

BYLAW 1 - 2004

HIGHWAY 55 WASTE MANAGEMENT CORPORATION

TABLE OF CONTENTS

1. Definition
2. Objects
3. Fiscal Year
4. Membership
5. Meetings of Members
6. Directors
7. Officers
8. Financial Disclosure
9. Bylaws
10. Liquidation and Dissolution

1. DEFINITIONS

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

- (a) "Act" means *The Non-profit Corporations Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- (b) "the corporation" means Highway 55 Waste Management Corporation;
- (c) "the directors," "board" and "board of directors" means the directors of the corporation for the time being;
- (d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- (e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (f) words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- g) "member" means a regular member.

2. OBJECTS

The objects of the corporation are:

- (a) to operate the corporation with emphasis on the collection, delivery, recycling and disposal of municipal solid waste and related activities;
- (b) to provide a forum for the discussion and distribution of information on matters of interest to residents of member municipalities pertaining to municipal solid waste.

3. FISCAL YEAR

The fiscal year of the corporation shall end on the 31st day of December in each year.

4. MEMBERSHIP

- (a) The membership of the corporation shall consist of one class of membership.
 - (i) A regular member is entitled to all privileges of membership including the right to vote at meetings of members.

- (b) Admission to membership and the term of any such membership shall be as follows:

5. MEETINGS OF MEMBERS

- (a) An annual meeting of members shall be held in the month of March in each year at a time and place to be fixed by the previous annual meeting or by the directors.
- (b) At least one other meeting of members shall be held in each calendar year at a time and place to be fixed by the directors.
- (c) (i) The president may call a special meeting of members at any time but shall do so upon the written request of at least 25% of the regular members.
 - (ii) All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
 - (iii) No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- (d) Notice of the time and place of a meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
- (e) (i) No regular member is entitled to more than one vote on any questions.
 - (ii) Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- (f) Three regular members personally present at the opening of a meeting, or such other number as may be determined by the board of directors, shall constitute a quorum.
- (g) The conduct of meetings shall be governed by the latest revised edition of *Roberts Rules of Order*.

6. DIRECTORS

- (a) The directors shall manage the activities and affairs of the corporation.
- (b) The directors of the corporation shall consist of a president, vice president, secretary, treasurer or 2 other regular members.
- (c) Directors shall be elected at the annual meeting.
- (d) Directors hold office until the conclusion of the meeting at which their successors are elected.
- (e) Subject to (d), the term of office of a director shall be 1 year.
- (f) The regular members shall elect a director to fill the vacancy.

- (h) Any remuneration paid to directors must be approved by the regular membership.
- (i) Every director shall be given, by letter, telephone or otherwise, at least 5 days' notice of every meeting of directors.
- (j) Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- (k) The quorum at board meetings shall be a majority of the board.

7. OFFICERS

The board of directors **shall:**

- (a) appoint a president from among the number;
- (b) designate the offices of the corporation, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the corporation to them.

8. FINANCIAL DISCLOSURE

- (a) The directors shall place before the members at every annual meeting:
 - (i) financial statements for the year ended not more than 4 months before the annual meeting;
 - (ii) the report of the auditor, if any; and
 - (iii) any further information respecting the financial affairs of the association.
- (b) The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- (c) No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- (d) The corporation shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

9. AMENDMENTS TO BYLAWS

- (a) The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- (b) The directors shall submit a bylaw

substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

10. *LIQUIDATION AND DISSOLUTION*

The remaining property of the corporation shall, in the course of liquidation and dissolution, be distributed in accordance with sections 192 to 209 of the Act.

HIGHWAY 55 WASTE MANAGEMENT CORPORATION



A handwritten signature in black ink, consisting of a stylized 'T' and 'L'.

Terry Lofstrom, President

A handwritten signature in black ink, consisting of a stylized 'H' and 'O'.

Hugh Otterson, Secretary