

Bylaw Side-by-Side Comparison

Existing Wording	Wording to be Ratified	Explanation for the Change
<p>Constitution and Bylaws of the YMCA Regina (the "Bylaws")</p> <p>ARTICLE I – GENERAL</p> <p>1. Interpretation In this Bylaw, and in all other Bylaws of the YMCA hereafter passed, unless the context requires otherwise, "hereof" and "herein" will refer to these Bylaws;</p>	<p>YMCA of Regina Inc. Bylaws</p> <p>ARTICLE I – GENERAL</p> <p>1. Interpretation In these Bylaw, the following terms shall have the following meanings, unless otherwise specifically defined:</p> <p>(a) “Act” means <i>The Non-profit Corporations Act, 1995</i> (Saskatchewan) together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time and, in the case of any such amendment or substitution, any reference in these Bylaws shall be read as referring to the amended or substituted portions therefor without limiting the generality of the foregoing includes <i>The Non-profit Corporations Act, 2022</i> and the regulations made pursuant thereto, upon such laws coming into force;</p> <p>(b) “AGM” means the Annual General Meeting of the Association Members (the “AGM”)</p> <p>(c) “Association Members” means voting members of the YMCA as defined in s. 6 herein;</p> <p>(d) “Board” means the board of directors of the YMCA;</p> <p>(e) “Board Meetings” means meetings of the Board;</p> <p>(f) “Bylaws” means any bylaw of the YMCA from time to time in force or effect;</p>	<p>Wording updated.</p> <p>Interpretation section expanded for ease of reference and to improve overall clarity of these bylaws.</p>

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<p>(a) "special resolution" will refer to a resolution passed by 75% of either the Board or Membership, present or by proxy;</p>	<p>(g) "CEO" means the chief executive officer of the YMCA;</p> <p>(h) "Director" means a person occupying the position of director on the Board;</p> <p>(i) "HFA Program" means any health, wellness, fitness, or aquatics programs offered by the YMCA from time to time.</p> <p>(j) "Officer" means a person appointed pursuant to s. 39 herein.</p> <p>(k) "Purpose and Objectives" means the purpose and objectives of the YMCA as set out in s. 5 herein;</p> <p>(l) "Special Meeting" means a special meeting of the Association Members wherein business to be transacted includes special business as deemed by the Act;</p> <p>(m) "Special Resolution of the Board" means a resolution passed by three-fourths of the Board.</p> <p>(n) "Special Resolution of the Association Members" means a resolution prescribed by s.17 herein.</p> <p>(o) "YMCA" means the YMCA of Regina Inc.;</p> <p>(p) "Youth Member" means any individual aged seventeen years or younger who has been enrolled in a Youth Program continuously for the preceding three months;</p> <p>(q) "Youth Program" means any program intended for or available to individuals seventeen years of age or younger. These programs include childcare-related programs and might include HFA Programs if so designated by the Board;</p> <p>(r) Words importing the singular number only will include the plural and vice versa;</p> <p>(s) Words in one gender will include all genders;</p>	<p>Updated to reflect a difference between a special resolution of the board and of the association members.</p>
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<p>references to persons will include firms and corporations.</p>	<p>(t) “person” includes individuals, bodies, corporate, associations, partnerships, trustees, executors, administrators, or legal represenatives; and</p> <p>(u) The headings used in the Bylaws are inserted for reference purposes only and are not to be considered in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.</p>	<p>Updated to reflect wording in the Act.</p>
<p>2. Name</p> <p>The name of this organization will be, The YMCA of Regina (the YMCA).</p>	<p>2. Name</p> <p>The name of this organization will be the YMCA of Regina Inc.</p>	<p>Wording updated.</p>
<p>3. Head Office</p> <p>The Head Office is located at 2400 13th Avenue, Regina, Saskatchewan.</p>	<p>3. Head Office</p> <p>The Head Office will be situated at a location in Saskatchewan to be determined by the Board from time to time.</p>	<p>Updated to add flexibility considering the closure of the downtown location.</p>
<p>4. Corporate Seal</p> <p>(a) The Board may adopt, and may from time-to-time change, a form of seal as the corporate seal of the YMCA.</p> <p>(b) A document executed on behalf of the YMCA by a Director, Officer, or agent of the YMCA is not invalid only because the corporate seal is not affixed to the document.</p>	<p>4. Corporate Seal</p> <p>(a) The Board may adopt, and may from time-to-time change, a form of seal as the corporate seal of the YMCA.</p> <p>(b) A document executed on behalf of the YMCA by a Director, Officer, or agent of the YMCA is not invalid only because the corporate seal is not affixed to the document.</p>	<p>No change.</p> <p>No change.</p>

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<p>5. Purpose and Objectives The purpose and objectives of the YMCA will be the betterment of the community and improvement of people through intellectual, emotional, spiritual, social, and physical development (herein referred to as the "Purpose and Objectives" of the YMCA).</p> <p>ARTICLE II – MEMBERSHIP</p> <p>6. Categories of Membership A "Member" is any individual who:</p> <ul style="list-style-type: none"> (a) is 18 years of age or older; and (b) has paid the membership fees as set by the YMCA; or (c) is an Honourary member as designated by the Board of Directors. <p>Youth Membership:</p> <ul style="list-style-type: none"> (a) Any individual under 18 years of age may obtain a youth membership in the YMCA for a particular period of time upon the timely payment of such fees that are set by the YMCA as applicable to that period of time. (b) A holder of a youth membership will only have the rights and privileges as set by the Board. 	<p>5. Purpose and Objectives The purpose and objectives of the YMCA will be the betterment of the community and the improvement of people through intellectual, emotional, spiritual, social, and physical development.</p> <p>ARTICLE II – MEMBERSHIP</p> <p>6. Membership Association Members will be individuals who are eighteen years of age or older, who actively support the mission and values of the YMCA, who are currently in good standing with the YMCA, and are one or more of the following:</p> <ul style="list-style-type: none"> (a) program members – individuals on whose behalf membership or program fees have been paid to the YMCA for continuous enrollment in any HFA Programs for the preceding three-month period; (b) youth representatives – individuals who are designated as the primary or alternate parent/guardian of a Youth Member. For Association Member purposes, each Youth Member may have a maximum of one primary and one alternate parent/guardian so designated; 	<p>Wording updated.</p> <p>Wording updated and “good standing” requirement added (previously found in section 13(b)).</p> <p>Reflects s. 5(b) of the previous bylaws.</p> <p>Grants membership to parents/guardians of Youth Members.</p>
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<p>Any references within these Bylaws to "Members" or the "Membership" of the YMCA will be a reference to persons who are Members of the YMCA in accordance with s. 5(a) hereof.</p>	<p>(c) philanthropic members - individuals who have donated a cumulative total of \$1,200 in the immediately preceding twelve months;</p> <p>(d) volunteer members – individuals who have contributed a minimum of fifty volunteer hours in the twelve-months preceding an AGM;</p> <p>(e) lifetime members - individuals who, at the sole discretion of the Board, are granted life membership in the YMCA out of recognition of their significant contributions to the YMCA, its predecessor associations, or such other contributions as may be considered by the Board; or</p> <p>(f) special members - individuals who do not meet the criteria set out in s. 6(a) - 6(e) herein, but who, at the sole discretion of the Board:</p> <p style="padding-left: 40px;">(i) nevertheless, are and have been connected to the YMCA in the current calendar year and the immediately preceding calendar year through a combination of program membership, donations, or volunteering; and</p> <p style="padding-left: 40px;">(ii) are deemed to be deserving of association membership.</p>	<p>Grants membership to those who made a substantial financial contribution to the YMCA.</p> <p>Grants membership to those who made a substantial financial contribution to the YMCA. 50 hours represents the average number of hours volunteered annually by volunteers of the YMCA in the various voluntary programs over one year.</p> <p>Reflects s. 5(c) of the previous bylaws.</p> <p>Grants discretionary membership to those who may not meet the criteria outlined in s. 6(a) – (e), but who are otherwise deserving of membership.</p> <p>The terms member and membership have been clarified throughout the bylaw, removing the need for this clause.</p>
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<p>7. Rights and Obligations of the Membership</p> <p>(a) Every Member of the YMCA, has the right to vote at the Annual General Meeting.</p> <p>(b) Every Member of the YMCA is obligated to follow the rules and policies of the YMCA, as set by the Officers of the YMCA from time to time.</p> <p>8. Suspending or Expelling a Member</p> <p>(a) A Member may be expelled or suspended if he or she does not follow the YMCA's rules and policies, as enumerated in s. 6(b) herein.</p> <p>(b) The determination to expel or suspend a Member from the YMCA will be determined by such committee, Officers or Directors as designated by the Board of Directors.</p>	<p>7. Rights and Obligations of the Membership</p> <p>(a) Association Members will be entitled to one vote per member at all meetings of the Association Members and will be eligible to be elected or appointed as a delegate to represent the YMCA in community, national, or international meetings.</p> <p>(b) Association Members are obligated to follow the rules and policies, and Bylaw of the YMCA, as enacted by the management of the YMCA and the Board from time to time.</p> <p>8. Disciplining or Terminating an Association Member</p> <p>1. Association Members may be disciplined or terminated if they do not follow the YMCA's Bylaws, rules and policies, as referenced in s 7(b) herein.</p> <p>2. The determination to discipline or terminate an Association Member's membership with the YMCA will be made by such committee, Officers, or Directors as designated by the Board from time to time.</p>	<p>Amended to include the eligibility of members to be appointed/elected as YMCA delegates to attend community, national, or international meetings.</p> <p>Amended to reference the Board's oversight of the YMCA's policies.</p> <p>Wording changed to reflect the terminology used in the Act.</p> <p>Wording updated for internal consistency.</p>
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<p>If a Member is expelled from the YMCA, any funds prepaid to the YMCA will be refunded to the Member.</p>	<p>3. The process by which either disciplinary action is taken against an Association or where the membership of an Association Member is terminated shall be as follows:</p> <ul style="list-style-type: none">(i) The Association Member will be given notice with reasons at least 15 days before a disciplinary action or termination of membership.(ii) The Association Member will be given an opportunity to be heard orally (including by electronic communication) or in writing at least five days before the disciplinary action or termination of membership is determined by the individual or body with authority to impose or revoke the disciplinary action or termination.(iii) All notices required pursuant to this section may be given by any method reasonably intended to give actual notice, including by electronic communication. <p>4. If an Association Member is terminated, any funds prepaid to the YMCA will be refunded to the Association Member, and they will no longer be in good standing until such time as the Board may determine at its sole discretion.</p>	<p>Reiterates the disciplinary process set out in the Act.</p> <p>Wording updated for internal consistency.</p>
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ARTICLE III - MEETINGS OF THE MEMBERSHIP	ARTICLE III - MEETINGS OF THE MEMBERSHIP	
<p>9. Annual General Meeting</p> <p>(a) An Annual General Meeting ("Annual Meeting") of the Members of the YMCA will be held within 5 months following the end of each fiscal year for the purpose of:</p> <p>(b) appointing Directors to the Board of Directors (herein the "Board" or the "Board of Directors");</p> <p>(c) receiving reports of the Board; and</p> <p>(d) appointing auditors of the YMCA.</p> <p>(e) No other business will be conducted at the Annual Meeting, unless notice thereof is included in the notice of the Annual Meeting.</p> <p>(f) The Fiscal year end is the 31st day of August in each year or as determined by the Board.</p> <p>10. General Meetings</p> <p>(a) General Meetings of the Members of the YMCA will be called annually by the Chairperson of the Board or the President and Chief Executive Officer.</p>	<p>9. Annual General Meeting</p> <p>(a) The AGM will be called by the chairperson of the Board or the CEO and will be held at such location in Regina in person or electronically (as permitted by the Act) or any combination thereof and on such a date and time as determined by the Board.</p> <p>(b) An AGM will be held not later than 15 months after the preceding AGM for the purpose of:</p> <p>(i) electing Directors to the Board;</p> <p>(ii) considering the auditor's report;</p> <p>(iii) considering financial statements; and</p> <p>(iv) appointing auditors of the YMCA.</p> <p>(c) No other business will be conducted at the AGM unless notice thereof is included in the notice of the AGM.</p> <p>10. Special Meetings</p> <p>(a) A Special Meeting may be held at such a location in Regina or electronically (as permitted by the Act) or any combination thereof and on such a date and time as determined by the Board.</p>	<p>Amended to add clarity on who calls the meeting, where the meeting can be held, and when it can be held.</p> <p>Amended to reflect that directors are elected, not appointed.</p> <p>Added to specify the reports presented at the AGM.</p> <p>No change.</p> <p>Wording updated.</p> <p>Fiscal Year is outlined in s 51 herein.</p> <p>Amended for clarity. Annual General Meetings are already dealt with in s. 8. Meetings other than Annual General Meetings are now referred to as "Special Meetings."</p>

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<p>(b) The Chairperson, or Chief Executive Officer, will call a General Meeting of the YMCA upon the written request of not less than 50 Members of the YMCA for any purpose connected with the affairs of the YMCA.</p> <p>(c) The purpose of any General Meeting of the Members must be specified in the notice of the General Meeting and no business transaction will be transacted at such meeting other than that specified in the notice</p>	<p>(b) A Special Meeting may be called:</p> <ul style="list-style-type: none"> (i) by the chairperson of the Board or the CEO; (ii) by ordinary resolution of the Board; or (iii) on the written request of the lesser of five percent of the Association Members and three-hundred Association Members, but in no case less than one-hundred Association Members, specifying the purpose of the Special Meeting. <p>(c) The purpose of any Special Meeting must be specified in the notice of the Special Meeting, and no business will be transacted at such meeting other than that specified in the notice.</p>	<p>Wording and structure updated to reflect the requirements of the Act.</p> <p>Wording updated for internal consistency.</p>
<p>11. Notice</p> <p>(a) Notice of the time and place of the Annual Meeting or a General Meeting will be posted in a conspicuous place in each branch of the YMCA, not less than 30 days prior to the date of the Annual Meeting or General Meeting.</p>	<p>11. Notice</p> <p>(a) Notice of the time and place of the AGM or a Special Meeting will be sent not more than 50 days nor less than 15 days before the meeting:</p> <ul style="list-style-type: none"> (i) to each Association Member entitled to vote at the meeting; (ii) to each Director; and (iii) to the auditor of the YMCA. <p>(b) The YMCA will provide notice by:</p> <ul style="list-style-type: none"> (i) posting the relevant notice and records on its website; and (ii) sending a notice informing Association Members, Directors, and the auditor that the records have been posted and explaining how to access the records. 	<p>Wording change to better reflect the Act.</p>

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<p>(b) No error or omission in giving notice of any Annual Meeting or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the YMCA will invalidate such meeting or make void any proceedings taken thereat.</p> <p>(c) Any Member, at any time, may waive notice of such meeting and may ratify, approve, and confirm in writing any or all proceedings taken or had thereat.</p>	<p>(c) No error or omission in giving notice of any AGM, Special Meeting, or adjourned meeting, will invalidate such a meeting or make void any proceedings taken therein.</p>	<p>Wording updated.</p> <p>Removed to reduce redundancies.</p>
<p>12. Who May Attend an Annual or General Meeting</p> <p>(a) The Board may fix in advance a date, preceding by not more than 10 days the date for the holding of the Annual Meeting or a General Meeting, as a record date for the determination of the Members entitled to attend and vote at such meeting.</p> <p>(b) Any such record date will be referred to in the notice calling such meeting of the Members.</p>	<p>12. Voting Eligibility at an Annual General Meeting or Special Meeting</p> <p>(a) The Board may fix a record date, not more than 14 days before the date of an AGM or Special Meeting, to determine the Association Members entitled to attend and vote at said meeting.</p> <p>(b) Any such record date will be referred to in the notice calling the AGM or Special Meeting.</p>	<p>Wording clarified and record date extended to 14 days.</p> <p>Wording updated.</p>
<p>13. Quorum</p> <p>A quorum for the transaction of business at any Annual Meeting or General Meeting will be such number of Members, as the Board may determine, that provides a reasonable representation of membership of the YMCA, who will be present in person.</p>	<p>13. Quorum</p> <p>A quorum for the transaction of business at any AGM or Special Meeting will be such number of Association Members as the Board may determine that provides, in the Board's absolute discretion, a reasonable representation of the Association Members who will be present in person or by proxy, where rules to that effect have been made pursuant to s. 15 herein.</p>	<p>Revised to permit proxy voting.</p>

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<p>14. Voting</p> <p>(a) At any Annual or General Meeting of the Members, every question, including the election and/or removal of a Director, will be decided by a majority of the votes of the Members present in person or represented by proxy where rules to that effect have been made pursuant to s. 14 hereof.</p> <p>(b) Every Member, in good standing, will have one vote.</p> <p>(c) Every Member has the right to demand a poll.</p> <p>(d) Every question will be decided in the first instance by a show of hands, unless a poll is demanded by a Member.</p> <p>(e) Unless a poll is demanded, a declaration by the Chairperson of the Board that a resolution has been carried or not carried, and an entry to that effect in the minutes of the YMCA, will be admissible in evidence as proof of the fact.</p>	<p>14. Voting</p> <p>(a) Unless otherwise provided for in the Act or these Bylaws, at any AGM or Special Meeting, every resolution will be decided by a majority of the votes of the Association Members present in person or by proxy, where rules to that effect have been made pursuant to s. 15 herein.</p> <p>(b) Every Association Member will have one vote.</p> <p>(c) Every Association Member has the right to demand a poll.</p> <p>(d) Every resolution will be decided by a show of hands (including any electronic means deemed by the chairperson of the meeting to be a show of hands), unless an Association Member demands a poll.</p> <p>(e) Unless a poll is demanded, a declaration by the chairperson of the Board that a resolution has been carried or not carried, and an entry to that effect in the minutes of the YMCA will be admissible in evidence as proof of the fact.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>No change.</p>
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<p>(f) The demand for a poll may be withdrawn, but if a poll is demanded or not withdrawn, the question will be decided by a majority of votes of the Members, present in person or represented by proxy where rules to that effect have been made pursuant to s.14 hereof, and such poll will be taken in such a manner as the Chairperson of the Board directs. The results of such poll will be deemed to be the decision of the YMCA in respect to the matter in question.</p> <p>(g) In the case of an equality of votes, whether upon a show of hands or by poll, the Chairperson of the Board is entitled to a second or casting vote.</p> <p>15. Proxies The Board may make, and from time to time amend, rules governing the form, use, revocation, and deposit of proxies for use at any Annual or General Meeting.</p> <p>16. Adjournment (a) Any Annual or General Meeting of the YMCA may be adjourned to any time and from time to time.</p>	<p>(f) The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question will be decided by a majority of votes of the Association Members, present in person or by proxy where rules to that effect have been made pursuant to s.15 herein and said poll will be taken in such a manner as the chairperson of the Board directs. The results of the said poll will be deemed to be the decision of the Association Members concerning the matter in question.</p> <p>(g) The chairperson of the Board will only be entitled to vote at an AGM or Special Meeting in the event of an equality of votes, whether upon a show of hands or by poll, at which point the chairperson of the Board will be entitled to a casting vote.</p> <p>15. Proxies The Board may make, and from time to time amend, rules governing the form, use, revocation, and deposit of proxies for use at any AGM or Special Meeting.</p> <p>16. Adjournment (a) Any AGM or a Special Meeting may be adjourned to any time and from time to time.</p> <p>(b) The resolution proposing an adjournment will be conducted pursuant to s. 14 herein.</p>	<p>Wording updated.</p> <p>Amended to limit the Chairperson of the Board to a casting vote.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Added to clarify how the question of adjournment is to be handled.</p>
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<p>(b) Such business as was before the adjourned meeting may be transacted at a subsequent meeting.</p> <p>(c) No notice will be required of any such adjournment.</p> <p>(d) Such adjournment may be made notwithstanding that no quorum is present.</p>	<p>(c) Such business as was before the adjourned meeting may be transacted at a subsequent meeting.</p> <p>(d) No notice will be required of any subsequent meeting arising from an adjourned meeting where the new meeting date is set at the adjourned meeting.</p> <p>(e) A meeting may be adjourned notwithstanding that quorum is not present at that meeting.</p>	<p>No change.</p> <p>Wording updated.</p> <p>Wording updated.</p>
<p>17. Special Resolutions A Special Resolution of the YMCA is defined and conducted as follows:</p> <p>(a) A resolution passed at an Annual or General Meeting where:</p> <p>(i) At least 21 days notice has been duly given, which specifies the intention of the meeting to propose the resolution, and</p> <p>(ii) By a vote of not less than ¾ of the voting Members, in person or by proxy where rules to that effect have been made pursuant to s. 14; or</p> <p>(b) A resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days notice has been given, if ¾ of all eligible voters at the meeting so agree.</p>	<p>17. Special Resolutions of the Association Members A Special Resolution of the Association Members will be conducted as follows:</p> <p>(a) A Special Resolution of the Association Members is passed at an AGM or Special Meeting where:</p> <p>(i) At least twenty-one days' notice has been duly given, which specifies the intention to propose the Special Resolution of the Association Members; and</p> <p>(ii) By a vote of not less than two-thirds of the Association Members present, in person or by proxy, where rules to that effect have been made pursuant to s. 15 herein; or</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p>

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ARTICLE IV- BOARD OF DIRECTORS	ARTICLE IV- BOARD OF DIRECTORS	
<p>18. Number and Qualifications of Board of Directors</p> <p>(a) There will exist the Board of Directors which will consist of a number of Directors as the Board may set from time to time by its own resolution.</p> <p>(b) The number of Directors on the Board will not, in any event, be less than 8;</p> <p>(c) To become a Director, an individual must be at least 18 years of age; and</p> <p>(d) A majority of Directors must be voting Members of this YMCA.</p> <p>19. Appointment of Directors</p> <p>The Directors of the YMCA will be appointed in accordance with the following process:</p>	<p>18. Number and Qualifications of Directors</p> <p>(a) The Board will consist of a number of Directors as the Board may, subject to s. 18(b) herein, set from time to time.</p> <p>(b) The number of Directors on the Board will not be fewer than eight nor more than fifteen.</p> <p>(c) A Director must not be disqualified pursuant to the Act.</p> <p>(d) The majority of Directors must be Association Members.</p> <p>19. Election of Directors</p> <p>(a) The Board may present current Directors to the Association Members for re-election at the AGM.</p> <p>(b) Subject to s. 19(a) and s. 19(c) herein, Directors will be elected pursuant to the following process:</p>	<p>Wording updated.</p> <p>Revised to reflect the minimum and maximum number of directors identified in the YMCA's Articles of Continuance</p> <p>Revised to reference the minimum qualifications of directors pursuant to the Act (which include, among other things, being over the age of 18.</p> <p>Wording updated.</p> <p>Election of Directors (section 18) process revised to improve overall clarity and transparency.</p> <p>Added for clarity.</p> <p>Added to reference re-election of current directors.</p>

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<p>(a) An invitation for expressions of interest by the Members, to become or nominate a Director, will be implemented by the Nominating and Board Governance Committee. Such invitation process will be open and transparent.</p> <p>(b) Members of the Board may then nominate candidates who meet the criteria of a Director, as determined by the Board from time to time, to the Nominating & Board Governance Committee.</p> <p>(c) The Nominating & Board Committee will review the nominated candidates and prepare a short-list of candidates from the nominees.</p> <p>(d) The short-list of candidates will be interviewed by the Nominating & Board Governance Committee.</p>	<p>(i) The governance committee of the Board will form a nomination committee to administer the election process.</p> <p>(ii) The Board will determine the criteria with which candidates for the position of Director will be evaluated during the election process.</p> <p>(iii) The nomination committee will issue a call for expressions of interest to become or nominate, candidates. Said process will be open and transparent.</p> <p>(iv) The nomination committee will review applicants against the criteria referenced in s. 19(b)(iii) herein to determine the candidates to be interviewed by said committee.</p> <p>(v) Following interviews, the nomination committee will present a summary of the candidates and a recommendation to the Board.</p>	<p>Wording updated.</p> <p>Added to increase transparency and clarity.</p> <p>Added to increase transparency and clarity.</p> <p>Removed to remove the ability of board members to nominate new board members.</p> <p>Added to increase transparency and clarity.</p> <p>Clarified old s. 18(d).</p>
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<p>(e) Once a short-listed candidate accepts the potential position of Director, the Nominating & Board Governance Committee will recommend that the selected candidate be approved by the Board at a Board meeting.</p> <p>(f) The selected candidate, or candidates, will be presented to the Membership of the YMCA for approval at the Annual Meeting of the YMCA. Once approval by the Membership is obtained, the candidate will be appointed as a Director of the YMCA.</p> <p>A potential Director may be nominated at an Annual General Meeting if:</p> <p>(a) at least 15 Members of the YMCA so nominate the potential Director; and</p> <p>(b) those 15 Members provide notice of their intention to nominate the potential Director to the President and Chief Executive Officer 21 days prior to the Annual Meeting.</p> <p>A potential Director so nominated under s. 18(g) hereof, must be approved by the Membership of the YMCA in accordance with s. 13(a) hereof.</p>	<p>(vi) From the summary of candidates and recommendation, the Board will determine which, if any, of the candidates will be presented to the Association Members for election at the next AGM.</p> <p>(vii) If a slate of candidates is presented and the Association Members decline to elect the slate of candidates in its entirety, each candidate will be presented individually to the Association Members for election at that AGM pursuant to s. 14(a) herein.</p> <p>(viii) Candidates elected by the Association Members at an AGM will serve as Directors for the duration of their term.</p> <p>(c) Notwithstanding s. 19(b) herein, a candidate may be presented to the Association Members for election at an AGM or Special Meeting if:</p> <p>(i) at least 15 Association Members nominate the candidate; and</p> <p>(ii) those 15 Association Members provide notice of their intention to nominate the candidate to the CEO not less than twenty-one days before the AGM or Special Meeting.</p> <p>(iii) A candidate nominated pursuant to s. 19(c) herein must be approved by the Association Members pursuant to s. 14(a) herein.</p>	<p>Clarified old s. 18(e).</p> <p>Added to increase transparency and clarity.</p> <p>Wording updated.</p> <p>Wording updated.</p>
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<p>20. Tenure of a Director</p> <p>(a) No less than two persons elected to the Board will hold office for a term of three years from the date of the Annual Meeting at which he or she is appointed to the t h i r d Annual Meeting or until his or her successor is duly appointed.</p> <p>(b) No less than two persons elected to the Board will hold office for a term of two years from the date of the Annual Meeting at which he or she is appointed to the s e c o n d Annual Meeting or until his or her successor is duly appointed.</p> <p>(c) The balance of persons elected to the Board will hold office from the date of the Annual Meeting at which he or she is appointed to the first Annual Meeting or until his or her successor is duly appointed, unless otherwise determined by the Board (the "Initial Term").</p> <p>21. Removal of a Director</p> <p>(a) A Director will be removed from his or her office if such Director is deemed. by a special resolution of 3/4 of the Board to have breached the Code of Conduct or Code of Ethics as established by the Board from time to time, to no longer be fit for office or if such Director resigns, in writing, from the Board.</p>	<p>20. Tenure of a Director</p> <p>At any given time:</p> <p>(a) At least two Directors will be elected to hold office until no later than the third AGM after their election date.</p> <p>(b) At least two Directors will be elected to hold office until no later than the second AGM after their election date.</p> <p>(c) The remaining Directors will be elected to hold office for terms that expire on or before the third AGM after their election date. The length of said term(s) will be determined at the discretion of the Board.</p> <p>21. Removal or Resignation of a Director</p> <p>(a) A Director ceases to hold office if they:</p> <p>(i) die or resign;</p> <p>(ii) are disqualified pursuant to the Act; or</p> <p>(iii) are removed pursuant to s. 21(b) herein.</p>	<p>Wording clarified.</p> <p>Wording clarified.</p> <p>Wording clarified.</p> <p>Wording changed to reflect the requirements of the Act.</p>
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<p>(b) Any Director may be removed at an Annual Meeting, or at any other regularly constituted meeting of the Members, by a majority vote of the Members who are present in person or represented by proxy.</p>	<p>(b) A Director may be removed by ordinary resolution at a Special Meeting or at an AGM where notice of such resolution has been given pursuant to s. 11 herein.</p> <p>(c) The Board may call a Special Meeting to remove a Director if said Director is deemed by the Board:</p> <p>(i) to have breached their duties as set out in s.23 herein; or</p> <p>(ii) to no longer be fit for office.</p> <p>(d) A Director may resign from their office if they provide reasonable prior notice to the Board.</p>	<p>Wording updated to improve clarity and consistency with the Act.</p>
<p>22. Vacancies</p> <p>(a) A vacancy on the Board, however caused, may be filled by a person chosen by a majority of the Directors then in office, until the next Annual Meeting.</p> <p>(b) Any vacancy on the Board may be filled at the next Annual Meeting.</p> <p>(c) If a vacancy occurs through the removal of a Director as enumerated in s.20(b), then such vacancy may be filled at the same Annual Meeting, failing which the vacancy may be filled by the Directors.</p>	<p>22. Vacancies</p> <p>(a) Where a vacancy is created by the removal or resignation of a Director before the expiry of their term, or pursuant to s. 22(c) herein, the Board may appoint, by a majority vote of the Directors then in office, an interim Director to serve until the next AGM.</p> <p>(b) Following the expiry of the term of an interim Director appointed pursuant to s. 22(a) herein, the vacancy may be filled but only pursuant to s. 19 herein.</p> <p>(c) If the number of Directors on the Board is increased pursuant to s. 18(a) herein between AGMs, then a vacancy or vacancies equal to the number so increased will be deemed to have occurred.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Combined in s. 21(a)</p>

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<p>(d) If the number of Directors on the Board is increased in between Annual Meetings, then a vacancy or vacancies equal to the number so increased will be deemed to have occurred. Such deemed vacancies may be filled by special resolution of 3/4 of the Board until the next Annual Meeting.</p>		<p>Wording updated. s. 21(c) replaces old s. 21(d)</p>
<p>23. Duties of Directors</p>	<p>23. Duties of Directors</p>	
<p>(a) Every Director will act honestly and in good faith with a view to fulfilling the Purpose and Objectives of the YMCA, and will exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>(a) Every Director will act honestly and in good faith with a view to fulfilling the Purpose and Objectives and will exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Wording updated.</p>
<p>(b) Every Director has a responsibility to ensure that the YMCA pursues its' Purpose and Objectives.</p>	<p>(b) Every Director is responsible for ensuring that the YMCA pursues its Purpose and Objectives.</p>	<p>No change.</p>
<p>(c) The Board may create, or have created for them, a manual or Code of Conduct and Ethics to define the high ethical standards expected of every Director.</p>		<p>Moved to s. 23.</p>
<p>24. Duties of the Board</p>	<p>24. Duties of the Board</p>	
<p>(a) The Board of the YMCA will act honestly and in good faith with a view to fulfilling the Purpose and Objectives of the YMCA.</p>	<p>(a) The Board of the YMCA will act honestly and in good faith with a view to fulfilling the Purpose and Objectives.</p>	<p>Wording updated.</p>
<p>(b) The Board, in discharging its overall responsibility of stewardship, will:</p>	<p>(b) The Board, in discharging its overall responsibility of stewardship, will:</p>	<p>No change.</p>

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<p>(i) set the YMCA's direction, preserve and advance the Purpose and Objectives of the YMCA, and establish policies to guide the operation of the YMCA;</p> <p>(ii) recruit and appraise the performance of the Chief Executive Officer;</p> <p>(iii) be responsible for funding planning and policy decisions, and for ensuring that the YMCA is adequately financed; and</p> <p>(iv) be responsible for monitoring and taking action in respect of the implementation of planning and policy decisions made by the Board to ensure the achievement of Purpose and Objectives.</p> <p>(v) have the power to sanction.</p>	<p>(i) set the YMCA's direction, preserve, and advance the Purpose and Objectives, and establish policies to guide the operation of the YMCA;</p> <p>(ii) recruit a CEO and periodically evaluate the performance of the CEO;</p> <p>(iii) be responsible for financial planning and policy decisions, and for ensuring that the YMCA is adequately financed; and</p> <p>(iv) be responsible for monitoring and acting concerning the implementation of planning and policy decisions made by the Board to ensure the achievement of the Purpose and Objectives.</p> <p>(c) The Board will create or adopt a code of conduct and ethics to detail the high ethical standards expected of every Director.</p>	<p>No change.</p> <p>Wording updated.</p> <p>No change.</p> <p>No change.</p> <p>Moved to and expanded upon in s. 24 because s. 23(v) is a power, not a duty.</p> <p>Moved from old s. 22(c).</p>
<p>25. Powers of the Board</p> <p>(a) The Board will have the power of supervision and control of the business and affairs of the YMCA, and of all property and assets of the YMCA.</p>	<p>25. Powers of the Board</p> <p>(a) The Board will have the power to supervise and control the business and affairs of the YMCA and all property and assets of the YMCA.</p>	<p>No change</p>

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<p>(b) The Board may make for and on behalf of the YMCA, and in its name, any kind of contract which the YMCA may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the YMCA is, by its Act of Incorporation or these Bylaws, otherwise authorized to exercise and do.</p>	<p>(b) The Board may make for and on behalf of the YMCA, and in its name, any kind of contract which the YMCA may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the YMCA is otherwise authorized to exercise and do by its Articles of Continuance or the Bylaws.</p>	<p>Wording updated.</p>
<p>(c) Without restricting the generality of the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, alienate, sell, exchange, or otherwise acquire or dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and any other property, real or personal, or any right or interest therein for such consideration and upon such terms and conditions as the Directors may deem advisable, subject to the Act of Incorporation and except as otherwise provided herein.</p>	<p>(c) Without restricting the generality of the foregoing, the Board is expressly empowered, from time to time, to purchase, lease, alienate, sell, exchange, or otherwise acquire or dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and any other property, real or personal, or any right or interest therein for such consideration and upon such terms and conditions as the Board may deem advisable, subject to the Articles of Continuance and except as otherwise provided for by its Bylaws.</p>	<p>Wording updated.</p>
<p>(d) The Board may, from time to time, appoint such committees and task forces and chairpersons of such committees and task forces as it sees fit and may state the policy and duties to be performed by any such committees or task force. The Board has the power to reorganize and discontinue any committee or task force it so appoints.</p>	<p>(d) The Board may, from time to time, create such committees and task forces and appoint chairpersons of such committees and task forces as it sees fit and may state the policy and duties to be performed by any such committees or task force. The Board has the power to reorganize and discontinue any committee or task force it so creates.</p>	<p>Wording updated.</p>

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<p>26. Remuneration of Directors No Director will receive any remuneration for acting as such, but a Director may receive reimbursement from the YMCA for actual expenses incurred by such Director in attending at any meetings, functions, or other events as a representative or delegate of the YMCA.</p> <p>ARTICLE V- MEETINGS OF DIRECTORS</p> <p>27. Place and Time (a) The Board may hold its meetings at the Head Office of the YMCA or at any other place as the Board may, from time to time, determine.</p> <p>(b) The Chairperson of the Board or the Chief Executive Officer, may call a meeting of the Board if he or she deems such a meeting necessary.</p> <p>(c) The Chairperson of the Board or the Chief Executive Officer, must call a Board meeting upon the written request of two or more Directors.</p>	<p>(e) The Board, in discharging its overall responsibility of stewardship, has the power to sanction: (i) a Director if they have breached the Code of Conduct and Ethics; and (ii) the CEO if they have breached their duties as set out in s. 40 herein.</p> <p>26. Remuneration of Directors No Director will receive any remuneration for acting as such, but a Director may receive reimbursement from the YMCA for actual expenses incurred by such Director in attending any meetings, functions, or other events as a representative or delegate of the YMCA.</p> <p>ARTICLE V- MEETINGS OF THE BOARD</p> <p>27. Place and Time (a) The Board may hold Board Meetings at any place and by any means, whether electronic or otherwise, as the Board may determine from time to time.</p> <p>(b) The chairperson of the Board or the CEO may call a Board Meeting if they deem such a meeting necessary.</p> <p>(c) The chairperson of the Board or the CEO will call a Board Meeting upon the written request of two or more Directors.</p>	<p>Moved from s. 23 and expanded.</p> <p>No change.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p>
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<p>(d) The Board may, by resolution, appoint a day or date in any month or months for regular meetings at a place and an hour to be named. A copy of such resolution will be sent to each Director forthwith after being passed, but no other notice will be required for such regular meetings.</p> <p>28. Notice of Meeting</p> <p>(a) Notice of any such meeting of the Board will be delivered or telephoned to each Director not less than 3 days before the meeting is to take place, or mailed to each Director (or e-mailed if the director has given such address to the Chairman) not less than 5 days before the meeting is to take place.</p> <p>(b) No notice of any such meeting will be necessary if all the Directors are present or if those absent have signified their consent by waiver in writing to the meeting being held in their absence.</p> <p>(c) No error or omission in giving notice for a meeting of the Board will invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may, at any time, waive notice of any such meeting and may ratify and approve of any and all proceedings taken at such meeting.</p>	<p>(d) The Board will, at the first Board Meeting following an AGM, set a day or date in any month or months for regular Board Meetings at a place and an hour to be determined by the Board. A copy of such resolution may be sent to each Director forthwith after being passed, in which case no other notice will be required for such regular Board Meetings.</p> <p>28. Notice of Meeting</p> <p>(a) Notice of any Board Meeting not appointed pursuant to s.27(d) herein, will be physically or electronically delivered or communicated verbally or in writing to each Director at least 3 days before the meeting is to take place.</p> <p>(b) Any Director may, at any time, waive notice of any Board Meeting and may ratify and approve of all proceedings taken at such meeting.</p> <p>(c) No error or omission in giving notice of a Board Meeting will invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.</p>	<p>Wording updated.</p> <p>Wording updated and notice period reduced to 3 days.</p> <p>s.27(b) and s. 27(c) combined and reformulated for clarity.</p> <p>s.27(b) and s. 27(c) combined and reformulated for clarity.</p>
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<p>29. Business The Directors may consider or transact any business at any meeting of the Board.</p> <p>30. Quorum (a) The quorum for the transaction of business at any meeting of the Board will be 2/3 of the of the Board.</p> <p>(b) If no quorum is present at a meeting of the Board, a quorum may be achieved for the purpose of passing any Board resolution through telephone conference or a mailed ballot vote to the Directors not present at the meeting. The combined result, being the mailed ballot vote and the meeting vote, will be as valid as if the necessary quorum was present at the meeting itself.</p> <p>31. Decisions of the Board (a) Questions arising at any meeting of the Directors will be decided by a majority of votes.</p> <p>(b) In the case of an equality of votes, the Chairperson of the Board, in addition to his or her original vote, will have a second or casting vote.</p> <p>(c) All votes at any such meeting will be taken by ballot if so demanded by any Director present. If no such demand is made, the vote will be taken in the usual way by assent or dissent.</p>	<p>29. Business The Directors may consider or transact any business at any Board Meeting.</p> <p>30. Quorum (a) The quorum for the business transaction at any Board Meeting will be a majority of Directors present in person, by telephone, or by other electronic means, allowing the Directors to participate actively.</p> <p>(b) For the purposes of passing any Board resolution, votes made by telephone, other electronic means, or a mailed ballot will carry equal weight as if the Director casting said vote was present in person at the Board Meeting.</p> <p>31. Decisions of the Board (a) Questions arising at any Board Meeting will be decided by a majority of votes.</p> <p>(b) In the case of an equality of votes, the chairperson of the Board, in addition to their original vote, will have a casting vote.</p> <p>(c) All votes at any Board Meeting will be taken by poll if demanded by any Director present. If no such demand is made, the vote will be taken by assent or dissent.</p>	<p>No change.</p> <p>Quorum changed to majority rather than 2/3, and remote meeting attendance included.</p> <p>Wording condensed and updated.</p> <p>No change.</p> <p>Wording updated.</p> <p>No change.</p>
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<p>(d) A declaration by the Chairperson of the Board that a resolution has been carried, and an entry to that effect in the minutes, will be admissible in evidence of that fact.</p> <p>ARTICLE VI -THE CHAIRPERSON AND VICE-CHAIRPERSONS OF THE BOARD</p> <p>32. Election If the tenure of a Chairperson of the Board or any Vice-Chairpersons has expired, the Board, at its first meeting following the Annual Meeting, will elect a Chairperson of the Board and may appoint one or more Vice-Chairpersons.</p> <p>33. Qualifications The Chairperson of the Board and any Vice-Chairperson will be elected by the Board from among its own members.</p> <p>34. Term Unless the Board otherwise determines, the term of office of the Chairperson will be two years. The Chairperson will remain a Director for the whole of his or her term of appointment. The term of any Vice-Chairperson of the YMCA will be determined by the Board.</p>	<p>(d) A declaration by the chairperson of the Board that a resolution has been decided and an entry to that effect in the minutes, will be admissible as evidence of that fact.</p> <p>ARTICLE VI -THE CHAIRPERSON AND VICE-CHAIRPERSONS OF THE BOARD</p> <p>32. Election (a) If the tenure of a chairperson of the Board or any vice-chairpersons has expired, the Board, at its first Board Meeting following the AGM, will elect a chairperson of the Board and will elect one or more vice-chairpersons.</p> <p>(b) If a chairperson of the Board or any vice-chairpersons vacate their position before an AGM, the Board, at its first meeting following the departure or resignation of said chairperson of the Board or any vice-chairpersons, will elect their replacement.</p> <p>33. Qualifications The chairperson of the Board and any vice-chairpersons must be Directors of the Board.</p> <p>34. Term Unless the Board otherwise determines, the term of the chairperson of the Board and any vice-chairperson(s) will be two years. The chairperson and any vice-chairpersons will remain a Director for the whole of their term as chairperson or vice-chairperson.</p>	<p>No change.</p> <p>Wording updated.</p> <p>Added clarity on what happens if a chair/vice-chair resigns and the process that follows.</p> <p>Wording updated.</p> <p>Wording updated.</p>
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<p>35. Duties of the Chairperson</p> <p>(a) The Chairperson of the Board will ensure an effective and efficient relationship between the Board and management of the YMCA. The Chairperson of the Board must work with the President and Chief Executive Officer, manage the Board, and, with the assistance of the President and Chief Executive Officer, ensure effective relations with the stakeholders of the YMCA.</p> <p>(b) The Chairperson of the Board will, when present, preside at all meetings of the YMCA and of the Board.</p> <p>(c) During the absence or inability of the Chairperson, his or her duties and powers may be exercised by any Vice-Chairperson or the President and Chief Executive Officer, or by any other person appointed for that purpose by a majority of the persons entitled to be present at that particular meeting.</p> <p>(d) The Chairperson of the Board may make recommendations to the Board on the composition of committees, and will act as an ex officio member of all committees.</p>	<p>35. Duties of the Chairperson</p> <p>(a) The chairperson of the Board will ensure an effective and efficient relationship between the Board and the management of the YMCA. The chairperson of the Board will work with the CEO, manage the Board, and, with the assistance of the CEO, ensure effective relations with the stakeholders of the YMCA.</p> <p>(b) The chairperson of the Board will preside at each AGM, Special Meeting, and Board Meeting.</p> <p>(c) During the absence of the chairperson or inability of the chairperson to exercise their duties and/or powers, their duties and/or powers will be exercised by any vice-chairperson or, where all vice-chairpersons are absent or unable, by any other Director chosen for that purpose by a majority of the persons entitled to vote at that particular meeting.</p> <p>(d) The chairperson of the Board will act as an ex officio member of all committees.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated and simplified.</p>
<p>ARTICLE VII - COMMITTEES OF THE BOARD</p> <p>36. General</p> <p>Committees may, from time to time, be created by the Board in accordance with s. 24(d) hereof.</p>	<p>ARTICLE VII - COMMITTEES OF THE BOARD</p> <p>36. General</p> <p>Committees may, from time to time, be created by the Board pursuant to s. 25(d) herein.</p>	<p>Wording updated.</p>

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<p>37. Membership of Committees</p> <p>(a) The Board may appoint, from among its own members, those who will be part of each committee, as well as the Chairperson and Vice-Chairs (if any) of each committee. Such appointments will take place at the first meeting of Board following the Annual Meeting of the YMCA.</p> <p>(b) Non-Directors of the YMCA may be appointed to a committee as deemed necessary by the Board.</p> <p>(c) The Board may remove or replace any member of a committee, at any time, by resolution of the Board.</p> <p>38. Purpose of Committees</p> <p>(a) The purpose of each committee is to advance the work of the Board, and is intended to act as a management resource. Committees created by the Board are not intended to become involved in the day to day management of the YMCA.</p> <p>(b) The committees created by the Board, and their attendant purposes, will be listed in the Board policy manual.</p> <p>(c) The quorum for meetings of a committee will be determined, from time to time, by the membership of the particular committee.</p>	<p>37. Membership of Committees</p> <p>(a) The Board may appoint, from among its own members, those who will be part of each committee, as well as the chairperson and vice-chairpersons (if any) of each committee. Such appointments will take place at the first Board Meeting following the AGM.</p> <p>(b) Non-Directors may be appointed to a committee as deemed necessary by the Board.</p> <p>(c) The Board may remove or replace any committee member at any time by a resolution of the Board.</p> <p>38. Purpose of Committees</p> <p>(a) The purpose of each committee is to advance the work of the Board in achieving the Purposes and Objectives.</p> <p>(b) The committees created by the Board and their corresponding purposes will be documented.</p> <p>(c) The quorum for a meeting of a committee will be a majority of the committee members.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>No change.</p> <p>Wording updated to link Board committees with the YMCA's Purpose and Objectives</p> <p>Wording updated.</p> <p>Amended to require consistency in setting quorum.</p>
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<p>ARTICLE VIII- OFFICERS OF THE YMCA</p> <p>39. Election and Appointment of Officers</p> <p>(a) The Board will appoint a Chief Executive Officer.</p> <p>(b) The President and Chief Executive Officer will advise the Board in advance of any appointment the President and Chief Executive Officer makes of other officers, as may be determined from time to time (the "Officers").</p> <p>(c) In the absence of a President and Chief Executive Officer, the Board may appoint such other Officers, from time to time, as the Board may determine.</p> <p>(d) An Officer may hold more than one office at a time.</p> <p>40. Duties of the President and Chief Executive Officer</p> <p>(a) The President will be the Chief Executive Officer of the YMCA.</p> <p>(b) The President and Chief Executive Officer will:</p> <p style="padding-left: 20px;">(i) be charged with the general management and supervision of the affairs, business, and operations of the YMCA;</p> <p style="padding-left: 20px;">(ii) perform such duties as may be prescribed by the Board; and</p> <p style="padding-left: 20px;">(iii) at all times be responsible to and subject to the direction and control of the Board.</p>	<p>ARTICLE VIII - OFFICERS OF THE YMCA</p> <p>39. Appointment of Officers</p> <p>(a) The Board will appoint a CEO.</p> <p>(b) The CEO will appoint Officers from time to time and will promptly advise the Board of any appointment or removal of Officers before such appointment or removal.</p> <p>(c) Notwithstanding s. 39(b) herein, the Board may, in the absence of the CEO or under extraordinary circumstances, appoint Officers by Special Resolution of the Board.</p> <p>(d) An Officer may hold more than one office at a time.</p> <p>40. Duties of the Chief Executive Officer</p> <p>(a) The CEO will:</p> <p style="padding-left: 20px;">(i) be charged with the general management and supervision of the affairs, business, and operations of the YMCA;</p> <p style="padding-left: 20px;">(ii) perform such duties as may be prescribed by the Board; and</p> <p style="padding-left: 20px;">(iii) at all times, be responsible to and subject to the direction and control of the Board.</p>	<p>Wording updated.</p> <p>Amended to limit board involvement in regular management of the YMCA.</p> <p>Updated to take into consideration emergency circumstances without a CEO.</p> <p>No change.</p> <p>Removed to reflect the current structure of the YMCA.</p> <p>Wording updated.</p> <p>No change.</p> <p>No change.</p>
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<p>(c) The Chief Executive Officer will be an ex officio member of the Board and have no voting rights at Board meetings.</p> <p>41. Duties of Other Officers The duties of all Officers of the YMCA, other than the President and Chief Executive Officer, will be as prescribed by the President and Chief Executive Officer, and such other Officers will at all times be responsible to and subject to the direction and control of the President and Chief Executive Officer.</p> <p>42. Remuneration of Officers (a) The Chief Executive Officer of the YMCA will be paid for his or her services to the YMCA such remuneration and in such manner as the Board may, from time to time, determine. (b) The remuneration of all other Officers will be determined, from time to time, by the President and Chief Executive Officer of the YMCA.</p> <p>ARTICLE IX- INDEMNITY OF DIRECTORS AND OFFICERS</p> <p>43. General Indemnity Every member of the Board and every Officer of the YMCA and his or her heirs, executors, administrators, and other legal personal representatives will, from time to time and at all times, be indemnified and saved harmless by the YMCA from and against:</p>	<p>(b) The CEO will be an ex officio of the Board and have no voting rights at Board Meetings.</p> <p>41. Duties of Other Officers The duties of all Officers, other than the CEO will be as prescribed by the CEO, and said Officers will always be responsible to and subject to the direction and control of the CEO.</p> <p>42. Remuneration of Officers (a) The CEO will be paid for their services to the YMCA such remuneration and in such manner as the Board may determine from time to time. (b) The remuneration of all Officers, other than the CEO will be determined from time to time by the CEO.</p> <p>ARTICLE IX- INDEMNITY OF DIRECTORS AND OFFICERS</p> <p>43. General Indemnity Every Director and every Officer and their heirs, executors, administrators, and other legal personal representatives will be indemnified and saved harmless by the YMCA from and against:</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p>
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<p>(a) any liability and all costs, charges, and expenses that he or she sustains or incurs in respect of any action, suit, or other proceeding that is proposed or commenced against him or her, for or in respect of the execution of the duties of his or her office; and</p> <p>(b) all other costs, charges, and expenses that he or she sustains or incurs in respect of the affairs of the YMCA, if he or she acted honestly and in good faith with a view to the best interests of the YMCA and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.</p> <p>44. Restriction on Indemnity No member of the Board or Officer will be indemnified for any costs, charges, or expenses he or she sustains in or about or in relation to the affairs of the YMCA where such costs, charges, or expenses are occasioned by his or her own wilful neglect or default.</p> <p>45. Insurance The YMCA may purchase and maintain such insurance for the benefit of the members of its Board and Officers as the Board may, from time to time, determine, except when the liability relates to the failure of the person to be insured to act honestly and in good faith with a view to the best interests of the YMCA.</p>	<p>(a) any liability and all costs, charges, and expenses that they sustain or incur in respect of any action, suit, or other proceedings that are proposed or commenced against them, for or in respect of the execution of the duties of their office; and</p> <p>(b) all other costs, charges, and expenses that they sustain or incur in respect of the affairs of the YMCA, if they acted honestly and in good faith with a view to the best interests of the YMCA and, 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 conduct was lawful.</p> <p>44. Restriction on Indemnity No Director or Officer will be indemnified for any costs, charges, or expenses they sustain in or about, or concerning the affairs of the YMCA where such costs, charges, or expenses are occasioned by their own willful neglect or default.</p> <p>45. Insurance The YMCA may purchase and maintain such insurance for the benefit of the Directors and Officers as the Board may, from time to time, determine, except when the liability relates to the failure of the person to be insured to act honestly and in good faith with a view to the best interests of the YMCA.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p>
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ARTICLE XI- FINANCIAL MATTERS AND CONTRACTS	ARTICLE X - FINANCIAL MATTERS AND CONTRACTS	
<p>46. Investments</p> <p>(a) The YMCA will have the power to invest its funds, or any portion thereof, in any manner as the Board may determine.</p> <p>(b) The Board will designate those persons who are empowered to make such investments on behalf of the YMCA.</p> <p>47. Borrowing Powers</p> <p>(a) The Board may, from time to time, authorize the YMCA to:</p> <p>(i) borrow money on the credit of the YMCA; or</p> <p>(ii) issue, sell, or pledge debt obligations of the YMCA including bonds and debentures; or</p> <p>(iii) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the YMCA, including book debts, rights, powers, government grants, public donations, franchises, and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the YMCA; and</p>	<p>46. Investments</p> <p>(a) The YMCA will have the power to invest its funds, or any portion thereof, in any manner as the Board may determine.</p> <p>(b) The Board will designate those persons who are empowered to make such investments on behalf of the YMCA.</p> <p>47. Borrowing Powers</p> <p>(a) The Board may, from time to time, authorize the YMCA to:</p> <p>(i) borrow money on the credit of the YMCA;</p> <p>(ii) issue, sell, or pledge debt obligations of the YMCA, including bonds and debentures;</p> <p>(iii) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable, or immovable property of the YMCA, including book debts, rights, powers, government grants, public donations, franchises, and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the YMCA; and</p>	<p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p>

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<p>(iv) grant security as aforesaid in the form of bonds, debentures, or hypothecs;</p> <p>(v) provided that any transaction involving, directly or indirectly, borrowing money or incurring a debt obligation by the YMCA will require the prior approval of the Directors through special resolution of 3/4 of the Directors present, regardless of the number of Directors actually attending the Board meeting at which the transaction is considered.</p> <p>(b) Notwithstanding the above, a debenture can only be issued by the YMCA if it is sanctioned by the members of the YMCA through a Special Resolution under s. 17 hereof.</p> <p>(c) The Board is authorized to delegate by resolution to one or more Directors or Officers of the YMCA specified in such resolution all or any of the powers conferred on them pursuant to s. 52(a) hereof, including, without limiting the generality of the foregoing:</p> <p>(i) the power to make arrangements with reference to the borrowing of money aforesaid and as to the terms and conditions of the loan thereof and security therefore and as to the debt obligations to be given therefore, with power to vary or modify such arrangements, terms, and conditions and debt obligations as the Board may authorize, and</p>	<p>(iv) grant security as previously mentioned in the form of bonds, debentures, or hypothecs; provided that any transaction involving, directly or indirectly, borrowing money or incurring a debt obligation by the YMCA will require the prior approval of the Directors through Special Resolution of the Board, regardless of the number of Directors actually attending the Board Meeting at which the transaction is considered.</p> <p>(b) The Board is authorized to delegate by resolution to one or more Directors or Officers specified in such resolution, all, or any, of the powers conferred on them pursuant to s. 47(a) herein, including, without limiting the generality of the foregoing:</p> <p>(i) the power to make arrangements concerning the borrowing of money previously mentioned and as to the terms and conditions of the loan thereof and security therefore and as to the debt obligations to be given, therefore, with power to vary or modify such arrangements, terms, and conditions and debt obligations as the Board may authorize; and</p>	<p>Combined old s. 46(a)(iv) and old s. 46(a)(v).</p> <p>Removed as it is covered under 47(a)</p> <p>Wording updated.</p> <p>Wording updated.</p>
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<p>(ii) generally to manage, transact, and settle the borrowing of money by the YMCA.</p> <p>(d) The powers hereby conferred will be deemed to be supplementary to and not in substitution for any power to borrow money for the purposes of the YMCA possessed by the Board or any Officers of the YMCA independently hereof.</p> <p>(e) The Board may adopt, and may from time-to-time change, a form of mortgage, debenture, and encumbrance register wherein all mortgages, encumbrances, and debentures granted by the YMCA will be recorded, and such register will be made available for public inspection during the normal business hours of the YMCA's head office. The Board may further adopt, and may from time-to-time change, a schedule of rights and powers available to any mortgagee, encumbrances or debenture holder and will append same to the register.</p> <p>48. Execution of Documents</p> <p>(a) Deeds, transfers, licenses, contracts, and engagements and all documents relating to the purchase, lease, or sale of real property of the YMCA will be signed by any two of the Chairperson of the Board, the Vice Chairperson of the Board, and Chief Executive Officer, and any persons from time to time designated by the Board. The seal of the YMCA will be affixed on such instruments as required.</p>	<p>(ii) to manage, transact, and settle the borrowing of money by the YMCA.</p> <p>(c) The powers hereby conferred will be deemed to be supplementary to and not in substitution for any power to borrow money for the purposes of the YMCA possessed by the Board or any Officers independently herein.</p> <p>48. Execution of Documents</p> <p>(a) Deeds, transfers, licenses, contracts, and engagements, and all documents relating to the purchase, lease, or sale of real property of the YMCA will be signed by any two of the chairperson of the Board, the vice chairperson of the Board, and CEO, and any persons from time to time designated by the Board. The seal of the YMCA may be affixed on such instruments as required.</p>	<p>No change.</p> <p>No change.</p> <p>Removed to eliminate redundancies.</p> <p>No change.</p>
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<p>(b) No purchase, lease, or sale of any real property will be made unless such transaction has been approved by a special resolution of 3/4 of the Board.</p> <p>(c) Contracts in the ordinary course of the YMCA's operation may be entered into on behalf of the YMCA by the Chairperson of the Board, any Vice-Chairperson or Chief Executive Officer, or by any other person authorized by the Board.</p> <p>(d) Any two of the Chairperson of the Board, any Vice-Chairperson and Chief Executive Officer, and any persons as from time to time designated by the Board, may:</p> <p>(i) transfer any and all shares, bonds, or other securities from time to time standing in the name of the YMCA in its own capacity or as trustee or otherwise,</p> <p>(ii) accept in the name and on behalf of the YMCA transfers of shares, bonds, or other securities from time to time transferred to the YMCA, and affix the corporate seal of the YMCA to any such transfers or acceptance of transfers, and</p>	<p>(b) No purchase, lease, or sale of any real property will be made unless a Special Resolution of the Board has approved such transaction.</p> <p>(c) Contracts in the ordinary course of the YMCA's operation may be entered into on behalf of the YMCA by the chairperson of the Board, any vice chairperson or CEO, or by any other person authorized by the Board.</p> <p>(d) Any two of the chairperson of the Board, any vice-chairperson and CEO, and any persons as from time to time designated by the Board, may:</p> <p>(i) transfer all shares, bonds, or other securities from time to time standing in the name of the YMCA in its own capacity or as trustee or otherwise;</p> <p>(ii) accept in the name and on behalf of the YMCA transfers of shares, bonds, or other securities from time to time transferred to the YMCA, and affix the corporate seal of the YMCA to any such transfers or acceptance of transfers; and</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>No change.</p> <p>No change.</p>
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<p>(iii) make, execute, and deliver under the corporate seal of the YMCA any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.</p>	<p>(iii) make, execute, and deliver under the corporate seal of the YMCA all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.</p>	<p>No change.</p>
<p>(e) Any certificate issued under the corporate seal of the YMCA and executed by the Chairperson of the Board, or the President and Chief Executive Officer will be accepted as prima facie proof of the matters so certified.</p>	<p>(e) Any certificate issued under the corporate seal of the YMCA and executed by the chairperson of the Board, or the CEO will be accepted as prima facie proof of the matters so certified.</p>	<p>Wording updated.</p>
<p>(f) Any contract or other document will be deemed to be properly executed if executed under the corporate seal of the YMCA by any two of the Chairperson of the Board, any Vice Chairperson, the President and Chief Executive Officer, and any persons designated in accordance with s. 48(a) or s. 48(c) hereof.</p>	<p>(f) Any contract or other document will be deemed to be properly executed if executed under the corporate seal of the YMCA by any two of the chairperson of the Board, any vice chairperson, the CEO, and any persons designated pursuant to s. 49(a) or s. 49(c) herein.</p>	<p>Wording updated.</p>
<p>(g) Notwithstanding any provisions to the contrary contained herein, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation or class of instruments, contracts, or obligations of the YMCA may or will be executed.</p>	<p>(g) Notwithstanding any provisions to the contrary contained herein, the Board may at any time by resolution direct the way, and the person or persons by whom, any instrument, contract, or obligation, or class of instruments, contracts, or obligations of the YMCA may or will be executed.</p>	<p>Wording updated.</p>

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<p>(h) In relation to the execution of documents, the Board may establish limits on the spending authority of the YMCA's Officers, as to be determined from time to time by a Board resolution.</p> <p>49. Checks</p> <p>(a) All checks, bills of exchange, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the YMCA will be signed by such officer or officers, agent or agents of the YMCA and in such manner as will from time to time be determined by resolution of the Board.</p> <p>(b) Any one of such officers or agents, as per s. 48(a) herein, may alone:</p> <p>(i) Endorse notices and drafts for collection on account of the YMCA through its bankers, and</p> <p>(ii) endorse notes and checks for deposit with the YMCA's bankers for the credit of the YMCA, or the same may be endorsed "for collection" or "for deposit" with the bankers of the YMCA by using a rubber stamp for the purpose.</p>	<p>(h) Concerning the execution of documents, the Board may establish limits on the spending authority of the Officers, as to be determined from time to time by a Board resolution.</p> <p>49. Cheques</p> <p>(a) All cheques, bills of exchange, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the YMCA will be authorized by individuals so appointed by resolution of the Board from time to time.</p> <p>(b) Any one of the individuals referenced in s. 49(a) herein may alone:</p> <p>(i) endorse notices and drafts for collection on account of the YMCA through its bankers; and</p> <p>(ii) endorse notes and cheques for deposit with the YMCA's bankers for the credit of the YMCA.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Wording updated.</p> <p>No change.</p> <p>Wording updated.</p>
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<p>(c) Any one of such officers or agents so appointed under s. 48(a) herein may arrange, settle, balance, and certify all books and accounts between the YMCA and the YMCA's bankers, and may receive all paid checks and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.</p> <p>(d) In relation to any cheque, bill of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the YMCA, the Board may establish limits on the spending authority of the YMCA's Officers, as to be determined from time to time by a Board resolution.</p>	<p>(c) Any one of such individuals so appointed under s. 49(a) herein may arrange, settle, balance, and certify all books and accounts between the YMCA and the YMCA's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.</p> <p>(d) Concerning any cheques, bills of exchange, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the YMCA, the Board may establish limits on the spending authority of the YMCA's Officers as to be determined from time to time by a Board resolution.</p>	<p>Wording updated.</p> <p>Wording updated.</p>
<p>50. Deposit of Securities</p> <p>(a) The securities of the YMCA will be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board.</p> <p>(b) Any and all securities so deposited according to s. 48(a) may be withdrawn, from time to time, only upon the written order of the YMCA, signed by such officer or officers, agent or agents of the YMCA, and in such manner, as will from time to time be determined by resolution of the Board; such authority may be general or confined to specific instances.</p>	<p>50. Deposit of Securities</p> <p>(a) The securities of the YMCA will be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board.</p> <p>(b) Any and all securities so deposited according to s. 49(a) herein may be withdrawn, from time to time, only upon the written order of the YMCA, signed by the individuals referenced in s. 50(a) herein, and in such a manner, as will from time to time be determined by resolution of the Board; such authority may be general or confined to specific instances.</p>	<p>No change.</p> <p>Wording updated.</p>

<p>(c) The institutions which may be so selected as custodians of the Board will be fully protected in acting in accordance with the directions of the Board and will in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.</p>	<p>(c) The institutions which may be so selected as custodians of the Board will be fully protected in acting in accordance with the directions of the Board and will in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.</p>	<p>No change.</p>
<p>51. Fiscal Year The fiscal year of the YMCA will terminate on August 31st in each year or on such other date in each year as may be fixed by the Board.</p>	<p>51. Fiscal Year The fiscal year-ed of the YMCA shall be the 31st day of August each year or such other date as may be determined by the Board.</p>	<p>Wording updated.</p>
<p>ARTICLE XII - BYLAWS OF THE YMCA 52. Making, Altering, and Rescinding</p> <p>These Bylaws may be amended, repealed, or added to at any Annual or General Meeting of the YMCA by Special Resolution as per s.16 hereof.</p>	<p>ARTICLE XI - BYLAWS OF THE YMCA 52. Amending, Repealing, and Adding</p> <p>These Bylaws may be amended, repealed, or added to at any AGM or Special Meeting by resolution of the Association Members.</p>	<p>Wording updated.</p>
<p>ARTICLE XIII- RECORDS OF THE YMCA 53. Books, Records and Minutes of the YMCA (a) The Board will ensure that all necessary books and records of the YMCA required hereby or by any applicable statue or law are regularly and properly kept. (b) The minutes of proceedings of the YMCA and of the Board, as well as other books and records of the YMCA, will be prepared by a person or persons appointed to such position by the President and Chief Executive Officer.</p>	<p>ARTICLE XII- RECORDS OF THE YMCA 53. Books, Records, and Minutes of the YMCA (a) The Board will ensure that all necessary books and records of the YMCA required hereby or by any applicable statute or law are regularly and properly kept. (b) The minutes of proceedings of the YMCA and of the Board, as well as other books and records of the YMCA, will be prepared by a person or persons appointed to such position by the CEO.</p>	<p>No change</p> <p>Wording updated.</p>

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<p>(c) The minutes of proceedings of the YMCA and of the Board will be kept at the Head Office of the YMCA. The minutes may be inspected by members of the YMCA at the head office of the YMCA during regular business hours.</p>	<p>(c) The minutes of proceedings of the YMCA and of the Board will be kept at the registered office of the YMCA. The minutes may be inspected by Association Members at the registered office of the YMCA during regular business hours.</p>	
<p>54. Audit of Accounts</p> <p>(a) The Board will annually appoint one or more auditors to hold office until the audited statements are approved by the Annual Meeting of the YMCA.</p> <p>(b) If an appointment is not so made, the auditor in office will continue in office until a successor is appointed. The appointment is to be confirmed at the next ensuing Annual Meeting.</p>	<p>54. Audit of Accounts</p> <p>(a) The Association Members will annually appoint one or more auditors to hold office until the audited statements are considered at the AGM.</p>	<p>Wording updated.</p> <p>Wording updated.</p> <p>Removed as it is covered in the Act.</p>
<p>ARTICLE XIV- WINDING UP AND DISSOLUTION</p> <p>55. Remaining Assets</p> <p>Upon the winding up and/or dissolution of the YMCA, any assets remaining after payment of the YMCA's debts and liabilities will be:</p> <p>(a) disbursed to eligible charitable groups with similar Purpose and Objectives as determined by the Board; or</p> <p>(b) transferred in trust to the City of Regina until such time as the assets can be transferred from the City of Regina to an approved charitable group or purpose.</p>		<p>Removed as it is covered in the Articles.</p>