Any notice, that requires any communication or documents, to be given, sent, delivered, or served pursuant to the Act, the articles, the bylaws or otherwise to a member, Director, Executive, or Auditor, 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 by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Chief Executive Officer may change or cause to be changed the recorded address of any member, Director, Executive or Auditor in accordance with any information believed by him or her to be reliable.

13.2 Rules of Order

Any questions of procedure at or for any meetings of the Board or of any committee, which have not been provided for in these Bylaws shall be determined by the Chairperson or the Chairperson of the committee as the case may be, in accordance with rules of order (*Robert's Rules of Order*) as adopted by resolution of the Board.

SECTION 14 – AMENDMENTS TO BYLAWS

- 14.1** The Directors may, by motion, make, amend, or repeal any bylaws that regulate the activities and affairs of the Organization.
- 14.2** The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of members and the members may, by motion, confirm, reject or amend the bylaw, amendment or repeal by two-thirds (2/3) of the members who attend the meeting of the members. Notice of any bylaw, amendment, or repeal of a bylaw shall be sent to the members in the notice of the meeting.
- 14.3** A new bylaw, or an amendment, or repeal is effective from the day of the motion of Directors until confirmed, confirmed as amended, or rejected by the voting members.
- 14.4** If a bylaw, or any amendment or repeal of a bylaw is rejected by the voting members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.

SECTION 15 – INDEMNITY TO DIRECTORS AND OTHERS

- 15.1** Every Director of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:
- a) all costs, charges and expenses which such Director, Executive or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
 - b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, default or criminal conduct.

SECTION 16 – REPEAL

- 16.1** Upon enactment of this bylaw all other bylaws of the Organization are hereby repealed.