



BYLAWS

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TABLE OF CONTENTS

INTERPRETATION	3
STATEMENT OF PURPOSE	4
ACTIVITIES OF THE ASSOCIATION	4
FINANCIAL YEAR.....	4
EXECUTION OF INSTRUMENTS	4
BANKING ARRANGEMENTS.....	4
MEMBERSHIP	5
ELIGIBILITY	5
APPLICATION.....	6
APPEAL OF REJECTION.....	6
LIFE MEMBERSHIP.....	6
CERTIFICATES.....	6
ASSOCIATE MEMBERS	6
DISCIPLINE OF MEMBERS	7
RESIGNATION OF MEMBER	7
MEMBERSHIP FEES	7
ADVERTISING	7
BORROWING AND SECURITIES	8
BORROWING POWER.....	8
DELEGATION	8
MEMBERS' MEETINGS	8
ANNUAL AND SEMI-ANNUAL GENERAL MEETINGS.....	8
SPECIAL GENERAL MEETINGS	8
NOTICE OF ANNUAL GENERAL MEETINGS, SEMI-ANNUAL MEETINGS AND SPECIAL GENERAL MEETINGS.....	9
LIST OF MEMBERS ENTITLED TO NOTICE	9
MEETINGS WITHOUT NOTICE	9
PROCEEDINGS AT MEMBERS' MEETINGS.....	9
DIRECTORS	11
COMPOSITION OF BOARD.....	11
RESIGNATION OF DIRECTOR	11
ELECTION OF DIRECTORS	11
VACANCIES	12
DISQUALIFICATION.....	12
REMOVAL OF DIRECTORS	12
PROCEEDINGS OF DIRECTORS	13
ACTION BY THE BOARD	13
QUORUM	13
NOTICE OF MEETING	13
MEETING BY TELEPHONE	13
SPECIAL MEETINGS OF DIRECTORS	13
VOTE	14
COMMITTEES	14
APPEAL FROM DIRECTORS DECISIONS	14
RECORDS OF THE ASSOCIATION	15
OFFICERS	15
PRESIDENT.....	15
VICE-PRESIDENT	15
SECRETARY-TREASURER.....	16
EXECUTIVE DIRECTOR.....	16
TERM OF OFFICE.....	16
CONFLICT OF INTEREST	16
ACCOUNTING	16
CONFIDENTIALITY	17
NOTICES	17
BYLAWS	18
PRESIDENT.....	18
SECRETARY	18



BYLAWS

Province Of Saskatchewan The Non-Profit Corporations Act

Amended Bylaw Number 1: a bylaw relating generally to the carrying out of the activities and affairs of the association. Amendments made at a meeting held September 24, 1999.

Interpretation

The headings used throughout this Bylaw shall not affect the construction thereof. In this Bylaw unless the context otherwise requires, expressions defined in The Non-Profit Corporations Act, or any statutory amendment or modification thereof shall have the meaning so defined, and

"Act" means The Non-Profit Corporations Act;

"the Association" means Saskatchewan Weekly Newspapers Association;

"CCNA" means Canadian Community Newspapers Association;

"the directors", "Board" and "Board of Directors" mean the directors of the Association for the time being;

"member" any publication with an interest in the association.

"the office" means the registered office of the Association for the time being;

"person" shall be an individual or a delegate of a partnership, association, corporation or company.

"these presents" means and includes this Bylaw, and any modification or alteration thereof for the time being in force;

"SWNA" means Saskatchewan Weekly Newspapers Association;

"in writing" and "written" includes printing, typewriting, electronic messaging and other modes of representing or reproducing words in visible form;

Words importing the masculine gender shall include the feminine and vice versa and words importing persons shall include corporations and companies;

Words importing the singular number shall include the plural number and vice versa;

Statement of Purpose

- 1.01 The principal purposes of the Association are as follows, namely to provide support services to members and to assist members in supplying the public with accurate, relevant and interesting information.

Activities of the Association

Financial Year

- 2.01 Until changed by the Board, the financial year of the Association shall end on the 31st day of December in each year.

Execution of Instruments

- 2.02 Being:

- (a) Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Association by any two directors of the Association. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- (b) Notwithstanding 2.02(a) hereof, purchase orders, lease contracts, and cheques shall be signed by:
 - (i) Two of either the Executive Director, Treasurer, or President; and
 - (ii) Cheques in excess of \$1500.00 must be either signed by the President or be approved through written documentation by the President.
- (c) Notwithstanding 2.02(a) hereof, purchase orders, lease contracts, and cheques less than \$1,500.00 may be signed by any two of the Executive Director, the Office Manager, and the Association's Accounting Clerk. The Executive Director, Office Manager and SWNA Accounting Clerk shall each annually furnish a security bond satisfactory to the Directors, at the cost of the Association.

Banking Arrangements

- 2.03 The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such credit unions, 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 therefore shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

Membership

Eligibility

3.01 Any person in Saskatchewan shall be eligible for membership in the Association, if that person publishes a newspaper in Saskatchewan which:

- (a) is published to serve a geographical area with which it is distinctly associated, and which has the majority of its circulation within the province of Saskatchewan (with the exception of a newspaper serving a recognized border community, including Lloydminster and Creighton) and;
- (b) includes:
 - (i) news with the inclusion of:
 - A. items of local general interest;
 - B. current affairs including political, social, religious, commercial, financial or legal nature or other announcements and notices; and
 - C. expression of public opinion including a distinct editorial/opinion page.

Notwithstanding anything contained herein to the contrary, those members of the Association who were members prior to the enactment of these Bylaws, shall be exempt from the requirement to have a distinct editorial/opinion page.

- (ii) advertising which:
 - A. has not more than a 70:30 advertising news ratio; pre-print supplements exempt for advertising ratios; and
 - B. does not exceed 30% front page advertising.
- (iii) all members of the association must have circulation audits conducted by an audit organization approved by the Board within a time period as stated in the policy of the association;
- (iv) has circulation of not less than seventy-five (75%) of its press run, notwithstanding a maximum of twelve (12) issues in a calendar year may deviate from this requirement, as declared in form satisfactory to the Board;
- (v) shall be published every week but not more frequently than three (3) times per week and not less than forty-eight (48) issues per year;
- (vi) shall have an office of operation open to the public during normal business hours;
- (vii) operates with a view to profit but in accordance with the highest ideals, ethics and traditions of the newspaper profession;
- (viii) has published weekly for not less than 48 weeks in the 52 week period prior to the date of application;
- (ix) agrees that the Association may inspect its records from which the circulation statement set out in the declaration is prepared annually or whenever called upon to do so by the Executive Director;

- (x) shall be distributed as a separate and distinct newspaper and not as a section of another newspaper, nor included or stuffed into a mailing wrapper with another newspaper; and
- (xi) participation in ComBase is a condition of membership with the Saskatchewan Weekly Newspapers Association.

Application

- 3.02 Applications for memberships shall be made in writing in a format approved by the Board which application shall be signed by the applicant and recommended by two (2) members. The application shall be submitted to the Executive Director with four (4) consecutive copies of the newspapers published by the applicant and the initial application fee as set, from time to time, by the Board. Upon verification by two (2) directors and following a favorable majority vote at a meeting of the Board the applicant shall become a member.
- 3.03 A separate membership shall be taken out by a member for each newspaper meeting the eligibility requirements in paragraphs 3.01 and approved by the Board under paragraph 3.02.
- 3.04 Memberships shall be under the control of the directors, subject to the Articles and these Bylaws. The directors may approve or reject an application for membership as they in their absolute discretion think fit and may grant such membership for an annual term of one (1) year. Any membership may be renewed by the Board in its discretion.

Appeal of Rejection

- 3.05 Any applicant for membership whose application for membership has been rejected may appeal the decision in accordance with the appeal provisions set out in Sections 7.12 of these Bylaws with appropriate modification.

Life Membership

- 3.06 Notwithstanding anything contained herein, a life membership may be granted by the Board to any member who, in the opinion of the Board, has given many years of active service to the Association. Life memberships shall carry all privileges of ordinary membership except voting privileges, CCNA services and the right to hold office. Life memberships may also be awarded upon retirement of the member from active membership in the Association.

Certificates

- 3.07 The Association may issue a membership certificate or membership card evidencing membership in the Association, which card or certificate shall be signed by the Secretary and by some other person appointed by the directors for that purpose.

Associate Members

- 3.08 Associate members:

- (a) Non-Publishing Associate Member:

Non-Publishing associate members are members of our industry which may include suppliers and friends of the industry who wish to be associated with the SWNA.

Associate member dues shall be determined by the Board of Directors. Non-publishing associate members are not entitled to vote or hold office in the SWNA.

(b) Publishing Associate Member:

Publishing associate members are members who meet all criteria of regular membership with the exception of publication frequency.

For publishing associate members, they shall be published no less than twelve (12) times per year and no more than three (3) times per week. Publishing associate members are not entitled to vote or hold office in the SWNA.

Discipline of Members

3.09 The Board shall have the right to discipline any member, voting delegate or alternate voting delegate of the Association if the member:

- (a) has engaged in conduct injurious to the Association;
- (b) has taken any actions or made any statements which are inconsistent with the stated purpose of the Association;
- (c) fails to make returns required by the Association or to adhere to the Bylaws of the Association;
- (d) fails to pay annual membership fees.

In disciplining a member of the Association, the Board may:

- (a) suspend, for a specified period the member's power to exercise her rights and privileges as a member of the Association;
- (b) expel the member from the Association.

3.10 No member shall be disciplined hereunder unless she has received at least fourteen clear days notice in writing of the meeting at which disciplinary proceedings are to be considered, which notice shall specify the charge against the member. The member shall be entitled to attend at such meeting with counsel and make representations to the meeting relating to the charge.

Resignation of Member

3.11 A member may withdraw from membership in the Association by notice in writing to the Board.

Membership Fees

3.12 The annual membership fees in the Association shall be set annually by the Board and shall be payable as directed by the Board. If a member is suspended for failing to pay the annual membership fee, the member may, at the discretion of the Board, be reinstated upon payment of all arrears.

Advertising

3.13 All members, with the exception of associate members, shall carry at no charge, all blanket classified advertisements, and their components as outlined in the policies, in each issue of their newspaper published, but no less than once per week, except in instances where a particular advertisement does not conform to the policy of the

newspaper. Publishing associate members will be subject to an annual fee, as determined by the Board of Directors, in lieu of carrying blanket classifieds.

Borrowing and Securities

Borrowing Power

- 4.01 Without limiting the borrowing powers of the Association as set forth in the Act upon special resolution of the member, the Board may from time to time:
- (a) borrow money upon the credit of the Association;
 - (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Association, whether secured or unsecured; and
 - (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertaking, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Association.

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

Delegation

- 4.02 The Board may from time to time delegate to such one (1) or more of the directors and officers of the Association as may be designated by the Board all or any of the powers conferred on the Board by Section 4.01 or by the Act to such extent and in such manner as the Board shall determine at the time of such delegation.

Members' Meetings

Annual and Semi-Annual General Meetings

- 5.01 Annual general meetings shall be held at least once in every calendar year and not more than fifteen (15) months after the last preceding annual general meeting, at such time and place in the Province of Saskatchewan as may be determined by the Board of Directors. Semi-annual meetings shall be held at such time and in such place in the Province of Saskatchewan as may be decided upon by the Board of Directors.

Special General Meetings

- 5.02 The general meetings referred to in the preceding clause shall be called annual general meetings or semi-annual general meetings, as the case may be, and all other meetings of the Association shall be called special general meetings. All special general meetings shall be held at a place in the Province of Saskatchewan as may be determined by the Board.
- 5.03 The Board may convene a special general meeting of the Association at any time it thinks fit. A meeting of the members shall also be convened by the directors on the receipt by them of a petition signed by not less than ten members in good standing of the

Association setting out the business to be discussed at the meeting and on default of the calling of such a meeting by the directors within twenty-one (21) days of delivery of the petition to any director, the same may be convened by the members petitioning the same.

Notice of Annual General Meetings, Semi-Annual Meetings and Special General Meetings

5.04 Notice of the time and place of each meeting of the members shall be given 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 who, at the close of business on the day preceding the day on which the notice is given, is entered in the membership register as a member of the Association.

Notice of a meeting of members called for any purpose other than consideration of the annual financial statements and auditor's report, election of directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon. In addition, the text of any special resolution to be submitted to the meeting shall be set out in full in the Notice of the meeting. A member and any other person entitled to attend a meeting of the members may in any manner waive notice of or otherwise consent to a meeting of the members.

List of Members Entitled to Notice

5.05 For every meeting of the members, the Association shall prepare a list of members entitled to receive notice of 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, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any member during usual business hours at the registered office of the Association or at the place where the membership register is maintained and at the meeting for which the list was prepared.

Meetings Without Notice

5.06 A meeting of members may be held without notice at any time and place permitted by the Act if all the members entitled to vote thereat are present in person or proxy or if those not present waive notice of or otherwise consent to such meeting being held so long as such members, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; and if the members, auditors and the directors are present or waive notice of or otherwise consent to such meeting being held;

5.07 Subject to the express provisions of the Act, irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

Proceedings at Members' Meetings

5.08 Except for the presentation for approval of the annual financial statements of the Association, together with the auditor's report thereon, and the ordinary management reports of the directors, and the officers, if applicable, the election of directors, and the re-appointment of the incumbent auditor, and consideration of bylaws submitted by the directors to the membership in accordance with the Act, all business proposed to be

transacted at any meeting of the members of the Association shall be considered special, and accordingly the notice thereof shall state the nature of the business in sufficient detail to permit the members, to form a reasonable judgment thereon.

- 5.09 The order of business at each meeting of the Association, so far as applicable, shall be:
- (a) Calling the meeting to order;
 - (b) recognizing new members;
 - (c) pay respect to deceased members of the Association;
 - (d) adoption of the agenda;
 - (e) minutes of previous meeting;
 - (f) financial statement;
 - (g) report on budget;
 - (h) report of directors;
 - (i) applications for membership;
 - (j) resolutions;
 - (k) election of directors;
 - (l) other business;
 - (m) adjournment.
- 5.10 No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, twenty-five (25%) percent of the members in good standing of the Association personally present shall be a quorum.
- 5.11 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, or upon the call of any member who had signed a petition upon which the directors had failed or neglected to act, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place; and if at such adjourned meeting a quorum is not present, the members present, if at least ten (10), shall be a quorum.
- 5.12 Subject to Section 6.07, every question submitted to a meeting shall be decided by a show of hands. In the case of an equality of votes the chairperson shall not have a casting vote in addition to the vote to which such person may be entitled as a member, and such motion shall be declared lost. Each member or membership interest entitled to vote shall have one (1) vote.
- 5.13 Proxy voting, in accordance to SWNA policy, may be used in the absence of a voting member for any general membership meeting. No single member may hold more than three (3) proxies.
- 5.14 At any general meeting, a declaration of the chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

- 5.15 The chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time or from place to place, but no business shall be transacted at such convened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.16 Any resolution consented to in writing by all of the members who would have been entitled to vote on the resolution at a general meeting shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.
- 5.17 Any corporation which is a member of the Association may by resolution of its directors or other governing body authorize any person to act as its representative at any meeting of the Association or any class of members of the Association, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation so represented as that corporation could exercise if it were an individual member of the Association.
- 5.18 No member may vote who is currently being disciplined pursuant to Paragraph 3.09 and 3.10 above.

Directors

Composition of Board

- 6.01 There shall be a Board of Directors of the Association consisting of such persons who may be elected thereto by the members at the annual meeting of the members. Each director must be a member, or an officer of a member, delegated by that member. Subject to the Articles of the Association, the number of directors to hold office from time to time shall be determined by the membership upon the recommendation of the Board of Directors.
- 6.02 The Board of Directors of the Association shall designate from amongst the directors those persons to serve as the Association's nominee directors to the Board of Directors of CCNA. The foregoing is applicable only as long as the Association retains membership in the CCNA and shall not be construed in such a way as to bind the Association to such membership.

Resignation of Director

- 6.03 A director may retire from office upon giving fourteen (14) days' notice in writing to the Association of his intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance or upon such later date as may be therein specified.

Election of Directors

- 6.04 A retiring director shall be eligible for re-election subject to the provisions of this part.
- 6.05 The members at every annual general meeting or semi-annual meeting shall fill the vacated offices by electing a like number of persons to be directors, or in case any change in the number of directors is made at any such meeting, by electing the number of persons to be directors as may be fixed by such meeting.
- 6.06 If the places of vacating directors are not filled at a meeting during which an election of directors ought to take place, the vacating directors, or such of them as have not had their

places filled, shall be deemed to have been re-elected at the adjourned meeting, except for vacating directors who have resigned as a director of the Association.

- 6.07 Every election of directors in the Association shall be decided by a ballot.
- 6.08 The immediate Past-President shall be an ex officio member of the Board, and serve as chairman of the board, with full voting privileges thereon.

Vacancies

- 6.09 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 minimum number of directors or from a failure of the members to elect the minimum number of directors. Such filling of a vacancy by the Board is effective only until the next meeting of the members. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of directors, 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.

Disqualification

- 6.10 Being:
- (a) No person shall be qualified to be a director if:
 - (i) less than eighteen (18) years of age;
 - (ii) of unsound mind and so found by a Court in Canada or elsewhere;
 - (iii) a bankrupt;
 - (iv) if not a member of the Association or the representative of an organization which is a member in good standing of the Association.
 - (b) A majority of the directors shall reside permanently within Saskatchewan and be resident Canadians.

Removal of Directors

- 6.11 The membership may remove, by ordinary resolution at a special meeting, any or all the directors at any time, before the expiration of any term of office and may appoint by ordinary resolution another qualified person to fill any office so vacated; any person so appointed shall hold office only until the next available annual or semi-annual meeting at which time the nomination must be ratified by a majority of voting members.
- 6.12 The office of a director shall be vacated ipso facto:
- (a) if the director ceases to qualify as a director;
 - (b) if by notice in writing to the Association the director resigns;
 - (c) if the director is removed by resolution of the Association as is in this Bylaw provided;
 - (d) if the director is absent from three (3) consecutive meetings of the Board and the Board determines that there was no reasonable cause for such absence.

Proceedings of Directors

Action by the Board

7.01 Subject to any unanimous member agreement, the directors shall manage the activities of the Association. The powers of the Board may be exercised by a meeting at which the 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 so long as a quorum remains in office.

Quorum

7.02 Being:

- (a) The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, and five (5) members of the Board of Directors shall be a quorum;
- (b) A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions in or exercisable by the directors generally.

Notice of Meeting

7.03 Meetings of the Board may be held either within or without the Province of Saskatchewan. Meetings of the Board may be held at any time without formal notice if a quorum of directors are present provided that if less than all the directors are present, any business transacted at the meeting shall be ratified by the absent directors within two (2) weeks of the meeting and if the business transacted is not so ratified it shall be null and void. Notice of any meeting may be personally delivered or sent by facsimile transmission to each director's ordinary address or facsimile number, as the case may be, as set out in the records of the Association (5) days prior to the meeting or if sent by mail, ten (10) days prior to such meeting and the giving of such notice shall be sufficient notice of any meeting of the directors. In computing any such period of time, the day on which such notice is delivered, mailed or telegraphed and the date for which notice is given shall be excluded. Notice of any meeting or any irregularity in any meeting or in the notice therefore, may be waived by any director in any manner whatsoever.

Meeting by Telephone

7.04 If all the directors of the Association consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication 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 present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

Special Meetings of Directors

7.05 The President shall call a Directors meeting upon the request of any two directors and the two directors shall state the business to be addressed at the meeting.

Vote

7.06 Being:

- (a) Questions arising at any meeting of directors shall be decided by a majority of votes, and in case of an equality of votes, the motion shall be lost. The chairperson shall not have a casting vote. Each director shall have one (1) vote;
- (b) A resolution in writing, signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

Committees

- 7.07 The directors may delegate any of their powers to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations that may from time to time be imposed upon it by the directors. Such committees shall be composed of one (1) or more directors and may include one (1) or more members who are not directors but who have been appointed to the committee by the Board. The President shall be an ex-officio member of all committees of the Association. All committees shall meet at the call of their chairperson, who shall be a member of the Board of directors, and a majority of each committee shall constitute a quorum.
- 7.08 The meetings and proceedings of any such committee shall be governed by the provisions herein contained regulating the meetings and proceedings of the directors, so far as the same are applicable thereto and are not suspended by any regulations made by the directors under the past preceding clause.
- 7.09 All acts done at any meeting of the directors, or of a committee or by any person acting as a director shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

Appeal from Directors Decisions

- 7.10 Any member may appeal a decision of the Board to the annual meeting or semi-annual meeting of the Association by submitting notice in writing of its or their intention to appeal, to the Board, not less than thirty (30) days after the decision of the Board. The Board, upon receiving such notice, shall arrange time on the agenda of the annual meeting or semi-annual meeting for consideration and argument of the appeal. The decision of the members at the annual general meeting or semi-annual meeting shall be final.
- 7.11 If the appellant does not want to launch a formal appeal but wishes to discuss the decision of the Board with the Board, the aggrieved member may submit notice in writing of such grievance to the Board and the Board shall invite the appellant to attend the next meeting of the Board, at the expense of the appellant, to consider the appellant's views. If the appellant is not satisfied by this process he shall have the right to a further appeal to the annual or semi-annual meeting.
- 7.12 Applicants denied membership in the Association may appeal that decision denying membership to the annual or semi-annual meeting of the Association by submitting notice in writing of its intention to appeal to the Board, not less than thirty (30) days after the decision of the Board. The Board, upon receiving such notice, shall arrange time on

the agenda of the annual meeting for consideration and argument of the appeal. The decision of the members at the annual or semi-annual meeting shall be final.

Records of the Association

- 8.01 The directors shall duly comply with the provisions of the Act in regard to the registration of mortgages; the keeping of registers of directors and members, and their addresses and occupations; the signing of the balance sheet, and the filing of an annual report, changes in the registered office or changes in directors.
- 8.02 The directors shall cause minutes of the following to be duly entered in books provided for the purpose:
- (a) all appointments of officers;
 - (b) the names of directors present at each meeting of the directors and of any committee;
 - (c) all resolutions made by the directors and committees;
 - (d) all resolutions and proceedings of general meetings; and any such minutes of any meeting of the directors or of any committees, or of the members, if purporting to be signed by the recording secretary of such meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

Officers

- 9.01 The officers of the Association shall consist of the President, the Past-President, the Vice-President, the Executive Director, the Secretary-Treasurer, and four (4) directors and the SWNA/CCNA directors, or any combination thereof. The offices of President and Vice-President shall be filled by election at the annual general meeting or semi-annual meeting. The offices of Executive Director and Secretary-Treasurer shall be appointed by the Board and are non-voting positions.

President

- 9.02 Being:
- (a) The Past-President shall act as chairman of the Board and shall preside at all meetings of the Board and of the members of the Association. In the absence of the Past-President, the President, or in his absence, the Vice-President shall preside as chairman;
 - (b) The President shall be elected for a two (2) year term. The President is ineligible to hold office for consecutive terms.

Vice-President

- 9.03 Being:
- (a) The Vice-President shall assist the President in his duties and perform the President's duties at meetings where the President is absent;
 - (b) The Vice-President shall have a two year term.

Secretary-Treasurer

- 9.04 The Secretary-Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all meetings of the Board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; shall render to the Board whenever required an account of all his transactions as Secretary-Treasurer and of the financial position of the Association; and shall have such other powers and duties as the Board may specify.

Executive Director

- 9.05 The Executive Director is the Chief Executive Officer of the Association and is responsible for its day-to-day operations. The Executive Director shall attend all meetings of the Association and the Board of Directors.

Term of Office

- 9.06 The Board, in its discretion, may remove any officer of the Association. Until such removal, each officer appointed by the Board shall hold office until a successor is appointed, until that person's earlier resignation, or in the case of the President and Vice-President until the term is expired.

Conflict of Interest

- 9.07 Every officer of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as an officer of the Association shall, in writing, disclose to the President the fact and nature and the extent of the conflict.

Accounting

- 10.01 The directors shall cause true accounts to be kept of the sums of money received and disbursed by the Association, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Association, the assets and liabilities of the Association and all other transactions affecting the financial position of the Association.
- 10.02 The books of account shall be kept at the registered office of the Association or at such other place as the directors think fit, and, subject to the limitations of the Act in this regard, shall be open to the inspection of the directors.
- 10.03 The directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Association, or any of them, shall be open to the inspection of members not being directors. Every member and director shall have the right to inspect any account, book or document of the Association upon giving reasonable notice to the Secretary-Treasurer.
- 10.04 The financial statements of the Association shall be audited every year by the Association's auditor and the Association's auditor shall report at every semi-annual meeting.

- 10.05 The directors shall lay before each annual meeting or semi-annual meeting of members a financial statement and the report of the auditor, if any, to the members and thereon. The financial statement shall:
- (a) be approved by the Board of Directors and signed by two (2) of them;
 - (b) cover a period that ended not more than six (6) months before the annual meeting or semi-annual meeting;
 - (c) be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it;
 - (d) be made up of:
 - (i) a statement of profit and loss for each period;
 - (ii) a statement of surplus for each period;
 - (iii) a statement of source and application of funds for each period, and
 - (iv) a balance sheet as at the end of each period with each statement containing the information required by the Act to be disclosed in such statements.
- 10.06 A copy of the financial statement and a copy of the auditor's report shall be sent to each member and by prepaid mail ten (10) days or more before the date of the semi-annual meeting.
- 10.07 Within two (2) weeks of every month end, the Executive Director must send the cheque register to the President.

Confidentiality

- 11.01 Any information provided by the Association to any member whether by the Association, its officers or agents, by means of published bulletin or otherwise, shall be deemed and treated by each such member as strictly confidential and privileged. Members shall not publish or disseminate or permit to be published or disseminated, any information so received to any person except to members. The Association does not guarantee the accuracy or correctness of information so provided to any member and the Association shall not be liable to any member for any damage caused directly or indirectly, by any act, omission or neglect of the Association, its officers, agents or servants in respect to the information so provided.

Notices

- 12.01 Any notice may be served by the Association or any member either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, or by telegraphing or faxing it prepaid to such member's address as the same appears in the books of the Association, or if no such address is given therein, to the last address of such member known to the Secretary. If no address is known to the Secretary a notice posted in the registered office of the Association shall be deemed to be well served on such member upon its being so posted and any notice sent by mail shall be deemed to have been served at the time it would be delivered in the ordinary course of the mail. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the post office or into one of Her Majesty's letter boxes.

If any notice or document is returned because the member cannot be found, it must be re-sent to such member. If it is returned on three (3) consecutive occasions because the member cannot be found, the Association is not required to send any further notices or documents to the member until such person informs the Association in writing of a new address.

- 12.02 The signature of any notice to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 12.03 Where a given number of days' notice or a notice extending over any other period is required to be given, the day of service of the notice and the day on which notice is given shall, unless it is otherwise provided be excluded in counting such number of days or other period.
- 12.04 A certificate of the Secretary or other duly authorized officer of the Association in office at the time of the making of the certificate as to the facts in relation to the mailing or telegraphing or faxing or delivery or posting of any notice to any member, director, or officer or publication of any notice shall be prima facie evidence thereof, and shall be binding on every member, director or officer of the Association, as the case may be.

Bylaws

- 13.01 The Bylaws of the Association may be amended by special resolution passed by a majority of not less than three-fourths (3/4) of such members entitled to vote as are present in person or by delegate or alternate delegate at a general membership meeting of which at least fourteen (14) days notice in writing specifying the intention to propose the resolution as a special resolution has been duly given to each member of the Association. No amendments shall be considered unless the proposed amendment has been filed with the Executive Director or Secretary-Treasurer at least two (2) months prior to the date of the meeting at which it is proposed to be considered. The Board shall consider and report to the Association upon each suggested amendment.

MADE by the Board this _____ day of _____ , _____ .

President

Secretary

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

Secretary