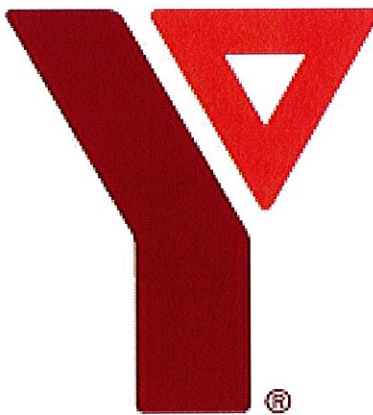


YMCA of Regina Inc. Bylaws



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ARTICLE I – GENERAL

1. Interpretation

In these Bylaws, the following terms shall have the following meanings, unless otherwise specifically defined:

- (a) **“Act”** means *The Non-profit Corporations Act, 1995 (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 and without limiting the generality of the foregoing includes *The Non-profit Corporation Act, 2022* and the regulations made pursuant thereto, upon such laws coming into force;
- (b) **“AGM”** means the annual general meeting of the Association Members;
- (c) **“Association Members”** means voting members of the YMCA as defined in s. 6 herein;
- (d) **“Board”** means the board of directors of the YMCA;
- (e) **“Board Meetings”** means meetings of the Board;
- (f) **“Bylaws”** means any bylaw of the YMCA from time to time in force or effect;
- (g) **“CEO”** means the chief executive officer of the YMCA;
- (h) **“Director”** means a person occupying the position of director on the Board;
- (i) **“HFA Program”** means any health, wellness, fitness, or aquatics program offered by the YMCA from time to time;
- (j) **“Officer”** means a person appointed pursuant to s. 39 herein;
- (k) **“Purpose and Objectives”** means the purpose and objectives of the YMCA as set out in s. 5 herein;
- (l) **“Special Meeting”** means any meeting of the Association Members wherein business to be transacted includes special business as deemed by the Act;
- (m) **“Special Resolution of the Board”** means a resolution passed by three-fourths of the Board;
- (n) **“Special Resolution of the Association Members”** means a resolution prescribed by s.17 herein;
- (o) **“YMCA”** means the YMCA of Regina Inc.;
- (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;
- (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 HFA Programs if so designated by the Board;
- (r) Words importing the singular number only will include the plural and vice versa;
- (s) Words in one gender will include all genders;

- (t) "person" includes individuals, bodies corporate, associations, partnerships, trustees, executors, administrators or legal representatives; and
- (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.

2. Name

The name of this organization will be the YMCA of Regina Inc.

3. Head Office

The head office will be situated at a location in Saskatchewan to be determined by the Board from time to time.

4. Corporate Seal

- (a) The Board may adopt, and may from time-to-time change, a form of seal as the corporate seal of the YMCA.
- (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.

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.

ARTICLE II – MEMBERSHIP

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:

- (a) program members – individuals on whose behalf membership or program fees have been paid to the YMCA for continuous enrollment in any HFA Program 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;
- (c) philanthropic members - individuals who have donated a cumulative total of \$1,200 in the immediately preceding twelve months;
- (d) volunteer members – individuals who have contributed a minimum of fifty volunteer hours in the twelve months preceding an AGM;
- (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

- (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:
 - (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
 - (ii) are deemed to be deserving of association membership.

7. Rights and Obligations of the Membership

- (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.
- (b) Association Members are obligated to follow the rules and policies, and Bylaws of the YMCA, as enacted by the management of the YMCA and the Board from time to time.

8. Disciplining or Terminating an Association Member

- (a) 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.
- (b) 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.
- (c) The process by which either disciplinary action is taken against an Association Member or where the membership of an Association Member is terminated shall be as follows:
 - (i) The Association Member is 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.
- (d) 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.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

9. Annual General Meeting

- (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.
- (b) An AGM will be held not later than 15 months after the preceding AGM for the purpose of:

- (i) electing Directors to the Board;
 - (ii) considering the auditor's report;
 - (iii) considering financial statements; and
 - (iv) appointing auditors of the YMCA.
- (c) No other business will be conducted at the AGM unless notice thereof is included in the notice of the AGM.

10.Special Meetings

- (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.
- (b) A Special Meeting may be called:
 - (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.
- (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.

11.Notice

- (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:
 - (i) to each Association Member entitled to vote at the meeting;
 - (ii) to each Director; and
 - (iii) to the auditor of the YMCA.
- (b) The YMCA will provide notice by:
 - (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.
- (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.

12.Voting Eligibility at an Annual General Meeting or Special Meeting

- (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.
- (b) Any such record date will be referred to in the notice calling the AGM or Special Meeting.

13.Quorum

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.

14.Voting

- (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.
- (b) Every Association Member will have one vote.
- (c) Every Association Member has the right to demand a poll.
- (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.
- (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.
- (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.
- (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.

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.

16.Adjournment

- (a) Any AGM or a Special Meeting may be adjourned to any time and from time to time.
- (b) The resolution proposing an adjournment will be conducted pursuant to s. 14 herein.
- (c) Such business as was before the adjourned meeting may be transacted at a subsequent meeting.
- (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.
- (e) A meeting may be adjourned notwithstanding that quorum is not present at that meeting.

17. Special Resolutions of the Association Members

A Special Resolution of the Association Members will be conducted as follows:

- (a) A Special Resolution of the Association Members is passed at an AGM or Special Meeting where:
 - (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
 - (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

ARTICLE IV- BOARD OF DIRECTORS

18. Number and Qualifications of Directors

- (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.
- (b) The number of Directors on the Board will not be fewer than eight nor more than fifteen.
- (c) A Director must not be disqualified pursuant to the Act.
- (d) The majority of Directors must be Association Members.

19. Election of Directors

- (a) The Board may present current Director to the Association Members for re-election at the AGM.
- (b) Subject to s. 19(a) and s. 19(c) herein, new Directors will be elected pursuant to the following process:
 - (i) The governance committee of the Board will form a nomination committee to administer the election process.
 - (ii) The Board will determine the criteria with which candidates for the position of Director will be evaluated during the election process.
 - (iii) The nomination committee will issue a call for expressions of interest to become or nominate, candidates. Said process will be open and transparent.
 - (iv) The nomination committee will review applicants against the criteria referenced in s. 19(b)(ii) herein to determine the candidates to be interviewed by said committee.
 - (v) Following interviews, the nomination committee will present a summary of the candidates and a recommendation to the Board.
 - (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.
 - (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.

- (viii) Candidates elected by the Association Members at an AGM will serve as Directors for the duration of their term.
- (c) Notwithstanding s. 19(b) herein, a candidate may be presented to the Association Members for election at an AGM or Special Meeting if:
 - (i) at least 15 Association Members nominate the candidate; and
 - (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.
- (d) A candidate nominated pursuant to s. 19(c) herein must be approved by the Association Members pursuant to s. 14(a) herein.

20. Tenure of a Director

At any given time:

- (a) At least two Directors will be elected to hold office until no later than the third AGM after their election date.
- (b) At least two Directors will be elected to hold office until no later than the second AGM after their election date.
- (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.

21. Removal or Resignation of a Director

- (a) A Director ceases to hold office if they:
 - (i) die or resign;
 - (ii) are disqualified pursuant to the Act; or
 - (iii) are removed pursuant to s. 21(b) herein.
- (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.
- (c) The Board may call a Special Meeting to remove a Director if said Director is deemed by the Board:
 - (i) to have breached their duties as set out in s.23 herein; or
 - (ii) to no longer be fit for office.
- (d) A Director may resign from their office if they provide reasonable prior notice to the Board.

22. Vacancies

- (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.
- (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.

- (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.

23. Duties of Directors

- (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.
- (b) Every Director is responsible for ensuring that the YMCA pursues its Purpose and Objectives.

24. Duties of the Board

- (a) The Board of the YMCA will act honestly and in good faith with a view to fulfilling the Purpose and Objectives.
- (b) The Board, in discharging its overall responsibility of stewardship, will:
 - (i) set the YMCA's direction, preserve, and advance the Purpose and Objectives, and establish policies to guide the operation of the YMCA;
 - (ii) recruit a CEO and periodically evaluate the performance of the CEO;
 - (iii) be responsible for financial planning and policy decisions, and for ensuring that the YMCA is adequately financed; and
 - (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.
- (c) The Board will create or adopt a code of conduct and ethics to detail the high ethical standards expected of every Director.

25. Powers of the Board

- (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.
- (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.
- (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.
- (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.

- (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.

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.

ARTICLE V- MEETINGS OF THE BOARD

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.
- (b) The chairperson of the Board or the CEO may call a Board Meeting if they deem such a meeting necessary.
- (c) The chairperson of the Board or the CEO will call a Board Meeting upon the written request of two or more Directors.
- (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.

28. Notice of Meeting

- (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.
- (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.
- (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.

29. Business

The Directors may consider or transact any business at any Board Meeting.

30. Quorum

- (a) The quorum for the business transaction at any Board Meeting will be a majority of the Directors present in person, by telephone, or by other electronic means, allowing the Directors to participate actively.
- (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.

31. Decisions of the Board

- (a) Questions arising at any Board Meeting will be decided by a majority of votes.
- (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.
- (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.
- (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.

ARTICLE VI -THE CHAIRPERSON AND VICE-CHAIRPERSONS OF THE BOARD

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.
- (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.

33. Qualifications

The chairperson of the Board and any vice-chairpersons must be Directors of the Board.

34. Term

Unless the Board otherwise determines, the term of the chairperson of the Board and any vice-chairpersons 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.

35. Duties of the Chairperson

- (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.
- (b) The chairperson of the Board will preside at each AGM, Special Meeting, and Board Meeting.
- (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.
- (d) The chairperson of the Board will act as an ex officio member of all committees.

ARTICLE VII - COMMITTEES OF THE BOARD

36.General

Committees may, from time to time, be created by the Board pursuant to s. 25(d) herein.

37.Membership of Committees

- (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.
- (b) Non-Directors may be appointed to a committee as deemed necessary by the Board.
- (c) The Board may remove or replace any committee member at any time by a resolution of the Board.

38.Purpose of Committees

- (a) The purpose of each committee is to advance the work of the Board in achieving the Purposes and Objectives.
- (b) The committees created by the Board and their corresponding purposes will be documented.
- (c) The quorum for a meeting of a committee will be a majority of the committee members.

ARTICLE VIII - OFFICERS OF THE YMCA

39.Appointment of Officers

- (a) The Board will appoint a CEO.
- (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.
- (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.
- (d) An Officer may hold more than one office at a time.

40.Duties of the Chief Executive Officer

- (a) The CEO will:
 - (i) be charged with the general management and supervision of the affairs, business, and operations of the YMCA;
 - (ii) perform such duties as may be prescribed by the Board; and
 - (iii) at all times, be responsible to and subject to the direction and control of the Board.
- (b) The CEO will be an ex officio of the Board and have no voting rights at Board Meetings.

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.

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.

ARTICLE IX- INDEMNITY OF DIRECTORS AND OFFICERS

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:

- (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
- (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.

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.

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.

ARTICLE X - FINANCIAL MATTERS AND CONTRACTS

46. Investments

- (a) The YMCA will have the power to invest its funds, or any portion thereof, in any manner as the Board may determine.
- (b) The Board will designate those persons who are empowered to make such investments on behalf of the YMCA.

47. Borrowing Powers

- (a) The Board may, from time to time, authorize the YMCA to:
 - (i) borrow money on the credit of the YMCA;
 - (ii) issue, sell, or pledge debt obligations of the YMCA, including bonds and debentures;
 - (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
 - (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.
- (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:
 - (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
 - (ii) to manage, transact, and settle the borrowing of money by the YMCA.
- (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.

48. Execution of Documents

- (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.
- (b) No purchase, lease, or sale of any real property will be made unless a Special Resolution of the Board has approved such transaction.
- (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.
- (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:
 - (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;
 - (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
 - (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.
- (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.
- (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.
- (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.
- (h) Concerning the execution of documents, the Board may establish limits on the spending authority of Officers, as to be determined from time to time by a Board resolution.

49. Cheques

- (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.
- (b) Any one of the individuals referenced in s. 49(a) herein may alone:
 - (i) endorse notices and drafts for collection on account of the YMCA through its bankers; and
 - (ii) endorse notes and cheques for deposit with the YMCA's bankers for the credit of the YMCA.
- (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.
- (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.

50. Deposit of Securities

- (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.
- (b) Any and all securities so deposited according to s. 50(a) herein may be withdrawn, from time to time, only upon the written order of the YMCA, signed by the individuals referenced in s. 49(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.
- (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.

51. Fiscal Year

The fiscal year-end of the YMCA shall be the 31st day of August each year or such other date as may be determined by the Board.

ARTICLE XI - BYLAWS OF THE YMCA

52. Amending, Repealing, and Adding

These Bylaws may be amended, repealed, or added to at any AGM or Special Meeting by resolution of the Association Members.

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.
- (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.

54. Audit of Accounts

- (a) The Association Members will annually appoint one or more auditors to hold office until the audited statements are considered at the AGM.

COMING INTO FORCE

The undersigned Chairperson of the Board of Directors hereby certifies that these Bylaws come into force and are enacted on the ninth day of November 2022, having been confirmed and passed by a Special Resolution of the Association Members on the ninth day of November 2022 and whereon the previous Bylaws of the YMCA of Regina are repealed.



John Stevenson
Chairperson of the Board of Directors