REGINA OPEN DOOR SOCIETY INC.

CONSTITUTION

As amended by the 2023 Annual General Meeting

1. INTERPRETATION

1.1 Definitions

Defined terms appearing in this bylaw and which are not defined below shall have the meaning ascribed thereto in the body of this bylaw. In this bylaw and the schedules thereto and all other bylaws and resolutions of the Corporation unless the context otherwise requires:

1.1.1 "Act" means *The Non-profit Corporations Act, 1995, SS c N-4.2* as it may be amended from time to time, or any successor or replacement legislation as may be in force from time to time in the Province of Saskatchewan;

1.1.2 "Board" means the Board of Directors of the Corporation;

1.1.3 "Corporation" means REGINA OPEN DOOR SOCIETY INC. or RODS;

1.1.4 "Director" means any person elected or appointed to the Board;

1.1.5 "Family Member" means any spouse, child, parent or sibling of an employee of RODS;

1.1.6 "Fiscal Year End" means March 31 of each year;

1.1.7 "Member" means any person who has applied to become a member and whose application has been approved and has paid her or his required membership fee (or is excused payment by Board resolution);

1.2 Statutory Terms

Unless otherwise defined in these Bylaws, all terms shall have the meaning defined in the *Act.*

1.3 General Interpretation

1.3.1 The singular includes the plural and *vice versa,* where the context so requires;

1.3.2 The masculine includes the feminine and the neuter in the case of the Corporation, where the context so requires. The feminine includes the masculine and neuter, where the context requires. The neuter includes the masculine and the feminine, where the context so requires;

1.3.3 This constitution of the Corporation shall be governed by the laws of the Province of Saskatchewan and Canada.

2. NAME

2.1 The name of the society shall be the "Regina Open Door Society Incorporated", hereafter called the acronym "RODS".

3. PLACE OF ACTIVITIES

3.1 The activities of RODS shall be carried on in the Province of Saskatchewan, and primarily in and around the City of Regina.

4. THE AIMS & OBJECTIVES

4.1 The aims and objectives of RODS shall be to:

4.1.1 Assist immigrants and promote their early adjustment to and participation in the Saskatchewan community.

4.1.2 Promote and extend community services to immigrants, foster greater awareness and understanding between the immigrant and the community, and seek to establish facilities for intercultural, educational and social activities

4.1.3 Do all things incidental to the achievement of these objectives.

4.1.4 Raise funds for the purpose of advancing its objectives.

5. MEMBERSHIP

5.1 Membership shall be open to any person or group of people interested in promoting the aims and objectives of RODS.

5.2 Membership Term and Fees

5.2.1 The term of the membership is for one year, with each membership expiring at the Fiscal Year End.

5.2.2 Membership must be renewed annually.

5.2.3 The membership fee shall be $10.00 per year or such other amount as may be set by the Board of Directors, due and payable by each member on an annual basis.

5.2.4 Members who pay the membership fee will be “in good standing” for that year and will be eligible to receive notice of and to vote at any meeting of Members.

5.2.5 Members who do not pay their annual membership fee will not be in “good standing”, and, at the discretion of the Board, may be struck from the membership list, lose all voting privileges, or their membership may be revoked. Notwithstanding the preceding, the Board may, by special resolution, reinstate a Member to be in “good standing” and excuse her or his non-payment of the membership fee.

5.3 Types of Memberships

5.3.1 Individual

5.3.2 Group, agency, organization or business who shall designate one of their membership for voting privileges in RODS and an alternate to act in the event the designate is not present.

5.3.3 Honorary non-voting members may be granted by the membership on recommendation by the current Board of Directors and no more than two honorary memberships can be granted at any Annual General Meeting (“AGM”).

5.4 Fees

5.4.1 All membership fees must be paid at least fifteen (15) days prior to the AGM.

5.4.2 The fees shall be for the year of April 1 to March 31 and paid for in that year.

5.4.3 A membership list shall be kept in the office of RODS.

5.5 Rights of Membership

5.5.1 To elect the Board of Directors.

5.5.2 To have one vote on each matter presented to each Annual or Special Meeting of RODS.

5.5.3 Each member, other than employees of RODS, is eligible for a position on the Board of Directors of the RODS.

6. MEETINGS & QUORUMS

6.1 RODS shall hold its Annual General Meeting within three months of the end of the fiscal year.

6.2 Special meetings of the membership shall be called by the Board of Directors at its discretion at any time or when requested by the general membership in accordance with the Act.

6.3 A minimum of 15 days' notice must be given prior to convening any membership meeting of RODS.

6.4 A quorum at any Annual General Meeting or Special Meeting shall consist of the number of Board of Directors plus one.

6.5 All meetings shall be conducted in accordance with the rules governing the Canadian Parliamentary Practices.

6.6 Voting and Proxies

6.6.1 Only Members in good standing are entitled to vote at any meeting of Members, unless the Board otherwise permits a Member who is not in good standing to vote by way of a special resolution.

6.6.2 A Member entitled to vote shall be permitted to cast one (1) vote per resolution.

6.6.3 Votes shall be conducted by show of hands. The Board may, at its discretion, order that a vote be conducted by secret ballot upon the request of any Member entitled to vote.

6.6.4 Members shall not be entitled to vote at meetings by proxy.

6.7 New Directors, but not including renewing directors, must maintain their primary residence in the City of Regina or to a radius of 50 km from the municipal boundary of the City.

7. BOARD OF DIRECTORS

7.1 The Board of Directors shall be elected at the Annual General Meeting or a Special Meeting of RODS and shall consist of the President, Vice-President, and Members-at-large.

7.2 Each Director must be a member in good standing in RODS.

7.3 Slate of nominations

At each Annual General Meeting of Members where director positions are open for election, a slate of Director nominees shall be presented by the Board of Directors to the Members for election. These nominees will be assembled by the Nominating and Governance Committee and presented by the Board of Directors to the Members for election.

7.4 Any additional nominations for a Director position must be received no later than sixty (60) days in advance of the AGM.

7.5 The Board of Directors shall be composed of a minimum of 8 and a maximum of 12 elected members.

7.6 Directors shall be elected to a term of office for 2 years. In the event of a vacancy on the Board of Director an appointment shall be made to complete the term of the vacated position until the next Annual General Meeting.

7.7 Retiring Directors shall be eligible for re-election.

7.8 The President shall be elected in alternate years to those of the Vice-President.

7.9 Elections shall be by show of hand or secret ballot if requested by three members.

8. CONDUCT AND DUTIES OF DIRECTORS

8.1 Conduct

Every Director and officer of RODS shall act honestly and in good faith with a view to the best interests of RODS and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Board of Directors

The affairs of the Corporation shall be governed by a Board of Directors. The Board may pass resolutions and adopt policies as part of the governance of affairs.

8.3 Duties

8.3.1 President

The President shall preside at all general meetings of RODS and at all Directors' meetings and shall be an ex-officio member of all committees. Countersign cheques and legal documents as herein provided.

8.3.2 Past President

The Past President shall assist and advise the newly elected Board of Directors, and be an ex-officio director for one year immediately following the term of office as President.

8.3.3 Vice-President

The Vice-President shall perform the duties of the President in his/her absence of inability to act. Countersign cheques and legal documents as herein provided.

8.3.4 Members-at-large

Members-at-large shall be responsible for carrying out such duties as may be assigned.

8.4 Eligibility of Directors

Individuals who are eligible to be nominated and serve as a Director must meet the requirements set out in this section. Any nomination that does not meet these requirements is disqualified from being nominated or elected as a Director. Nominations are limited as follows:

8.4.1 Membership

Directors must be Members in good standing of RODS prior to being nominated or elected as a Director.

8.4.2 Qualifications

Each Director shall be an individual, at least eighteen (18) years of age, shall not have the status of a bankrupt, shall not have a record of indictable criminal conviction, and shall not have been declared incapable by a court in Canada or in another country. If a person being a Director:

(a) resigns from office by delivering a written resignation to RODS;

(b) dies;

(c) is declared incapable by a court in Canada or another country;

(d) makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any legislation that may be in force for bankrupt or insolvent debtors;

(e) is removed pursuant to Section 8.6;

(f) is convicted of an offense under the Criminal Code of Canada;

(g) In the case of 8.4.2.(f), the Executive Committee may, in exceptional circumstances, permit a Director to remain if convicted of a summary conviction offense.

such person thereupon ceases to be a Director.

8.4.3 No person who is an employee or a Family Member of an employee is eligible to be a Director.

8.4.4 Non-employees

No Director shall be a salaried employee of the Corporation except where approval is obtained from the Board of Directors by way of a special resolution.

8.4.5 In Attendance

Subject to extenuating circumstances, a Member being nominated must be present at the meeting to be eligible for election.

8.5 Vacancies

In the event that a vacancy occurs on the Board:

8.5.1 The remaining Directors, provided there is quorum, may fill any vacancy of the Board by appointment by way of a special resolution of the Board, requiring no less than a two-thirds majority of Directors who are present at the meeting of the Board to be in favour of appointing a director candidate, or the Board may call a meeting of Members for the purpose of having an election to fill the vacancy on the Board, pursuant to the procedure set out in section 4.4.

8.5.2 A Director appointed to fill a vacancy holds office for the unexpired term of her or his predecessor and may stand for re-election following expiry of the unexpired term.

8.5.3 During the period of time commencing on the occurrence of the vacancy on the Board until the election/appointment of a replacement Director, the Directors remaining in office may exercise all of the powers of the Board, provided that the minimum number of directors is met and there is a quorum.

8.5.4 In the event that a vacancy on the Board results in the number of Directors being below the minimum required by the Articles and these Bylaws, the Board vacancy must be filled within thirty (30) days. If the minimum number of directors is not met, then the Board may not conduct business except to call for a Meeting of Members for the purposes of holding an election to meet the minimum director requirement in accordance with the director nomination process set out in these Bylaws.

8.6 Removal

The Members entitled to vote may, by two-thirds resolution of the Directors present at the meeting of which notice specifying the intention to put forward the resolution to remove a Director has been given, remove any Director before the expiration of the term of office of such Director. If any Director is removed from office, her or his office shall become vacant.

8.7 Resolutions in Writing in Lieu of Meetings

A resolution in writing and signed by all the Directors that would be entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a meeting of Directors. Signatures of Directors may be executed in counterparts, where each signature together shall constitute one document. Directors may sign by facsimile, by scanning a signed document, or by digital signatures from the Director's common email address.

9. DUTY OF CARE OF DIRECTORS AND OFFICERS

9.1 Duty of Care

Every Director and Officer, in exercising her or his powers and discharging her or his duties, shall:

(a) Act honestly and in good faith with a view to the best interests of RODS; and

(b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances

9.2 Compliance with Duty of Care

A Director or Officer has complied with her or his duty of care if she or he relies on:

(a) Financial statements of RODS represented to her or him by an officer of the corporation or in a written report of the auditor of the Corporation to reflect the financial condition of the corporation fairly; or

(b) A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by her or him.

9.3 Protection of Directors and Officers

9.3.1 Subject to the Act, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee of the Corporation, provided that the Director or officer has acted in accordance with her or his duty of care.

9.3.2 No Director or officer shall be liable for any loss, damage, expense, or misfortune to the Corporation including through the insufficiency, deficiency or loss of any investment of the Corporation occasioned by any error of judgment or oversight on the part of the Directors or liable for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto, provided that such Director or officer has met her or his duty of care and that nothing herein shall relieve any Director or officer from the duty to act in accordance with the *Act* and the regulations thereunder or from liability for any breach thereof.

9.3.3 Except as provided in the Act, no Director will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through her or his failure, when exercising the powers and discharging the duties of her or his office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence, and skill that a reasonably prudent person would make in comparable circumstances.

10. INDEMNIFICATION

10.1 Subject to the limitations contained in the *Act,* RODS shall hereby indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at RODS' request as a Director or officer, and her or his heirs and legal representatives, against all actions, claims, costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, criminal, administrative, investigative or other proceeding to which she or he is made party by reason of being a Director or officer of the Corporation if:

(a) She or he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she or he had reasonable grounds for believing that her or his conduct was lawful.

The Corporation will also indemnify the persons listed in this Section 10 in any other circumstance that the *Act* permits or requires.

10.2 The Corporation may purchase and maintain insurance for the benefit of any person referred to in this section 8 against any liabilities and in any amount the Board may determine.

10.3 The right to indemnify provided in this Section 10 will include the right to the advance of monies from the Corporation for the costs, charges, and expenses of a proceeding referred to above, which monies must be repaid to the Corporation if the individual to whom they were advanced has not fulfilled the conditions set out in this section 10.

10.4 The Directors of the Corporation who vote for or consent to a resolution authorizing the payment of an indemnity contrary to section 8 of these Bylaws or contrary to the *Act* shall be liable to restore to the Corporation any monies or property paid or distributed and not otherwise recovered by the Corporation. The Corporation must first take reasonable steps to recover such monies or property from the payee.

10.5 The payment of an indemnity must be authorized by way of a resolution of the Board.

11. CONFLICT OF INTEREST

11.1 Directors and employees shall comply with any conflict of interest policy adopted by the Board in force from time to time.

11.2 Directors, employees, Family members, or Corporations in which any preceding person hold interests shall not, while they are holding such position or interest or within one year after leaving or withdrawing from such positions or interests, enter into any business arrangement with the Corporation, except as permitted by a special resolution of the Board of Directors.

12. MEETINGS OF THE BOARD OF DIRECTORS

12.1 There shall be a minimum of six (6) regularly scheduled meetings in one fiscal year; however, the President or one-half (1/2) of the directors may request additional meetings.

12.2 Directors shall be deemed to have resigned after missing three (3) consecutive regularly scheduled meeting of the Board of Directors, or after having missed a total of five (5) regularly scheduled meetings of the Board of Directors since the previous Annual Meeting. A new Director may be appointed at the next regularly scheduled meeting.

12.3 No business shall be transacted at a meeting of the Board of Directors unless a quorum of one-half of the members of this body is present.

12.4 Directors who are not able to meet in person may participate in Board meetings by teleconference, televideo or other digital communication.

13. COMMITTEES OF RODS SHALL BE

13.1 Standing Committees:

13.1.1 The Executive Committee shall include the President, Vice President and a minimum of one other Board member to be determined by the Board annually;

13.1.2 The Finance Committee shall include a minimum of three Board members to be determined by the Board annually;

13.1.3 The Nominating & Governance Committee shall include a minimum of three Board members to be determined by the Board annually; and

13.2 Ad hoc working groups will be established as needed to carry out specific mandates as determined by the Board of Directors.

13.3 All Board members are to be a member of at least one of the three standing committees.

14. FINANCES

14.1 RODS shall have the right to solicit funds for the purpose of advancing its objectives.

14.2 All contracts and cheques in excess of five thousand ($5,000) Canadian dollars, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of RODS and signed by two of the President, Vice-President, any other authorized Board Member, Executive Director and any other authorized employee, where one signatory must be a board representative.

15. AUDIT

15.1 The Chair of the Finance Committee shall ensure that the accounts of RODS are examined and their correctness shall be ascertained and certified by one or more auditors who shall be appointed by the membership at the Annual General Meeting.

15.2 The Chair of the Finance Committee shall undertake to have RODS' books audited at any time during the operating year upon the written request of the President, or upon the majority vote at a meeting of RODS.

15.3 The fiscal year shall be April 1 to March 31.

16. AMENDMENTS

16.1 The constitution or bylaws of RODS may be amended by a majority vote of two-thirds (2/3) of the voting members present at the Annual General Meeting.

16.2 Any proposed amendments by the Board of Directors to the constitution or bylaws shall be set out in writing and delivered to all members, together with a notice of the meeting at which such amendment(s) to be considered, no less than fifteen (15) days prior to the date of such meeting.

16.3 Copies of any alteration or addition to the constitution or bylaws of RODS shall be certified in the following manner:

16.4 "Certified to be a true copy of an amendment approved by special resolution passed at a general meeting of members held on the 26th date of June 2023."

17. DISSOLUTION

17.1 In the event of dissolution of RODS, the remaining assets after payment of all liabilities shall be given to a registered Canadian charity chosen by the Directors.

Signature of Directors of Society

Jim Fallows, Board President

June 26, 2023

Date (mm/dd/yy)