

By-laws (HH.2019) of Harmonie Holdings Ltd.  
Regina, Saskatchewan

Founded 1955

A by-law relating generally to the transactions of the business and affairs of **Harmonie Holdings Ltd.** (the "Corporation").

## TABLE OF CONTENTS

<b>General By-laws</b> .....	<b>5</b>
<b>1. General</b> .....	<b>5</b>
1.1. Interpretation.....	5
1.2. Definitions .....	5
1.3. Severability and Precedence .....	6
<b>2. Administration</b> .....	<b>6</b>
2.1. Registered Office .....	6
2.2. Coporate Seal.....	6
2.3. Fiscal Year .....	6
2.4. Banking.....	6
2.5. Terms of Employment and Remuneration .....	6
2.6. Removal of an Employee .....	6
2.7. Execution of Documents.....	6
2.8. Books and Records .....	6
2.9. Withholding Information From Shareholders .....	6
2.10. Votes to Govern .....	7
2.11. Parliamentary Authority .....	7
<b>3. Shares</b> .....	<b>7</b>
3.1. Allotment .....	7
3.2. Purchase or Redemption of Shares.....	7
3.3. Registration of Transfer .....	7
3.4. Non-Recognition of Trusts .....	7
3.5. Share Certificate .....	7
3.6. Replacement of Share Certificates .....	7
3.7. Joint Shareholders .....	8
3.8. Deceased Shareholders .....	8
<b>4. Directors</b> .....	<b>8</b>
4.1. Number of Directors .....	8
4.2. Qualifications of a Director.....	8
4.3. Term of Office .....	8
4.4. Staggered Terms of Office.....	8
4.5. Nomination .....	9
4.6. Conflict of Interest .....	9
4.7. Resolution of Conflicts in Board Matters.....	9
4.8. Vacancies on the Board .....	9
4.9. Powers and Duties of Directors .....	10
4.10. Agents and Attorneys .....	11

4.11.	Fidelity Bonds .....	11
4.12.	Gifts .....	11
5.	Officers of the Corporation .....	11
5.1.	Election of Officers .....	11
5.2.	Eligibility For Election as President .....	11
5.3.	Removal of Officers .....	11
5.4.	Resignations of Officers .....	11
5.5.	Duties of President .....	12
5.6.	Duties of Vice-President .....	12
5.7.	Duties of Secretary .....	12
5.8.	Duties of Treasurer .....	12
5.9.	Duties of Property Steward .....	13
5.10.	Duties of Funding Acquisition .....	13
5.11.	Duties of Public Relations .....	13
5.12.	Duties of Funding Acquisition Assistant .....	13
5.13.	Duties of Director-at-Large #1 .....	13
5.14.	Duties of Director-at-Large #2 .....	14
5.15.	Special Advisory Trustees (Financial Advisers) .....	14
6.	Procedure on Disciplinary Actions .....	14
6.1.	Complaints Will Be Made To The Board .....	14
6.2.	Notice To The Shareholder .....	14
6.3.	Hearing and Decision Of The Board .....	14
7.	Meetings of Shareholders .....	15
7.1.	Location of Shareholder Meetings .....	15
7.2.	Annual General Meeting of Shareholders .....	15
7.3.	General Meeting of Shareholders .....	15
7.4.	Special Meetings .....	15
7.5.	Persons Entitled to be Present .....	15
7.6.	Chairperson and Secretary .....	16
7.7.	Adjournment .....	16
7.8.	Minutes of Meetings .....	16
7.9.	Quorum .....	16
8.	Meetings of Directors .....	16
8.1.	Calling of Meetings .....	16
8.2.	Regular Meetings .....	16
8.3.	Means of Participation .....	16
8.4.	Resolutions .....	17
8.5.	Quorum .....	17
8.6.	Committees .....	17
8.7.	Powers and Duties of Directors .....	17
8.8.	Gifts .....	17

<b>9. Voting</b> .....	<b>17</b>
<b>9.1. Entitlement to Vote</b> .....	<b>17</b>
<b>9.2. Voting of Shareholders</b> .....	<b>17</b>
<b>9.3. Show of Hands</b> .....	<b>18</b>
<b>9.4. Ballots</b> .....	<b>18</b>
<b>9.5. Election Committee</b> .....	<b>18</b>
<b>9.6. Confidentiality</b> .....	<b>18</b>
<b>9.7. Security</b> .....	<b>18</b>
<b>10. Notices</b> .....	<b>19</b>
<b>10.1. Service</b> .....	<b>19</b>
<b>10.2. Notice of Meetings</b> .....	<b>19</b>
<b>10.3. Shareholder Considerations</b> .....	<b>20</b>
<b>10.4. Omissions and Errors</b> .....	<b>20</b>
<b>10.5. Persons Entitled by Death or Operation of Law</b> .....	<b>20</b>
<b>10.6. Waiver of Notice</b> .....	<b>20</b>
<b>10.7. Record Date for Notice</b> .....	<b>20</b>
<b>11. Dispute Resolution</b> .....	<b>20</b>
<b>11.1. Mediation and Arbitration</b> .....	<b>20</b>
<b>11.2. Dispute Resolution Mechanism</b> .....	<b>20</b>
<b>12. Committees</b> .....	<b>21</b>
<b>12.1. Committee of Directors</b> .....	<b>21</b>
<b>12.2. Transaction of Business</b> .....	<b>21</b>
<b>12.3. Procedure</b> .....	<b>21</b>
<b>13. Insurance and Limitation of Liability</b> .....	<b>21</b>
<b>13.1. Limitation of Liability</b> .....	<b>21</b>
<b>13.2. Indemnity</b> .....	<b>22</b>
<b>14. Borrowing and Securities</b> .....	<b>22</b>
<b>14.1. By Harmonie Holdings Ltd.</b> .....	<b>22</b>
<b>14.2. Dividends</b> .....	<b>22</b>
<b>14.3. Loaning Money</b> .....	<b>22</b>
<b>14.4. Remuneration and Expenses</b> .....	<b>23</b>
<b>15. The By-law and Amendments</b> .....	<b>23</b>
<b>15.1. Effective Date</b> .....	<b>23</b>
<b>15.2. Amendments by Shareholders</b> .....	<b>23</b>
<b>15.3. Amendments by the Board</b> .....	<b>23</b>
<b>15.4. Suspension</b> .....	<b>23</b>
<b>15.5. Repeal</b> .....	<b>23</b>
<b>Revision History</b> .....	<b>25</b>

**BE IT ENACTED** as general by-laws of Harmonie Holdings Ltd. (the “Corporation”) relating generally to the transaction of the business and affairs of the Corporation, set out as follows:

## GENERAL BY-LAWS

Relating to the affairs and business transactions of Harmonie Holdings Ltd.

**WHEREAS** the Shareholders of **Harmonie Holdings Ltd. deem it expedient** that by-laws for regulating the affairs of the Corporation should be made:

**NOW THEREFORE BE IT ENACTED**, and it is hereby enacted that the following shall be the by-laws of **Harmonie Holdings Ltd.** with its head-office and address being:

1727 St. John Street, Regina, Province of Saskatchewan.

**THE OBJECTS AND AIMS OF THE CORPORATION** are:

To maintain a close relationship with the German-Canadian Society Harmonie to assist and further their objectives and programs and act as their Holding Corporation.

### 1. GENERAL

#### 1.1. INTERPRETATION

- a. Harmonie Holdings Ltd. (the "Corporation") derives its duties, responsibilities, and powers from its by-laws as amended from time to time. The Corporation exists to assist and further the German-Canadian Society Harmonie objectives and programs without the purpose of financial gain for its members and any profits or other accretions shall be allocated by the Board of Directors.
- b. In the interpretation of this by-law, words in the singular include the plural and vice versa, and words in one gender included all genders. Further, words importing persons included individuals, body corporate partnerships, trusts and unincorporated organizations. Other than as specified above, words and expressions defined in the Act have the same meanings when used in herein.
- c. Headings are for convenience only and do not affect the interpretation of these by-laws.
- d. By-laws are to be interpreted broadly as a reasonable person would.

#### 1.2. DEFINITIONS

In these by-laws, unless the context otherwise requires:

"**Act**" means The Business Corporations Act, chapter B-10, of the revised statutes of Saskatchewan 2015 as amended and any statute enacted in substitution therefore from time to time;

"**AGM**" means the Annual General Meeting as described in Section 7.2 of this by-law;

"**Articles**" means the article of incorporation, the articles of amalgamation or the articles of continuance of the Corporation as the case may be, as from time to time amended or restated;

"**Board**" means the Board of Directors of the Corporation and "Director" means a member of the Board;

"**By-laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"**Corporation**" means Harmonie Holdings Ltd., the Shareholders of which passed these by-laws;

"**Election Committee**" means the committee defined as such in Section 4.5 herein;

"**Executive Committee**" means those persons elected by the Board in accordance with Section 4 herein;

"**General Meeting**" means a general meeting of the Board or Shareholders as defined herein;

"**Recorded Address**" means the Shareholder's address as recorded in the Securities Register or the latest recorded address;

"**Shareholder**" means every subscriber to or holder of stock (share) in the Corporation and also includes the personal representative by Proxy of the Shareholder;

"**Signing Officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation, or by special resolution passed by the Shareholders pursuant thereto;

**“Unanimous Shareholders Agreement”** means a written agreement among all the Shareholders of the Corporation for the purpose of approving or disapproving restricting in whole or in part, limiting or regulating in any way the powers of the Board to manage the business affairs of the Corporation as from time to time amended;

**“Voting Shareholder”** means a Shareholder entitled to vote at the meetings of a Corporation as described in Section 9 of this by-law.

### **1.3. SEVERABILITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **2. ADMINISTRATION**

### **2.1. REGISTERED OFFICE**

Until changed in accordance with the Act, the registered office of the Corporation shall be 1727 St. John Street, in Regina, in the Province of Saskatchewan.

### **2.2. CORPORATE SEAL**

The Board may from time to time adopt a corporate seal which shall be the seal of the Corporation until changed.

### **2.3. FISCAL YEAR**

The fiscal year of the Corporation may be fixed by the Board and may be changed from time to time by the Board. The fiscal year is recommended to be the calendar year, January 1 to December 31.

### **2.4. BANKING**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution including approval by the Special Advisory Trustees. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

### **2.5. TERMS OF EMPLOYMENT AND REMUNERATION**

The terms of employment and the remuneration of employees appointed by the Board of Directors shall be settled by it from time to time.

### **2.6. REMOVAL OF AN EMPLOYEE**

The Board, in its discretion, may remove any employee of the Corporation, without prejudice to such employee's rights under any employment contract. Otherwise, each employee appointed by the Board, shall hold office until a successor is appointed.

### **2.7. EXECUTION OF DOCUMENTS**

Unless otherwise provided for in this by-law, any deeds, transfers, licenses, contracts, engagements, or other instruments may be signed on behalf of the Corporation by the President and any one (1) other Director/Officer.

### **2.8. BOOKS AND RECORDS**

The Secretary shall ensure that all necessary books and records of the Corporation required by law and this by-law are regularly updated and properly kept.

### **2.9. WITHHOLDING INFORMATION FROM SHAREHOLDERS**

Subject to the provisions of the Act, the Board of Directors may from time to time, whether and to what extent and at what time and place and under what conditions or regulations, the accounts, records and documents of the Corporation or any of them, shall be open to the inspection of Shareholders. No

Shareholder shall have any right of inspecting any account, record or document of the Corporation except as conferred by the Act or authorized by the Board or by a resolution passed at a General Meeting of the Shareholders.

#### **2.10. VOTES TO GOVERN**

At any meeting of Shareholders or Directors, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **2.11. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall be the Parliamentary authority where applicable and where there is no conflict between said Rules and the By-laws.

### **3. SHARES**

#### **3.1. ALLOTMENT**

Shares in the capital stock of the Corporation shall be allotted in the manner prescribed by the Articles. Unless otherwise provided for in the Articles, the Directors may, by resolution, allot the shares in the capital stock of the Corporation. No person may own or become registered as the owner of more than ten (10) common shares. There is no restriction on the number of Preference Shares which a person may own. Such Preference Shares have no voting power.

#### **3.2. PURCHASE OR REDEMPTION OF SHARES**

Subject to the special rights and restrictions attached to any class of shares and subject to the provisions of the Act, the Corporation may, by a resolution of the Directors and in compliance with the Act, purchase any of its shares at the price and upon the terms specified in such resolution or redeem any class of its shares in accordance with the special rights and restrictions attaching thereto.

#### **3.3. REGISTRATION OF TRANSFER**

Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register, except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the Board may from time to time prescribe and upon compliance with such restrictions on transfer as are authorized by the Articles.

#### **3.4. NON-RECOGNITION OF TRUSTS**

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

#### **3.5. SHARE CERTIFICATE**

Every holder of one or more shares of the Corporation shall be entitled, at this option, to a share certificate, or to a nontransferable written acknowledgment of his right to obtain a share certificate, stating the number and class or series of shares held by him/her as shown on the securities register. Share certificates and acknowledgments of a Shareholder's right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed by any two officers of the Corporation and shall have the corporate seal.

#### **3.6. REPLACEMENT OF SHARE CERTIFICATES**

The Board or any officer or agent designated by the Board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding the actual replacement cost(s) of the new certificate, and on such terms as to

indemnity, reimbursement of expenses and evidence of loss and of title as the Board may from time to time prescribe, whether generally or in any particular case.

### 3.7. JOINT SHAREHOLDERS

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

### 3.8. DECEASED SHAREHOLDERS

In the event of the death of a holder, or of one of the joint holders, or any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

## 4. DIRECTORS

### 4.1. NUMBER OF DIRECTORS

At least seven (7), but no more than ten (10), Directors should be elected to the Board of Directors at the Annual General Meeting. However, at least sixty percent (60%) of the total number of Directors must be elected at the Annual General Meeting. Up to forty percent (40%) of the total number of Directors could be appointed. At least four (4) sitting Directors on the Board must be Shareholders.

### 4.2. QUALIFICATIONS OF A DIRECTOR

The following are requirements for holding the office of a Director:

- a. Have an understanding of the mandate and function of the Corporation;
- b. Must conduct themselves with good moral character and personal integrity;
- c. Be 18 years of age or older;
- d. Be an individual;
- e. Be mentally competent;
- f. Not be an undischarged bankrupt and if a Director becomes bankrupt he/she ceases to be a Director.
- g. Satisfy the nomination criteria (Section 4.5) as set forth herein.

### 4.3. TERM OF OFFICE

A Director is elected to serve for a term of not more than a total of two (2) years. There is no limit on the number of terms a Director shall be eligible to serve.

### 4.4. STAGGERED TERMS OF OFFICE

Elections shall be held annually at the Annual General Meeting, at which time approximately half of the Directors shall have their terms ending. To support continuity of knowledge within the Board of Directors, the following schedule will be leveraged.

Year 1 Expiring Terms	Year 2 Expiring Terms
President	Vice-President
Funding Acquisition	Funding Acquisition Assistant
Property Steward	Public Relations
Treasurer	Secretary
Director	Director

At subsequent Annual Meetings, the Directors who have been the longest in office since their election, shall retire and new Directors shall be elected to fill their place. Retiring Directors shall be eligible for re-election.

#### 4.5. NOMINATION

- a. All candidates for the position of a Director to be elected at the next AGM must receive at least one (1) nomination from the floor (referred to herein as "Nominee(s)").
- b. Elections Committee shall request nominations for the positions of Directorships to be voted on at the current AGM in association with the nomination protocol set forth herein.
- c. Nominee(s) shall provide a brief verbal response about their background and desire to become a Director. Written responses may be submitted and read into the meeting by a delegate or proxy.
- d. A Director whose term is ending, may make a verbal request at the AGM to submit their name for re-election.
- e. The Elections Committee will then prepare a list of all qualified Nominees to be voted on. The Voting List shall be provided to all attendees of the AGM.
- f. The Voting List shall be presented to the Voting Shareholders at the AGM, or in a way that will enable the Shareholders to consider and vote on the same, and then the positions to be filled on the Board shall be voted on by the Voting Shareholders at the AGM in accordance with the voting procedure set forth in Section 9 herein.

#### 4.6. CONFLICT OF INTEREST

A Conflict of Interest exists where an individual has any pecuniary or personal interest, direct or indirect in any matter involving the Corporation or whereby a reasonable person would conclude that a member of the Board's personal or financial interest may affect his or her judgment or the discharge of his or her duties to the Corporation, or where her or his obligations to another professional association or regulatory body does or may conflict with her or his obligations to the Corporation. A Conflict of Interest may be real or perceived, actual or potential and may be direct or indirect.

A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall disclose the nature and extent of his/her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Shareholders for approval, even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or Shareholders, and a Director interested in a contract so referred to the Board, shall not be allowed to vote on any resolution to approve the same except as provided by the Act.

#### 4.7. RESOLUTION OF CONFLICTS IN BOARD MATTERS

- a. A Director and/or Voting Shareholder of the Corporation who believes that a Director has a Conflict of Interest shall disclose to the Board in writing as soon as practical after becoming aware of same the general nature of the Conflict of Interest prior to any consideration of the matter in any meeting; and unless a majority of the other members of the Board agree otherwise, the implicated Director shall not:
  - i. take part in the discussion of or vote on any question in respect of the matter to which the Conflict of Interest relates;
  - ii. influence or attempt to influence in any way whether before, after or during any meeting the discussion or voting involving the matter;
- b. Any Director that fails to disclose a Conflict of Interest may be subject to discipline in accordance with Section 6 herein.

#### 4.8. VACANCIES ON THE BOARD

- a. Resignation of a Director - Directors may resign by submitting a resignation in writing to the President or Secretary. Resignation will take effect upon receipt, or, if a time is specified in such resignation, at the time so specified, whichever is later.
- b. Automatic - The office of Director shall be automatically vacated if:

- i. He/She is absent from three (3) consecutive Board meetings or misses one-third or more of all duly scheduled Board meetings in a calendar year without leave of the Board;
  - ii. He/She is found to be mentally incapable in the opinion of a qualified medical professional;
  - iii. He/She is deceased; or
  - iv. He/She no longer satisfies the criteria set forth in Section 4.2 herein.
- c. Removal of a Director by the Board - Subject to Section 6, a Director who is found to be in violation of the By-laws, or Code of Ethics or of dishonorable conduct in business dealings or of acting in a manner likely to bring discredit to the Corporation may be suspended or removed from the Board by an affirmative vote of at least two thirds (2/3) of all of the Directors, at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board prior to their making such a decision.
- d. Removal of a Director by Shareholders - Subject to Section 6, the Shareholders can put forth a complaint to the Elections Committee to remove any Director before the end of the Director's term. This complaint shall detail the Director's alleged violation and shall show the Director has:
- i. Not carried out the responsibilities of a Director and/or;
  - ii. Acted in a manner contrary to the best interest of objects or policies of the Corporation and/or;
  - iii. Failed to adhere to the policies and principles of the Corporation.

Whereupon the Board may suspend or remove the Director by an affirmative vote of at least two thirds (2/3) of all of the Directors at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board prior to their making such a decision in accordance with Section 6 herein.

- e. When Vacancies Occur - subject to Section 4 herein the vacant Directorship shall be filled by the next highest voted Member in the most recent Board election. If that Member declines, then the vacant Directorship will be filled by the next highest voted Member and so on.
- i. The Board shall appoint a new Director(s) to serve the remainder of the former Director(s) term based on the nominations put forward by the Elections Committee. The Board shall ensure there is a quorum within the Board when electing the approved nominee. The time served by the Director so appointed shall not be considered for the purposes of considering that Director's eligibility for further terms in accordance with Section 4.3 herein. The vacancy cannot result from an increase in the minimum number of Directors, or from a failure of the Shareholders to elect the minimum number of Directors.
  - ii. If no quorum of Directors remains in office, the remaining Directors must call a general meeting to fill the vacancies. At the meeting the Shareholders elect Directors to serve the rest of the terms of the former Directors.

#### **4.9. POWERS AND DUTIES OF DIRECTORS**

The Powers and Duties of the Board of Directors of a Holding Corporation are not such as are usually imposed upon such Officers of regular business corporations and as are described and required by law, and although they are not remunerated for their services, they are still required to attend to the management of the business affairs of Harmonie Holdings Ltd. The Directors shall in all cases act as a Board, regularly convened, by a majority, to dispatch whatever business there is. They may adopt such rules and regulations for their conduct of their meetings, and the management of Harmonie Holdings Ltd. as they may deem proper and necessary, not inconsistent with these By-laws and the Company's Act. Directors have the power to borrow money but cannot sell any land or buildings owned by Harmonie Holdings Ltd. or German-Canadian Society Harmonie without the approval of the members. The President chosen by the majority of the Directors shall chair their meetings. If the President is not available to chair the meeting, the Directors present may choose one of their number to act as the chairman of their meeting. Questions arising at such meetings shall be decided by a majority vote of show of hands.

Accurate records of all proceedings at Directors' meetings shall be kept in the Minute Book. These records shall contain the names of the Directors present at, or absent from, each meeting of the Board.

#### **4.10. AGENTS AND ATTORNEYS**

The Board of Directors shall have power from time to time to appoint Agents or Attorneys for the Corporation in Saskatchewan with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

#### **4.11. FIDELITY BONDS**

The Board of Directors may require such employees and agents of the Corporation as the Board deems advisable to furnish bonds of the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

#### **4.12. GIFTS**

Any gifts a Director or President receives on behalf of the German Club remain the property of the Club unless the Board of Directors decides that the gift may be kept by the Director or President as a personal present.

### **5. OFFICERS OF THE CORPORATION**

#### **5.1. ELECTION OF OFFICERS**

Subject to any unanimous Shareholders' agreement, Officers shall be appointed by the Board. Each Director must be elected to an Officer position. The Board shall elect the following Officers, annually at the first Board Meeting following the AGM, or more often as needed who together form the "Executive Committee":

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Property Steward
- f. Funding Acquisition
- g. Public Relations
- h. Funding Acquisition Assistant\*
- i. Director-at-Large #1\*
- j. Director-at-Large #2\*

The Officers denoted with an asterisk in (h), (i), and (j) are only required if more than the minimum of seven (7) Directors have been elected to the Board, as outlined in Section 4.1 herein.

#### **5.2. ELIGIBILITY FOR ELECTION AS PRESIDENT**

To be eligible for the election as President, the individual must be a Shareholder of Harmonie Holdings Ltd., and a Canadian citizen, landed immigrant or resident of Canada. The individual shall not be an employee of the German-Canadian Society Harmonie, unless an exception is made by a majority vote of Shareholders at a meeting of Shareholders.

#### **5.3. REMOVAL OF OFFICERS**

Subject to Section 6, any Director can be removed from the Office by majority vote of the Board, or a quorum of Directors, or at the Annual General Meeting. Notice must be given to all Directors of such a proposed decision with the notice of the meeting. The Directors shall immediately choose another qualified person to fill the vacancy from the persons currently sitting as a member of the Board.

#### **5.4. RESIGNATIONS OF OFFICERS**

Resignation of an Officer shall be governed by the provision outlined in Section 4.8. The resignation shall be interpreted as a resignation of the individual's Officer and Director positions.

### **5.5. DUTIES OF PRESIDENT**

The President, or his/her delegate, shall:

- a. Convene all executive, general, and all other meetings;
- b. Chair all meetings of the Members of the Corporation and of the Board and see to it that parliamentary procedures are being adhered to. At these meetings, the President shall only vote in the event of a tie. In the case of disturbances, the President has the right and the duty to impose silence on a person and, when necessary, to exclude a person from the meeting. This person, however, has the right to appeal such presidential decision to the Executive;
- c. Subject to the authority of the Board, have general supervision of the affairs and business of the Corporation;
- d. With the Secretary or other officers appointed by the Board for that purpose, sign all by-laws;
- e. Be a signing officer of bank cheques;
- f. Be an ex officio non-voting member of all committees (except the Executive);
- g. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the President, the President's duties and powers may be exercised by either of the Vice President(s) or by such other Director as the Board may, from time to time, appoint.

### **5.6. DUTIES OF VICE-PRESIDENT**

The Vice-President shall:

- a. Become the Acting President during the absence or inability of the President, and be responsible for exercising the duties and powers of the President;
- b. Be a signing officer of bank cheques;
- c. Perform such other duties as may from time to time be determined by the Board.

### **5.7. DUTIES OF SECRETARY**

The Secretary shall:

- a. Be responsible for the recording of all facts and minutes of all meetings and proceedings in the books kept for that purpose;
- b. Be responsible for keeping the Membership list organized, in order to keep up-to-date contact information and be able to send out statements;
- c. Responsible for the securities register of Harmonie Holdings Ltd.;
- d. Be responsible for ensuring that all notices required to be given to Shareholders or to the Directors are duly given;
- e. Be responsible for ensuring that all books, papers, records, contracts and other documents belonging to the Corporation are kept in proper custody and not delivered up without authorization by a resolution of the Board;
- f. Respond to membership inquiries regarding viewing of minutes and records;
- g. Be a signing officer of bank cheques;
- h. Perform such other duties as may from time to time be determined by the Board.

### **5.8. DUTIES OF TREASURER**

The Treasurer shall:

- a. Ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and that all moneys or other valuable effects are deposited in the name of and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board;

- b. Supervise the disbursement of the funds of the Corporation under the direction of the Board, and shall provide an account of all the Corporation's financial transactions, and of the financial position of the Corporation to the Board at its regular meetings or upon the Board's request;
- c. Update Directors on the budgets of committees on a monthly basis by providing a report showing monthly expenditures compared to available budgets;
- d. Work with the auditor selected by the Board to ensure yearly audits are completed before an AGM;
- e. Disclose to the Membership as to where the finances are being allocated;
- f. Communicate with membership regarding questions surrounding finances;
- g. Be a signing officer of bank cheques;
- h. Perform such other duties as may from time to time be determined by the Board.

#### **5.9. DUTIES OF PROPERTY STEWARD**

The Property Steward shall:

- a. Be responsible for the coordination and/or direct involvement in the upkeep of the head office facilities of Harmonie Holding Ltd.;
- b. Inform the Board of any repairs of the Corporation's building and/or its assets;
- c. Be entitled to execute any repairs or purchases of \$500.00 CAD or less without Board approval. And amounts over that threshold must move through a majority resolution by the Board;
- d. Perform such other duties as may from time to time be determined by the Board.

#### **5.10. DUTIES OF FUNDING ACQUISITION**

The Funding Acquisition officer shall:

- a. Actively research suitable funding, grants and other opportunities to increase revenue for Harmonie Holdings Ltd. and presents said findings to the Board to be discussed and to be approved;
- b. Be responsible for submitting applications to funding opportunities on time, as well as any follow up reports that need to be submitted.

#### **5.11. DUTIES OF PUBLIC RELATIONS**

The Public Relations officer shall:

- a. Be responsible for all publications to the media (ex., newspaper, radio, television, social media);
- b. Be responsible for processing and responding to all letters received by the Corporation;
- c. Assume the Secretary's duties during the absence of the Secretary;
- d. Perform such other duties as may from time to time be determined by the Board.

#### **5.12. DUTIES OF FUNDING ACQUISITION ASSISTANT**

The Funding Acquisition Assistant officer shall:

- a. Support the Funding Acquisition officer by actively researching suitable funding, grants and other opportunities to increase revenue for Harmonie Holdings Ltd. and presents said findings to the Board to be discussed and to be approved;
- b. Be responsible for submitting applications to funding opportunities on time, as well as any follow up reports that need to be submitted.

#### **5.13. DUTIES OF DIRECTOR-AT-LARGE #1**

The Director-at-Large #1 shall:

- a. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the Executive Committee, those duties and powers may be exercised by such other Directors as the Board may, from time to time, appoint.

**5.14. DUTIES OF DIRECTOR-AT-LARGE #2**

The Director-at-Large #2 shall:

- a. Perform such other duties as may from time to time be determined by the Board. During absence or inability of the Executive Committee, those duties and powers may be exercised by such other Directors as the Board may, from time to time, appoint.

**5.15. SPECIAL ADVISORY TRUSTEES (FINANCIAL ADVISERS)**

In addition to the Board of Directors, the Shareholders at their Annual Meeting shall elect by ballot two (2) or three (3) Special Advisory Trustees, who also must be Shareholders by their own right, for a term of one (1) year, but can be re-elected in succeeding years. Their specific purpose and duties are to act as consultants and financial advisers, and as such they possess independent power, to control, approve, or restrict large financial expenditures or loans of Harmonie Holdings Ltd.

An individual shall not be permitted to concurrently hold the titles of Director and Special Executive Board of Trust Advisers.

**6. PROCEDURE ON DISCIPLINARY ACTIONS**

The following procedure shall apply with necessary modifications to all questions of discipline, termination or suspension or other decisions that affect the rights of Directors pursuant to Section 4 and Officers pursuant to Section 5 herein.

**6.1. COMPLAINTS WILL BE MADE TO THE BOARD**

The Board may suspend or terminate a member's membership or shares and/or voting right(s) for one or more of the following reasons:

- a. if the Member has failed to abide by the articles, by-laws, or written policies of the Corporation;
- b. if the Member has been disloyal to the Corporation;
- c. if the Member has disrupted meetings or functions of the Corporation; or
- d. if the Member has done or failed to do anything judged to be harmful to the Corporation.

**6.2. NOTICE TO THE SHAREHOLDER**

- a. The affected person will receive written notice of the Board's intention to deal with whether that person should be disciplined.
- b. The notice will be sent by regular mail and/or electronic mail to the last known address of the Member shown in the records of the Corporation or hand delivered by an Officer of the Board not less than thirty (30) days prior to any hearing scheduled in accordance with Section 6.3 herein.;
- c. The notice will state the reasons why discipline is being considered, the possible outcomes, and sufficient details so as to enable the affected person to understand the nature and extent of the allegations made against him/her;
- d. The Shareholder may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period.

**6.3. HEARING AND DECISION OF THE BOARD**

- a. The Shareholder and/or a representative of the Shareholder will have an opportunity to appear before the Board in person to address the matter by way of written or oral submissions.
  - i. In the event that no written submissions are received by the President or the Shareholder fails to appear, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the Shareholder is suspended or expelled from the Corporation.
- b. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board;
- c. The Board may exclude the Member from its discussion of the matter, including the deciding vote;

- d. Within thirty (30) days of receipt of written or oral submissions from the Shareholder, whichever is later, the Board will consider such submissions in arriving at a final decision and notify the Shareholder concerning such final decision. The decision of the Board shall be final and binding on the Shareholder, without any further right of appeal.

## **7. MEETINGS OF SHAREHOLDERS**

### **7.1. LOCATION OF SHAREHOLDER MEETINGS**

General Meeting of the Shareholders may be conducted electronically or held at the head office of the Corporation or elsewhere in Saskatchewan as the Board may determine and on such day as the said Directors shall appoint, provided that it is no longer than fifteen (15) months from the date of the last annual meeting. The Board or the President shall have power to call at any time a general meeting of the Shareholders of the Corporation and at such meeting any business may be transacted which the Corporation would normally transact at annual or general meetings.

### **7.2. ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The AGM may be held entirely by telephonic, electronic, or other communication facility on such day as determined by the Directors provided that it is no longer than fifteen (15) months from the date of the last AGM. At every AGM, in addition to the election of Directors and any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors, if obtained, shall be presented. The Members may consider and transact any business without any notice thereof.

The AGM of Shareholders of Harmonie Holdings Ltd. shall be held at the business address of Harmonie Holdings Ltd., 1727 St. John Street, in the City of Regina, Province of Saskatchewan. The date and time of the meeting shall be determined by the Directors.

The purpose of the Annual Shareholders Meeting is to receive and to consider the President's Annual Report, the Accountant's Financial Statements, as required by the Act to be placed before the Shareholders; to elect by ballot the Board of Directors, as per Section 4.1, and also to elect by ballot three Shareholders to act as **Special Executive Advisory Board** for the ensuing year; to submit to the Shareholders any question requiring their approval.

The Board of Directors will choose their own Officers consisting of President, Vice-President, Secretary, Treasurer, Property Steward, Funding Acquisition, Funding Acquisition Assistant, Public Relations, Director-at-Large #1, and Director-at-Large #2.

### **7.3. GENERAL MEETING OF SHAREHOLDERS**

General meetings of the Shareholders may be held entirely by telephonic, electronic, or other communication facility on such day as determined by the Directors. The Board or the President shall have power to call at any time a General meeting of the Shareholders of the Corporation and the Secretary, or shall be called by the Secretary at the request of Members provided that such request is provided to the Secretary in writing or by electronic means signed by not less than ten (10%) percent of the Voting Members and at such meeting any business may be transacted which the Corporation would normally transact at annual or general meetings.

### **7.4. SPECIAL MEETINGS**

Special Meetings of Shareholders may be called from time to time as a quorum of the Board of Directors may determine.

### **7.5. PERSONS ENTITLED TO BE PRESENT**

Any and all Shareholders in good standing with the Corporation are entitled to attend Shareholder meetings. Further, Directors and auditors of the Corporation and others, who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or by-laws to be present at the meetings. If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility as established by the Board of Directors.

## **7.6. CHAIRPERSON AND SECRETARY**

The Chairperson of any meeting of Shareholders shall be the President, or, in his/her absence, the Vice-President or other Director of the Corporation who is a Shareholder. If no such officer is present within fifteen (15) minutes from the start time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Corporation is absent, the Chairperson shall appoint some person, who is qualified to act as Secretary of the meeting.

## **7.7. ADJOURNMENT**

If a meeting of Shareholders is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

## **7.8. MINUTES OF MEETINGS**

Minutes are to be taken by a Secretary during the meeting. Alternatively, the meeting can be audio recorded, video recorded, or a group's appointed or informally assigned secretary may take notes, with minutes prepared later.

## **7.9. QUORUM**

Fifteen percent (15%) of the Voting Shareholders entitled to vote, present in person, or by approved electronic means, or by proxy shall be requisite and shall constitute a quorum at all the meetings of the Shareholders for the transaction of business unless otherwise provided by law or by these by-laws. If sufficient Voting Shareholders are not present to achieve quorum, Voting Shareholders deemed present shall constitute quorum provided that at least three (3) Shareholders are present. A Voting Shareholder who has voted electronically on at least one matter at a meeting shall be considered as being present for the purposes of determining the quorum requirement herein.

## **8. MEETINGS OF DIRECTORS**

Each Director is required to further the interests and welfare of the Corporation at all times.

### **8.1. CALLING OF MEETINGS**

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

### **8.2. REGULAR MEETINGS**

Regular Meetings of the Board of Directors shall be held immediately following the Annual Meeting of the Shareholders and at such other times as the Board of Directors may determine. The Directors meeting and may be formally called by the President or Vice President or by the Secretary on direction of the President or Vice President, or by the Secretary in writing by two (2) other Directors.

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **8.3. MEANS OF PARTICIPATION**

If quorum is obtained, and the Directors of the Corporation are present or participants in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such a telephone, electronically, in-person, or other forms of communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office. Such meetings should be properly recorded at the next regular meeting of the Board of Directors.

#### 8.4. RESOLUTIONS

A statement by the chairperson of the meeting that a decision has been made and/or a decision is recorded in the minutes of the meeting is admissible as proof on its fact that the decision was made without proof being required of the number of voted recorded in favor of or against such decision. If the President is absent, his or her duties must be carried out by the Vice-President.

#### 8.5. QUORUM

The presence, in person and/or electronically, of a majority of current members of the Board, provided at least three (3) Directors are present, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

#### 8.6. COMMITTEES

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

#### 8.7. POWERS AND DUTIES OF DIRECTORS

The Directors have the power to run the Corporation in the best possible way. They have the power to borrow money but cannot sell any land or buildings owned by the Corporation or German-Canadian Society Harmonie without the approval of the members.

#### 8.8. GIFTS

Any gifts a Director or President receives on behalf of the German Club remain the property of the Club unless the Board of Directors decides that the gift may be kept by the Director or President as a personal present.

### 9. VOTING

#### 9.1. ENTITLEMENT TO VOTE

Each voting Shareholder shall, at all general meetings and AGMs of the Corporation, be entitled to one vote which shall be cast either by show of hands, paper ballot, or by electronic ballot.

#### 9.2. VOTING OF SHAREHOLDERS

On a **Show of Hands**, every Shareholder present in person shall have one (1) vote, irrespective of the number of shares of stock s/he may hold.

On a **Poll**, every Shareholder present, including Proxy Holders, shall have one (1) vote, irrespective of the number of shares of stock s/he may hold.

In the case of joint holders of a share, the vote of the senior, who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Shareholders, also referred to as the securities register.

The **Proxy** shall be in writing under the hand of the Shareholder. An instrument appointing a Proxy may be in the following form, or in any other form which the Directors shall approve.

No person shall act as Proxy, who is not a Shareholder in his own right.

Every Shareholder entitled to vote at a meeting of Shareholders may appoint a member of his or her immediate family, including spouse, father, son, mother, or daughter, as a proxy holder.

All Proxies shall be lodged with the Secretary of Harmonie Holdings Ltd. before commencement of the meeting of the Shareholders, at which s/he proposes to vote on a proxy.

Sample of Proxy Instrument:

By-laws of Harmonie Holdings Ltd.

I, M.L.A. of Regina, Sask., being a shareholder of Harmonie Holdings Ltd., hereby appoint Mr./Mrs./Ms./ \_\_\_\_\_ of \_\_\_\_\_, Sask., as my Proxy to vote for me and on my behalf at the General Meeting (or as the case may be) of Harmonie Holdings Ltd. to be held on \_\_\_\_\_ day of \_\_\_\_\_ (month) \_\_\_\_\_ (year).  
Signed this \_\_\_\_\_ (day) of \_\_\_\_\_.  
Signature \_\_\_\_\_  
Witness of signature \_\_\_\_\_

Note: A Proxy instrument shall be deemed to confer a demand for a "Poll" vote.

Preference shares have no voting rights. As noted in Section 3.1, Preference Shares have no voting rights.

### 9.3. SHOW OF HANDS

Subject to the provisions of the Act, any question at a meeting of Shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to effect in the Minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the vote recorded in favor of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Shareholders upon the said question.

### 9.4. BALLOTS

On any question proposed for consideration at a meeting of Shareholders, and whether or not a show of hands has been taken thereon, any Shareholder or Proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which s/he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the Shareholders upon the said question.

### 9.5. ELECTION COMMITTEE

Prior to voting activities requiring a ballot, typically during elections of Directors during an AGM, the Board of Directors may by resolution establish and appoint persons to create an Election Committee.

An Election Committee shall consist of three (3) to seven (7) members, with one being the Chair and one being the secretary. The criteria to sit as a member of the Elections Committee when dealing with potential candidates is that the member cannot be running for any position on the Board of Directors at the present AGM, if so they must step down from the Elections committee. Candidates for the Election Committee may be selected from attendees of the meeting. The mandate of the Elections Committee is:

- a. To ensure correct voting procedures are in place and communicated to voters;
- b. To communicate and be a liaison between the Corporation, represented by the Board of Directors and the voters;
- c. To vet potential candidates who are interested in running for positions on the Board of Directors;
- d. To announce elections to be held or special membership meetings.

### 9.6. CONFIDENTIALITY

The Corporation shall take steps to ensure that reasonable confidentiality, non-disclosure and non-use protections, terms and conditions are in place related to any confidential information and data ("Voting Data") retained by the Corporation from any voting activities in which completed paper ballots were submitted or for any electronically recorded voting data.

### 9.7. SECURITY

Voting Data related to a physical paper ballot or an electronic vote must be retained securely and confidentially throughout the election dispute period as set out in these by-laws and for as long as necessary thereafter, including as may be required by law, in the event that a petition for questioning the

election is duly filed. All Voting Data related to a paper ballot or an electronic vote must be destroyed or deleted following a vote to do so by members present.

## 10. NOTICES

### 10.1. SERVICE

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the articles, the by-laws or otherwise to a Shareholder, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Shareholder, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### 10.2. NOTICE OF MEETINGS

Except as provided herein, notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than five (5) days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the Director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

The statutory declaration of the Secretary, Vice President or President that notice has been given pursuant to this by-law shall be conclusive evidence of the giving of such notice.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

A Board meeting may also be held without notice immediately following the Annual General Meeting of the Corporation and if all Directors are present and consent. The Directors may consider to transact any business either special or general at any meeting of the Board.

### **10.3. SHAREHOLDER CONSIDERATIONS**

All holders of shares in the Corporation are entitled to receive notice of Shareholders' meetings and to participate in and vote at such meetings. For every meeting of Shareholders, the Corporation shall prepare a list of Shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each Shareholder. The Shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any Shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

### **10.4. OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Shareholder, Director, Officer, auditor, or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### **10.5. PERSONS ENTITLED BY DEATH OR OPERATION OF LAW**

Every person who, by operation of law, transfer, death of a Shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the Shareholder from whom s/he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which s/he became so entitled) and prior to his furnishing the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

### **10.6. WAIVER OF NOTICE**

Any Shareholder (or his duly appointed proxy holder), Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him/her under any provision of the Act, the regulations thereunder, the Articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Shareholders or of the Board which may be given in any manner.

### **10.7. RECORD DATE FOR NOTICE**

The record date for the determination of the Shareholders entitled to notices of the meeting shall be the close of business on the day immediately preceding the day on which the notice was given.

## **11. DISPUTE RESOLUTION**

### **11.1. MEDIATION AND ARBITRATION**

Disputes or controversies among Shareholders, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2 of this by-law.

### **11.2. DISPUTE RESOLUTION MECHANISM**

In the event that a dispute or controversy among Shareholders, Directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Shareholders, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **12. COMMITTEES**

### **12.1. COMMITTEE OF DIRECTORS**

The Board may appoint a Committee of Directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a Committee of Directors has no authority to exercise. A majority of the members of such committee shall be residents of Regina, Saskatchewan.

### **12.2. TRANSACTION OF BUSINESS**

Subject to the provisions of Section 13.1, the powers of a Committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Regina, Saskatchewan.

### **12.3. PROCEDURE**

Unless otherwise determined by the Board, each committee shall have the power to fix its own quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure.

## **13. INSURANCE AND LIMITATION OF LIABILITY**

### **13.1. LIMITATION OF LIABILITY**

No Director or Officer shall be liable for:

- a. the acts, receipts, neglects, or defaults of any other Director or Officer, or Employee, or;
- b. for joining in any receipt or other act for conformity, or;
- c. for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or;
- d. for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or;
- e. for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited, or;
- f. for any loss occasioned by any error of judgment or oversight on his part, or;
- g. for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or

default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

### **13.2. INDEMNITY**

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a Shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which s/he is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if:

- a. S/He acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, s/he had reasonable grounds for believing that this conduct was lawful.

## **14. BORROWING AND SECURITIES**

### **14.1. BY HARMONIE HOLDINGS LTD.**

**WHEREAS** it may be necessary for Harmonie Holdings Ltd. to borrow money on the credit of Harmonie Holdings Ltd. Assets, from time to time from one of the chartered banks of Canada;

#### **THEREFORE BE IT ENACTED:**

By the Shareholders of Harmonie Holdings Ltd. as a By-law thereof Section 14:

- a. That the Directors of Harmonie Holdings Ltd., with the consent and approval of the Special Advisory Trustees (Section 5.15) the latter having been elected for the specific purpose to act as Financial Adviser to the Board of Directors; be hereby authorized to borrow money from time to time from a chartered bank, upon the credit of Harmonie Holdings Ltd. in such amounts as the Special Advisory Trustees deem proper.
- b. That any promissory notes or other negotiable papers, signed on behalf of Harmonie Holdings Ltd. by the Officers of the Corporation and authorized by the Special Advisory Trustees to sign such negotiable instruments on its behalf and granted to said chartered bank for shall be binding upon Harmonie Holdings Ltd.
- c. That the Directors of Harmonie Holdings Ltd. have no authority to grant securities by way of mortgaging, hypothecating any of the properties, real estates, and/or assets of Harmonie Holdings Ltd. That money borrowed shall not at any time exceed the share capital without the sanction of the majority of the Shareholders.
- d. That any loans of money by Harmonie Holdings Ltd. to other Associations or Societies, must likewise be approved and consented to by the Special Advisory Trustees and the Board of Directors.
- e. That this By-law Section 14.1, when sanctioned by the Shareholders of Harmonie Holdings, Ltd., shall be irrevocable until a new By-law repealing this By-law, shall have been confirmed or sanctioned by the Shareholders of Harmonie Holdings Ltd.

### **14.2. DIVIDENDS**

Subject to the provisions of the Act, the Board may from time to time declare dividends payable to the Shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

### **14.3. LOANING MONEY**

For the purpose of loaning money (ex. to the German-Canadian Society Harmonie), the Board of Directors may do so upon the security of the assets of the receiving entity and in such a manner and condition as it shall be for the best interest of Harmonie Holdings Ltd. and must likewise be consented to and approved by the Special Advisory Trustees and the Board of Directors.

**14.4. REMUNERATION AND EXPENSES**

The Directors shall not be paid for their services. They shall be entitled to be reimbursed for travelling and related expenses properly incurred by them in attending meetings of the Board or any committees thereof.

**15. THE BY-LAW AND AMENDMENTS**

**15.1. EFFECTIVE DATE**

Subject to its confirmation by the Shareholders in accordance with the Act, this by-law shall come into force on the date it is passed by the Directors.

**15.2. AMENDMENTS BY SHAREHOLDERS**

Except as otherwise provided by law, new by-laws may be adopted or these by-laws may be amended or repealed by a two-thirds (2/3) vote of the Shareholders present and voting at any regular meeting of the Corporation, a quorum being present, provided the text of the proposed amendment has been submitted to the membership in writing at least fourteen (14) days prior to the meeting date.

**15.3. AMENDMENTS BY THE BOARD**

Subject to the rights of Shareholders to adopt, amend or repeal this by-law, other than a by-law or amendment thereof changing the authorized number of Directors, a by-law may be adopted, amended or repealed by a majority vote of the Board, unless doing so would:

- a. materially and adversely affect the Voting Shareholders' rights as to voting, dissolution, redemption, or transfer;
- b. increase or decrease the number of Shareholders authorized in total or for any class;
- c. effect an exchange, reclassification, or cancellation of all or part of the shares; or
- d. authorize a new class of share.

**15.4. SUSPENSION**

A by-law of the Corporation may be suspended in case of emergency by the vote of members comprising a majority of the voting members of the Corporation.

**15.5. REPEAL**

All previous Articles of Association or by-laws of the Corporation, if any, are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any Articles of Association or by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any Article of Association or by-laws so repealed shall continue to act if appointed under the provisions of this by-law and all resolutions of the Shareholders or Board with continuing effect passed under any repealed Articles of Association or by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

CERTIFIED to be the By-law of the Corporation as enacted by the Board of the Corporation by resolution on

the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(President)

\_\_\_\_\_  
(Secretary)

CONFIRMED by the members of the Corporation by special resolution in accordance with the Act on

the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Secretary)

**REVISION HISTORY**

<b>Version</b>	<b>Description</b>	<b>Date</b>
HH.1955	First release of by-laws Authored by: Founding members	1955
HH.2018	Major re-alignment of by-laws, leveraging current practices, and technologies. Re-organized sections to improve readability. Added new sections to improve clarity and add updated clauses.	2018
HH.2019	Re-organized sections and headings with consistent numbering scheme. Added dynamic cross-references when referring to different Sections within this document.	2019

DRAFT