

BYLAWS OF  
QUEEN CITY MARATHON INC.

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## 1. DEFINITIONS:

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

(a) "Act" means The Non-Profit Corporations Act, 1995 as amended or replaced from time to time; and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions.

(b) "the corporation" means Queen City Marathon Inc.

(c) "the directors", "board" and "board of directors" means the directors of the corporation for the time being;

(d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of such terms.

(e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.

(f) words importing the masculine gender shall include the feminine and vice versa and words importing persons shall include corporations. Words importing the singular number shall include the plural number and vice versa.

(g) "member" means any person with a membership interest in the corporation.

## 2. PURPOSE AND OBJECTIVES

The purpose and objectives of the corporation are:

(a) to promote interest in and provide for the development of and the enhancement of the sport of marathon running and walking in the City of Regina and the Province of Saskatchewan.

(b) to raise and maintain a fund or funds and to apply and expend from time to time all or part thereof and/or the income received therefrom for the attainment of and carrying out of the aforesaid purpose.

(b) to regulate marathon competition in the Regina area with a view to promoting good, safe events.

(c) to become a member of, and co-operate with any other association, whether incorporated or not, whose purposes and objects are in whole or in part, similar to its own objects.

### 3. MEMBERSHIP

(a) The membership of the corporation shall consist of "voting" members and "associate" members:

(i) a "voting" member is entitled to all privileges of membership including the right to vote at meetings of members.

(ii) an "associate" member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as a director.

(iii) any person who is eighteen years of age or older may apply to the Board of Directors for a "voting" membership in the corporation.

(iv) an "associate" member is any person who has participated in a Queen City Marathon as a runner, a walker or a volunteer.

(v) a "voting" member is any "associate" member who has paid a membership fee as set by the Board of Directors for that fiscal year.

(c) annual "voting" membership fees payable to the corporation for 2006 shall be \$5.00 and may be amended from time to time as prescribed by the Board.

(d) the members may approve or reject any and all applications for membership, as they in their absolute discretion deem necessary. This power may be assigned to the Directors at any general meeting.

(e) upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

(f) the corporation may issue a membership receipt evidencing membership in the corporation. The Treasurer shall sign such receipt.

### 4. DISCIPLINE

(a) the Board shall have the right to discipline any member of the corporation if the member has engaged in conduct injurious to the corporation or detrimental to the sport of Marathon running or walking.

In disciplining a member, the Board may:

(i) suspend, for a specified period of time not to exceed six months, the member's power to exercise his rights and privilege as a member.

(ii) if authorized by a vote of two-thirds of the remaining members of the corporation, expel the member from the corporation.

(b) no member shall be disciplined unless he has received at least fourteen clear days notice in writing of the meeting at which disciplinary proceedings are to be considered, which notice shall specify the charge against the member. The member shall be entitled to attend such meeting with counsel and to make representations to the meeting relating to the charge.

## 5. MEETINGS OF MEMBERS

(a) an annual general meeting of the "voting" members of the corporation shall be held at least once each calendar year and not more than fifteen months after the preceding annual general meeting, at a time and a place to be fixed by the Directors.

(b) the general meetings referred to in the preceding clause shall be called annual general meetings or general meetings and all other meetings of the corporation shall be called special general meetings. All meetings shall be held in the city of Regina, Saskatchewan.

(c) all business transacted at a special or annual meeting, except consideration of the financial statements, auditor's report, election of directors and reappointment of an incumbent auditor, and the consideration of bylaws submitted by the directors, is deemed to be special business.

(d) no special business may be transacted at a meeting of "voting" members unless the notice of meeting states the nature of the business in sufficient detail to permit "voting" members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

(e) Any "voting" member may submit to the corporation notice of any matter that the "voting" member proposes to raise and discuss at the general meeting and notice of the proposal shall, if received at least ninety (90) days before the anniversary of the previous annual meeting of the "voting" members, be given to members in accordance with the Act.

(f) notice of the time and place of a general meeting of "voting" members shall be sent **not less than 15 days** or more than **50 days before** the meeting, to each "voting" member entitled to attend the meeting and to the auditor. Distribution of notices for the annual meeting will be sent by email only. Members not having an email address on file will not be notified.

(g) subject to the Act, irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any "voting" member shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

(h) at every general meeting of the "voting" members, each "voting" member is entitled to vote on each question.

(i) voting at a meeting of the "voting" members shall be by show of hands except where a ballot is demanded by a "voting" member either before or after a vote by show of hands.

(j) a quorum of "voting" members at a general meeting shall consist of **five (5)** "voting" members personally present.

(k) notice of the Annual General Meeting shall be given to all members in accordance with the manner for distribution of financial information. Associate members are not able to vote or to be elected to the board, nor can they bring motions or speak to same at an Annual General Meeting except upon the discretion of the chair.

## 6. DIRECTORS

(a) there shall be a board of directors of the corporation consisting of a minimum of one (1) person and a maximum of fifteen (15) persons. The directors shall be elected by the "voting" members at the annual general meeting.

(b) a director may resign as a director upon giving notice in writing to the corporation and such resignation shall take effect upon receipt by the corporation or upon such later date as may be specified in said notice.

(c) every director of the corporation who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a director of the corporation shall, in writing, disclose to the Board the fact and nature and the extent of the conflict. Any interest which any director may have as a result of being an active marathon competitor shall be deemed not to be a conflict of interest for the purposes of this clause.

(d) each director shall be elected for a term of one year.

(e) a retiring director shall be eligible for re-election.

(f) subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the minimum number of directors or from a failure to elect the minimum number of directors. Such filling of a vacancy is effective only until the next meeting of the members. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the minimum number of directors, the board shall forthwith call a special meeting of the "voting" members to fill the vacancy. If the board fails to call such a meeting or if there are no directors then in office, any member may call the meeting.

(g) no person shall be qualified to be a director if not a "voting" member of the corporation and not at least eighteen years of age.

## 7. OFFICERS

(a) the directors shall elect from among themselves such officers as they think appropriate, which may include a President, a Vice-President, a Secretary, and a Treasurer, or any combination thereof. The persons holding such offices, besides filling any duties assigned to them by the Directors, shall have such powers as are usually incidental to their office.

(b) the President shall preside at all meetings of the Board and of the members of the corporation. The President is the chief executive officer of the corporation and shall supervise the other officers in the execution of their duties.

(c) the Vice-President shall assist the President in the performance of his/her duties and shall act in the absence or inability of the President.

(d) the Secretary shall enter or cause to be entered in records kept for that purpose minutes of all meetings of the Board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and auditors; and shall have such other powers and duties as the Board may specify.

(e) the Treasurer shall keep proper accounting records 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 the corporation whenever required an account of all transactions as Treasurer and of the financial position of the corporation; and shall have such other powers and duties as the corporation may specify.

## 8. PROCEEDINGS OF DIRECTORS

(a) the directors shall manage the activities of the corporation. The powers of the Board shall 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 the Board. Where there is a vacancy in the Board the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

(b) directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceeding, and three directors shall be a quorum.

(c) meetings of the Board 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 had not been dispensed with may be given by email, letter, telephone or otherwise at least five days prior to the meeting or if sent by mail at least ten days prior to the meeting, excluding the day of delivery, mailing or otherwise. 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.

(d) meetings may be held by telephone if held in a manner, which permits all persons participating in the meeting to hear each other, and only with the consent of all the directors.

(e) any two directors may convene a meeting.

(f) questions arising at any meeting of directors shall be decided by a majority of votes, and in the case of an equality of votes the motion shall be lost. The chairperson shall not have a deciding vote.

(g) the directors may delegate any of their powers to committees (as permitted by the Act) and may revoke such delegation at any time. The duties of the committees shall be assigned by the directors.

(h) the directors may, by resolution, prescribe sanctioning rules to apply to all marathons to be held and designated as sanctioned events in the city of Regina, Saskatchewan.

## 9. FINANCIAL AFFAIRS

- (a) the fiscal year of the corporation shall end on the 30th day of November of each year.
- (b) the directors shall cause to be kept proper records and accounts of all financial transactions of the corporation.
- (c) the directors shall place before the members at every annual general meeting the financial statements for the period beginning immediately after the end of last completed financial year. They shall also place before the members the report of the auditor, if any.
- (d) the directors shall approve the financial statement and shall evidence their approval by the signature of one or more directors.
- (e) no financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor, if any.
- (f) the corporation shall publish on its website "www:runqcm.com" a copy of the annual financial statement and the report of the auditor, if any not less than fifteen days before each annual general meeting or may, in lieu thereof, publish a notice stating the documents are available at the office of the corporation and that any member may, upon request, obtain a copy free of charge by prepaid mail to his address.
- (g) no member not 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 the corporation in general meeting.
- (h) all funds of the corporation shall be deposited in one or more accounts in the name of the corporation at a chartered bank, trust company or credit union, designated by the directors.
- (i) all cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the corporation and signed in accordance with resolutions passed by the directors for that purpose.
- (j) no remuneration shall be paid to the directors other than compensation for travel and sustenance while on corporate business at rates approved by the members in general meeting.

## 10. AMENDMENTS TO BYLAWS

- (a) the directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- (b) the directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of the members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- (c) a bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.

(d) if a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of the members, the bylaw, 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 regular members.

#### 11. LIQUIDATION AND DISSOLUTION

At the time of dissolution of the corporation any remaining property and/or other assets of the corporation shall be sold or otherwise dealt with as the directors shall decide by majority vote with the proceeds being donated to the charity of their choice.

Dated at the City of Regina, in the Province of Saskatchewan,  
the 22<sup>nd</sup> day of March, 2006.

QUEEN CITY MARATHON INC.