

**PROVINCE OF SASKATCHEWAN  
THE NON-PROFIT CORPORATIONS ACT**

**BYLAW NUMBER 1: A BYLAW RELATING GENERALLY TO  
THE CARRYING OUT OF THE ACTIVITIES AND AFFAIRS  
OF THE CORPORATION**

**INTERPRETATION**

The headings used throughout this Bylaw shall not affect the construction thereof. In this Bylaw unless the context otherwise requires, expressions defined in The Non-Profit Corporations Act, or any statutory amendment or modification thereof shall have the meaning so defined, and

“Act” means The Non-Profit Corporations Act;

“Articles” means the articles of the Corporation from time to time in force and effect;

“Community of Waskesiu” means the urbanized core of the community as defined in the Prince Albert National Park Management Plan which encompasses the legal description set out below and as outlined on the diagram attached as Schedule “A” hereto;

“the Corporation” means Waskesiu Community Association Inc.;

“the directors” and “Council” mean the directors of the Corporation for the time being;

“member” means any person with a membership interest in the Corporation, as determined in accordance with paragraph 4.01 herein;

“Minister” means the Minister responsible for Prince Albert National Park, as appointed pursuant to the National Park’s Act.

“the office” means the registered office of the Corporation for the time being;

“these presents” means and includes this Bylaw, and any modification or alteration thereof for the time being in force;

“in writing” and “written” includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;

Words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies;

Words importing the singular number shall include the plural number and vice versa;

“person” shall include partnership, association, corporation and Corporation.

**STATEMENT OF PURPOSE**

1.01 The principal purposes of the Corporation are as follows:

- a. To function in an advisory capacity to the Minister to ensure the proper operation and preservation of the character and nature of the

- Community of Waskesiu with the objective of maintaining Waskesiu as a service centre and resource community within a National Park;
- b. To promote the interests of the Waskesiu community as Saskatchewan's premiere resort community through the use of effective communications strategies;
  - c. To furnish and give advice on funds raised by Parks Canada and to ensure all or part thereof and/or the income therefrom are applied and expended for the attainment of and carrying out of the aforesaid purposes;
  - d. To carry on such activities on an overall non-profit basis.

## **ACTIVITIES OF THE CORPORATION**

### **Registered Office**

2.01 Until changed in accordance with the Act, the registered office of the Corporation shall be at Waskesiu, in the Province of Saskatchewan, and at such location therein as Council may from time to time determine.

### **Financial Year**

2.02 Until changed by Council, the financial year of the Corporation shall end on the 31st day of March in each year.

### **Execution of Instruments**

2.03 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two directors of the Corporation. In addition, Council may from time to time direct the manner in which and the person or persons by whom any particular instrument of class of instruments may or shall be signed.

### **Activities**

2.04 In furtherance of its purposes as set out in Paragraph 1.01 above, the Corporation shall, inter alia, and subject to the Minister's authority:

- (a) advise and recommend the level and types of services in the Community of Waskesiu;
- (b) advise and recommend programs for service delivery;
- (c) advise and recommend fees for park services;
- (d) advise and recommend contracts with other agencies;
- (e) recommend an annual budget to Parks Canada which budget shall outline the operational and capital costs of providing utility services to the Community of Waskesiu;
- (f) engage in activities deemed beneficial to the Waskesiu community;
- (g) develop communication strategies as required to inform residents and visitors about the Waskesiu townsite and community Associations activities;

(h) pursue financial resources required for the Association's programs and activities.

2.05 As may be required by Parks Canada from time to time, the Corporation shall consult with Parks Canada in relation to;

(i) planning and development;

(ii) environmental protection and management;

(iii) cultural resource protection and management.

### **Delegation**

3.01 Council may from time to time delegate to such one (1) or more of the directors and officers of the Corporation as may be designated by Council all or any of the powers conferred on Council by section 3.01 or by the Act to such extent and in such manner as Council shall determine at the time of such delegation.

### **MEMBERS AND MEMBERSHIP INTERESTS**

4.01 Persons eligible for membership in the Corporation will be every person who;

- a.
  - a. is a minimum of eighteen (18) years of age and;
  - b. is a Canadian citizen; and either

(1) has resided in the Community of Waskesiu for three (3) consecutive months prior to election day; or

(2) for at least three consecutive months prior to election day has been a lessee, licensee, or is the single designated representative of a corporation that is a lessee or licensee, of assessable property within the boundaries of the Waskesiu townsite as defined in Schedule 'A' as registered on the plan of record 34153 in the Canada Lands Survey, or the spouse or common law spouse of one of the preceding parties to a land use agreement.

The Directors of the Corporation shall grant membership in the Corporation accordingly.

4.02 The membership interest of a member is not transferable.

4.03 A member may qualify under more than one category but may vote once and only once in any election.

### **MEMBERS' MEETING**

#### **First Meeting**

5.01 The first annual general meeting of the members of the Corporation shall be held at such time, within eighteen (18) months from the date on which the Corporation came into existence, and at such place, as the directors may determine.

#### **Subsequent Meetings**

5.02 Subsequent annual general meetings shall be held at least once in every calendar year and not more than fifteen (15) months after the last preceding general meeting, at such time and place as may be determined by Council. The general meetings referred to in this clause shall be called annual general meetings and all other meetings of the Corporation shall be called special general meetings.

### **Place of Meeting**

5.04 All meetings of the members shall be held at a place in Saskatchewan as may be determined by Council.

### **Special Meetings**

5.03 Council may convene a special general meeting of the Corporation at any time it thinks fit. Council shall call a special general meeting of the Corporation when requested by five percent (5%) of the members of the Corporation. If Council fails to call such a meeting within twenty-one (21) days of delivery of the requisition to call the meeting to any director of the Corporation, the meeting may be called by the members. If at any time there are not sufficient directors to form a quorum, any director may convene a special general meeting of the Corporation to elect directors.

### **Notice of General Meeting**

5.05 Notice of the time and place of each meeting of the member shall be given not less than fifteen (15) nor more than fifty (50) days before the date of the meeting to each director and to each member. Notice of a meeting of the members called for any purpose other than consideration of the financial statements and election of directors shall state the nature of such business in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A member and any other person entitled to attend a meeting of the members may in any manner notice of or otherwise consent to a meeting of the members.

### **Meetings Without Notice**

5.06 meeting of members may be held without notice at any time and place permitted by the Act:

- a.
  - a. if all the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and
  - b. if the directors are present or waive notice of or otherwise consent to such meeting being held;

so long as such members, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Proceedings at Members' Meetings**

5.07 All business shall be deemed special which is transacted at a special meeting or at an annual general meeting, with the exception of consideration and approval of the financial statements and the ordinary report of the directors, and the election of directors. Special business may be transacted or a special or extraordinary resolution may be passed at an annual general meetings provided the requisite notice has been given.

### **Order of Business**

5.08 The order of business at each meeting of the Corporation, so far as applicable,

Shall be:

1.
  - a. Calling the meeting to order;
  - b. Adoption of the agenda;
  - c. Minutes of previous meeting;
  - d. Report of Directors;
  - e. Report on budget;
  - f. Resolutions;
  - g. Election of directors;
  - h. Other business;
  - i. Adjournment.

### **Quorum**

5.09 No business shall be transacted at a general meeting unless a quorum is present at

the time the meeting proceeds to business. A quorum shall consist of a minimum of 25 of the members of the Corporation.

### **No Casting Vote**

5.10 The chairperson at any meeting shall not have a casting vote.

### **Passing Resolutions**

5.11 At any general meeting, a declaration of the chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **Adjournments**

5.12 The chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time or from place to place, but no business shall be transacted at such convened meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **Votes of Members**

5.13 Any resolution consented to in writing by all of the members who would have been entitled to vote on the resolution at a general meeting shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.

### **No Proxies**

5.14 There shall be no voting by proxy.

## **DIRECTORS**

## **Board to Manage**

6.01 The activities and affairs of the Corporation shall, subject to the Act and the Articles, be managed by Council. The number of Directors will be determined from time to time by the Corporation in general meeting.

## **Resignation**

6.02 A director may retire from office upon giving fourteen (14) days' notice in writing to the Corporation of intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance or upon such later date as may be therein specified.

## **Conflict of Interest**

6.03 Every director of the Corporation who holds any office or possesses any property whereby, whether directly or indirectly, duties or interest might be created in conflict with his duties or interests as a director of the Corporation shall, in writing, disclose to the Chair the fact and nature and the extent of the conflict.

## **Election of Directors**

6.04 Council shall at all times be made up of seven (7) directors elected as follows in accordance with the procedures attached hereto:

(a) one director elected by those members who are eligible to be members of the Waskesiu Seasonal Residents Association and are leaseholders in the cabin area;

(b) one director elected by those members who are eligible to be members of the Waskesiu Seasonal Residents Association and are leaseholders in the cottage area;

(c) one director elected by those members who have a commercial lease or are sub lessees to a commercial lease with Parks Canada;

(d) one director elected by those members who have resided in the community of Waskesiu for three (3) consecutive months prior to election day, but who do not fall within the categories set out in 6.04 (a), (b) and (c) above;

(e) three directors at large elected by all members of the Corporation.

6.05 The directors shall be elected on the August long weekend for a term of three (3) years. Any retiring director shall be eligible for re-election.

## **Nomination Procedure**

6.06 Any member may be nominated to hold a position as a director on Council so long as that member qualifies for the position as set out in paragraph 6.04 above. Each nomination shall be in writing, signed by the nominee and five (5) additional members who are qualified to vote in accordance with Section 6.04 above, and shall be received by the Corporation not less than twenty-eight (28) days prior to the date on which the election is to be held.

## **Members to Elect**

6.07 Those members qualified to vote for the particular position as set out in paragraph 6.04 shall fill the vacated offices by electing a like number of persons to be directors.

### **Vacancies**

6.08 Subject to the Act, a quorum of Council may fill a vacancy on Council. Such filling of a vacancy may not exceed 12 months. Where a vacancy occurs in the first or second year of a three-year term, Council shall cause a by-election to be held on the next following August long weekend. Should there be no candidate for the vacancy in a by-election, the provisions of this clause shall apply.

### **Qualification**

6.09 No person shall be qualified to be a director:

1.
  1. if less than eighteen (18) years of age;
  2. if of unsound mind and so found by a Court in Canada or elsewhere,
  3. if bankrupt;
  4. if not a member of the Corporation.

### **Vacating Office**

6.10 The office of a director shall be vacated ipso facto:

- a.
  - a. if the director ceases to qualify as a director;
  - b. if by notice in writing to the Corporation the director resigns;
  - c. if the director is removed by resolution in accordance with the Act;
  - d. if the office of a Director shall be vacated ipso facto if the director does not participate in (3) consecutive meetings of Council either in person or through electronic means and Council determines that there was no reasonable cause for such absence.

## **PROCEEDINGS OF DIRECTORS**

### **Action by Council**

7.01 The directors shall manage the activities of the Corporation. The powers of Council may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of council. Where there is a vacancy on Council, the remaining directors may exercise all the powers of Council so long as a quorum remains in office.

### **Quorum of Directors**

7.02 The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, and four (4) directors shall be a quorum.

### **Notice of Meetings**

7.03 Meetings of Council:

1.
  - a. must be held within the Province of Saskatchewan at a location determined to be most convenient for the majority of the directors. Meetings of Council may be held at any time without formal notice if all the directors are present or if those absent have signified in writing their consent to the meeting being held in their absence. Notice of any meeting where notice has not been dispensed with may be delivered, mailed electronically or faxed to each director's ordinary address as set out in the records of the Corporation five (5) days prior to the meeting or if sent by mail, ten (10) days prior to such meeting and the giving of such notice shall be sufficient notice of any meeting of the directors. In computing any such period of time, the day on which such notice is delivered, mailed or mailed electronically or faxed and the date for which notice is given shall be excluded. Notice of any meeting, or any irregularity in any meeting or in the notice therefore, may be waived by any director in any manner whatsoever.
  - b. A conference call or video conference will constitute a meeting of council providing all other bylaw provisions are conformed to.

### **Calling Meetings**

7.04 The Chair or any two (2) directors may at any time convene a meeting of directors providing proper notice of such a meeting is given.

### **Voting**

7.05 Questions arising at any meeting of directors shall be decided by a majority of votes, and in case of an equality of votes, the motion shall be lost. Each director shall have one (1) vote.

### **Power of Meeting**

7.06 A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions in or exercisable by the directors generally. A meeting of directors through the use of a conference call shall be deemed a properly constituted meeting of members.

### **Resolution in Writing**

7.07 A resolution in writing, signed by all the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted, and shall be held to relate to any date therein stated to be the effective date.

### **Committees**

7.08 The directors may delegate any of their powers to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations that may from time to time be imposed upon it by the directors. Such committees shall be composed of one (1) or more directors and may include one (1) or more individuals who are not directors but who have been appointed to the committee by Council.

### **Procedure of Committees**



7.09 The meetings and proceedings of any such committee shall be governed by the provisions herein contained regulating the meetings and proceedings of the directors, including the appointment of quorum, so far as the same are applicable thereto and are not suspended by any regulations made by the directors under the past preceding clause.

#### **Defect in Qualification**

7.10 All acts done at any meeting of the directors, or of a committee or by any person acting as a director shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

#### **Amendment to Bylaws**

7.11 The directors may amend, repeal or make any bylaws that regulate the activities and affairs of the Corporation. The directors shall submit any bylaws, or any amendment or repeal thereof, to the next meeting of members and the members may confirm, reject or amend the bylaws, amendment or repeal. Any bylaws, or an amendment or repeal thereof is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members. If any bylaws, or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of members, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.

### **RECORDS OF THE CORPORATION**

8.01 The directors shall duly comply with the provisions of the Act in regard to the keeping of records of the activities and affairs of the Corporation.

8.02 The directors shall cause minutes of the following to be duly entered in books provided for the purpose:

1.
  - a. all appointments of officers;
  - b. the names of individuals present at each Council meeting; any of any committee meeting;
  - c. all resolutions made by Council and committees;
  - d. all resolutions and proceedings of general meetings;

and any such minutes of any meeting of Council or of any committees, or of the members, if purporting to be signed by the recording secretary of such meeting, shall be receivable as prima facie evidence of the matters stated in those minutes.

### **OFFICERS**

#### **Election of Officers**

9.01 The directors shall annually or after as may be required, elect such officers as they think appropriate, which may include a Chair, a Vice Chair, Secretary, and a Treasurer, or any combination thereof. Each person holding such offices must also be a director and, besides filling any duties assigned to them by the directors, shall have such powers as are usually incidental to their office.

#### **Chairperson**

9.02 The Chair shall preside at all meetings of Council and of the members of the Corporation; but if at any meeting the Chair is not present, the Vice Chair shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairman at that meeting. The Chair is the chief executive officer of the Corporation and shall supervise the other officers in the execution of their duties.

### **Secretary**

9.03 The secretary shall enter or cause to be entered in records kept for that purpose minutes of all meetings of Council, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and members of committees; shall be the custodian of the corporate seal of the Corporation (if any) and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as Council may specify.

### **Treasurer**

9.04 The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to Council whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and shall have such other powers and duties as Council may specify.

### **Term of Office**

9.05 Council, in its discretion, may remove any officer of the Corporation. Until such removal, each officer appointed by Council shall hold office until a successor is appointed, or until that person's earlier resignation.

### **Conflict of Interest**

9.06 Every officer of the Corporation who holds any office or possesses any property whereby, whether directly or indirectly, duties or interest might be created in conflict with his or her duties or interest as an officer of the Corporation shall, in writing, disclose to the Chair the fact and nature and the extent of the conflict.

## **ACCOUNTING**

### **Keeping of Accounts**

10.01 The directors shall cause true accounts to be kept of the sums of money receive and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Corporation, the assets and liabilities of the Corporation and all other transactions affecting the financial position of the Corporation.

### **Location of Accounts**

10.02 The books of account shall be kept at Waskesiu or at such other place as the directors think fit, and, subject to the limitations of the Act in this regard, shall be open to the inspection of the directors.

### **Right of Inspection**

10.03 The directors shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation, or any of them,

shall be open to the inspection of members not being directors. No member (not being a director) shall have any right to inspect any account, book or document of the Corporation except as conferred by law or as authorized by the directors or by the Corporation in general meeting.

## NOTICES

### Service of Notices

11.01 Any notice may be served on the Corporation or any member either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, or by telegraphing it prepaid to such member's address as the same appears in the books of the Corporation, or if no such address is given therein, to the last address of such member known to the Secretary. If no address is known to the Secretary a notice posted in the registered office of the Corporation shall be deemed to be well served on such member upon its being so posted and any notice sent by mail shall be deemed to have been served at the time it would be delivered in the ordinary course of the mail. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the post office or into one of Her Majesty's letter boxes.

If any notice or document is returned because the member cannot be found, it must be re-sent to such member. If it is returned on three (3) consecutive occasions because the member cannot be found, the Corporation is not required to send any further notices or documents to the member until such person informs the Corporation in writing of a new address.

### Certificate re Notice

11.02 A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to the facts in relation to the mailing or telegraphing or delivery or posting of any notice to any member, director, or officer or publication of any notice shall be prima facie evidence thereof, and shall be binding on every member, director or officer of the Corporation, as the case may be.

MADE by Council this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

\_\_\_\_\_ Chair

\_\_\_\_\_ Secretary

CONFIRMED by the members in accordance with the Act the \_\_\_\_\_

day of \_\_\_\_\_, 1997.

\_\_\_\_\_ Secretary

As amended at the 2004 Annual General Meeting held on August 4, 2004.

## SCHEDULE A

### COMMUNITY OF WASKESIU

(Diagram)

Taken from MOU on website 2011

## **5. Date of Elections**

Elections for the Council shall be held on the August long weekend every three years with an advance poll to be held one week prior to the election.

## **6. By-Elections**

In the event a Council member vacates a position, the Council may hold a by-election to complete the term of office.

## **7. Terms of Office**

The term of Council shall be three years beginning immediately after the election.

## **8. Nominations for Office**

Nominations will be received up to twenty-eight days prior to the election. Each nomination form shall be signed by the nominee and five electors for the position for which the nomination is made. An individual may submit only one nomination form.