

HOCKEY REGINA INC.
(called "HRI")

BY-LAW NO. 2.1

A By-Law Relating Generally to the Transaction of the Business and Affairs of HRI.

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BE IT ENACTED as a By-law of HRI as follows:

ARTICLE ONE
INTERPRETATION

1.01

DEFINITIONS

In the Bylaws of HRI, unless the context otherwise requires:

- (a) "**Act**" means *The Non-profit Corporations Act, 2022* (Saskatchewan), and any statute that may be substituted therefor, as from time to time amended;
- (b) "**Articles**" means the articles attached to the Certificate of Incorporation of HRI as from time to time amended or restated;
- (c) "**Board**" means the board of directors of HRI;
- (d) "**Bylaws**" means this by-law and all other Bylaws of HRI from time to time in force and effect;
- (e) "**HRI**" means Hockey Regina Inc. named above incorporated by Certificate of Incorporation or continued by Certificate of Continuance or amalgamated by Certificate of Amalgamation as the case may be, as the same may be from time to time amended or restated;
- (f) "**Members**" or "**Associate Members**" mean the members of HRI as determined pursuant to Article 8;
- (g) "**Ordinary Resolution**" means a resolution passed by a majority of not less than fifty (50%) percent of the votes cast on that resolution;
- (h) "**Special Meeting of Members**" includes a meeting of any class or classes of membership and a Special Meeting of all Members entitled to vote at an annual meeting of Members;
- (i) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (j) "**Unanimous Member 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 or a written declaration of the beneficial owner of all of the issued securities of HRI, that restricts in whole or in part the powers of the directors to manage the business and affairs of HRI, as from time to time amended.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine,

feminine and neutral genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

1.02 PURPOSE

Operating as a minor hockey association within the governance of the applicable provincial and national governing bodies for hockey, the purpose of HRI is to:

- Promote, govern and enhance minor hockey in and around the City of Regina for the good of all players, coaches, parents/guardians and officials.
- Foster community spirit and sportsmanship amongst all players, coaches, parents/guardians, officials and sponsors and to increase interest in the game of hockey in and around the City of Regina.
- Lead in the development of players, coaches, parents/guardians and officials by providing programs that enable them to reach their desired potential in an environment of excellence for both competitive and recreational hockey play.

1.03 PAST BY-LAWS

All previous Bylaws are hereby revoked in their entirety and replaced by this Bylaw.

**ARTICLE TWO
BUSINESS OF HRI**

2.01 REGISTERED OFFICE

The registered office of HRI shall be at such location in Regina, Saskatchewan as the Board may from time to time determine.

2.02 CORPORATE SEAL

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

2.03 FINANCIAL YEAR

The financial year of HRI may be fixed by the Board and may from time to time be changed by the Board.

2.04 EXECUTION OF INSTRUMENTS

The directors shall have the power from time to time, by resolution, to appoint any officer or officers, person or persons, on behalf of HRI either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of HRI may, when required, be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons, appointed by resolution of the directors.

2.05 BANKING ARRANGEMENTS

The banking business of HRI including, without limitation, the borrowing of money and the 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 power as the Board may by resolution from time to time prescribe.

2.06 WITHHOLDING INFORMATION FROM MEMBERS

Subject to the provisions of the Act, no Member shall be entitled to discovery of any information respecting any details or conduct of HRI's business which, in the opinion of the Board, it would be inexpedient in the interests of the Members or HRI to communicate to the public. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of HRI or any of them shall be open to the inspection of Members and no Member shall have any right of inspecting any account, record or document of HRI except as conferred by the Act or authorized by the Board or by resolution passed at a Special Meeting of Members.

ARTICLE THREE BORROWING AND SECURITIES

3.01 BORROWING POWER

Without limiting the borrowing powers of HRI as set forth in the Act, but subject to the Articles and any Unanimous Member Agreement, the Board may from time to time on behalf of HRI, without authorization of the Members:

- (a) borrow money upon the credit of HRI;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of HRI whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of HRI to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all of any currently owned or subsequently acquired real or personal, movable or immovable, property of HRI including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of HRI.

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

3.02 DELEGATION

The Board may from time to time delegate to a committee of the Board, a director or an officer of HRI or any other person as may be designated by the Board all or any of the powers conferred on the Board by Section 3.01 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

ARTICLE FOUR DIRECTORS

4.01 NUMBER OF DIRECTORS

Subject to the Articles, the number of directors shall be a minimum of ten (10) and a maximum of fourteen (14).

4.02 QUORUM OF DIRECTORS

The quorum for the transaction of business at any meeting of the Board shall, when the number of directors is two or more, be a majority of the directors present at any properly called meeting of the Board or such greater number as the Board may from time to time determine.

4.03 QUALIFICATION

A director who is otherwise qualified under the Act need not be a Member, provided that the majority of directors shall, at all times be Members. All directors shall be resident Canadians, be resident in Saskatchewan and shall have the following qualifications:

- (a) not hold a position on the Board of Directors of the provincial governing body for hockey in Saskatchewan;
- (b) not hold a position on the Board of Directors of the national governing body for hockey in Canada;
- (c) not be a head coach of an HRI team;
- (d) not have a criminal record; and
- (e) fulfill the all other requirements as outlined in Section 9-5 of the Act or determined from time to time by the Members.

4.04 ELECTION AND TERM

Each elected director will serve a two (2) year term. Where practical the terms of the directors shall be staggered with half of the elected directors' terms expiring each year. A director, if otherwise qualified, may seek re-election following the expiration of his/her two (2) year term. A director shall not be elected to and serve more than four (4) consecutive terms.

The election of vacant director positions shall take place at each annual meeting of Members.

It is the intention that, taking into account the incumbent directors whose terms are not expiring, the expiring terms of existing directors and the vacancies in existent from time to time, the number of directors to be voted upon at each annual meeting will be sufficient to allow the Board to have up to fourteen (14) members.

Where the Members adopt an amendment to the Bylaws and Articles to increase the number or minimum number of directors, the Members may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election of directors shall be by Ordinary Resolution. If an election of directors is not held at the proper time, the directors whose terms are expiring shall continue in office until their successors are elected.

Nothing in these Bylaws shall prevent a director from resigning or being properly removed from the Board at any time.

4.05 REMOVAL OF DIRECTORS

Subject to the Act, the Members may, by Ordinary Resolution passed 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, failing which it may be filled by the Board until such time as the next annual meeting where the Board appointment shall be approved or cancelled by the Members.

4.06 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, he/she fails to attend six (6) successive properly called meetings of the Board or his/her written resignation is sent or delivered to HRI, or if a time is specified in such resignation, at the time so specified, whichever is later.

4.07 VACANCIES

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure of the Members to elect the number or minimum number of directors. If the vacancy has arisen from one of the foregoing exceptions, the Board shall forthwith 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. If a minimum and maximum number of directors is authorized and less than the maximum number of directors is in office, the Board or the Members may from time to time fill a vacancy, resulting from a resignation or disqualification, to appoint a/an additional director(s).

4.08 ACTION BY THE BOARD

Subject to any Unanimous Member Agreement, the Board shall manage the business and affairs of HRI. The powers of the Board may be exercised at a meeting at which a 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.

4.09 MEETING 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, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.10 PLACE OF MEETINGS

Unless agreed to by all directors, meetings of the Board shall be held at a location in the City of Regina.

4.11 CALLING OF MEETINGS

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

4.12 NOTICE OF MEETINGS

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.01 to each director not less than 48 hours before the time when 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, including, if required by the Act, 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 mentioned in Part 13 of the Act; or
- (d) adopt, amend or repeal the Articles or Bylaws.

4.13 WAIVER OF NOTICE

A director may in any manner waive a notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director 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.

4.14 FIRST MEETING OF NEW BOARD

Each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected. At the first meeting of the newly elected Board, the Board shall commence by voting on one of the existing directors to be designated as the Chair of the Board and one of the existing directors to be designated as the Vice-Chair of the Board.

4.15 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.

4.16 REGULAR MEETINGS

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

4.17 RESOLUTION IN LIEU OF MEETING

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. A copy of every resolution referred to above shall be kept with the minutes of the proceedings of the directors or committee of directors.

4.18 CHAIR

The person chosen by his/her fellow directors as Chair of the Board pursuant to Section 4.14 of this Bylaw, or, in his/her absence, a Vice-Chair elected pursuant to that section, shall be chair of any meeting of directors and, if he/she is not present, the directors present shall choose any one of their number to be chair.

4.19 VOTES TO GOVERN

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

4.20 CONFLICT OF INTEREST

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with HRI, shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of HRI's business would not require approval by the Board. Such a director shall not vote on any resolution to approve the same except as provided by the Act.

4.21 REMUNERATION AND EXPENSES

Subject to any Unanimous Member Agreement, the directors shall not be paid remuneration for their services as directors. The directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board, any committee thereof or any event requested of them by or on behalf of the Board. Nothing herein contained shall preclude any director from serving HRI in any other capacity and receiving remuneration therefor.

**ARTICLE FIVE
COMMITTEES**

5.01 COMMITTEES OF THE BOARD

The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise.

5.02 TRANSACTION OF BUSINESS

Subject to the provisions of the Act, any Unanimous Members Agreement or these Bylaws, the powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all committee members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.03 ADVISORY BODIES

The Board may from time to time appoint such advisory bodies as it may deem advisable.

5.04 PROCEDURE

Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its committee members, to elect its chair and to regulate its procedure.

**ARTICLE SIX
OFFICERS**

6.01 APPOINTMENT

Subject to any Unanimous Member Agreement, officers shall be appointed by the directors. The offices to be filled and duties of such officers shall be those designated by the directors and, unless and until duties are designated, shall be those usually pertaining to such offices. Where a person has more than one office, each office shall be deemed separate from the others and an officer may sign documents or describe himself/herself by any one or more of the offices which he/she holds, or he/she may use the name of all offices held by him/her. Until new officers are elected or appointed following the election of a new Board, the then incumbents shall continue to hold office until new officers are appointed by the directors.

6.02 TERM OF OFFICE

The Board may at any time, in its discretion, remove any officer of HRI, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his or her successor is appointed.

6.03 TERMS OF EMPLOYMENT AND REMUNERATIONS

The terms of employment and remuneration of officers appointed by the Board shall be settled by the Board from time to time.

6.04 CONFLICT OF INTEREST

An officer shall disclose his or her interest in any material contract or proposed material contract with HRI in accordance with these Bylaws.

6.05 AGENTS AND LEGAL COUNSEL

The Board shall have power from time to time to appoint agents or legal counsel for HRI with such powers of management or otherwise (including the power to subdelegate) as may be thought fit. The Board may delegate this appointment power to an officer should it see fit to do so from time to time.

6.06 FIDELITY BONDS

The Board may require such officers, employees and/or agents of HRI as the Board deems advisable to furnish bonds of the faithful discharge of their powers and duties in such form and with such surety as the Board may from time to time determine.

**ARTICLE SEVEN
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.01 LIMITATION OF LIABILITY

Every director and officer of HRI in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of HRI 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, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to HRI through the insufficiency or deficiency of title to any property acquired for or on behalf of HRI, or for the insufficiency or deficiency of any security in or upon which any of the moneys of HRI shall be placed out or be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, security, or effects of HRI shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune 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.

7.02 INDEMNITY

Subject to the limitations contained in the Act, HRI shall indemnify a director or officer, a former director or officer, a person who acts or acted at HRI's request as a director or officer of a body corporate of which HRI is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of HRI or any such body corporate) and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of HRI or such body corporate, if:

- (a) he/she acted honestly and in good faith with a view to the best interests of HRI; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his/her conduct was lawful.

HRI shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

7.03 INSURANCE

Subject to the Act, HRI may purchase and maintain insurance for the benefit of any person referred to in Section 7.02 against any liability incurred by such person in his/her capacity as a director or officer of HRI or of another body corporate where he/she acts or acted in that capacity at HRI's request.

ARTICLE EIGHT MEMBERS

8.01 MEMBERSHIP

There shall be two (2) classes of Members in HRI which shall include regular Members and Associate Members.

The Board has the right to approve out of Regina Hockey Associations as Associate Members of HRI. Associate Members will be afforded the privilege of having their teams play in the various HRI leagues but are non-voting members of HRI. Associate Members will be required to sign an Associate Membership Agreement and pay the Associate Membership fee determined by the Board from time to time.

All other regular Members of HRI shall simply be referred to as Members. Membership in HRI shall be available only to individuals who have applied for and been accepted into membership in HRI in such manner as determined from time to time by the Board, and who meet the membership criteria described below:

- (a) up to two (2) parents or guardians per family of a child or children who has or are registered to be on an HRI hockey team and who is under the age of eighteen (18) as of the start of the season, may apply at the time of registration to become a Member; or
- (b) should an individual who is of the age of eighteen (18) or older not be the parent or guardian of a child listed in part (a), but is nevertheless participating or wanting to participate in the hockey activities of HRI, such an individual may apply to be a Member upon the payment of a fee designated by the Board from time to time.

Membership of the individuals described in (a) above will be automatic upon registration, but will be void *ab initio* should the child in question not be placed on an HRI hockey team for a given hockey season or should the child in question be removed from an HRI hockey team and not re-assigned to another team. For Members in this category to remain in good standing throughout the course of a given hockey season, they must have all fees paid as requires and not otherwise be suspended by HRI.

Membership of the individuals described in (b) above will be effective as of the date of approval of the Board, which may choose to accept or reject the said application at its sole and absolute discretion.

Pursuant to Part 14 (Annual Return and Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendments to this Section of this Bylaw if those amendments affect membership rights and/or conditions described such sections of the Act.

8.02 TERMINATION OF MEMBERSHIP

A membership in HRI is terminated when:

- (a) in the case of a Member granted membership pursuant to Section 8.01 of these Bylaws, as of the end of the day on September 15 of the year following registration;
- (b) in the case of an Associate Member, upon the expiration of the Associate Membership Agreement;
- (c) in the case of any memberships, in the event that two-thirds (2/3) of the Board in place from time to time chooses to revoke the membership; and
- (d) in the case of all memberships, in the event that HRI is liquidated or dissolved under the Act.

8.03 TRANSFER OF MEMBERSHIP AND PROXY

A membership may not be transferred unless authorized by the Board, whose discretion to accept or reject the transfer request may be exercised in its sole and absolute discretion.

The voting privileges of a Member may not be given to another person by way of proxy.

**ARTICLE NINE
MEETINGS OF MEMBERS**

9.01 ANNUAL MEETINGS

The annual meeting of Members shall be held at such time and, subject to Section 9.03, at such place as the Board or the Chair of the Board, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

9.02 SPECIAL MEETINGS

Special Meetings of Members shall be held from time to time and at such place as the Chair of the Board or a quorum of the Board determines.

9.03 PLACE OF MEETINGS AND MEETING BY ELECTRONIC MEANS

Meetings of the Members shall be held at the principal business office of HRI, or at such other place within Regina, Saskatchewan as the Board or the Chair of the Board may determine from time to time.

A Member may participate in a Meeting of Members, by means of such, electronic or other communications facilities as permit all persons participating in the meeting to see and hear each other and cast an individual verifiable vote. A Member participating in such a meeting by such means is deemed to be present at the meeting.

9.04 NOTICE OF MEETINGS

Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10.01 not less than fifteen (15) nor more than fifty (50) days before the date of the meeting to each director, to the auditor and to each Member or Associate Member who, at the close of business on the record date for notice, is entered in the membership register as member in good standing. 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 judgment thereon 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 of Members is a waiver of notice of the meeting, except where such Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.05 LIST OF MEMBERS ENTITLED TO NOTICE

For every meeting of Members, HRI shall prepare a list of Members entitled to receive notice of and, if in good standing, vote at the meeting, arranged in alphabetical order. 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. The list shall be available for examination by any Member during usual business hours at the registered office of HRI or at another place designated by HRI from time to time.

9.06 CHAIR OF MEMBERS MEETINGS

In the event that the Chair of the Board is absent, the Vice-Chair shall chair the meeting of Members. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting of Members shall choose one (1) of their Members to chair the meeting of Members.

9.07 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Members shall be those entitled to notice of the meeting and others who, although not entitled to notice, are entitled or required under any provision of the Act, 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 by resolution of the Members.

9.08 QUORUM

A quorum at any meeting of the Members, where proper Notice has been provided, shall be a majority of the Members who are present at the meeting and entitled to vote.

9.09 RIGHT TO VOTE

Every person named in the list referred to in Section 9.05 shall be entitled to vote at the meeting in accordance with the following:

- (a) each membership shall entitle a Member to receive notice of, attend and have one (1) vote at all meetings of the Members of HRI, which may only be exercised as long as the Member is in good standing with HRI as of the date of the meeting, as determined by the Board;
- (b) a Member who not in good standing is entitled to receive notice of and attend a meeting of Members, but shall not be entitled to vote at such meeting;
- (c) if a Member is not in good standing with HRI by reason of non-payment of fees, such Member may request the Board to provide a statement of fees owing by the Member to HRI and pay such fees at any time prior to the commencement of the meeting at which such Member would otherwise be entitled to vote, and upon confirmation of payment by the Board, such Member shall be deemed to be in good standing and entitled to vote at such meeting of Members; and
- (d) No person, may be entitled to vote by proxy for another Member.

9.10 VOTES TO GOVERN

At any meeting of Members, every question shall, unless otherwise required by the Articles or Bylaws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

9.11 SHOW OF HANDS

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.12 BALLOTS

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting, may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present and entitled to vote shall be entitled, to one (1) vote at the meeting upon the question, and the result of the ballot so taken shall be the decision of the majority of the Members upon the said question.

9.13 RESOLUTION IN WRITING

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, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act. Any resolution in writing signed by all of the Members entitled to vote thereon at a meeting may be so signed in counterparts.

**ARTICLE TEN
NOTICES**

10.01 METHOD OF GIVING NOTICES

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the Bylaws or otherwise to a Member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if:

- (i) delivered personally to the person to whom it is to be given, and a notice so delivered shall be deemed to have been given when it is delivered personally;

- (ii) if mailed to his or her recorded address, and a notice so mailed shall be deemed to have been given as of the day of the notice being deposited in a post office or public letter box as listed on the official post date of the notice; or
- (iii) if sent via email or by other electronic means if delivered to his/her email or electronic address as provided to HRI upon application for membership (or updated in writing from time to time), and a notice so electronically delivered shall be deemed to have been given on the date it is sent to the recorded email or electronic address.

HRI shall change or cause to be changed the recorded address, email address or contact information of any Member, director, officer, auditor or member of a committee of the Board upon the request of the Member, director, officer, auditor or member of a committee of the Board.

10.02 MEMBER MEETING AGENDA ITEMS

Any issue, concern, matter, amendment or discussion point that is proposed to be added to the agenda for a regular meeting of Members shall be submitted to HRI no less than 22 days prior to the scheduled date for the meeting of Members.

10.03 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.04 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.

10.05 PERSONS ENTITLED BY DEATH OR OPERATION OF LAW

Every person who, by operation of law, authorized transfer, death of a Member or any other means whatsoever, shall become entitled to any membership, shall be bound by every notice in respect of such membership which shall have been duly given to the Member from whom he or she derives his or her title to such membership prior to his or her name and address being entered on the membership register (whether such notice was given before or after the happening of the event upon which he or she became so entitled) and prior to his or her furnishing to HRI the proof of authority or evidence of his or her entitlement prescribed by the Act.

10.06 SIGNATURE TO NOTICES

The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.07 PROOF OF SERVICE

A certificate of the Chair of the Board of HRI in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer, auditor or member of a committee of the Board or in relation to the publication of any notice, shall be conclusive evidence thereof and shall be binding on every Member, director, officer, auditor or member of a committee of the Board of HRI as the case may be.

10.09 WAIVER OF NOTICE

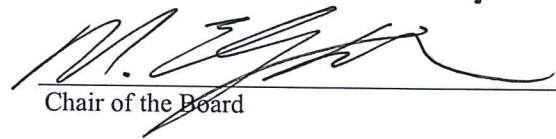
Any Member, director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the Articles, the Bylaws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board or a committee of the Board which may be given in any manner.

**ARTICLE ELEVEN
EFFECTIVE DATE**

11.01 EFFECTIVE DATE

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

ENACTED by the Board the 17th day of December, 2024.



Chair of the Board

CONFIRMED by the Members in accordance with the Act the _____ day of August, 2025.

Chair of the Board