

BYLAWS

of

COMMUNITY HEALTH SERVICES ASSOCIATION (REGINA) LIMITED

I. INTERPRETATION

1.01 Interpretation:

“Act” means *The Co-operatives Act, 1996*, as amended, and in the case of any amendment, any reference in the Bylaws of the Co-operative shall be read as referring to the amended provisions;

“Articles” mean the Articles of Continuance of the Co-operative, as amended from time to time;

“Bylaws” mean these Bylaws and all amendments, additions, deletions, and replacements;

"Co-operative" means the Community Health Services Association (Regina) Limited, or its successors;

“Directors” and “Board” mean the Directors of the Co-operative from time to time;

“General meeting” means an annual general meeting or a special general meeting of Members;

"Member" means either

- (i) an individual who has been accepted by the Board for membership in the Association, or
- (ii) each of two (2) individuals who are spouses of each other and who have been accepted as parties to a joint membership in the Co-operative, as the context may require;

“Ordinary resolution” means a resolution that has been passed by a majority of the Members who voted on the resolution;

“President” means the President of the Board from time to time;

“Registrar” means the registrar of co-operatives as defined in the Act;

“Secretary” means the Secretary of the Board from time to time;

“Special resolution” means, except where otherwise expressly provided in the Act, a resolution that has been passed by at least two-thirds (2/3) of the Members who voted on the resolution where at least ten (10) days’ notice has been given to the Members of the intention to propose the resolution as a special resolution;

“Spouse” means either of two (2) individuals who

(a) is legally married to the other; or

(b) is cohabiting with the other individual as spouses continuously for a period of not less than two (2) years;

“Treasurer” means the Treasurer of the Board from time to time;

“Vice-President” means the Vice-President of the Board from time to time.

1.02 Meanings from the Act

All terms contained in the Bylaws and that are defined in the Act have the meanings given to those terms in the Act.

1.03 Gender

Words importing the masculine gender include the feminine, and words importing the singular include the plural and vice versa.

1.04 Headings

The headings used in these Bylaws are inserted for reference only and are not to be considered in construing the meaning of the Bylaws or to be deemed in any way to clarify, modify, or explain the effect of any terms used in these Bylaws.

II. OBJECTIVES AND BUSINESS OF THE CO-OPERATIVE

2.01 Objectives

The primary objective of the Co-operative shall be to promote a scheme of providing health and hospital services to its Members and their dependants on a mutual benefit plan.

2.02 Registered Office

The registered office of the Co-operative shall be located in the City of Regina in the Province of Saskatchewan.

2.03 Fiscal Year

The fiscal year of the Co-operative shall end on the 31st day of March in each year.

2.04 Contracts

- (a) Contracts, documents, or instruments in writing requiring execution by the Co-operative shall be signed on behalf of the Co-operative by the President and the Secretary or other officers designated from time to time by the Board.
- (b) The Board is authorized to appoint, by resolution, any officer or officers, or any persons on behalf of the Co-operative either to sign contracts, documents, or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

2.05 Borrowing Powers

The Co-operative has the borrowing powers specified in the Act.

2.06 Sale, Lease, or Exchange of Property

The sale, lease, or exchange of all or substantially all of the property of the Co-operative is governed by the provisions in the Act.

III. MEMBERSHIP

3.01 Individual Membership

Any individual eighteen (18) years of age or older is eligible for an individual membership after submitting to the Secretary

- (a) the individual membership fee of \$5.00; and
- (b) the individual's application for membership.

3.02 Joint Membership

- (a) Any two individuals, eighteen (18) years of age or older, and who are spouses of each other, are eligible for a joint membership after submitting to the Secretary
 - (i) the joint membership fee of \$10.00; and
 - (ii) their joint application for membership.
- (b) Joint memberships are held in joint tenancy, not tenancy in common, and the parties to a joint membership are jointly and severally liable for all assessments, levies, dues, fees, payments and other charges imposed or payable with respect to the membership.
- (c) In the absence of an agreement to the contrary, where one party to a joint membership is obliged to and does pay more than his or her proportionate share of an assessment, levy, due, payment, fee or other charge with respect to the joint

membership by reason of the default of the other of the party, the party who paid the amount in excess of his or her proportionate share has a lien on the interest of the other party and may recover the amount from the other party who made the default.

- (d) For the purposes of the Bylaws, references to “Member” shall include reference to each of the two (2) individual parties to a joint membership where the context requires.

3.03 Board Approval of Applications

No membership is valid

- (a) unless the prospective Member has submitted a written application for membership on the form determined from time to time by the Board;
and
- (b) until the Board has accepted the application for membership.

3.04 Responsibilities of Members

Members shall faithfully support and promote the Co-operative and its affairs and are bound by the Bylaws and policies of the Co-operative.

3.05 Membership Privileges

Membership in the Co-operative entitles a Member, including the parties to a joint membership, and his, her, or their dependent children under the age of eighteen (18) years, to use the services of the Co-operative.

3.06 Voting

- (a) Each individual Member is entitled to one vote.
- (b) Each Member in a joint membership is entitled to one vote.
- (c) No individual Member is entitled to vote by proxy.
- (d) No party to a joint membership is entitled to vote by proxy either through the other party to the joint membership or otherwise.

3.07 No Transfer of Membership

No membership is transferrable.

3.08 Withdrawal from Membership

- (a) A Member may withdraw from membership by giving to the Secretary at least thirty (30) days written notice of the intention to withdraw.

- (b) The Board, in its discretion, is entitled to accept a notice of intention to withdraw on fewer than thirty (30) days written notice.
- (c) Except as provided in (d), within thirty (30) days after the effective date of withdrawal, the Co-operative shall pay to the withdrawing Member any loan capital and other amounts held to the Member's credit which are not evidenced by a separate contractual obligation.
- (d) The Co-operative will not pay to a withdrawing Member any membership fees or assessments paid by the Member.
- (e) Except as provided in (f), notice of the death of a Member has the same force and effect as a notice of intention to withdraw.
- (f) Notice of the death of one of the parties to a joint membership transforms the joint membership into an individual membership for the surviving party to the joint membership.

3.09 Termination of a Membership

- (a) The Directors, by a two-thirds (2/3) vote of the Directors present at a meeting called for the purpose, may order the termination of a Member from the Co-operative.
- (b) Within ten (10) days after the date on which the Directors order the termination of a membership, the Secretary shall give the Member written notice of the order and advise the Member of the rights of appeal as provided in (c).
- (c) Within thirty (30) days after receiving the notice mentioned in (b), the Member may appeal the order to the next general meeting by giving the Secretary written notice of intention to appeal.
- (d) At a general meeting where the appeal of an order of termination is considered, a majority of the Members present and casting votes shall confirm or rescind the order.
- (e) Except as provided in (f), if the termination of a membership is ordered and confirmed in accordance with the provisions of the Bylaws, the Co-operative, within one (1) year after the date on which the termination order was made, shall pay the Member any loan capital and other amounts held to the Member's credit which are not evidenced by a separate contractual obligation.
- (f) The Co-operative will not pay to a Member whose membership has been terminated any membership fees or assessments paid by the Member.

IV. MEETINGS

4.01 Annual General Meetings

The Co-operative shall hold an annual general meeting in each year not later than six (6) months after the end of the fiscal year of the Co-operative unless, as permitted by the Act, the Co-operative obtains the permission of the Registrar to hold the meeting at a later time.

4.02 Special General Meetings

- (a) The Directors may call a special general meeting at any time.
- (b) The Directors shall call a special general meeting on the receipt of a written request, if the written request
 - (i) came from at least five percent (5%) of the Members or three hundred (300) Members, whichever is less; and
 - (ii) specified the purpose of the meeting.
- (c) Within twenty (20) days after they receive a request for a special general meeting that meets the criteria in (b), the Directors shall call a special general meeting.

4.03 Member Lists

- (a) On payment of a reasonable fee and upon sending to the Co-operative an affidavit described in (b), any five (5) Members, their agents, or legal representatives may require the Co-operative to provide, within twenty-one (21) days after the receipt of the affidavit, a list made up to a day not more than one (1) month before the day of the receipt of the affidavit, setting out, in alphabetical or numeric order, the names of the Members and their latest addresses known to the Co-operative.
- (b) The affidavit mentioned in (a) must contain:
 - (i) the names and addresses of the applicants;
 - (ii) a declaration that the basic list and any supplemental list obtained will not be used for any purpose other than in connection with an effort
 - A. to influence the voting of Members; or
 - B. to make a written request pursuant to 4.02 to call a special general meeting.

4.04 Notice of Meeting

- (a) The Co-operative shall give at least ten (10) and not more than fifty (50) days' written notice of every general meeting, sent by regular mail to each Member at their last address shown in the Co-operative's membership list.
- (b) The notice of a general meeting shall specify the place, date, and hour of the general meeting.
- (c) The fact that a Member does not receive notice of a general meeting shall not invalidate the proceedings or the business transacted at the general meeting.
- (d) Notice of any special general meeting must specify the purpose for which the general meeting is being called.
- (e) It is not necessary to give Members notice of an adjourned general meeting if:
 - (i) the time and place of the adjourned general meeting are announced at the original general meeting; and
 - (ii) the general meeting is adjourned for fewer than thirty (30) days.
- (f) If a special resolution is to be considered at a general meeting
 - (i) the notice of the general meeting must contain the text of the special resolution; or
 - (ii) if the text of the special resolution is too long to be included in the notice, the notice must contain a statement in sufficient detail to permit the recipient to form a reasoned judgment about the special resolution and a statement that the full text of the special resolution is available by some other readily accessible means.

4.05 Record Date

The record date for determining Members who are entitled to receive notice of a general meeting is deemed to be at the close of business on the day immediately before the day on which the notice is mailed.

4.06 Quorum

- (a) Thirty (30) Members or ten (10%) per cent of the Members on the membership list on the record date described in 4.05, whichever is less, shall constitute a quorum at a general meeting.
- (b) Where a quorum is present at the opening of a general meeting but does not continue to be present throughout the general meeting, the remaining Members present may continue to transact business after the quorum ceases to exist.

4.07 Agenda for Annual General Meetings

The agenda for the annual general meeting shall include:

- Establish Quorum
- Approval of Agenda
- Approval of Minutes
- Annual Report of the Board
- Annual Report of the Treasurer
- Auditor's Report
- Appointment of the Auditor
- Report of the Nominating Committee
- Director Elections
- Resolutions.

4.08 Voting at General Meetings

- (a) Unless otherwise required by the Act, the Articles or the Bylaws, every question will be determined by ordinary resolution passed by the Members present and casting votes at the general meeting.
- (b) Where there is an equality of votes, the motion is lost.
- (c) Members shall vote
 - (i) by show of hands, using their voting cards; or
 - (ii) where at least three (3) Members so demand, by secret ballot.
- (d) If at least three (3) Members have demanded a secret ballot, the chair of the meeting will direct the manner in which the ballot voting will be conducted.
- (e) If all of the Members who demanded a secret ballot withdraw the demand before the secret ballot vote is conducted, the general meeting must comply with the withdrawal.
- (f) If a secret ballot vote is conducted, the result of the ballot is the decision of the general meeting on that question.
- (g) The chair of a general meeting is entitled to vote if he or she is a Member but is not entitled to a second vote in the event of a tie.

V. BOARD OF DIRECTORS

5.01 Number of Directors

The number of Directors required to constitute a full Board is twelve (12).

5.02 Qualifications of Directors

No individual is eligible to be elected to, or to remain on, the Board of Directors if that individual

- (a) is less than eighteen (18) years of age;
- (b) is of unsound mind and has been so found by a court in Saskatchewan or elsewhere;
- (c) has the status of bankrupt;
- (d) is the auditor or a trustee of the Co-operative, or is otherwise a member of a class of persons prescribed in the regulations under the Act;
- (e) is not, or ceases to be, a Member.

5.03 Employees as Directors

The total number of Directors who are also employees of the Co-operative shall not at any time be more than three (3).

5.04 Joint Memberships and Director Positions

Only one of the parties to a joint membership is entitled to be a Director at one time.

5.05 Election of Directors

- (a) The election of Directors shall take place annually at the annual general meeting.
- (b) When the number of nominees for a position as Director exceeds the number of Directors to be elected, the election must be by secret ballot.
- (c) When voting for Directors, a Member shall vote for the number of Directors to be elected and any ballot that is marked for more or fewer than the number to be elected is deemed to be void.

5.06 Directors' Term of Office

- (a) Except as provided in (b), the term of office for a Director shall expire at the close of the third annual general meeting following his or her election, and, in this section, that period of time is called a "full term."

- (b) A Director elected or appointed to fill a vacancy when another Director ceases to hold office is elected or appointed to fill the remaining period of time in the full term of his or her predecessor and, in this section, that remaining period of time in the full term is called a “partial term.”
- (c) Subject to (d) and (e), an individual whose full term or partial term is expiring is eligible for re-election or re-appointment.
- (d) No individual is entitled to serve more than three (3) full terms consecutively or two (2) full terms and one (1) partial term consecutively as a Director without a break as described in (e).
- (e) An individual, having served three (3) full terms consecutively or two (2) full terms and one (1) partial term consecutively as a Director, is again eligible to be elected or appointed to the Board of Directors if that individual:
 - (i) meets the eligibility requirements in 5.04, and
 - (ii) after having served three (3) full terms consecutively as a Director, or after having served two (2) full terms and one (1) partial term consecutively as a Director, has remained off the Board for at least the period of time between his or her last annual general meeting as a Director and the next following annual general meeting.
- (f) A Director ceases to hold office when the Director
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) has served the maximum period of time allowed in this section;
 - (iv) is removed from office by the Members; or
 - (v) is no longer qualified.

5.07 Removal of Directors from Office

The Members may remove a Director from office by a two-thirds (2/3) majority of the votes cast at a general meeting.

5.08 Filling Vacancies on the Board

Where there is a vacancy on the Board and there remains a quorum of Directors, the remaining Directors may exercise all the powers of the Board or may appoint a Director to fill the vacancy until the next general meeting.

5.09 Powers of the Board

The Board shall direct and supervise the business and affairs of the Co-operative and may exercise, by resolution, all the powers of the Co-operative that are not required by the Act or the Bylaws to be exercised by the Members in a general meeting.

5.10 Calling Board Meetings

- (a) Regular meetings of the Board shall be held at least once every three (3) months at the times and places that the Board from time to time determine.
- (b) The President may call a special meeting of the Board at any time upon any notice he or she deems to be appropriate.
- (c) The President must call a special meeting of the Board within fourteen (14) days after receiving a written request from a majority of the Directors then in office.

5.11 Notice of Board Meetings

- (a) Directors shall receive at least seven (7) days' written notice of every regular Board meeting by regular mail, hand delivery, or email.
- (b) A notice of a Board meeting need not specify the purpose or the business to be transacted at the meeting.
- (c) A Director may waive, in any manner, notice of a Board meeting.
- (d) For the purposes of (c), a Director's attendance at a Board meeting is deemed to be a waiver of notice of the meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.12 Quorum at Board Meetings

- (a) The quorum necessary for the transaction of business at a Board meeting is fifty percent (50%) plus one (1) of the Directors required to constitute a full Board.
- (b) If a Director is temporarily excused from a portion of a Board meeting due to a conflict of interest, a quorum must continue to be present and that Director cannot be counted to determine quorum.
- (c) If a quorum is not present at the opening of a Board meeting, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (d) If a quorum is present at the opening of a Board meeting, but does not continue to be present throughout the meeting, the remaining Directors may not transact any business after the quorum ceases to exist.

5.13 Members' Rights to Speak at Board Meetings

Before a Board meeting, any Member may ask to speak to a specific issue at that meeting, but the Member is not entitled to vote or to remain in attendance for any more than that portion of the meeting to which he or she has been invited.

5.14 Transaction of Business at Board Meetings

- (a) At regularly and legally constituted meetings of the Board or any committee of the Board, all questions shall be decided by a simple majority vote and, in the case of an equality of votes, the motion shall be lost.
- (b) The President or any presiding officer may vote on any resolution but shall not have a second or casting vote in the event of a tie.
- (c) Except as provided in (d), a resolution of the Board may be passed without a meeting where
 - (i) all the Directors consent in writing to the resolution; and
 - (ii) the consent is filed with the minutes of the proceedings of the Directors.
- (d) No resolution of the Board involving the expenditure of money may be passed without a meeting of the Board being held.
- (e) Where all the Directors consent, a meeting of Directors may be held by means of a telephone system or a communications facility other than a telephone system that permits all persons participating in the meeting to hear and speak to each other, and a person so participating is deemed to be present at the meeting.

5.15 Directors' Re-organization Meeting

The Directors shall hold their first meeting within ten (10) days after the annual general meeting to, among other things, elect from among their number a President, a Vice-President, a Secretary, and a Treasurer.

5.16 Officers' Terms of Office and Vacancies

- (a) Subject to (b), each individual elected or appointed by the Board as an officer shall hold office until the conclusion of the next following annual general meeting, or until that individual's resignation, death, removal, or disqualification as a Director, whichever first occurs.
- (b) The Board, in its discretion, may remove any officer of the Co-operative and elect or appoint another individual to fill the unexpired portion of that individual's term.

5.17 Officers' Duties

- (a) The President shall
 - (i) unless some other individual is appointed by the meeting to do so, preside at all general meetings of the Co-operative;

- (ii) unless some other Director is appointed by the meeting to do so, preside at all meetings of the Board;
 - (iii) be ex-officio member of all committees other than the Executive Committee, in which case he or she is a full, voting member of the Committee;
 - (iv) perform all other duties and exercise all other powers incidental to the office of President or as may be required by the Board.
- (b) The Vice-President, in the absence of the President, shall discharge the duties of the President.
- (c) The Secretary shall
- (i) keep or cause to be kept correct minutes of all Board meetings and general meetings;
 - (ii) perform other duties and exercise other powers incidental to the office of Secretary or as may be required by the Board.
- (d) The Treasurer shall
- (i) serve as the chair of the Audit Committee;
 - (ii) keep, or cause to be kept, proper accounting records for the Co-operative;
 - (iii) report to the Board whenever required on all transactions as Treasurer and on the financial position of the Co-operative;
 - (iv) perform other duties and exercise other powers incidental to the office of Treasurer or as may be required by the Board.
- (e) The Board may appoint and delegate powers and duties to other officers, in addition to the President, Vice-President, Secretary, and Treasurer, as it deems necessary to properly conduct the affairs of the Co-operative.

5.18 Executive Committee

- (a) The Board's officers, elected or appointed as specified in 5.15, constitute the Executive Committee.
- (b) The Executive Committee shall meet as required.
- (c) The quorum necessary for the transaction of business at Executive Committee meetings is three (3).

- (d) Any two (2) individuals on the Executive Committee may call a special meeting of the Committee at any time on any notice they deem appropriate.
- (e) Subject to the Act and the Bylaws, the Executive Committee shall perform the duties and exercise the powers that the Board delegates to it from time to time.
- (f) The Executive Committee shall report its actions and submit the minutes of its meetings to the Board at the next regular or special Board meeting and obtain ratification of its actions.
- (g) The designation of the Executive Committee and the delegation to it of authority by the Board does not relieve the Board or any Director from any responsibility imposed by law.
- (h) If the Board deems it appropriate, it may limit the authority of the Executive Committee.

5.19 Audit Committee

- (a) The Board, by resolution, will appoint, from among its number, an Audit Committee and the provisions of 5.21 shall apply to it.
- (b) The Treasurer shall serve as chair of the Audit Committee.

5.20 Nominating Committee

- (a) The Board, by resolution, will appoint, from among its number, a Nominating Committee and the provisions of 5.21 shall apply to it.
- (b) The Board, in its discretion, may appoint one or more Members as advisors to the Nominating Committee with duties and for terms determined by the Board.

5.21 Other Committees

- (a) The Board, by resolution, may
 - (i) appoint, from among the Directors, any committee it considers necessary, and
 - (ii) except as provided in (c), delegate to any committee of at least three (3) Directors any powers it considers necessary for the efficient conduct of the affairs of the Co-operative.
- (b) A committee appointed under (a) may exercise any powers that the Board has delegated to it by resolution, subject to any restrictions contained in the resolution.

- (c) No committee of the Board may
 - (i) fill a vacancy among the Directors;
 - (ii) approve any financial statements of the Co-operative;
 - (iii) submit to the Members any question or matter requiring the approval of the Members; or
 - (iv) make decisions where the Act or the Bylaws require a two-thirds (2/3) or unanimous vote of the Board.
- (d) Committees shall keep minutes of their proceedings and submit them to the Board at the next regular or special meeting of the Board.

5.22 Remuneration of Directors and Committees of Directors

- (a) Directors may be remunerated for their services in the performance of their duties and functions as Directors at rates that the Members set by ordinary resolution from time to time at the annual general meeting.
- (b) Directors shall be reimbursed for their expenses incurred by reason of the performance of their duties and functions as Directors at rates that the Board sets by resolution from time to time at its meetings.

5.23 Indemnification of Directors

The Co-operative shall indemnify the Directors to the full extent and in the manner permitted by the Act.

VI. ADVISORY GROUPS

6.01 Composition

The Board, by resolution, may appoint, from among the Directors, Members, and non-Members, any advisory group it considers necessary.

6.02 No Delegation

The Board may not delegate any of its powers to an advisory group.

6.03 Terms of Reference, Composition, and Procedures

The Board will establish the terms of reference, composition, meeting procedures, and reporting procedures for the advisory groups.

VII. AUDITOR

7.01 Appointment of Auditor

The Members, by ordinary resolution at the annual general meeting, shall appoint an auditor to hold office until the close of the next annual general meeting.

7.02 Incumbent Auditor

Where an auditor is not appointed at an annual general meeting the incumbent auditor continues in office until the successor is appointed.

VIII. DISSOLUTION

8.01 Dissolution

On the dissolution of the Co-operative, any undistributed surplus, including reserves and all unencumbered assets and property, of the Co-operative shall be donated to one or more organizations established for the purpose of providing services for social welfare, health, civic improvement, education, or for other objects of a benevolent or charitable nature.

IX. AMENDMENT OF THE BYLAWS

9.01 Amendment of the Bylaws

The Members, at any annual or special general meeting called for the purpose, may enact, amend, repeal or replace any Bylaw

- (a) by a simple majority of the votes cast at the meeting where written notice of the proposed enactment, amendment, repeal, or replacement has been sent to the Members with the notice of the meeting at which it is to be considered; or
- (b) by a two-thirds (2/3) majority of the votes cast at the meeting where written notice of the proposed enactment, amendment, repeal, or replacement has not been sent to the Members with the notice of the meeting at which it is to be considered.