

BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF
SASKATOON ROAD RUNNERS ASSOCIATION INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **SASKATOON ROAD RUNNERS ASSOCIATION INC.** (hereinafter called the "Corporation"), as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - (a) "Act" means *The Non-profit Corporations Act, 1995* of the Province of Saskatchewan, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws of the Corporation will be read as referring to the amended or substituted provisions therefor;
 - (b) "articles" means the articles of incorporation of the Corporation as from time to time amended or restated;
 - (c) "Board" means the board of directors of the Corporation for the time being;
 - (d) "by-law" means any by-law of the Corporation from time to time in force and effect;
 - (e) all terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act will have the meaning given to such terms in the Act;
 - (f) "in writing" and "written" includes printing, typewriting and any other mode of representing or reproducing words in visible form, including, without limitation, transmission in electronic form;
 - (g) words importing the singular number only will include the plural and vice versa; words importing the masculine gender will include the feminine and neuter genders and words importing persons will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons;
 - (h) the headings used in this by-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions; and
 - (i) the invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

OBJECTS OF THE CORPORATION

2. The objects of the Corporation are as follows:
 - (a) providing primarily for the benefit of its members education and training for running and related sports in Saskatoon and area; and
 - (b) increasing the health of its members by facilitating running and related sports in Saskatoon and area.

The Corporation shall not solicit donations or gifts of money or property from the public.

CODE OF CONDUCT

3. The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.
4. No part of the income of the Corporation shall be paid or payable to, or otherwise available for the personal benefit of, any member of the Corporation.

REGISTERED OFFICE

5. The Corporation may from time to time:
 - (a) by resolution of the Board, change the address of the registered office of the Corporation within the municipality specified in the articles; and
 - (b) by special resolution, change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

SEAL

6. The seal of the Corporation will be such as the Board may from time to time adopt. The seal shall be in the custody of an officer as designated by the Board.

MANNER OF EXECUTION OF CONTRACTS

7. Agreements, instruments or any other documents requiring execution by the Corporation shall be executed by any one of the President, a Vice-President or the Treasurer, together with any one other director or officer which may be the President, a Vice-President or the Treasurer, and all such agreements, instruments or documents so executed shall be binding upon the Corporation.
8. The seal of the Corporation may, when required, be affixed to agreements, instruments or other documents in writing, signed in the manner contemplated by section 7. No agreement, instrument or other document is invalid merely because the corporation seal is not affixed on such agreement, instrument or other document.

BANKING ARRANGEMENTS

9. The banking business of the Corporation shall be transacted with such banks, trust companies, credit unions or other bodies corporate or other organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
10. All bank drafts, cheques, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Corporation's account or accounts shall be executed in the name of the Corporation and signed by any one of the President, a Vice-President or the Treasurer, together with any one other director or officer which may be the President, a Vice-President or the Treasurer.

INVESTMENTS

11. The Corporation may invest its funds only in term deposits, guaranteed investment certificates, shares, debentures, bonds, mortgages or other financial instruments in which trustees are by law permitted to invest.

MEMBERSHIPS

12. There shall be two (2) classes of members, as follows:
 - (a) regular members, who shall be entitled to vote at all meetings of members; and
 - (b) honorary (lifetime) members, who shall be entitled to vote at all meetings of members but who shall be exempt from the payment of membership fees.
13. Membership in the Corporation shall not be transferable.
14. Members may resign from membership in the Corporation by resignation in writing, which shall be effective immediately upon its delivery to the Board.
15. A member's rights, privileges and interests in the Corporation cease upon resignation of membership in the Corporation.
16. Membership is renewable annually. Any member who has not paid the annual membership fee by the date in each year determined by the Board shall be deemed to have resigned as a member effective on that date.
17. Members who have resigned or deemed to have resigned can reapply for membership in the future.

MEMBERS' MEETINGS

18. Subject to the by-laws and the requirements of the Act respecting the calling of meetings, the Board shall call an annual meeting of members not later than fifteen (15) months after holding the preceding annual meeting.
19. The Board may call a special meeting of members at any time, but shall call a special meeting of the members upon the written request of members whose membership interests carry not less than five (5%) percent of the rights to vote at the proposed meeting of members.
20. Notice of the time and place of a meeting of members will be sent, not more than 50 nor less than 15 days before the meeting in the manner provided in paragraph 46 hereof. Notice of any meeting of members or any irregularity in any such meeting or in the notice thereof may be waived by any member in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any member will be deemed to constitute a waiver of notice of the meeting, except where that person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.
21. A quorum for any meeting of members shall be constituted only if at least five (5) members of the Corporation for the time being enjoying voting rights at such meeting are present. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but, shall not transact any other business.
22. The President of the Corporation will preside as chair of every meeting of members of the Corporation. If there is no President, or if at any meeting he or she is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as chair, the members present will endorse someone of their number to be chair of the meeting.
23. The chair of the meeting may, with the consent of the majority of members present at the meeting, adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present at the meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting will be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
24. Voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member. At a meeting, unless a ballot is demanded, upon a show of

hands, each person present and entitled to vote at the meeting shall have one vote, and a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, and the result of the vote so taken and declared shall be the decision of the members upon such question.

25. A resolution in writing signed by all 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 members. A resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all members entitled to vote at the meeting, satisfies all the requirements of the Act relating to meetings of members. Resolutions in writing contemplated by this section may be signed in several counterparts, which counterparts together will constitute a single resolution in writing.
26. With the consent of the chair of the meeting of members, a member or any person entitled to attend at a meeting of members may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by those means shall be considered present at the meeting.

DIRECTORS

27. The Board will consist of not less than five (5) directors and not more than ten (10) directors, from which there shall be elected or appointed the officers of the Corporation. The Board shall manage or supervise the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the articles, the by-laws or any special resolution of the Corporation expressly directed or required to be done in some other manner. Notwithstanding a vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.
28. The term of office for a director will be from the date of the meeting at which he or she is elected or appointed until the annual meeting of members next following, unless the director ceases to hold office in accordance with the Act or in accordance with section 25.
29. A retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected, unless such meeting was called for the purpose of removing such person from office as a director, in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if eligible, are eligible for re-election.
30. Where there is a vacancy or vacancies on the Board, the remaining directors may exercise all the powers of the Board, so long as a quorum of the Board remains in office. A quorum of directors may fill a vacancy in accordance with the Act.

31. Whenever at any election of directors of the Corporation the full number of directors is not elected by reason of the disqualification, refusal to act, failure to consent to act as director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors so elected constitutes a quorum.
32. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
33. Each director shall serve as director or officer of the Corporation without remuneration; provided, however, that any director may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out his or her duties, and any director may be remunerated for services performed in a professional capacity for or on behalf of the Corporation.
34. The Board may appoint committees, whose members will hold their offices at the will of the Board. The Board shall determine the duties and powers of such committees, subject to the Act or other statute, the articles and the by-laws.
35. The Board may from time to time and as it shall deem appropriate, enter into indemnification agreements with directors or officers of the Corporation.
36. Every director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall:
 - (a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
37. Every director or officer of a corporation shall comply with the Act, regulations, articles and by-laws.

MEETINGS OF DIRECTORS

38. Meetings of the Board and of any committee of the Board may be held at any place within or outside of Saskatchewan. A meeting of the Board may be convened by the President of the Corporation or any two (2) directors at any time, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board.
39. Notice of the time and place of each meeting of the Board will be given in the manner provided in paragraph 46 hereof to each director, not less than two business days before the time when the meeting is so held; provided that notice of the time and place of each meeting may be given at the prior Board meeting, and such notice will be sufficient notice to those directors present, and provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of telephone participation) or if all absent directors waive notice.

40. For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice need be given to the newly-elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.
41. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
42. Unless otherwise determined by a resolution of the directors, a quorum for any meeting of the Board shall consist of 50% of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time, and those present at the adjourned meeting will constitute a quorum.
43. The President of the Corporation shall chair every meeting of directors of the Corporation, but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the same, the directors present may choose one of their number to be chair of the meeting.

The chair of a meeting may, with the consent of a majority of the directors in attendance at the meeting, adjourn any meeting of the Board from time to time to a fixed time and place and, subject to the Act, if a quorum is constituted at the time of the adjournment, no notice of the fixed time and place for the holding of the adjourned meeting will be required if the adjourned meeting is held in accordance with the terms of the adjournment. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting will be deemed to have terminated forthwith after its adjournment. Any business which might have been brought before or dealt with at the original meeting may be brought before or dealt with at any adjourned meeting in accordance with the notice calling the same. If all the directors consent, a director may participate in a meeting of the Board or a committee of the Board by means of a telephonic, electronic or other communication facility in accordance with the Act. 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.

44. Decisions of the directors will be determined by a majority of votes of the directors present, and in the case of an equality of votes the chair of the meeting shall have a second and casting vote.
45. 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. Resolutions in writing contemplated by this section may be signed in several counterparts, which counterparts together will constitute a single resolution in writing.

46. The directors may from time to time designate the offices of the Corporation. The directors may from time to time appoint as officers persons to fill the said offices, specify their duties and delegate to them, subject to the Act, powers to manage the business and affairs of the Corporation. A director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person.

NOTICES

47. Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board, will be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her latest address as shown on the records of the Corporation, or if mailed to him or her at his or her said address by prepaid ordinary or airmail, or if sent to him or her by facsimile or other means of electronic communication. A notice so delivered will be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed will be deemed to have been given on the fourth (4th) Business Day following the date of mailing; a notice so sent by facsimile or other means of electronic communication will be deemed to have been given on the date the sender receives the facsimile or other electronic communication answer back confirming receipt by the recipient. The secretary of the Corporation may change or cause to be changed the recorded address, facsimile number or any other electronic address or number of any member, director, officer, auditor, or member of a committee of the Board in accordance with any information which he or she reasonably believes to be reliable.
48. In computing the time when notice must be given under any provision requiring a specific number of hours notice of any meeting or other event, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of 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.
49. Subject to the Act, the signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
50. A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any member, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
51. A special general meeting and the annual general meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

FISCAL YEAR

52. Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 30th day of September of each year.

FINANCIAL AFFAIRS

53. The directors shall cause to be kept the proper records and accounts of all transactions of the Corporation.
54. A director shall place before the members at every annual meeting:
- (a) financial statements for the year ended not more than four (4) months before the annual meeting;
 - (b) the report of the auditor, if any;
 - (c) any further information respecting the financial affairs of the Corporation.
55. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
56. Unless otherwise determined by the Board, the Corporation shall, not less than fifteen (15) days before each annual meeting, provide a copy of its financial statements and report of the auditor, if any, to each member, except a member who has informed the Corporation in writing that the member does not want a copy of such documents. No financial statements shall be released or circulated unless they have been approved by the directors and are accompanied by the report of the auditor, if the financial statements have been audited.

AUDITOR

57. The auditor of the Corporation, if any, shall be appointed yearly at the annual meeting. The members may by resolution dispense with the appointment of an auditor for any year and may also dispense with any requirement to have a review of the financial statements of the Corporation completed for any year.

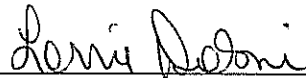
LIQUIDATION AND DISSOLUTION

58. The remaining property of the Corporation shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Corporation and any special conditions placed on each specific endowment fund.
59. The articles provide that the remaining property shall be transferred to such registered charities (as that term is defined in the *Income Tax Act* (Canada)) and such entities as set out in subsection 209(5) of *The Non-Profit Corporations Act, 1995* (Saskatchewan) provided that such entities are also qualified donees (as that term is defined in the *Income Tax Act* (Canada)) as may be designated by the Board of Directors of the Corporation.

AMENDMENT TO BY-LAWS

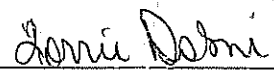
- 60. The directors may, by resolution, amend, repeal or make any by-laws that regulate the activities and affairs of the Corporation.
- 61. The directors shall submit any by-law, or any amendment or repeal thereof, to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
- 62. Any by-law, or an amendment or repeal thereof, is effective from the date of the resolution of directors until confirmed, confirmed as amended, or rejected by the members pursuant to section 61, or until it ceases to be effective pursuant to section 63, and where the by-law is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.
- 63. If any by-laws, or any amendment or repeal thereof, is rejected by the members or is not submitted to the member at the next meeting of members, the by-law, amendment or repeal thereof ceases to be effective and no subsequent resolution of the directors to make, amend or repeal a by-law having substantially the same purpose or effect shall be effective until it is confirmed or confirmed as amended by the members.

ENACTED by the Board at a meeting held at Saskatoon, Saskatchewan on the 13 day of October, 2009.



Lorrie Dobni, Chairperson

ADOPTED, ratified, sanctioned and confirmed by a meeting of the members of the Corporation held at Saskatoon, Saskatchewan on the 07 day of November, 2009.



Lorrie Dobni, Chairperson