BYLAW NO. 1

A Bylaw relating generally to the conduct of the affairs of Women Entrepreneurs of Saskatchewan Inc.

IT IS HEREBY ENACTED AS A Bylaw of Women Entrepreneurs of Saskatchewan Inc. (hereinafter called the "Corporation") as follows:

PART I – GENERAL

1.1. Definitions: In this Bylaw and all other Bylaws of the Corporation, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

(a) "Act" means ***The Non-profit Corporations Act, 2022*** as amended from time to time, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the Bylaws shall be read as referring to the amended or substituted provisions thereof;

(b) "Articles" means the articles of the Corporation from time to time in force and effect;

(c) "Bylaws" means all Bylaws of the Corporation from time to time in force and effect;

(d) "Board" means Board of Directors of the Corporation; and

(e) "Member" means a member of the Corporation;

PART II – BUSINESS OF THE CORPORATION

2.1 Purpose. The purpose of the Corporation is to serve women entrepreneurs.

2.2 Registered Office. The Corporation may from time to time by resolution of the Board, change the location of the registered office of the Corporation within the province designated in the Articles.

2.3 Corporate Seal. The corporate seal of the Corporation shall be such as the Board may by resolution adopt.

2.4 Signing of Documents. The Directors shall have the power from time to time by resolution to appoint any officer(s), director(s) or person(s) on behalf of the Corporation either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons appointed by resolution of the Directors. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formalities.

PART III- MEMBERSHIP

3.1 Membership**:** The classes of membership for the Corporation are as described in the Articles.

3.2 Issuance**:** The process for the issuance of membership interests in the Corporation shall be decided by the Board.

3.3 Membership Fees: Membership fees shall be payable to the Corporation in such amount and manner as the Board shall prescribe.

3.4 Termination of Membership**:** The membership interest of a Member is not transferable and is terminated when:

(a) a Member dies or resigns;

(b) the membership is terminated in accordance with the Bylaws;

(c) the Member's term of membership expires; or

(d) the Corporation is dissolved or liquidated under the Act.

Upon termination, no Member is entitled to any refund of membership fees paid.

3.5 Termination for Conduct: In the event that the Board determines that a Member has engaged in conduct that is detrimental to the interests of either the Corporation and/or its Members, the membership interest may be terminated prior to its expiry by the Board. A Member is entitled to a fair hearing by the Board prior to his or her membership interest being terminated.

3.6 Location of Meetings: Meetings of Members of the Corporation shall be held at such location in Saskatchewan as the Board may from time to time determine.

3.7 Call of Meetings**:**

(a) Annual Meetings: The Board shall call an annual meeting of Members not later than 15 months after holding the last preceding annual meeting; and

(b) Special Meetings: A special meeting of members may be called by the Board at any time.

3.8 Notice of Meeting**:** Notice of the time and place of a meeting of Members shall be sent not less than 15 days and not more than 50 days before the meeting:

(a) to each Member;

(b) to each Director; and

(c) to the auditor of the Corporation (if applicable);

3.9 Delivery of Notice: The Corporation may send the notice described in Section 3.8 by:

(a) Posting the notice and records on the Corporation's website or an internet file hosting service that can be accessed by the recipients free of charge and sending a notice to the recipient explaining how to access the notice and/or records;

(b) Electronic communication if the recipient has consented to receiving electronic communication. All such notices shall be sent in accordance with Section 9.1.

3.10 Documentation at Annual Meeting**:** Subject to the Act, the Board shall place before the Members at every annual meeting:

(a) financial statements as prescribed by the Act; and
(b) the report of the auditor, if any.

In lieu of sending copies of the Financial Statements and report of the Auditor to each Member, the Corporation may post the Financial Statements and report of the Auditor to the Corporation's

Website or shall publish a notice stating that the Financial Statements and Auditor's Report are available at the registered office of the Corporation and that any Member may obtain a free copy, on request.

3.11 Special Business: All business transacted at an annual meeting or special meeting of Members except the following, is considered special business:

(a) consideration of the financial statements,

(b) consideration of an auditor's report,

(c) election of Directors,

(d) re-appointment of incumbent auditor, and

(e) consideration of bylaws or an amendment to bylaws submitted by the Board;

3.12 Notice – Special Business: No special business may be transacted at a meeting of Members unless the notice of meeting states the nature of the business in sufficient detail to permit the Members to form a reasoned judgment thereon. The notice of meeting shall include the text of any special resolution to be submitted to the meeting.

3.13 Member Proposal: Subject to the Act, any Regular Member may submit to the Board of Directors notice of any matter that he or she wishes to raise and discuss at the meeting, and notice of the proposal shall be given with the notice of the next meeting of the Members, and shall be treated as special business thereat.

3.14 Discussion at Meeting: Members can raise matters at a meeting of the Members for discussion but no motion shall be made in regard thereto.

3.15 Quorum: A quorum for any meeting of Members shall be 25 Regular Members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting, provided that if a quorum is present at the commencement of such meeting, a quorum shall be deemed to be present during the remainder of the meeting.

3.16 Adjournment: The chair of the meeting may, with the consent of the meeting participants, adjourn any meeting of the Members prior to the conclusion of the agenda. Provided such adjournment is for less than 30 days, no notice of the time and place for the holding of the adjourned meeting need be given.

3.17 Right to Vote**:** Subject to the provisions of the Act and the Articles, at any meeting of the Members, every person who at the time is entered in the register of Members as the holder of a Regular Membership shall be entitled to vote at the meeting. No member shall be entitled to appoint a proxy holder.

3.18 Votes to Govern**:** At any meeting of the Members, unless a special resolution or some other special majority is required by the Act or the Articles, all questions shall be decided by the majority of votes cast on the question at such meeting.

3.19 Voting: Unless a ballot is demanded, voting at a meeting of the Members shall be by way of show of hands or, at the Board's discretion, by way of voting cards, coded to distinguish voting from non-voting Members.

3.20 Presiding Officers**:** All meetings of the Members shall be chaired by one of the Officers or Directors of the Corporation. The secretary of the meeting shall be appointed by the meeting chair.

PART IV- DIRECTORS

4.1 Number and Qualifications: There shall be a Board consisting of a minimum of three (3) Directors and a maximum of ten (10) Directors. All such Directors must meet the qualifications stated in the Act. The Board will develop additional nomination criteria for recruiting qualified Directors. In addition, a Director:

(a) Must be a Regular Member of the Corporation;

(b) Should possess an entrepreneurial spirit and have a proven track record as a leader within her profession and/or business and/or community;

(c) Must not have been employed by Women Entrepreneurs of Saskatchewan in the last 24 months;

(d) Must not be a current loan client of Women Entrepreneurs of Saskatchewan;

Provided however that the Board may grant a discretionary exemption from the nomination criteria.

4.2 Term of Office: The Directors shall be elected by the Members for a term of one (1) or two (2) years. A Director can serve for a maximum of six (6) consecutive years and thereafter may serve on the Board of Directors again following one year's absence.

4.3 Removal: The Directors may remove any Director from office if the Board determines that a director has failed to fulfil one or more of the following responsibilities:

(a) Meeting the criteria required of a Director in the Act;

(b) Compliance with By-laws;

(c) Declaration of a conflict of interest where applicable;

(d) Consistently acting in a manner contrary to the Board's Code of Conduct.

Provided that any such decision of the Board must be ratified by the Members at the next Annual Meeting or at a special meeting called for such purpose.

4.4 Vacancy: A quorum of the Directors may fill any vacancy on the Board of Directors that occurs between annual meetings by appointing any person as a Director whom the Board may see fit. A Director so appointed shall hold office for the unexpired term of the Director whom she is replacing where the vacancy arises from the resignation, death, disqualification or other termination prior to the expiry of the Director's term and otherwise until the next following annual general meeting.

4.5 Exception to Term: Notwithstanding the provisions of Articles 4.1 and 4.2, in any year in which the term of the Director having the office of Chair will expire, the Board of Directors may invite the departing chair to remain on the Board for an extended term of one additional year following the end of her final term without election, holding the office of Past Chair. For greater certainty, the Past Chair shall sit for a maximum of seven (7) consecutive years from the beginning of her first term and shall be entitled, following one year's absence thereafter, to serve on the Board of Directors again.

4.6 Exception to Term: Notwithstanding the provisions of Articles 4.1 and 4.2, in any year in which the term of the Director who will be incoming Chair, Vice Chair, or Past Chair of the Board will expire, the requirement for re-election may be waived and the Director may remain on the Board for an extended term sufficient to hold the office of Chair, Vice Chair, or Past Chair.

4.7 Remuneration of Directors: Directors will be compensated for attendance at meetings of the Board in such amounts as the Board may determine. Directors shall also be reimbursed for expenses (i.e. travel, accommodation, and meals) incurred in the carrying out of their duties as set out in the policies developed by the Corporation.

4.8 No Employment by Corporation: A Director shall not be employed by the Corporation during the Director's term as Director.

4.9 No Funding from Corporation: A Director shall not be eligible to apply for funding from the Corporation during the Director's term as Director. The Board will adopt governance policies imposing guidelines for funding to persons related to Directors.

4.10 Contracting with Corporation: Subject to Section 9-20 (Disclosure of Interest) of the Act, the Board will adopt governance policies imposing guidelines for a Director and persons related to Directors to enter into contracts for the provision of goods and services to the Corporation during the Director's term as Director.

4.11 General Powers of Directors**:** The Board shall ensure effective leadership through the development of governance policies.

4.12 Place and Convening of Meetings**:** Meetings of the Board and of any committee of the Board will be held according to a schedule set by the Board. A meeting of the Board may be convened by the Chair or any two Directors. A meeting of any committee may be convened by the chair of the committee or any two members of the committee, and the secretary for the committee shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the Bylaws, the Directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings in accordance with good governance practices.

4.13 Notice of Meetings: Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given in a timely manner.

4.14 Quorum: A quorum for any meeting of the Board of the Corporation shall consist of a majority of the number of Directors of the Corporation as elected from time to time.

4.15 Voting: Motions arising at any meeting of Directors shall be determined by a majority of votes of the Directors present and entitled to vote on the resolution.

4.16 Presiding Officers and Chair**:** All meetings of the Board shall be chaired by the Chair or Vice-Chair of the Board. In the absence of the Chair and Vice-Chair, the Directors shall choose one Director to chair the meeting. The chair of the meeting shall be entitled to vote.

4.17 Meeting by Electronic Means**:** The Board may participate in meetings by means of teleconference, videoconference, electronic, digital or similar communications equipment, whereby all Directors participating in the meeting can hear each other at the same time and participation in any such meeting shall constitute presence in person by such Director at such meeting.

PART V – OFFICERS

5.1 Appointment: The Board will specify the duties of the appointed Officers in its governance policy.

5.2 Secretary: The Board Chair or CEO shall appoint a Secretary who shall be responsible for the issuance of notices of meetings of the Corporation, for the keeping of minutes of the meetings of the Corporation, for the maintenance of the register of Members, and for the filing of the minutes of the meetings of the Corporation with the books and records of the Corporation at the Registered Office of the Corporation. All books and records and documents of the Corporation, the corporate seal, the register of Members and the correspondence of the Corporation shall be kept at the Registered Office of the Corporation.

5.3 Powers and Duties of Officers: The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board may specify. Officers who are not Directors may be employed by the Corporation.

5.4 Variation of Powers and Duties: The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

5.5 Term of Office: The Board, in its discretion, may remove any Officer of the Corporation, without prejudice to such Officer's rights under any employment contract or in law. Otherwise each Officer appointed by the Board shall hold office until her successor is appointed, or until her earlier resignation.

5.6 Remuneration of Officers: Officers may receive reasonable remuneration for their services as Officers of the Corporation in such amounts as the Board may determine. Officers shall also be reimbursed for reasonable expenses incurred in the carrying out of their duties.

5.7 No Funding from Corporation: An Officer shall not be eligible to apply for funding from the Corporation during the Officer's term as Officer. The Board will adopt governance policies imposing guidelines for funding to persons related to Officers.

5.8 Contracting with Corporation: Subject to Section 9-20 (Disclosure of Interest) of the Act, the Board will adopt governance policies imposing guidelines for an Officer and persons related to Officers to enter into contracts for the provision of goods and services to the Corporation.

PART VI – COMMITTEES

6.1 Committees: The Board may create and prescribe the duties and terms of reference of such committee or committees of Directors as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Corporation. The standing committees are Audit, Nominations, and Governance. The Board may delegate to such committee or committees any of the powers of the Board except those which under the Act or Articles must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

PART VII - AUDITOR

7.1 Appointment of Auditor: The Members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

PART VIII - INDEMNITIES TO DIRECTORS AND OFFICERS

8.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any act on behalf of the Corporation, including her heirs, executors, administrators, successors and assigns, shall at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her or in respect of any act, deed, matter or thing whatsoever, made done or permitted by her in or about the execution of the duties of her office or in respect of any such liability;

(b) All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

PART IX-NOTICES

9.1 Manner of Notice: Any notice to be given pursuant to the Act, the Articles, the Bylaws, or otherwise to a Member, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given if delivered in the manner required by the Act or, if delivered by email to an email address that the Member, Director, Officer, auditor or member of a committee has provided to the Board for that purpose.

PART X - AMENDMENT OF BYLAWS

10.1 The Directors may, by resolution make, amend or repeal any Bylaws that regulate the activities and affairs of the Corporation.

10.2 The Directors shall submit a Bylaw or an amendment or repeal of a Bylaw to the Members at the next meeting of Members, and the Members may confirm, reject or amend the Bylaw, amendment or repeal.

APPROVED BY RESOLUTION OF THE BOARD THE 22nd DAY OF JULY, 2026

APPROVED BY RESOLUTION OF THE MEMBERS THE __ DAY OF SEPTEMBER, 2026