

THE ROYAL LIFE SAVING SOCIETY CANADA
SASKATCHEWAN BRANCH INC.

CONSTITUTION

1. NAME

- i) The name of the organization shall be The Royal Life Saving Society Canada, Saskatchewan Branch, Inc.
- ii) The Royal Life Saving Society Canada Saskatchewan Branch Inc. will, from time to time, use the business name "Lifesaving Society" in its daily operations and for public identification.

2. ROYAL CHARTER

In the event of any inconsistency between the provisions of the Royal Life Saving Society, Canada or the provisions of the supplemental Royal Charter, 1960, as amended, and the provisions of any Branch Constitution and these regulations, the provisions of the said Charters shall prevail.

3. DEFINITIONS

In these bylaws, unless the context otherwise requires:

- i) "Society" shall mean the Royal Life Saving Society Canada.
- ii) "Canadian National Branch" shall mean the Royal Life Saving Society Canada.
- iii) "Branch" shall mean the Royal Life Saving Society Canada Saskatchewan Branch Inc.
- iv) "Directors" shall mean the Executive Council or Board of Directors of the Branch.
- v) Words importing singular number only, shall include plural number and vice versa; words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

4. OBJECTIVES

The objective of the Branch shall be those of the Society as contained in the Royal Charter of Incorporation dated July 14, 1924.

- i) To promote technical education in life saving and the resuscitation of the apparently drowned.
- ii) To stimulate public opinion in favour of general adoption of swimming and life saving as a branch of instruction in schools, colleges, etc.
- iii) To encourage floating, diving, plunging, and such other swimming arts as would be of assistance to a person endeavouring to save life.
- iv) To arrange and promote public lectures, demonstrations, and competitions, and to form classes of instruction so as to bring about widespread and thorough knowledge of the principles which underlie the art of natation.
- v) Whereas, by adhering to all the above (i,ii,iii,iv) objectives, we will have implemented our main objective of promoting and ensuring, wherever possible, safe, recreational aquatics.

The objectives shall be interpreted in such a way as to make them most suitable to the needs of Saskatchewan and the Branch.

5. JURISDICTION

The Branch shall be responsible for the management of the affairs of the Society within the boundaries of the Province of Saskatchewan, and any other area designated by the Canadian National Branch.

6. MEMBER CLASSIFICATIONS

The Branch shall consist of Honourary Members, Active Members, Honourary Associate Members, Associate Members, and Affiliate Members.

A. HONOURARY MEMBERS

The Honourary Members shall be the Patron, Governor and Honourary Officers of the Branch together with such other persons or groups who are elected by the Board of Directors.

B. ACTIVE MEMBERS

The Active Members of the Branch shall be:

- i) The Officers and Members of the Board of Directors as herein constituted.
- ii) The members of all Branch committees.
- iii) Duly authorized examiners and instructors holding current qualifications to examine and/or instruct in Saskatchewan.
- iv) All other persons elected to active membership by the Board of Directors

The holding of a Proficiency Award of the Royal Life Saving Society Canada shall neither constitute active membership in the Branch nor be a prerequisite of membership.

C. HONOURARY ASSOCIATE MEMBERS

Honourary Associate members shall be persons appointed to such membership by the CEO and Special Events-Committee, from time to time.

D. ASSOCIATE MEMBERS

The Associate members shall be successful candidates who have achieved any one or more of the **Bronze Star**, Bronze Medallion, Bronze Cross, Distinction Award, Diploma, National Lifeguard Certification, or any other award of the Society authorized by the Board of Directors.

E. AFFILIATE MEMBERS

The Affiliate Members shall be responsible groups or organizations recognized by the Branch who provide Lifesaving Society programs and who may be required to pay an annual affiliation fee.

7 MEMBERSHIP FEES

The membership and award fees shall be determined, from time to time, by the Chief Executive Officer on an annual basis.

8 COMMONWEALTH HONOURS

The CEO shall submit in writing to the Canadian National Branch, the name of Members of the Branch whom should be recognized for Commonwealth Honour Awards.

9 REGISTERED OFFICE

- i) The Registered office of the Branch shall be located in the City of Regina and the Province of Saskatchewan, or other such place in the Province of Saskatchewan as may, from time to time, be selected by the Board of Directors.
- ii) The mailing address of the Branch shall be 2224 Smith Street, Regina, Saskatchewan, S4P 2P4 or such other place as may, from time to time, be selected by resolution of the Board of Directors.

10 BOARD OF DIRECTORS

- (a) The Board of Directors shall consist of at least five to a maximum of seven people who will be known as the Directors at Large.
- (b) The CEO sits as an ex-officio member of the Board of Directors and performs the role of Secretary as needed.
- (c) Annually, all Directors will select, by a simple majority vote, one of the Directors at Large to be the President of the Board of Directors.

11 DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

- (a) President of the Board
The President of the Board shall:
 - i) be the senior Officer of the Branch and shall exercise general supervision over affairs of the Branch.
 - ii) preside at all meetings of the Board of Directors.
 - iii) be responsible for promotion of the Branch.
 - iv) follow, implement and apply the Branch Governance Policies in the best interests of the Branch, and participate with the Board of Directors in maintaining and/or modifying the said Policies from time to time.
- (b) Directors-at-Large
All Directors-at-Large shall:
 - i) perform all such duties as assigned by the President of the Board or the Board of Directors.
 - ii) be responsible for promotion of the Branch
 - iii) follow, implement and apply the Branch Governance Policies in the best interests of the Branch, which may include maintaining and/or modifying the said Policies from time to time.

12 AWARDS

The Board of Directors shall ensure that the public is provided with instruction in the Royal Life Saving Society Canada programs at the local level within the Branch's provincial or territorial jurisdiction and shall ensure the examination of candidates presented for awards within that jurisdiction.

13 ELECTION PROCEDURES

The procedure for election of the Board of Directors of the Branch at the Annual Meeting shall be as follows:

- i) Any person may run for the position of Director-at-Large.
- ii) A minimum of five to a maximum of seven Directors-at-Large are elected for a two-year term except where the director is elected to complete the unexpired term of a vacated position, and may be re-elected for up to three, two-year consecutive terms.
- iii) Board of Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- iv) In the case of a tie vote for any position, the election shall be declared null and void by the chair of the Nominating Committee and another election shall be called for immediately for the tied position.
- v) All nominations for positions on the Board of Directors must be received in writing, duly moved and seconded, at least 30 calendar days prior to the Annual General Meeting.
- vi) In the event of an insufficient number of nominations to fill the vacancies, then nominations will be accepted from the floor during the Annual General Meeting.
- vii) The Nominating Committee shall acclaim a sole nominee to any position at the Annual General Meeting.

14 VACANCIES AND ADDITIONS

- (a) In the event of a vacancy on the Board of Directors prior to the expiry date of holding such office, the Board of Directors may appoint any person to fill such vacancy. The person so appointed, shall hold office until the next annual meeting of the Branch, at which time an election will be held for the position for the unexpired term of office if required.

15 MEETINGS OF THE BOARD OF DIRECTORS

- (a) The Board of Directors shall meet at specified times, at least once every calendar year.
- (b) Special meetings of the Board of Directors may be called on the written request of three or more members of the Board of Directors setting forth the purpose of such meeting. Such a meeting must be held within four weeks of receipt of the request—or such longer time as those persons requesting the meeting will approve.
- (c) The President of the Board shall preside at all meetings of the Board of Directors, and in his absence, the President of the Board shall appoint one of the Directors-at-Large to chair that particular meeting.
- (d) For the transaction of the affairs of the Board of Directors, a quorum shall consist of not less than a majority of the members of the Board of Directors.
- (e) For the transactions of the affairs of the Board of Directors, decisions shall be by a majority vote of the votes cast. Each shall have one vote regardless of the number of offices or positions he holds.
- (f) Any Honourary, Active or Affiliate member of the Branch may be invited, by the President of the Board, to attend and speak at a meeting of the Board of Directors. However, at the request of a member or members, of the Board of Directors, any meeting, or item of business on the agenda of a meeting, shall be restricted to attendance of the Board of Directors. Only members of the Board of Directors shall be permitted to vote.
- (g) Proxy attendance or proxy vote shall not be permitted.

16 DUTIES AND POWERS

- (a) The management of the affairs of the Branch shall be vested in the Board of Directors which shall do all such things and perform all such acts as may be necessary for the proper conduct of the Branch.
- (b) The Board of Directors may appoint a Chief Executive Officer who shall perform all duties and any other functions as delegated by the Board of Directors.
- (c) The Board of Directors shall have the power to establish Board committees when deemed necessary, but such committees should only be established in extraordinary circumstances.
- (d) The Board of Directors shall cause proper accounts to be kept of all receipts and expenditures on behalf of the Branch and of all the matters in respect to which the same are received or expended and also of the assets, credits and liabilities of the Branch.
- (e) The Board of Directors shall prescribe the manner in which cheques, agreements, letters and other documents shall be signed.
- (f) Each year, within ten days after the Branch Annual Meeting, the Board of Directors shall file a report with the Canadian National Branch and with the Registrar of the Non-Profit Corporations in Saskatchewan. This report shall include a financial statement audited by an accredited auditor.

- (g) The Board of Directors shall provide the Canadian National Branch with a copy of the Branch Constitution and amendments thereto.

17 BRANCH ANNUAL MEETING

- (a) At least ninety days' notice shall be given prior to the Branch Annual Meeting.
- (b) The Annual General Meeting of the branch shall be held at intervals not exceeding fifteen months and no later than March 31 in each calendar year.
- (c) The time and place to be specified by the Board of Directors.
- (d) At the Annual General Meeting, there shall be presented:
 - i) The Report of the Board of Directors
 - ii) The Annual Report on the accounts of the Branch as audited by the duly appointed auditor.
 - ii) The Report of the Chief Executive Officer.
- (e) At the Annual Meeting, the Members:
 - i) May elect Honourary Officers for the forthcoming year.
 - ii) Shall elect the Directors-at-Large if their terms have expired and in any event at least three members to fill the Directors-at-Large positions.
 - iii) Appoint an Auditor
 - iv) Make, vary, or repeal regulations covering the granting of the Society's awards in the territory under the jurisdiction of the Branch, provided such provisions do not contravene the policy of the Canadian National Branch.
 - v) Consider all other items of business placed before them in the agenda presented by the President and approved by the members.

18 VOTING

- (a) At the meetings of the Branch, each Active Member present shall have one vote, regardless of the number or types of members they represent except if they also represent an Affiliate Member in which case they may have two votes. There shall be no voting by proxy.
- (b) Voting shall be by show of hands in all Branch business except for elections of the Board of Directors, where such voting shall be by secret ballot. If requested by more than five Active or Affiliate members any matter may be put to a vote by secret ballot.
- (c) In the case of a tie vote for the deciding position to the Board of Directors, the election shall be declared null and void and another election shall be called immediately for the tied position.
- (d) For the transaction of the affairs of the Branch, a quorum shall consist of any three Board of Directors and not less than three members of the Branch.
- (e) All matters exclusive of Constitutional amendments or other specially regulated items shall be decided by a majority of the votes cast.

19 SPECIAL MEETINGS

Special meetings of the Branch may be called on the order of the President of the Board or shall on the written request of five Active or Affiliate Members, setting forth the objects of such meetings which must be held within six weeks of such request, or such longer time as the members requesting the meeting will approve and at such time and place as the Board of Directors may decide.

20 CONDUCT

At all meetings of the branch, Robert's Rules of Order shall serve as a guide for the conduct of business.

21 HONOURARY OFFICERS

The Branch may establish such positions for Honourary officers.

22 BRANCH GOVERNOR

The Branch shall appoint a Branch Governor whose duties shall include the duties set out in Article IX of THE ROYAL LIFE SAVING SOCIETY CANADA /LA SOCIÉTÉ ROYALE DE SAUVETAGE CANADA BYLAWS¹ and such other duties as the Branch Board of Directors deem necessary and advisable.

23 TRUSTEES

¹ See Attachment 1

Trustees shall be the entire Board of Directors, and the Chief Executive Officer.

24 CAPITAL FUNDS

All capital funds and properties of the Branch shall be vested in the Trustees who shall deal with the same in accordance with directions of the Board of Directors as given from time to time.

25 PROPERTY AND LOANS

The Trustees shall be empowered to negotiate and sign for loans as required from time to time for the operation of the Branch. They shall be empowered to sign all documents concerning the leasing of properties or other matters which affect the Branch. The signatures of two of the Trustees shall be required on all documents.

26 EMPLOYMENT OF PERSONNEL

- (a) The Board of Directors shall be empowered to hire the Chief Executive Officer of the Branch and to determine the salary, increments, and benefits for such position.
- (b) The Chief Executive Officer shall be empowered to hire such support staff and other employees, separate support staff and other employees from employment, and set the salary, increments and benefits for those positions, as set out by the Governance Policies established by the Board, from time to time.

27 AMENDMENTS AND/OR ADDITIONS TO THE CONSTITUTION

- (a) Constitutional amendments, additions thereto and deletions therefrom, may only be presented to the Annual Meeting of the Branch if written Notice of the proposed changes have been given to the President of the Board at least fifteen days prior to the Annual meeting and shall require the affirmative vote of three-quarters majority of the voting members in attendance at such a meeting. Should three-quarters of such voting power include a fraction of one vote, that fraction will be eliminated in order to establish the necessary number of votes.
- (b) By unanimous vote at the Annual General Meeting of the Branch, the provision of fifteen days' formal written notice of the proposed changes may be waived and Constitutional amendments, additions thereto and deletions therefrom may be presented and voted upon.

28 DISSOLUTION

- (a) The Branch is not organized for pecuniary profits and no dividends or distribution of the property of the Branch shall be made until all debts are fully paid, and then only upon its final dissolution.
- (b) Upon dissolution of the Branch, all properties and assets shall be distributed as follows:
 - i) All property held in Trust shall be returned to the owner or executor.
 - ii) The balance of all property or assets shall be donated to one or more recognized charitable organizations carrying on the same or similar activities as selected by the Board of Directors and approval by the Society in a General Meeting.

29 REPEAL OF FORMER BYLAWS

The former Bylaws of the Branch approved by the Branch on March 19, 1979 and registered under the Societies Act are rendered inactive under the Non-Profit Corporations Act. Provided however, anything lawful done under and in perseverance of such Bylaws before the date hereof, is hereby validated and these Bylaws as amended are approved and shall take effect March 7, 1981, this being the date of continuance of the Branch as a corporation under the Non-Profit Corporations Act.

ATTACHMENT 1

Taken from:

THE ROYAL LIFE SAVING SOCIETY CANADA / LA SOCIÉTÉ ROYALE DE SAUVETAGE CANADA BYLAWS

IX. BOARD OF GOVERNORS

9.1 **Composition.** The Board of Governors shall consist of not more than twenty members selected as follows:

- (a) One individual per Branch or combination of Branches;
- (b) Other appointees at large; and
- (c) The President and the Immediate Past President of the Canadian Society ex officio;

All members will be appointed nationally by the President. The President will consult Active Members before appointing Governors under Paragraph 9.1(a).

9.2 **Term.** Governors will be appointed for a three-year term and may be re-appointed for further terms of three years.

9.3 **Duties.** It shall be the duty of the Board of Governors to:

- (a) Advance the interests of each Branch; and
- (b) Promote the well-being of the Canadian Society as a national body.

A Governor of a Branch or combination of Branches shall render assistance to his Branch or Branches by giving counsel and advice in such other ways as may be appropriate.

9.4 **Chairman, Meetings.** The Board of Governors will annually elect from among its members a Chairman and a vice-chairman. Meeting shall be at the call of the Chairman at such time and place as he may specify in the notice calling a meeting. If all Governors consent, a meeting of the Board of Governors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Governor participating in such meeting by such means is deemed to be present at that meeting.

9.5 **Quorum, Voting.** A quorum shall consist of a majority of the Governors then in office. Each member may cast one vote on all matters brought before the Board of Governors.