



2018 Fall Annual General Meeting Minutes

Saturday, September 22 – 7:00pm

1. Meeting Called to Order by Kyla Moffatt at 7:08pm

2. Introduction of the Board

Kyla introduced the Board members present for the AGM as follows:

- Kyla Moffatt – Athlete Development Director
- Ashley Herchak – Judging Director
- Melissa Marzolf – Member at Large
- Lesia Rathje – Member at Large
- Shanda Leftley – Member at Large

3. President’s Welcome

Kyla expressed Jennifer Ritchie’s regrets from not being able to attend due to illness and read the president’s welcome on her behalf:

“Once again, another cheer season is upon us. As we look forward to our 14th official SCA season, we also look forward to the continued growth of our sport across our membership, training, events, and leadership.

Our organization continues to contribute and lead within the development of Cheer Canada during these critical early years. And it is a priority of the SCA to support Cheer Canada as we look to unify our sport at a national level.

In the “off-season,” our board has worked extensively to refine our bylaws and policies to ensure we are serving our membership at the highest level. In addition, we have worked with an outside specialist to train our board members in strategic planning, governance, and finance for the first time since our inception.

Continued professional development is important to all areas of our organization, and on behalf of the board I would like to thank and commend each one of you who took the time to attend this weekend’s coaches conference. Expanded this year with an owner’s round table and sessions for coaches in training, we are proud to offer one of our most diverse conferences ever. A special thank you to Coaching Director, Ashley Stevenson and Executive Director, Alissa Stewart for their hard work in planning this weekend’s event. We would also like to thank all the presenters this weekend for sharing their expertise.

As I’ve said before, I believe that your participation in our membership meetings is the single most valuable contribution you can make to our sport outside of the gym. On behalf of the board, I would like to thank you for attending today and making your voices heard.

Jennifer Ritchie
 President
 Saskatchewan Cheerleading Association“

4. Attendance

Name	Organization	Poxy	# of Votes
Lily Enser	620 CKRM Rider Cheer Team	Yes	1
Lesia Rathje	Cheerleagacy Athletics	Yes	3
Dani Anderson	Miller Pom & Hip Hop	Yes	1
Catrina Hunter	Balfour Bears	Yes	1
Ashlyn Colbow	Airbourne Cheer Athletics	Yes	2
Kelsie Druck	Weyburn Comprehensive	Yes	2
Caelan Dombroski	Yorkton Regional High School	Yes	1



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Shayna Kemp	Gridders Cheerleading	Yes	2
Katie Marzolf	Cheer Infitity Athletics	Yes	3
Bridget Palaschuk	LeBoldus Catholic High School	Yes	1
Bonnie Chepil-Kvamme	Estevan Comprehensive	Yes	1
Julie Ready	Campbell Collegiate Cheer	Yes	1
Taylor McConkey	Compbell Collegiate Dance	Yes	1
Kerina Looker	Winston Knoll Cheer	Yes	1
Shay Schier	Moose Jaw Cobra Cheerleading	Yes	3
Shanda Leftley	Prairie Fire Cheerleading	Yes	3
Melanie Vollman	Thom Collegiate	Yes	1
Nicole Laird	U of S Cheer	Yes	1
Leslie Stevenson	Warman Ultimate Cheerleading	Yes	3
Brooke Mozdzen	Warman Middle School	Yes	1
Tori Bayne	Warman High School	Yes	1

5. Announcement of Voting Members Present

Alissa Stewart announces there are 34 votes present representing 21 organizations.

6. Approval of the 2018 Fall Meeting Agenda

Motion by: Shanda Leftley

Seconded by: Melanie Vollman

Passed Denied

7. Acceptance of 2017 Fall AGM Meeting Minutes (Attached)

Motion By: Kelsie Druck

Seconded By: Kerina Looker

Passed Denied

8. Acceptance of Audited Financial Statement for 2017-2018

Motion By: Melanie Vollman

Seconded By: Leslie Stevenson

Passed Denied

9. Appointment of Priority Accounting Services CPA Prof. Corp. for the SCA 2018/2019 Audit

Motion By: Bonnie Chepil-Kvamme

Seconded By: Shay Schier

Passed Denied

10. Resolutions

Resolution 1 - BE IT RESOLVED THAT



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The Saskatchewan Cheerleading Association Articles of Incorporation, Section 3 Membership Class, be amended as follows:

- 1) There will be four (4) classes of membership in SCA.
- 2) The Four (4) classes of membership and divisions therein are:
 - a) Class A – Regular
 - i) Division 1
 - ii) Division 2
 - iii) Division 3
 - b) Class B – Participant
 - i) Athlete
 - ii) Coach
 - iii) Administrators
 - c) Class C – Judges
 - d) Class D – Business
- 3) Rights, privileges, restrictions and conditions that constitute the membership interests of each class of membership:
 - a) Class A – Regular - Division 1 membership:
 - i) Only school or club cheerleading programs running in Saskatchewan who has 1 to 30 participating athletes, coaches and/or Administrator who pay any fees as may be established by the directors from time to time shall hold a Class A –Regular Division 1 membership;
 - ii) The Class A –Regular Division 1 member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class A –Regular Division 1 membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class A –Regular Division 1 membership;
 - iv) The holder of a Class A –Regular Division 1 membership shall be entitled to vote to elect directors to the Board of Directors of the Corporation.
 - v) The holder or a Class A – Regular Division 1 membership must attend at least 1 meeting of members per year.
 - b) Class A – Regular - Division 2 membership:
 - i) Only school or club cheerleading programs running in Saskatchewan who has 31 to 60 participating athletes, coaches and/or Administrators who pay any fees as may be established by the directors from time to time shall hold a Class A –Regular Division 2 membership;
 - ii) The Class A –Regular Division 2 member is entitled to two votes at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class A –Regular Division 2 membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class A –Regular Division 2 membership;
 - iv) The holder of a Class A –Regular Division 2 membership shall be entitled to vote to elect directors to the Board of Directors of the Corporation.



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- v) The holder or a Class A –Regular Division 2 membership must attend at least 1 meeting of members per year.
- c) Class A – Regular - Division 3 membership:
 - i) Only school or club cheerleading programs running in Saskatchewan who has more than 60 participating athletes, coaches and/or Administrators who pay any fees as may be established by the directors from time to time shall hold a Class A –Regular Division 3 membership;
 - ii) The Class A –Regular Division 3 member is entitled to three votes at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class A –Regular Division 3 membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class A –Regular Division 3 membership;
 - iv) The holder of a Class A –Regular Division 3 membership shall be entitled to vote to elect directors to the Board of Directors of the Corporation.
 - v) The holder or a Class A –Regular Division 3 membership must attend at least 1 meeting of members per year.
- d) Class B – Participant - Division 1 Athlete membership:
 - i) Only athletes who are recognized members of a Class A member who pay any fees as may be established by the directors from time to time shall hold a Class B – Participant - Division 1 Athlete membership;
 - ii) The holder of a Class B – Participant - Division 1 Athlete membership may attend but is not entitled to vote at membership meetings;
 - iii) The holder of a Class B – Participant - Division 1 Athlete membership shall not be entitled to vote to elect directors to the Board of Directors of the Corporation.
- e) Class B – Participant - Division 2 Coach membership:
 - i) Only Coaches who are recognized members of a Class A member who pay any fees as may be established by the directors from time to time shall hold a Class B – Participant - Division 2 Coach membership;
 - ii) The holder of a Class B – Participant - Division 2 Coach membership may attend but is not entitled to vote at membership meetings;
 - iii) The holder of a Class B – Participant - Division 2 Coach membership shall not be entitled to vote to elect directors to the Board of Directors of the Corporation.
- f) Class B – Participant - Division 3 Administrators membership:
 - i) Only Board members or administrators who are recognized by a Class A member who pay any fees as may be established by the directors from time to time shall hold a Class B – Participant - Division 3 Administrator membership;
 - ii) The holder of a Class B – Participant - Division 3 Administrator membership may attend but is not entitled to vote at membership meetings;
 - iii) The holder of a Class B – Participant - Division 3 Administrator membership shall not be entitled to vote to elect directors to the Board of Directors of the Corporation.
- g) Class C – Judges membership:
 - i) Only Judges who are Saskatchewan Cheerleading Association certified judges for the current season and who pay any fees as may be established by the directors from time to time shall hold a Class C – Judges membership;
 - ii) The holder of a Class C – Judges membership is entitled to vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;



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- iii) The holder of a Class C – Judges membership shall be entitled to vote to elect directors to the Board of Directors of the Corporation.
- h) Class D – Business membership:
 - i) Any business (sole proprietor, partnership or corporation) who will abide by the objectives and rules and who has received approval of the Board of Directors upon application for membership and who pay any fees as may be established by the directors from time to time shall hold a Class D – Business membership;
 - ii) The holder of a Class C – Business membership may attend but is not entitled to vote at membership meetings;
 - iii) The holder of a Class D – Business membership shall not be entitled to vote to elect directors to the Board of Directors of the Corporation.
 - iv) The holder of a Class D – Business membership shall have the right to apply for Saskatchewan Cheerleading Association event sanctioning.

Motion by: Melanie Vollman

Seconded by: Kelsie Druck

Passed [X]

Denied []

Resolution 2 - BE IT RESOLVED THAT

The Saskatchewan Cheerleading Association Articles of Incorporation, Section 8 Other Provisions, be amended by adding the following:

Observers

The board of directors may appoint any number of individuals (with such individuals' consent) as observers to board of director meetings. And such observers, once appointed, may attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such observers will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.

Motion by: Ashlyn Colbow

Seconded by: Melanie Vollman

Passed [X]

Denied []

Resolution 3 - BE IT RESOLVED THAT

That the Saskatchewan Cheerleading Association Bylaw 1, as circulated to the membership in the 2018 Fall Annual General Meeting Package be confirmed and approved, appended to and become a part of these minutes. (Please see attached Bylaw 1)

Motion by: Melanie Vollman

Seconded by: Lily Enser

Passed [X]

Denied []



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11. **Adjournment**

Meeting adjourned at 7:20pm by Kyla Moffatt

BYLAW No. 1

A Bylaw relating generally to the conduct and the business and affairs of

Saskatchewan Cheerleading Association Inc
(hereinafter called the "Corporation")

IT IS HEREBY ENACTED as a Bylaw of the Corporation as follows:

Part 1 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 of Saskatchewan, its successor documents, parallel documents, amendments, and other applicable laws of Saskatchewan, and Canada;
 - b) "Articles" means the articles attached to the certificate of incorporation or continuance of the corporation and from time to time amended or restated;
 - c) "by-law" means any by-law of the corporation from time to time in force and effect;
 - d) all terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms as given in the Act;
 - e) "the directors" and "Board" and "The Board of Directors" and mean the directors and Board of the corporation for the time being;
 - f) "in writing" and "written" includes printing, lithography, email, and other commonly used modes of representing or reproducing words in visible form;
 - g) words importing the singular number only shall include the plural and vice versa, words importing the masculine gender shall include the feminine and neuter genders, words importing persons shall include bodies corporate, partnerships, and other related or implied bodies of parties with a relevant relationship;
 - 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.
 - i) "Saskatchewan Cheerleading Association Inc" or "the Association" or "SCA" is the Saskatchewan Cheerleading Association Inc.
 - j) "Executive Director" or "ED" is the Executive Director of the Corporation as appointed from time to time by the Board.

Part 2 Objects of the Corporation

- 2) The objects of the Corporation are to:
 - a) To act as a regulating body for cheerleading in the Province of Saskatchewan.
 - b) To support a standardized set of safety regulations to be used by all athletes, coaches, and advisors.
 - c) To promote the development and success of school, club, and recreation cheer and dance teams of all ages.

- d) To encourage all athletes, coaches and judges within the province to become actively involved and knowledgeable through conferences and clinics.
 - e) To maintain communication with other provincial, national, and international cheerleading organizations.
 - f) To provide a communication and resource network for cheerleading in Saskatchewan.
- 3) The Corporation's activities are restricted to activities that are conducive or incidental to the attainment of the objects.

Part 3 Type of Corporation

- 4) The Corporation is a provincially incorporated non-profit "Membership" corporation as described in various acts of the Province of Saskatchewan and is governed by the laws pertaining to corporations in the Province of Saskatchewan, Canada, primarily the Saskatchewan Non-Profit Corporations Act.

Part 4 Rules of Order

- 5) The rules of order and rules regarding governance of the corporation will follow this order of precedence:
- a) The Saskatchewan Non-Profit Corporations Act, and all other applicable Saskatchewan and Canadian legislation;
 - b) The Articles of Incorporation of the Corporation as may be amended from time to time;
 - c) The By-laws of the corporation as may be amended from time to time;
 - d) Special Resolutions of the Corporation, or other resolutions requiring more than normal quorum;
 - e) Normal Resolutions of the corporation, or membership; and then
 - f) Resolutions of the Board of Directors.

Part 5 Membership

- 6) There will be four (4) classes of membership in SCA.
- 7) Membership Transfer
There shall be no transfer of membership.
- 8) Membership Withdrawal
A member may withdraw from the corporation immediately upon giving to the Board of Directors written notice of their intention to withdraw.
- 9) The Four (4) classes of membership and divisions therein are:
- a) Class A – Regular
 - i) Division 1
 - ii) Division 2

- iii) Division 3
 - b) Class B – Participant
 - i) Athlete
 - ii) Coach
 - iii) Administrators
 - c) Class C – Judges
 - d) Class D – Business
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 - v) The holder or a Class A – Regular Division 1 membership must attend at least 1 meeting of members per year.
 - b) Class A – Regular - Division 2 membership:
 - i) Only school or club cheerleading programs running in Saskatchewan who has 31 to 60 participating athletes, coaches and/or Administrators who pay any fees as may be established by the directors from time to time shall hold a Class A –Regular Division 2 membership;
 - ii) The Class A –Regular Division 2 member is entitled to two votes at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
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- iii) The holder of a Class D – Business membership shall not be entitled to vote to elect directors to the Board of Directors of the Corporation.
- iv) The holder of a Class D – Business membership shall have the right to apply for Saskatchewan Cheerleading Association event sanctioning.

11) Observers

The board of directors may appoint any number of individuals (with such individuals' consent) as observers to board of director meetings. And such observers, once appointed, may attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such observers will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.

12) Member Discipline

- a) Any member who does not maintain all of the qualifications for their membership category shall be placed on probation by the Board and shall be provided 1 year to meet all of the qualifications required for their membership category. Should the member not meet the required qualifications of their membership category the membership shall be terminated by the Board.

Part 7 Fees

- 13) The Board of Directors may set and charge members fees to members of any class of membership.

Part 8 Members Meetings

- 14) The President of the Board or the Board by resolution may, and the Executive Director shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, at any time call and at any place convene the annual or a special meeting of the members.
- 15) Fixed Record Date: For the purpose of determining members entitled to receive notice of a meeting of members, the record date for the determination of members shall be at the close of business on the day preceding the day on which the notice is given.
- 16) Notice of meeting: Notice of the time and place of a meeting of members shall be sent, not more than 50 nor less than 15 days before the meeting:
 - a) to each member entitled to vote at the meeting;
 - b) to each director; and
 - c) to the auditor of the corporation.
- 17) A member entitled to attend a meeting of members, may waive in any manner, notice of a meeting of members, and attendance of that person at a meeting of members is a waiver of notice of the

meeting, except where they attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called

- 18) A quorum for any meeting of members shall be constituted only if a minimum of ten percent (10%) of the total number of voting members are present or are represented by proxy or other representative. 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, notwithstanding a call of quorum. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting may conduct only one order of business, and that is to fix the time and date of the next meeting. All lawful notice requirements for meetings apply to the meeting called by this means.
- 19) The President of the Board or in their absence the Secretary-Treasurer, or in their absence any Officer of the corporation shall preside as chair of every meeting of the members of the corporation. If there is no such chair, or if at any meeting the chair 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 shall endorse someone of their number to be chair of the meeting.
- 20) The chair of the meeting may with the consent of the voting members at the meeting adjourn any meeting of members and fixed a time and place to reconvene the meeting 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 within 30 days of the date of the original meeting. If a quorum as constituted at the time of adjournment is present. If there is not a quorum as so constituted, present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting held in accordance with the notice calling the same.
- 21) Voting at a meeting of members shall be by show of hands or appropriate voting marker/card except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

At a meeting, unless a ballot is demanded or other rules of order apply, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 22) Documentation at Annual Meeting: Subject to the act, the Board shall place before the Members at every meeting:
 - a) financial statements as prescribed by the act; and
 - b) the report of the auditor, if any, copies of which shall be provided to the Members no less than fifteen (15) days prior to the annual meeting and the Director of the Corporation Branch in a manner as permitted by the act.

- 23) Special Business: all Business transacted at an annual meeting, except consideration of the financial statements, auditor's report, election of Directors and reappointment of incumbent auditor, and all business transacted at any other meeting of Members, is deemed to be special business.

No special business may be transacted at a meeting of Members unless the notice of meeting states the nature of the business in sufficient detail to permit the Members to form a reasoned judgment thereon;

Any member shall submit to the Corporation notice of any matter that he or she proposes to raise and discuss at the special meeting and notice of the proposal shall be given with the notice of the next meeting of the Members.

Part 8 Proxies and Voting

- 24) In regard to proxies and voting:

- a) As members of the Regular membership and its divisions are a body corporate the corporation shall recognize any individual authorized by a proxy in writing and in a form as prescribed by the SCA Board from time to time, by the directors or governing body of the body corporate to represent it at meetings of members of the corporation.
- b) An individual authorized pursuant to subsection (a) may exercise on behalf of the body corporate that they represent all the powers it could exercise if it were an individual member.
- c) Votes at meetings of members will be given by proxy and the proxy holder must be personally in attendance at the meeting.
- d) At every meeting every member present shall have one (1) vote on a show of a voting card.
- e) When voting cards or markers are being used, a person carrying proxies will vote by drawing the attention of the chair, by calling a point of order, information, or privilege as appropriate, to the number of voting cards held and the way that each of the votes will be cast. The fact that a proxy is being held, whom it is held by, and that the proxy will be used during the meeting, shall be called to the attention of the chair at the beginning of the meeting when the chair was verifying that quorum is present.
- f) Upon a ballot on which every member present in person by proxy shall have one (1) vote for every membership voting right held.
- g) No proxy holder may hold the proxy for more than one member at any meeting of members.

Part 9 Resolutions in Writing and Voting by Signature

- 25) A resolution in writing, or other accepted means of transmission (such as electronic transmission) 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 members.
- a) The corporation may from time to time pass regulations as to what constitutes a legal signature for its own proceedings. Such signatures may include written signatures, email, and electronic signatures and electronic verification means as may be in use by the corporation.

- 26) A resolution in writing dealing with all of the matters required by the Act to be dealt with at a meeting of the members, and signed by all of the members entitled to vote at the meeting, satisfies all of the requirements of the Act relating to meetings of members.
- a) Resolutions in writing contemplated by this section (25) may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

Part 10 Directors

- 27) The Board shall consist of 11 position specific Directors those being:

The President;
The Secretary Treasurer;
Athlete Development Director;
Dance Director;
Coaching Development Director;
Judging Development Director;
Members at Large (5).

notwithstanding minimum and maximum numbers set in the by-laws and articles. The Board shall manage or supervise the management of 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 resolution of the corporation expressly directed or required to be done in some other manner.

- a) The minimum number of Directors will be 3 and the maximum number will be 15.
- b) Directors are not required to be members of the Corporation, notwithstanding other by-laws, regulations, or resolutions of the Corporation which may limit who may serve or present qualifications or requirements for holding the office of Director.
- c) Vacancies
- i) Where there is a vacancy or vacancies in the Board, the vacancy among the directors shall only be filled by a vote of the members, or by a vote of the members of any class of members having an exclusive right to elect one or more directors if the vacancy occurs among the directors elected by that class, whose term will serve until the next Annual Meeting.
- ii) Directors so placed will exercise full Director's powers and authority.
- d) Removal of Directors
- i) Subject to subsection (ii), the members of the corporation, by ordinary resolution at a special meeting, may remove any Director or Directors from office.
- ii) Where any class of members or subdivision of members that does not constitute a separate class of members has an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the members of that class or subdivision.

- iii) Where a Director is holding a Director position where the member category responsible for electing that Director ceases to have members, that Director shall immediately cease to be a Director.

28) Conflict of Interest and disclosure of interested director contract: A Director shall disclose their interest in any material contract or proposed material contract with the Corporation in accordance with Section 107 of the Act and as determined by board policy.

29) Remuneration: Directors may receive reasonable remuneration for their duties as Directors and shall be reimbursed for reasonable expenses incurred in the carrying out of those duties.

Part 11 Terms of Office

30) The term of office of a Director shall be 2 years from the final adjournment or termination of the meeting at which he is elected until the second annual meeting next following; provided that a retiring Director shall retain office until the adjournment or termination of the meeting at which their successor is elected unless such meeting was called for the purpose of removing them from office as a Director in which case the Director so removed shall vacate the office forthwith upon the passing of the resolution calling for their removal.

31) A Director may serve no more than four (4) consecutive terms of office.

32) A Director is eligible for re-election following an absence equivalent to one year.

33) Retiring Directors, if qualified, are eligible for re-election.

- a) Whenever at any election of Directors of the corporation the full number of Directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a 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 elected so constitutes a quorum.

34) Election of Directors

- a) Directors shall be elected for two year terms as follows:

- i) Even Years beginning in 2018:

- (1) President
- (2) Judging Director
- (3) Coaching Director
- (4) Member At Large 1
- (5) Member At Large 2

- ii) Odd Years beginning in 2019:

- (1) Secretary/Treasurer
- (2) Athlete Development Director

- (3) Dance Director
 - (4) Member At Large 3
 - (5) Member At Large 4
 - (6) Member At Large 5
- b) Election of Directors shall be held at a meeting of members called for that purpose and subject to the required notice for a Special Meeting of Members.
 - c) Directors shall be elected by the members by ordinary resolution on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.
 - d) Directors must be nominated by members whose benefits include the right to elect Directors.
 - e) The process for the nomination of Directors shall be as determined by the Board from time to time.
 - i) The process for nominations shall be provided to members eligible to elect directors at the same time as the notice of the meeting to be held to elect Directors.

Part 12 Meetings of Directors

- 35) Meetings of the Board and of any committee of the Board may be held at any place within Saskatchewan or outside Saskatchewan, except where limited by statute. A meeting of the Board may be convened by the President of the Board or any two (2) Directors at any time and the Executive Director shall upon direction of any of the foregoing convene a meeting of the Board. Except as otherwise provided in the act, the by-laws, and resolutions of the corporation, the Directors either as a Board or as a committee thereof may convene, adjourn, and otherwise regulate their meetings as they think fit.
- 36) Notice of the time and place of each meeting of the Board shall be given to each Director, in the case of notice given by personal delivery or by telephone, email or other form of communication, not less than seven (7) days before the time the meeting is so held, and in the case of notice given by mail, not less than seven days (7) days before the time when the meeting is to be held; 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 electronic participation) or if all the absent Directors waive notice.

For the first meeting of the Board to be held immediately following the election of the Directors at an annual or general meeting of the Board, no notice need be given to the newly elected Directors in order for the meeting to be duly constituted, provided a quorum of Directors is present. This section of the by-laws constitutes notice that a meeting of the Board will be held immediately following such a meeting, provided a quorum of Directors is present.

- 37) Unless otherwise determined by a resolution of the Directors or of the corporation, the number larger than half the total of the Directors shall constitute a quorum for any meeting 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 of the meeting in the notice thereof, the only action the Directors present may take, is to fix the time and place of the next meeting.

- 38) The President of the Board, or in their absence the Secretary-Treasurer, shall preside as chair of every meeting of the Directors of the corporation, but if at any meeting the President, the Secretary-Treasurer 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.
- 39) The Chair of a meeting may with the consent of the meeting adjourn any meeting of the Board from time to time to a fixed time and place and subject to the Act no notice of the fixed time and place for the holding of the meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of the present thereat. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before 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.
- 40) Decisions of the Directors shall 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 not have a second and casting vote and the resolution shall be lost.
- 41) Resolution in lieu of meeting
- a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.
 - b) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, satisfies all the requirements of the Act relating to the meetings of Directors.
 - c) Resolutions in writing contemplated by this paragraph 40 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

Part 13 Officers

- 42) The Board may, from time to time, designate specific officers for the Corporation and until further determined, the officers shall consist of the President and Secretary-Treasurer.
- 43) The Directors may, from time to time, appoint individuals to fill the said offices as specified in Section 41 above or any other office as established by the Board, specify the term of office and duties and delegate to them, subject to the Act, the powers to manage the business and affairs of the Corporation. Further, the Board may, from time to time, subject to the provisions of the Act, vary, add to or limit the powers and duties of the officers, or remove from office any officer of the Corporation.

44) For greater certainty, the duties of the officers of the Corporation shall be as follows:

- a) President
 - i) to preside as chair at all meetings of the members and Directors;
 - ii) to report in writing on behalf of the Board at each annual general meeting of the Corporation;
 - iii) to represent the Corporation at public or official functions; and
 - iv) to perform such other duties as may be assigned from time to time by motion or resolution of the Board.
- b) Secretary-Treasurer
 - i) to act as secretary for the Corporation;
 - ii) to ensure the attendance to the recording and preparation of all minutes, resolutions and proceedings undertaken at meetings of the Directors or any committee thereof, and of the members;
 - iii) to ensure the attendance to the correspondence on behalf of the Corporation and to prepare all annual reports and resolutions required under the Act;
 - iv) to ensure the proper storage and keeping of all minute books and accounting records of the Corporation, as well as any documents and registers of the Corporation;
 - v) to be ensure the proper keeping and use of the seal of the Corporation; and
 - vi) Ensure the keeping of proper accounting records in compliance with the Act;
 - vii) Ensure the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
 - viii) Ensure the rendering to the Board whenever required an account of all their transactions as Secretary-Treasurer and of the financial position of the Corporation; and
 - ix) Have such other powers and duties as the Board may specify.
 - x) The Secretary-Treasurer and the Executive Director may be required to be bonded for the faithful performance of their duties as the Board in its uncontrolled discretion may require. No Director, however, shall be liable for the failure to require any bond, nor for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

Part 14 Voting Securities, Interests, and Holdings in other Bodies, Corporate or Otherwise

45) All securities, interests, or holdings carrying voting rights held from time to time by the corporation may be voted at all meetings of members, shareholders, bondholders, debenture-holders, stakeholders, representative bodies, etc., as the case may be, of such other body, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any officers of the corporation (or where the corporation only has one officer, that officer) may also from time to time execute and deliver for and on behalf of the corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without necessity of a resolution or other action by the Board.

Part 15 Notices

- 46) 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 shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their latest mailing address as shown in the records of the corporation or if delivered to their latest email address as shown in the records of the corporation or if sent to them by other communications means agreed to and commonly used for communication within the corporation and its members. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so dispatched shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any member, Director, officer, auditor, or member of a committee of the Board in accordance with any information which the Secretary-Treasurer believes to be reliable.
- 47) 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 the 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.
- 48) Where notices or other documents required to be given by the corporation to its members have been mailed to a member at their latest address as shown in the records of the corporation and where on three (3) consecutive occasions, notices or other documents have been returned by the post office to the corporation, the corporation is not required to mail to the member any further notices or other documents until such time as the corporation receives written notice from the member requesting that notices and other documents be sent to the shareholder at a specified address.
- 49) All notices or other documents shall, with respect to memberships registered in more than one name (such as a partnership), be given to whichever of such persons is named first in the records of the corporation and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of a membership.
- 50) The signature of any Director or officer of the corporation to any notice may be written, stamped, typed, printed, or otherwise affixed to notice. Partial signatures (except where such partial signature violates duly designated corporate authentication procedures) will be deemed to be in full.
- 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 meeting that it only

convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

Part 16 Committees

- 52) Standing Committees: The board may establish standing committees of the board to conduct such business and perform such duties as may from time to time be determined by the board in the terms of reference of the committee. At a minimum there shall be a Governance Committee and a Finance Committee. The board may establish other committees as it deems appropriate.
- 53) Limited Number: The number of standing committee shall be kept to a minimum.
- 54) Governance Committee: The board shall annually appoint a governance committee. The Governance committee shall be composed of a minimum; President and two non-officer Directors. The Executive Director shall be an ex officio member of the Governance committee. The board may establish the terms of reference for the Governance committee, which shall include oversight of human resources, and Executive Director relations.
- 55) Finance Committee: The board shall annually appoint a Finance committee. The Finance committee shall be composed of a minimum; the Secretary-Treasurer, two non-officer Directors. The Executive Director shall be an ex officio member of the Finance committee. The board may establish the terms of reference for the Finance committee, which shall include oversight of finances.
- 56) Ad Hoc Committees: The board may establish ad hoc committees and their terms of reference, as required. The terms of reference shall include formation and dissolution terms for the committees formed.
- 57) Terms of Reference for all Standing and/or Ad Hoc committees shall consist of the following content:
- a) Name and Type of Committee (Standing/Ad Hoc/Special)
 - b) Purpose of the Committee
 - c) Composition
 - d) Appointment of Chair
 - e) Decision making process
 - f) Authority Delegated
 - g) Timeframe/Reporting/Deadlines/Dissolution
 - h) Meetings
 - i) Staff Support
 - j) Communications with the Board
 - k) Communications with the Executive Director
 - l) Specific Areas of Responsibility
 - m) Other

- 58) The committee chair will be appointed by the board. If the board does not appoint a chair, the committee may appoint a chair from among its members.
- 59) Other members of an ad hoc committee may be appointed by the committee chair in consultation with the board, and may, but need not be, members of Corporation.
- 60) Removal of Committee Members. A member of any committee may be recommended for removal before expiration of that person's term. A two-thirds (2/3) majority of the Committee must approve a resolution for recommended removal. The Board by simple majority may remove any member of any committee at any time.

Part 17 Auditor

- 61) Appointment of Auditor: The Members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

Part 18 Fiscal Year

- 62) The fiscal year of the corporation shall terminate on last day of June in each year.

Part 19 Registered Office

- 63) The Corporation may from time to time:
- a) by resolution of the Board of Directors change the address of the registered office of the Corporation within the municipality specified in the articles.
 - 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.

Part 20 Seal

- 64) The seal of the corporation shall be such as the Board may from time to time adopt

Part 21 Manner of Execution of Contracts

- 65) Contracts, documents or instruments in writing may be signed by any two officers or Directors, and all contracts, documents, or instruments in writing so signed shall be binding upon the corporation. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Part 22 Amendments to Bylaws

- 66) The directors, by resolution, may make, amend or repeal any bylaws that regulate the activities and affairs of the corporation.
- 67) The directors shall submit a bylaw, or an amendment or a repeal of a bylaw, made pursuant to section 65 to the members at the next meeting of members, and the members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal.
- 68) A bylaw, or an amendment or a repeal of a bylaw, is effective from the day of the resolution of the directors pursuant to section 65 until it is confirmed, confirmed as amended or rejected by the members pursuant to subsection (66) or until it ceases to be effective pursuant to section (68) and, where the bylaw is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.
- 69) If a bylaw, an amendment or a repeal is rejected by the members, or if the directors do not submit a bylaw, an amendment or a repeal to the members as required pursuant to section 66, the bylaw, amendment or repeal ceases to be effective and no subsequent resolution of the directors to make, amend or repeal a bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.
- 70) A member entitled to vote at a meeting of members may, in accordance with section 127 of the Act, make a proposal to make, amend or repeal a bylaw.

Part 23 Indemnification of Directors and Officers and Insurance

- 71) Indemnification: Subject to the limitations contained in the Act and other limitations in law, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, administrative action or proceeding in which they are made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:
- a) they acted honestly and in good faith with a view to the best interests of the Association; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their/her conduct was lawful.
 - c) The Association shall also indemnify such person in such other circumstances as the Act permits or requires.
- 72) The Corporation shall purchase and maintain insurance for the benefit of an individual mentioned in Part 23 against any liability incurred by the individual in the individual's capacity:
- a) as a director or officer of the corporation; or

- b) as a director or officer of another entity, or in a similar capacity, if the individual acts or acted in that capacity at the corporation's request.

ENACTED by the Board the 7th day of August, A.D. 2018
Jennifer Kitehce
President

CONFIRMED the 22nd day of September, 2018, A.D.
by the Members in accordance with the Act.