

Power Pioneers Association

of

Saskatchewan Inc.

Bylaws

Revised November 2004
 Amended November 2004

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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, 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” means Power Pioneers Association of Saskatchewan Inc.;
- (c) “the directors”, “board” and “board of directors” means the directors of the corporation for the time being;
- (d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify.

- (e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (f) words importing the masculine gender shall include the feminine, and such words importing the singular shall include the plural and vice versa;
- (g) member means a regular member.

2. Objectives

The objectives of the corporation are:

- (a) to promote the interests of the membership to receive the best possible benefits from the Power Corporation Superannuation Pension Plan;
- (b) to provide such programs that will assist the membership in their health and well-being;
- (c) to provide a forum for the discussion and distribution of information on matters of interest to the members of the corporation.

3. Fiscal Year

The fiscal year of the corporation shall end on the 31st day of July in each year.

4. Membership

- (a) The membership of the corporation shall consist of regular members.
 - (i) A regular member is entitled to all privileges of membership including the right to vote at meetings of members and the right to be elected as a director.
- (b) Any person who is presently contributing or has contributed to the Power Corporation Superannuation Plan is eligible for admission to membership.
- (c) A spouse of a person who has contributed to the Power Corporation Superannuation Plan is eligible for admission to membership.
- (d) The Board of Directors shall, from time to time, by the resolution fix the membership dues, fees and assessments as may be payable by members, provided however that such membership dues, fees and assessments may be varied, altered or otherwise established at such further or other amounts as may be determined by a resolution of the members at a general meeting.

Membership fees are: \$10.00 per calendar year

- (e) Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member by resolution of the directors.
- (f) Membership fees are not refundable.

5. Meetings of Members

- (a) Annual General Meeting shall be held once in each and every year at a date, time and place to be determined by the Board of Directors.
- (b) The Annual General Meeting may be held in more than one location in the province to facilitate the attendance of the membership.

- (c) Motions presented to the Annual General Meeting held in more than one location will require a recorded vote. The majority of the combined votes from all the meeting locations will decide the outcome of such motions.
- (d)
 - (i) The president may call a special meeting of members at any time but shall do so upon written request by at least 5% of the members
 - (ii) All business transacted at a special meeting or at an annual meeting of members, other than consideration of financial statements and an auditors report, election of directors and reappointment of an incumbent auditor, is deemed special business.
 - (iii) No special business may be transacted at a special meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit the members to form a reasoned judgment thereof.
- (e) Notice of the time and place of a meeting of members shall be made through the directors and region representatives of the Association to the membership, not less than 15 days or more than 50 days before the meeting.
- (f)
 - (i) No member is entitled to more than one vote on any question.
 - (ii) Members shall vote by a show of hands except where a ballot is demanded by a member either before or after vote by show of hands.
- (g) Twenty members personally present at the opening of the meeting shall constitute a quorum.
- (h) The conduct of the meetings shall be governed by the latest revised edition of Roberts Rules of Order.

6. Directors

- (a) The directors shall manage the activities and affairs of the corporation.
- (b) The directors of the corporation shall consist of a president, past president, secretary, treasurer and a minimum of five other members, to a maximum of twenty directors.
- (c) Independent elections will be held at the annual general meeting in Saskatoon and Regina, up to five directors may be elected at each location in any year.
- (d) Directors hold office until the conclusion of the meeting at which the successors are elected.
- (e) Subject to (d), the term of office shall be two years.
- (f) The members may, by ordinary resolution at a meeting called for that purpose, remove any director (s) from office.
- (g) Where there is a vacancy on the board of directors and;
 - (i) where there is a quorum of directors, the remaining directors:
 - a) may exercise all the powers of the directors; or
 - b) may fill the vacancy until the next annual meeting
 - (ii) where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing members to fill any vacancies.
- (h) Every director shall be given, by letter, telephone or otherwise, at least five days notice of every meeting of directors.

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

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

7. Officers

The Board of directors shall:

- (a) appoint a president from among the number.
- (b) designate the offices of the corporation, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the corporation to them.

8. Regional Representatives

- (a) The board shall select regional representatives.
- (b) The regional representatives shall be kept informed of the corporation's activities.
- (c) The regional representatives shall inform the members in their region of the corporation's activities.

9. Financial Disclosure

- (a) The directors shall place before the members at every annual meeting:
 - (i) financial statements for the year ended not more than four months before the annual meeting;
 - (ii) the report of the auditor, if any; and
 - (iii) any further information respecting the financial affairs of the corporation.
- (b) The directors shall approve the financial statements and shall evidence their approval by the signature of two or more directors.
- (c) No financial statement shall be released or circulated unless it has been approved by the directors and may be accompanied by the report of the auditor.
- (d) The corporation shall not less than 15 days before each annual meeting, send a copy of its financial statements which may include a copy of the auditors report to the Director, Corporations Branch, Saskatchewan Justice.
- (e) The corporation shall make copies of the financial statements available to the members at the annual meeting.

10. Amendments to Bylaws

- (a) The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- (b) 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 ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- (c) A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution by the directors until confirmed, confirmed as amended, or relected by the

- (d) If a bylaw, or an amendment or repeal of a bylaw is rejected by the 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 members.

11. Liquidation and Dissolution

The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to a charitable organization of the board's choosing.

12. Record of Revisions / Amendments

September 2002 – Section 4, clause (d). Amended from “membership fees are: \$10.00 per year.”

September 2002 – Section 6, clause (b). Amended from “The directors of the corporation shall consist of a president, vice-president, secretary, treasurer and a minimum of five other members.”

September 2003 – Section 6, clause (C). Amended from “Directors shall be elected at the annual meeting.”

* November 2004 – Section 6, clause (e) amended from “subject to (d) the term of office shall be one year.”

* November 2004 – Section 12 added to bylaws

* To be confirmed at next A.G.M. by membership