



Saskatchewan
Co-operation and
Co-operative
Development

The Co-operatives Act

CERTIFICATE OF INCORPORATION

Reg. No. 3661

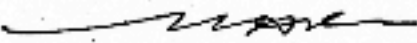
Name: Saskatchewan Landing Co-operative Ltd.

Date of Incorporation: November 18, 1986

Registered Office: R.M. of Lacadena No. 228

Main Type of Business or Activity:

Develop and operate recreational facilities.



W. H. Reader
Registrar of Co-operatives

REGISTERED

November 18 1986

Registrar of Co-operatives

BYLAWS
OF

SASKATCHEWAN LANDING CO-OPERATIVE LTD.
(Name of Co-operative)

We, Donald A. Evans of the Town of Kyle,
and Gordon Nodge of the Village of Stewart Valley,
in the Province of Saskatchewan, hereby certify that the attached Bylaws
Nos. 1.01 to 8.01 inclusive were approved by the
incorporators of Saskatchewan Landing Co-operative Ltd.
on the 4th day of November, 19 86.

PRESIDENT

(Signature)

Don Evans
(Printed Name)

SECRETARY

(Signature)

Gordon Nodge
(Printed Name)

BYLAWS OF SASKATCHEWAN LANDING CO-OPERATIVE LTD.

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1. DEFINITIONS

1.01 In these and all other bylaws of the Co-operative, unless the context otherwise requires or specifies:

- (a) "Act" means The Co-operative Act, S.S., C-37.1 as amended from time to time, and in the case of such amendment, any references in the bylaws of the Co-operative shall be read as referring to the amended provisions;
- (b) "the Co-operative" means the Co-operative which adopts these bylaws;
- (c) "the directors", "Board" and "Board of Directors" mean the directors of the Co-operative for the time being;
- (d) "in writing" and "written" include words printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form;
- (e) "regulations" means the regulations, from time to time, passed by the Lieutenant Governor in Council pursuant to the Act;
- (f) 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 any such terms;
- (g) all terms contained in the bylaws and which are defined in the Act shall have meanings given to such terms in the Act;
- (h) words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.

II. BUSINESS OF THE CO-OPERATIVE

Registered Office

- 2.01 The registered office of the Co-operative shall be located in the R.M. of Lacadena No. 228 in the Province of Saskatchewan.

Fiscal Year

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

Signing Officers

- 2.03 (a) Contracts, documents or instruments in writing requiring execution by the Co-operative shall be signed on behalf of the Co-operative by two persons; one of which shall be, either the President or the Secretary who shall sign such contracts, documents or instruments in writing on behalf of the Co-operative.
- (b) The Board is authorized, from time to time, to appoint, by resolution, any officer, director or person who together with the president or secretary shall on behalf of the Co-operative either sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Borrowing Powers

- 2.04 (a) Unless otherwise provided in the bylaws, the borrowing powers shall be as specified in the Act.
- (b) Any loans or borrowings made by the Co-operative exceeding \$ 10,000.00 must have the approval of the members.

Surplus

- 2.05 Any surplus arising from the yearly operation of the Co-operative shall be transferred to reserve and no part of the surplus or reserve shall be payable or enure to any member.

Fees

- 2.06 (a) Each member or patron who uses the facilities of the Co-operative will be required to pay a fee for services, the amount of which shall be fixed by the directors from time to time. The amount of such fees set by the directors may vary from one service to another. Fees paid under the provisions of this bylaw may not be refundable, except at the discretion of the directors. They may be used for any purpose of the Co-operative.
- (b) The Directors shall have power and are authorized to enter into lease agreements with the members for land held or leased by the co-operative and under terms and conditions consistent with the Articles of Incorporation.

III. MEMBERSHIP

Application for Membership

- 3.01 Subject to paragraph 3.02(a) any person who is eligible and can use the services of the Co-operative may apply to become a member of the Co-operative.

Approval of Membership

- 3.02 (a) No person may become a member of the Co-operative unless that person has submitted a written application for membership and until the said application has been approved by the Board of Directors.

- (b) Two or more persons may apply for joint membership in the Co-operative.
- (c) The applicants for joint membership shall complete a membership agreement in a form specified, from time to time by the board, and the joint members agree to be bound by the terms thereof.
- (d) Each joint membership shall have 1 vote and that vote shall be cast by the member whose name appears first on the application for membership and when that member is absent at the time for voting, the joint member present shall have the right to vote.
- (e) Each membership will be entitled to only 1 lot in the development.
- (f) A natural person's name can only be a part to one membership either individually or jointly.
- (g) The allocation of lots by the board of directors will be tied to the number of the membership in the co-operative, until all the lots have been allocated.

Membership Fee

- 3.03 (a) Each application for membership must be accompanied by a fee of \$200.00.
- (b) Membership Fee is nonrefundable.

Eligibility for Membership

- 3.04 Applicants for membership must be at least 16 years of age to be eligible to become a member.

Withdrawal of Membership

- 3.05 (a) A member may apply to withdraw his membership from the Co-operative by giving to the Secretary of the Co-operative 90 days notice of intention to withdraw. The Board, by resolution, may accept any application to withdraw upon shorter notice.
- (b) The notice of intention to withdraw shall be sent via mail to the Secretary of the Co-operative.

- (c) Upon approval of withdrawal being given to the member, any agreement shall also be terminated, effective the same date the approval to withdraw is given.
- (d) A member withdrawing from the Co-operative will be permitted to sell his/her property to anyone who can qualify for membership in the Co-operative as provided for in Bylaws 3.01 to 3.04 inclusive of this Co-operative.
- (e) There shall be no transfer of membership in the Co-operative.
- (f) The person(s) acquiring the property mentioned in (d) will need to take out membership as provided for in part III of these bylaws.

Cessation or Termination of Membership

- 3.06 Membership ceases when the Board of Directors approves withdrawal or issues an order of termination.

Member Termination Order

- 3.07 (a) The directors by a two-thirds majority vote at any directors meeting may order the termination of a membership. Notwithstanding the termination order, the conditions of any existing agreement must be complied with.
- (b) When a membership is terminated, the Secretary shall within 10 days from the date on which the order is made, notify the member in writing of the order.

Appeal of Membership Termination Order

- 3.08 (a) The member may appeal from the termination order to the next general meeting of the Co-operative by giving notice of his intention to appeal to the Secretary within 30 days from the date he received the notice of the order.
- (b) At a meeting called for the purpose of hearing the appeal, the order can be rescinded only by a majority

of at least two-thirds of the members present and casting votes at that meeting.

IV. GENERAL MEETINGS

Notice of Meeting

- 4.01 The Co-operative shall give at least 10 days notice of any annual or special meeting to its members; by sending the notice by mail to the members at the address given in the register of the members.

Quorum

- 4.02 The quorum at any annual or special meeting of members is the lesser of:
- (i) 15 members and
 - (ii) 10% of the membership
- but in no case shall the number be less than the number of directors plus one.

Annual General Meeting Agenda

- 4.03 The agenda for the annual general meeting may include the following:
- (a) The meeting to be called to order by the President or Chairman.
 - (b) The reading and disposal of the minutes of the preceding annual general meeting.
 - (c) Business arising out of the minutes.
 - (d) Reports of president, directors, co-ordinator and other officers.
 - (e) Reports of auditors and consideration of the financial statement.
 - (f) Discussion, consideration and disposing of reports set out in (d) and (e).
 - (g) Resolution, recommendations and bylaws.
 - (h) Election of directors.
 - (i) Reports of special committees, and/or delegates.
 - (j) Unfinished business.

- (k) Remuneration of director wages, mileages, etc.
- (l) Appointment of auditors.
- (m) New business.
- (n) Adjournment.

V. AUDITOR

Appointment of Auditor

- 5.01 (a) The members shall, by ordinary resolution at the first annual general meeting of members, and at each succeeding annual general meeting, appoint an Auditor to hold office until the close of the next annual general meeting.
- (b) Notwithstanding clause (a), where an Auditor is not appointed at an annual general meeting of members, the incumbent Auditor continues in office until the successor is appointed.
- (c) When an auditor's position becomes vacant prior to the next annual meeting the directors shall appoint an auditor to fill the unexpired term.

Number of Directors

- 6.01 The number of directors required to constitute a full Board shall be 10. **amended (see attached)*

Term of Office

- 6.02 (a) The term of office for directors shall be three years; provided that there shall be a rotation of terms to require the election of one-third of the directors to office each year.
- (b) Employees shall not be eligible to be elected as directors.
- (c) Any director who is absent from 3 regular meetings held in one fiscal year may be removed from office by a majority vote of all the remaining directors.

- (d) Where there is a vacancy on the board of directors and there is a quorum of directors, the remaining directors may fill the vacancy until the next annual meeting. Where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of filling any vacancies. All vacancies filled by the election shall be for the unexpired portions of the terms vacated.
- (e) The members of the Co-operative may remove any director or directors from office by a Special Resolution.

Calling of Director Meetings

- 6.03 The directors may meet at any place and on any notice that they consider appropriate.

Quorum

- 6.04 The quorum necessary for the transaction of business by the directors at any board meeting shall be a majority.

Transaction of Business at Directors Meetings

- 6.05 (a) At regularly and legally constituted meetings of the Board or any committee of the Board, all questions may be decided upon by a simple majority vote. In the case of any equality of votes, the motion shall be lost.
- (b) The President or other presiding officer may vote upon any resolution but shall not have a second or casting vote in the event of a tie.
- (c) 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;
- except that no resolution of the Board involving the expenditure of money may be passed without a meeting of directors being held.

- (f) The Board may appoint and delegate powers and duties to such officers, and employees, in addition to the President, Vice-President and Secretary, as it deems necessary to properly conduct the affairs of the Co-operative.
- (g) 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.
- (h) Subject to clause (g) each director appointed by the Board as an officer shall hold office until the conclusion of the next following annual meeting or until resigning, whichever first occurs.
- (i) The director shall ensure that the Co-operative carries insurance to provide adequate coverage.
- (j) The directors may provide for Security or Fidelity bonding as deemed necessary.
- (k) The directors have the power to appoint, define the duties and fix the remuneration of the employees as they deem necessary for the carrying on of the activities and services of the Co-operative, or may delegate the hiring and supervision of the other employees to the supervisor.

VII. ENACTMENT, AMENDMENT AND REPEAL OF BYLAWS

- 7.01 (a) The members may, at any annual or special meeting called for the purpose, enact, amend, repeal or replace any bylaws where written notice of the proposed enactment, amendment, repeal or replacement is:
 - (i) sent to the members with notice of the meeting at which the enactment, amendment, repeal or replacement is to be considered, by a simple majority of the votes cast at meeting; or

- (ii) not forwarded to each member with the notice described in clause (a) by a 75% vote of the votes cast at the meeting.

VIII. DISSOLUTION

Statement of Dissolution

- 8.01 Upon the dissolution of the Co-operative, the distribution of the property shall be in accordance with the Statement of Dissolution.

BYLAWS
OF



201867420



Saskatchewan Landing Co-operative Ltd.

At a properly called meeting of the members of Saskatchewan Co-operative Ltd. at which a

quorum was present, held at #20 Lakeshore Dr, Sandy Ridge Cottages,
S.K. LANDING
in the Province of Saskatchewan, on the 22 day of June 19 2002

it was moved by Daryl Denning seconded by
Garth Reimer and approved by the required majority vote
of the members present, that Bylaw No. 6.01 be rescinded and the following substituted
therefor:

No. 6.01 Number of Directors:

The number of directors required to
constitute a full board shall be a minimum
of 5 and a maximum of 12.

Certified correct,

Signature:

Daryl Denning
(President)

Daryl Denning
(Print Name)

Signature

Laurina Ghiglione
(Secretary)

LAURINA GHIGLIONE
(Print Name)

The Co-operatives Act, 1996

being

Chapter C-37.3 of the Statutes of Saskatchewan, 1996 (effective April 1, 1996) as amended by the Statutes of Saskatchewan, 1998, c.C-45.2 and c.40; 1999, c.25; 2001, c.9; and 2002, c.47 and c.56.

PART X
Members

Bylaws to govern

98 Subject to this Act, the bylaws govern membership in a co-operative.
1996, c.C-37.3, s.98.

Eligibility

99(1) Every subscriber to the articles of incorporation who has subscribed for at least one common share in the co-operative, has paid any membership fee or has agreed to abide by the bylaws is deemed to have agreed to become a member of the co-operative and, on incorporation of the co-operative, is to be entered on the co-operative's register of members.
(2) Unless the bylaws provide otherwise, no person, other than one described in subsection (1), is eligible to become a member of a co-operative until the written application for membership is approved by resolution of the directors and recorded in the co-operative's register of members.
(3) Where an application for membership is approved within six months after the day the application for membership is received by the co-operative, the directors may make the membership effective as at the day of the application.
(4) The directors shall cause each applicant for membership to be notified in writing that the application has been approved or not approved.
1996, c.C-37.3, s.99.

Eligible age for membership

100(1) Unless the bylaws provide otherwise, an individual who is 16 years of age or older is eligible to become a member.
(2) A member who is under the age of majority is competent to enter into a contract with the co-operative and, with respect to the contract, has full capacity to act for himself or herself.
1996, c.C-37.3, s.100.

Place of meetings

101(1) General meetings of members are to be held at the place within Saskatchewan that is provided in the bylaws or, where the bylaws contain no provision, that is determined by the directors.
(2) Notwithstanding subsection (1), a general meeting of a co-operative may be held outside Saskatchewan where all the members entitled to vote at that meeting agree.
(3) A member who attends a general meeting held outside Saskatchewan is deemed to have agreed to hold the meeting outside Saskatchewan, unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

(4) Notwithstanding subsections (1) to (3), where the articles provide for general meetings to be held outside Saskatchewan, the members may meet at any place specified in the articles.

1996, c.C-37.3, s.101.

First general meeting

102(1) This section does not apply to a co-operative that is continued pursuant to this Act.

(2) Within four months after the day of its incorporation, a co-operative shall hold a general meeting at which all members are to be entitled to be present and vote.

(3) Notwithstanding subsection (2), where the directors apply to the registrar, the registrar may extend the time for holding the general meeting.

(4) The business at the general meeting mentioned in subsection (2) must include:

(a) the adoption of bylaws prescribing rules for the administration of the co-operative;

(b) the election of directors; and

(c) the appointment of an auditor in accordance with section 132.

1996, c.C-37.3, s.102.

Annual meetings

103(1) A co-operative shall hold an annual general meeting in each year not later than six months after the end of the fiscal year of the co-operative.

(2) Notwithstanding subsection (1) and notwithstanding that the time for holding a general meeting as required in this section is expired, where the registrar receives a written request from the directors, the registrar may authorize the co-operative to hold the annual general meeting at any later day that the registrar considers appropriate.

(3) The authorization of the registrar given pursuant to subsection (2) may be continuing.

(4) The bylaws may provide for holding semi-annual or other periodic meetings.

1996, c.C-37.3, s.103.

Special meetings

104(1) The directors may call a special meeting of members at any time.

(2) Subject to subsection (3), the directors shall call a special meeting of the members on receipt of a written request specifying the purpose of the meeting from:

(a) in the case of a co-operative with 1,000 or more members, the lesser of 5% of the membership and 300 members, but in no case less than 100 members; and

(b) in the case of a co-operative with less than 1,000 members, 10% of the membership.

Taken from Canadian Legal Institute website:

The Co-operatives Act, 1996

<http://www.canlii.org/sino/disp.pl/sk/laws/sta/c-37.3/20040212/whole.html>

The Co-operatives Regulations, 1998

<http://www.canlii.org/sk/laws/regu/c-37.3r.1/20040212/whole.html>