

Bylaws of True North Taekwondo Co-operative Ltd.

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BYLAW 1 – GENERAL AND INTERPRETATION

1.1 Name. The name of the co-operative is True North Taekwondo Co-operative Ltd. (the “Co-operative” or “TNT”).

1.2 Status. TNT is intended to operate as a Saskatchewan community service co-operative without share capital and for public/community benefit rather than for the financial gain of its members.

1.3 No joint or family membership. Membership is individual and non-transferable. TNT has no joint, household, or family memberships. Each eligible natural person applies and is assessed individually and, if admitted, has one membership and one vote.

1.4 No proprietary member interest. TNT has no share capital. Membership does not create an ownership claim to TNT’s income, surplus, reserves, property, programs, or residual assets, and does not create preferential access to public-benefit programs merely because a person is a member.

1.5 Definitions used in these Bylaws:

(a) “Act” means *The Co-operatives Act, 1996* (Saskatchewan), as amended from time to time, and any successor legislation applicable to TNT, together with applicable regulations. If a mandatory provision of law conflicts with these Bylaws, the mandatory provision governs.

(b) “AGM” means an annual general meeting of members.

(c) “Articles” means TNT’s Articles of Incorporation, as lawfully amended from time to time.

(d) “Board” means the board of directors of TNT. “Director” means an individual occupying the office of director.

(e) “Bylaw(s)” means these Bylaws and all other Bylaws of TNT as amended from time to time.

(f) “Code of Conduct” means the code of conduct adopted by the Board and applicable to the person or role in question, together with incorporated safeguarding and participant-protection standards.

(g) “Community Member” means an individual admitted through the pathway described in Bylaw 2.6 and Bylaw 8.

(h) “Governance Charter” means TNT’s member-approved governance instrument setting out mission, vision, values, public-benefit commitments, governance principles, and the Public-Benefit Decision Test, as lawfully amended in accordance with Bylaw 18.4.

(i) “Head Instructor” or “Technical Director” means a person designated by the Board to provide technical leadership for a program or for Taekwondo instruction, as applicable.

(j) “Instructor” has the meaning in Bylaw 2.3 and does not include a junior or

developmental assistant unless that person independently meets the definition.

(k) “Interim Operational Restriction” means a temporary restriction on an operational role, program, facility access, contact, supervision arrangement, or other non-final activity restriction imposed for safety, safeguarding, investigative, or operational protection; it is not a finding of misconduct or a Membership Suspension.

(l) “Membership Suspension” means a formal disciplinary restriction imposed under Bylaw 4 that affects membership or governance rights only to the extent permitted by the Act and the written suspension decision.

(m) “PBDT” means the Public-Benefit Decision Test contained in the Governance Charter or a successor public-benefit decision framework approved in accordance with the governing hierarchy.

(n) “Returning Officer” means the person appointed under Bylaw 7.5 to administer nominations, voting, and election procedures.

(o) “Student Participant” means a child, youth, or adult enrolled in a TNT program. Enrollment alone does not create statutory membership or voting rights.

(p) “Volunteer” has the meaning given in Bylaw 2.4.

(q) “Voting Member” means an individual admitted to the single statutory class of members established by the Articles or these Bylaws and whose membership has not ceased. A Voting Member’s ability to exercise particular rights may be affected by a lawful suspension or other restriction under these Bylaws and the Act.

1.6 Interpretive principles. These Bylaws shall be interpreted to preserve: one-member/one-vote democratic control; public-benefit accountability; participant safety; procedural fairness; reasonable Board discretion over operations; accessibility and inclusion; the asset lock in the Articles; and compliance with applicable charity law if TNT becomes a registered charity. Where these Bylaws specify a due date or deadline for any reason, and that date would land on a weekend or holiday, the due date or deadline falls on the first business day after that weekend or holiday.

BYLAW 2 – MEMBERSHIP ELIGIBILITY AND PATHWAYS

2.1 General eligibility. Subject to the Act, Articles, and these Bylaws, an applicant must:

- (a)** be at least eighteen (18) years of age;
- (b)** qualify through at least one eligibility pathway in Bylaw 2.2 through 2.6;
- (c)** submit the prescribed membership application and declarations;
- (d)** agree in writing to comply with the Articles, these Bylaws, the Code of Conduct, and applicable policies;
- (e)** pay or lawfully satisfy the membership fee required by Bylaw 3.3; and
- (f)** be formally admitted in accordance with Bylaw 3.

2.2 Adult Student Participant Membership Pathway. An adult Student Participant qualifies to apply for Voting Membership through this pathway while the individual is actively enrolled in a TNT program or remains enrolled on an approved leave. The Board may prescribe reasonable criteria by policy for determining active enrollment and approved leave status.

2.3 Instructor pathway. An Instructor is a person authorized by the Board to instruct TNT

classes or programs.

(a) For Taekwondo classes, an Instructor must hold at least a first-degree (“1st Dan”) black belt and meet any safety, safeguarding, competency, certification, and screening requirements prescribed by policy.

(b) For non-Taekwondo programs, the Board shall evaluate the person’s education, credentialing, experience, competence, and safety qualifications, in consultation with the Head Instructor, Technical Director, or other subject-matter expert where appropriate.

(c) Authority to instruct must be expressly granted by the Board or under a Board-approved delegation. Authorization may be limited by program, age group, class type, duration, supervision level, or other reasonable condition. Where authorization depends upon a judgment of technical or instructional competence, readiness, or scope, that judgment shall be made in accordance with Bylaw 10.3 and applicable policy by the Technical Director or another appropriately qualified and unconflicted technical or subject-matter reviewer. Board authorization does not, by itself, constitute a technical-competence determination.

(d) Junior instructors and developmental assistants may assist under Board policy and appropriate adult supervision, but do not become “Instructors” for the statutory membership pathway merely because they assist with instruction.

2.4 Volunteer pathway. A Volunteer is a person who actively performs unpaid duties on behalf of TNT and contributes time, skills, expertise, service, or other meaningful assistance that strengthens the Co-operative or advances its public-benefit purposes. The Board may adopt objective policy criteria for documenting active volunteer status but shall not use an arbitrary hour threshold that excludes otherwise meaningful service without a reasonable governance purpose.

2.5 Parent or legal guardian pathway. An adult parent or legal guardian of a student under eighteen (18) years of age qualifies through this pathway while the student is enrolled in TNT programming, including during an approved leave recognized under Board policy. Eligibility is assessed individually; no primary-family-contact designation controls membership eligibility.

2.6 Community Member pathway. A Community Member applicant must:

(a) be at least eighteen (18) years of age;

(b) submit the prescribed membership application and declarations;

(c) agree in writing to comply with the Articles, these Bylaws, the Code of Conduct, and applicable policies;

(d) pay or otherwise lawfully satisfy the membership-fee requirement in Bylaw 3.3;

(e) demonstrate a genuine interest in and support for TNT's mission, vision, public-benefit purposes, and co-operative character;

(f) have a genuine current connection with TNT and be making, or have already made, a meaningful contribution through service, committee participation, professional or technical expertise, program support, community liaison, governance support, or comparable activity that advances the welfare or public-benefit work of TNT;

(g) receive approval by Voting Members and formal Board acceptance in

accordance with Bylaw 8; and

(h) be assessed using general Community Member eligibility guidance adopted by the Board and made reasonably available to applicants. The guidance may provide non-exhaustive examples of qualifying connection, contribution, and ordinarily sufficient evidence, but is explanatory only and shall not add, narrow, or expand the eligibility requirements in these Bylaws, establish an arbitrary hour threshold, or create an undefined suitability or 'fit' test. Confidential safeguarding or screening methods need not be publicly disclosed.

2.7 Multiple pathways. A person may qualify through more than one pathway, but multiple pathways do not create additional memberships, votes, governance rights, financial rights, or priority in programs.

2.8 Role status is distinct from membership. Authorization to act as an Instructor, Volunteer, officer, committee member, coach, official, employee, contractor, or other operational role is separate from statutory membership. The Board may appoint, limit, suspend, or remove a person from an operational role in accordance with law and policy without automatically terminating that person's membership.

2.9 Continuous membership after admission. Once a person is lawfully admitted as a Voting Member, membership is continuous until resignation, termination, death, or another lawful cessation event under these Bylaws or the Act. Loss of the particular role or relationship through which the person originally qualified does not, by itself, terminate membership.

BYLAW 3 – ADMISSION, MEMBERSHIP FEES AND COMMENCEMENT OF MEMBERSHIP

3.1 Application. Except for original incorporators to the extent governed directly by the Act, an applicant shall submit a written or secure electronic application in the form approved by the Board, together with information reasonably required to verify eligibility, financial-current status, and good-faith compliance with these Bylaws. An application may be received while an account issue is being resolved but shall not be approved and membership shall not commence until the applicant is financially current under Bylaw 4.2.

3.2 Admission authority and bounded discretion.

(a) Applications through the Adult Student Participant, Instructor, Volunteer, and parent/legal guardian pathways shall be approved by resolution of the Board where the objective requirements of Bylaws 2 and 3 are satisfied, unless a specific refusal ground in clause (c) applies.

(b) Community Member applications shall be screened by the Board only for the objective eligibility requirements in Bylaws 2.1 and 2.6. Every application that satisfies those requirements shall be forwarded to Voting Members for the member-approval step under Bylaw 8. Following a valid member approval, the Board shall complete the formal acceptance and register-entry steps required by Bylaw 8 and the Act. The Board shall not withhold a qualifying application because it disagrees with the merits of admitting the applicant.

(c) A final refusal may be made only where: (i) the applicant does not satisfy an eligibility pathway in the Articles and Bylaw 2; (ii) information reasonably required to verify eligibility has not been provided or cannot reasonably be verified after an

opportunity to cure; (iii) a required membership-fee, financial-current, or other admission condition has not been lawfully satisfied after any applicable notice and cure opportunity; (iv) the applicant refuses to agree to the governing documents, Code of Conduct, or other binding admission obligations; (v) the applicant is legally ineligible to be admitted; or (vi) a legally binding restriction, disqualifying screening result, verified conduct finding, or current objectively supportable safety or safeguarding risk prevents admission. General dislike, political disagreement, personal conflict, family/household status, election strategy, reputational concern, or an undefined 'fit' criterion is not a lawful refusal ground.

(d) Where a directly relevant screening process, investigation, or safety assessment remains unresolved and the Board cannot reasonably complete an admission decision without creating a material safety, safeguarding, or legal risk, the Board may temporarily defer the application rather than make a final refusal. A deferral shall be time-limited, reviewed at reasonable intervals, supported by written reasons, and shall not be used to manipulate the electorate or punish an applicant for an unproven allegation.

(e) An arrest, criminal charge, allegation, complaint, rumour, unresolved investigation, reputational concern, or adverse assertion by a person or organization does not, by itself, establish misconduct or justify a permanent refusal. The Board may consider reliable underlying evidence and may use clause (d) where a genuine unresolved risk makes temporary deferral necessary.

(f) Applicants shall receive written notice of approval, refusal, or deferral. The Board will strive to provide a decision no later than sixty (60) days.

A refusal or deferral shall identify the applicable clause and provide concise reasons sufficient to permit meaningful review, except to the extent disclosure would breach law, privacy, safeguarding obligations, legal privilege, or another person's rights. Similar applications shall be administered consistently and material exceptions documented under Bylaw 16.

(g) An applicant refused or deferred by the Board may request reconsideration in writing within thirty (30) days. The request shall be decided by directors who did not have a material conflict in the original decision, after considering any additional relevant information. The Board shall provide a written reconsideration decision and reasons. The Board will strive to provide a decision no later than sixty (60) days. A Community Member applicant whose application was found objectively ineligible may use this process; if the eligibility finding is reversed, the application shall be forwarded to Voting Members under Bylaw 8.

3.3 Membership fee.

(a) The one-time membership fee is five hundred dollars (\$500.00);

(b) there is no annual membership fee;

(c) the membership fee is separate from tuition, testing fees, program fees, donations, fundraising contributions, sponsorship, and other service charges; and

(d) payment of the membership fee alone does not create membership or voting rights.

(e) The one-time membership fee becomes due immediately upon membership

approval by the Board, subject to reduced payments or instalment plans if approved and as described in these Bylaws. A person is not a member unless they are up-to-date on payment of their membership fee. The membership fee is non-refundable, except in accordance with bylaw 3.6.

3.4 *Instalment plans and payment priority.* The Board may authorize reasonable membership-fee instalment plans under a written policy applied consistently. Subject to the Act, instalments paid before admission shall be held on account toward the membership fee and do not, by themselves, create membership, voting rights, or a proprietary interest in TNT. Before accepting, scheduling, or continuing a pre-admission membership-fee payment, TNT shall confirm that the applicant is financially current under Bylaw 4.2. If the applicant is not financially current, the application and membership-fee instalment schedule shall be paused until the issue is cured or an approved arrangement is in good standing. TNT shall not reallocate a payment expressly designated for the membership fee to another debt without lawful authority and clear written terms.

3.5 *Commencement of membership.* Subject to the Act, a post-incorporation applicant becomes a Voting Member only when all of the following have occurred:

- (a) the applicant satisfies a Bylaw 2 eligibility pathway;
- (b) the applicant has agreed to the governing documents and Code of Conduct;
- (c) the membership fee has been paid or otherwise lawfully satisfied under Bylaw 3.7;
- (d) the applicant is financially current under Bylaw 4.2;
- (e) the application has been formally approved or accepted by the decision-maker required by these Bylaws and the Act; and
- (f) the applicant has been entered in the register of members with the effective date of admission.

3.6 *Refundability and repayment.* Subject to the Act:

- (a) pre-admission instalments shall be refunded if an application is finally refused or withdrawn before admission, except for an amount lawfully retained under an express written agreement;
- (b) after admission, the membership fee is non-refundable unless repayment is required by law or expressly authorized under a final fee/access model approved in accordance with these Bylaws; and
- (c) this Bylaw does not limit repayment of a bona fide debt, credit balance, reimbursement, or other amount otherwise lawfully owing by TNT.

3.7 *Accessibility and financial hardship.* The Board shall maintain one or more objective, consistently administered mechanisms by which an applicant who would otherwise be excluded by the membership fee may lawfully satisfy the fee requirement, including instalment timing, third-party sponsorship, bursary, waiver, reduction, or another mechanism permitted by the Act. A mechanism shall be available on equivalent terms to similarly situated applicants, shall not alter the member's one-member/one-vote rights, and shall not be administered to manipulate voting eligibility or confer a private governance advantage.

3.8 *Equal treatment and statutory savings.* Bylaws 3.3 through 3.7 operate subject to the Act. A membership-fee requirement is satisfied when the amount is paid or when it is

lawfully waived, reduced, sponsored, subsidized, or otherwise satisfied under an objective mechanism authorized by Bylaw 3.7. Tuition, instructional, program, testing, equipment, and other lawful operational charges remain legally and administratively separate from the membership fee; that separation does not prevent an undisputed amount that is due and payable to TNT from affecting financial-current status, admission, good standing, or voting eligibility under Bylaws 3.1, 3.4, 3.5, and 4.2. Voluntary donations, fundraising participation, and unaccepted pledges are not debts and shall not affect admission or good standing. Nothing in this Bylaw authorizes TNT to impose or enforce a condition contrary to mandatory law.

BYLAW 4 – GOOD STANDING, SUSPENSION, DISCIPLINE, TERMINATION AND WITHDRAWAL

4.1 *Good standing.* A Voting Member is in good standing where the member:

- (a)** has been lawfully admitted and has not resigned, died, or had membership finally terminated;
- (b)** has satisfied the membership-fee requirement applicable at admission, subject to any lawful continuing payment arrangement;
- (c)** is not subject to a current formal membership suspension that restricts governance rights; and
- (d)** is financially current under Bylaw 4.2.

4.2 *Financially current status.* For purposes of Bylaws 3 through 5:

- (a)** excluding the separate membership-fee requirement governed by Bylaw 3, an applicant or member is financially current only where every lawful amount that is due and that the person is legally liable to pay to TNT—including tuition, instructional, program, testing, equipment, tournament, travel, reimbursement, damage, and other contractual or operational charges—has been paid or is satisfied by an applied credit, waiver, reduction, subsidy, deferral, or written payment arrangement with which the person is complying. An amount owed by another person or household member is not attributed to the applicant or member unless the applicant or member is legally responsible for it under an enrollment or other agreement;
- (b)** a person does not cease to be financially current until TNT has given written notice stating the amount, basis, original due date, proposed good-standing consequence, and available dispute, assistance, waiver, credit, deferral, and payment-arrangement routes, and the person has failed for at least thirty (30) days after receiving that notice to pay or otherwise satisfy the amount. A longer period required by law or binding agreement governs;
- (c)** an amount subject to a timely bona fide dispute under a published process does not affect financial-current status while the dispute is being determined, but any undisputed portion remains payable. A dispute shall not be characterized as untimely or lacking good faith for the purpose of influencing a pending election, member vote, nomination, requisition, or governance proposal; and
- (d)** if the amount is not cured or otherwise satisfied by the effective date stated in the notice, the person ceases to be in good standing and is not eligible to vote or

exercise another right expressly dependent on good standing, subject always to the Act. This is an administrative status consequence, not a misconduct finding or termination. The Secretary shall record the effective date and restore good standing promptly when the person becomes financially current.

4.3 *No ad hoc loss of good standing.* A person shall not lose voting eligibility or good standing through an unpublished criterion, an election-specific rule change, an amount that remains within the Bylaw 4.2 notice/cure period, a timely bona fide dispute, an alleged Code or policy breach that has not resulted in a formal suspension under this Bylaw, or a discretionary determination not authorized by these Bylaws or the Act.

4.4 *Interim safety measures.* Where reasonably necessary to protect a child, youth, vulnerable person, participant, staff member, volunteer, member, records, assets, investigation, or the integrity of a proceeding, the Board or a Board-authorized safeguarding official may impose proportionate interim operational restrictions pending investigation. Interim restrictions may include removal from instruction or volunteer duties, supervision requirements, no-contact directions, or temporary facility/program restrictions. An interim restriction is not a final finding of misconduct and shall not suspend statutory voting rights unless a lawful membership suspension is separately imposed.

4.5 *Complaints Committee and investigation.* A complaint that may result in a Membership Suspension shall be investigated by a Complaints Committee consisting of at least two (2), and where practicable three (3), unconflicted members appointed by the Board. A member shall be deemed in conflict where the director is, or shares a blood-relation to, the complainant, respondent, or witness to material disputed events, or is otherwise materially involved, shall not serve on the Committee. If there is a dispute as to whether a member is in conflict, all unconflicted Board members shall decide if the member is in conflict by majority vote. The Committee shall gather relevant information, provide the member a fair opportunity to identify responsive evidence, and prepare a written factual report for the Board, and they shall do so without unreasonable delay. The Committee is a fact-finding and advisory body and does not make the final suspension decision. The Board may obtain, at their discretion, independent external investigative assistance to the extent permitted by the Act and a Board-approved Complaints & Discipline Policy. For greater certainty, the Complaints Committee is not delegated a power of the Board unless the Board expressly delegates such power in accordance with the Act; any committee exercising delegated Board power must satisfy the statutory composition, quorum, minute, reporting, and authority requirements then in force.

4.6 *Notice and opportunity to respond.* Before the Board decides whether to impose a formal membership suspension, TNT shall give the member written notice of the allegations, the material grounds being considered, the potential suspension/corrective consequences, and a reasonable opportunity to submit documents, written information, witness information, or other relevant evidence in the member's defence. Disclosure may be reasonably limited to protect a child, vulnerable person, complainant, witness, privilege, privacy, or the integrity of an investigation, but the member shall receive sufficient information to respond meaningfully.

4.7 *Board Membership Suspension decision and threshold.* A Membership Suspension is decided by the Board after reviewing the Complaints Committee report, the member's

response, and the reasonably available evidence. All materially involved or conflicted members, as defined in Bylaw 4.5, must recuse. Subject first to any mandatory statutory quorum or voting rule, a Membership Suspension requires affirmative votes from at least sixty-six percent (66%) of all unconflicted directors then in office who are legally entitled to vote on the matter, rounded upward to the next whole director. The denominator does not include a director who is legally disqualified or required to recuse. Independent external advice may assist the Board but does not create quorum, replace a required director vote, cure a lack of statutory authority, or permit TNT to act contrary to the Act. If recusals leave insufficient lawful decision-making capacity, TNT shall use the statutory or other lawful process available in the circumstances.

4.8 *Written decision.* The Board shall provide the member with a written decision stating the finding, the evidence or considerations materially relied on, the suspension period, the governance and operational rights affected, any corrective conditions, the effective date, the review date or completion criteria, and the reconsideration/appeal options under Bylaw 4.14. Reasons may be redacted only to the extent reasonably necessary to protect lawful confidentiality, safeguarding, privilege, or another person's rights.

4.9 *Corrective conditions and return to good standing.* A suspension may include conditions germane and proportionate to the reason for suspension, including education or training, supervision, behavioural commitments, restitution where lawful, safeguarding measures, or completion of recognized training such as "Respect in Sport" or a successor program. Conditions shall be stated in writing with a reasonable completion period and consequences of non-compliance. When the conditions are completed to the reasonable satisfaction of the Board or other authorized reviewer, the member shall be restored to good standing promptly and the effective date recorded.

4.10 *Rights during Membership Suspension and review.* A Membership Suspension may affect membership or governance rights only to the extent permitted by the Act. Operational restrictions may be imposed separately where reasonably necessary for safety, safeguarding, protection of participants, protection of an investigation, or protection of TNT's operations. The written decision shall identify which rights or roles are affected and the legal or bylaw authority relied upon. If a mandatory statutory appeal or continuation rule requires a different status, the Act governs.

4.11 *Failure to meet corrective conditions.* Failure to complete required corrective conditions does not automatically terminate membership. Before treating non-compliance as grounds to commence termination proceedings, TNT shall give further written notice, consider any reasonable request for an extension, consider disability/accessibility accommodation or other circumstances affecting practical ability to comply, and determine whether the condition remains germane and proportionate. Operational restrictions may remain in place where reasonably necessary for safety while that question is resolved. A disputed determination of non-compliance may be raised in the reconsideration/appeal process, per Bylaw 4.14, applicable to the resulting disciplinary decision.

4.12 *Grounds for termination.* Subject to the Act and procedural fairness, a final termination finding shall rest on documented, reasonably reliable evidence established through a fair process. An arrest, criminal charge, allegation, complaint, rumour, or

untested adverse assertion does not, by itself, establish misconduct. Membership may be terminated for one or more of the following serious grounds:

- (a) a serious or repeated violation of the Code of Conduct;
- (b) fraud, theft, embezzlement, deliberate misappropriation of TNT funds or property, or deliberate falsification of material TNT records;
- (c) conviction for a criminal offence where the underlying conduct, circumstances, recency, continuing relevance, and relationship to the person's TNT role materially undermine participant safety, fiduciary trust, safeguarding, or fitness to remain a member of a public-benefit organization;
- (d) non-consensual violence committed inside or outside TNT where the conduct is established on reliable evidence and materially conflicts with participant safety or TNT's public-benefit responsibilities;
- (e) conduct that endangers an underage child or creates an unacceptable risk to a vulnerable person, based on documented, reasonably reliable information and assessed using applicable safeguarding or risk-assessment criteria;
- (f) deliberate retaliation, intimidation, obstruction, or evidence tampering in relation to a safeguarding, financial, disciplinary, or governance process;
- (g) material failure to comply with corrective conditions after reasonable notice and opportunity to cure, per Bylaw 4.11; or
- (h) material or repeated failure to satisfy an undisputed financial or contractual obligation to TNT after the Bylaw 4.2 notice and cure process and a reasonable opportunity to request an applicable hardship, assistance, waiver, deferral, or payment arrangement. Inability to pay is not, by itself, a misconduct finding, and any termination must use the procedure and authority required by the Act.

4.13 *Termination procedure.* A termination shall occur only through the decision-making process and voting threshold required by the Act and these Bylaws in force at the time. At minimum, TNT shall provide the affected member with twenty-eight (28) days' notice of the proposed termination and grounds, a reasonable opportunity to respond, a decision by authorized and unconflicted decision-makers, written notice of the outcome and reasons, and information about any statutory or bylaw appeal rights.

4.14 *Suspension reconsideration and independent external review.* A member suspended under Bylaw 4.7 may first request Board reconsideration by submitting additional relevant information within fourteen (14) days after receiving the written decision, or within another reasonable period prescribed by policy. The Board shall consider the additional information using the same recusal and sixty-six percent (66%) approval standard. The Board shall provide a response within ninety (90) days after receiving the reconsideration request, subject to reasonable reasons to delay the decision further. If, after receiving the Board's reconsideration decision, the member remains dissatisfied, the member may request an appeal to the members pursuant to 121(2)(c) of the Act.

4.15 *Termination appeal.* A termination decision is subject to every appeal, continuation-of-membership, member-meeting, Registrar, or other review right required by the Act. No bylaw, internal reviewer decision, policy, or agreement shall contract out of a mandatory statutory appeal right.

4.16 *Resignation.* A member may resign at any time by written notice to the Secretary.

Resignation is effective on receipt or on a later date specified in the notice. A resignation does not extinguish debts or lawful obligations already owing between the member and TNT.

4.17 *Value and effect of cessation.* Because TNT has no share capital and membership confers no proprietary entitlement to TNT's income, reserves, property, or residual assets, a member's membership interest has no redeemable or distributable monetary value on withdrawal, termination, death, or another cessation of membership. This does not affect repayment of a bona fide debt, member loan, credit balance, reimbursement, or other amount separately and lawfully owing by TNT to the former member. Amounts genuinely owing by the former member to TNT remain payable according to law and contract. The treatment and refundability of the membership fee are governed by Bylaw 3.3 and the Act.

4.18 *Governance-sensitive discipline and anti-retaliation review.* Participation in an election, member requisition, governance proposal, complaint, or other lawful democratic activity neither immunizes a person from legitimate discipline nor constitutes a ground for adverse action. Where, after a director nomination has been submitted, a valid member-meeting requisition has been received, or a material governance proposal has been formally submitted or noticed, and before the related election or vote is concluded, TNT initiates or materially advances a Membership Suspension or termination process involving a declared candidate, sitting director, requisitioning member, or formal proposer, the Board shall document whether the process could materially affect the electorate, candidacy, or governance outcome and whether an institutional conflict or reasonable perception of retaliation exists. Where that conflict cannot be managed internally with credible independence, TNT shall use unconflicted external investigative or review assistance to the extent reasonably practicable and lawful. Nothing in this Bylaw prevents immediate proportionate Interim Operational Restrictions or timely discipline where genuine safety, safeguarding, legal, or asset-protection needs require action. The members may, by special resolution of the members, decide that an institutional conflict pursuant to this section exists and if so, the members may nominate and hire, by resolution, an external investigator of their choosing.

BYLAW 5 – MEMBER REGISTER AND VOTING ELIGIBILITY

5.1 *Member register.* TNT shall maintain an accurate register of members containing the information required by law and sufficient to determine membership status, admission date, contact information, and voting eligibility.

5.2 *Record date.* Before issuing notice of a general meeting involving an election or member vote, the Board shall fix a record date where permitted or required by law. The record date shall comply with the Act and shall be applied neutrally.

5.3 *Voting list.* The Secretary shall prepare a preliminary voting list from the register as of the applicable record date and shall provide a reasonable, neutral process for members to identify and correct administrative errors before the meeting or ballot closes. The Election & AGM Procedures Policy shall state the correction deadline, responsible decision-maker, escalation route, and treatment of obvious clerical errors discovered after the ordinary deadline, without permitting strategic alteration of the electorate.

5.4 *Corrections.* Any addition, removal, or correction affecting voting eligibility after

preparation of the preliminary list must be documented with the authority, reason, date, and decision-maker. Corrections shall not be made for the purpose of influencing a known vote or election.

5.5 Authentication. TNT shall use reasonable procedures to authenticate each Voting Member participating in person or electronically and to ensure one person casts no more than one vote on a matter.

5.6 No proxy voting. No member is entitled to vote by proxy. Nothing in this clause prevents lawful direct electronic participation or another direct voting method permitted by the Act and these Bylaws.

5.7 Election-period admission neutrality and record dates. Membership applications through every eligibility pathway shall continue to be received, assessed, and decided under ordinary and consistently applied timelines, as per Bylaw 3.2(f), before and during an election or other member vote. The Board and its delegates shall not administer membership applications for the purpose of altering the electorate for a pending or scheduled member vote. Where the Act permits a record date to be fixed for voting eligibility, a person whose membership becomes effective after that record date is not entitled to vote on a matter governed by that record date but remains a Voting Member for later matters for which the person is otherwise eligible. A person admitted after the record date may attend, speak, or otherwise participate to the extent permitted by the Act and meeting rules, but may not vote on the matter governed by that record date. This Bylaw does not prevent a documented correction of an administrative error under Bylaw 5.4.

BYLAW 6 – GENERAL MEETINGS OF MEMBERS

6.1 First general meeting. TNT shall hold its first general meeting within four (4) months after incorporation unless the Registrar lawfully extends the period. The business shall include the matters required by the Act, including adoption or confirmation of bylaws, election of directors, and appointment of the auditor.

6.2 Annual general meeting. TNT shall hold an AGM each year within the period required by the Act. The AGM shall receive the financial statements and auditor's report where applicable, elect or reappoint directors for expiring positions, appoint the auditor, consider the annual budget/financial plan for ratification, remunerate directors where necessary, consider member-reserved matters properly before the meeting, and transact other lawful business. All financial materials (as defined in Bylaw 14.3) to be reviewed at the AGM shall be provided to the members no later than ten (10) days in advance of the AGM.

6.3 Special meetings. Special meetings may be called by the Board and shall be called on a valid member requisition where required by the Act. Notice of a special meeting shall state the purpose of the meeting and no unrelated substantive business shall be decided unless legally permitted and properly noticed.

6.4 Hybrid participation. General meetings shall ordinarily be conducted on a hybrid basis, with an in-person location in Saskatchewan and a secure electronic participation option that allows participants to communicate adequately, hear the proceedings, and exercise rights in a reasonably equivalent manner. A fully electronic meeting may be held only where permitted by law and where the Board determines it is reasonably appropriate for accessibility, emergency, logistics, or another legitimate purpose.

6.5 *Electronic access.* The platform and procedures used for electronic participation shall provide reasonable identity verification, communication, ballot secrecy where required, accessibility, technical support, and records of attendance. A temporary technical failure affecting one member does not automatically invalidate the meeting, but a material system failure affecting fairness or quorum shall be addressed by adjournment, extension, re-vote, or another proportionate remedy. Before TNT conducts a contested election or a member meeting using electronic voting, the Board shall adopt an Election & AGM Procedures Policy addressing platform selection, attendance verification, member questions, secret-ballot administration, material technical failures, challenges, recounts, record retention, and the authority of the chair and Returning Officer to adjourn or pause a process where fairness is materially impaired.

6.6 *Notice.* Subject to the Act, TNT shall give not less than fourteen (14) days' and not more than fifty (50) days' notice of an AGM or special meeting. Where mandatory law requires a longer minimum period, that longer period governs. Notice shall be calculated, delivered, and deemed received in accordance with the Act and applicable law. Electronic notice may be used only to the extent permitted by law. Notice may be waived in the manner permitted by the Act. A special-meeting notice shall state the purpose of the meeting, and any proposed special resolution, Bylaw amendment, Article amendment, or other document required by law shall accompany or be made available with the notice as required by the Act and these Bylaws.

6.7 *Quorum.* Quorum at a general meeting shall be the minimum quorum required by the Act unless these Bylaws are lawfully amended to require a greater quorum. Quorum shall be determined from members entitled to vote and present in person or deemed present through lawful electronic participation.

6.8 *Continuing quorum.* Quorum must be maintained throughout any formal vote, election, or decision on a matter reserved to Voting Members to the extent the Act permits the Bylaws to require continuing quorum. If quorum is lost, no further substantive resolution, election, or member-reserved decision shall be determined until quorum is restored. The meeting may receive information, deal with procedural matters that do not determine substantive rights, or adjourn as permitted by the Act. Mandatory law governs if it requires a different result.

6.9 *Meeting chair.* The President/Chair, or another person selected in accordance with Board policy or by the members where appropriate, shall preside. The chair shall administer the meeting neutrally, distinguish formal resolutions from advisory consultations, and shall not have a second or casting vote unless the Act expressly provides otherwise.

6.10 *Rules of order.* The Board may adopt reasonable meeting rules or a recognized parliamentary authority for procedural questions not addressed by the Act, Articles, or these Bylaws. Procedural rules shall not be used to defeat substantive member rights.

BYLAW 7 – VOTING, ELECTIONS AND MEMBER RESOLUTIONS

7.1 *One member, one vote.* Each Voting Member entitled to vote has one vote on each matter submitted to members, regardless of the member's roles, payments, donations, family relationships, founder status, or length of service.

7.2 Ordinary decisions. Unless the Act, Articles, or these Bylaws require a greater threshold, a matter is decided by a majority of votes cast by members entitled to vote at that meeting. An equality of votes means the motion is lost.

7.3 Secret ballot. Voting shall be by secret ballot:

- (a) for any type of contested election of directors;
- (b) for a member termination, discipline, or other confidential vote concerning an identified individual where a member vote is required;
- (c) where at least three (3) Voting Members entitled to vote request a secret ballot, unless a different mandatory rule applies; or
- (d) where the meeting chair reasonably determines that secrecy is necessary to protect fairness, safety, confidentiality, or freedom from undue influence.

7.4 Director ballots, candidate voting rights, and candidate interest. Director elections are at-large elections for the number of director vacancies identified in the notice and shall follow Bylaw 9.7. Each ballot shall identify the number of vacancies and the eligible nominees. A Voting Member may vote for up to the number of vacancies and is not required to use every available choice. A nominee who is otherwise a Voting Member entitled to vote retains the same voting rights as every other Voting Member and may vote for themselves and for other nominees, subject to the ballot limit. A candidate necessarily has an interest in the outcome of the election by reason of candidacy, but that interest is inherent in the democratic election process and, by itself, does not constitute an actual, potential, apparent, or reasonably perceived conflict of interest requiring recusal from the member vote. A candidate remains subject to any separate conflict of interest arising from circumstances other than candidacy itself. This Bylaw governs elections and does not determine a member's voting rights in a disciplinary, termination, removal, or other adjudicative proceeding concerning that member.

7.5 Returning Officer and neutral election administration. When the AGM or election meeting is called and nominations open, or as early as reasonably practicable before an election, the Board shall appoint a Returning Officer or neutral Election Administrator who is not a candidate in any election being administered at that meeting and who has no material conflict concerning the election. The Returning Officer may be an unconflicted Voting Member or another suitable independent person and may be external to TNT only where additional independence is appropriate. A Returning Officer shall be ineligible to be a candidate in that same election, even if they later resign as the Returning Officer for that election. Should a Returning Officer resign, the Board shall follow the same procedure, as soon as reasonably possible, to appoint a replacement Returning Officer, to which the same rules of this Bylaw shall apply. The resignation and replacement of a Returning Officer shall in no way invalidate or undo any election steps already taken by the prior Returning Officer. Appointment as Returning Officer does not make the person a corporate officer of TNT. Subject to the Act, Articles, these Bylaws, and the Election & AGM Procedures Policy, the Returning Officer shall administer nominations, voter authentication, ballot preparation and issuance, ballot secrecy, receipt and counting of ballots, treatment of blank/spoiled/invalid ballots, recounts, procedural election challenges, certification of results, and election records. The Returning Officer may apply established election rules and make procedural determinations within the authority

conferred by these Bylaws and policy, but shall not finally determine a material question of statutory membership, director qualification, or another legal right beyond that authority; such a question shall be referred to the lawful unconflicted decision-maker and, where necessary, legal counsel. If the Returning Officer becomes a candidate or develops a material conflict, the Board shall promptly appoint an unconflicted replacement. Where a contested election or director-removal/replacement process creates a material institutional conflict because a majority of sitting directors are candidates, proposed for removal, or otherwise materially interested in administration of the process, the Returning Officer shall, where reasonably practicable, be an external independent person or a person selected from a roster or process previously approved or ratified by Voting Members under the Election & AGM Procedures Policy.

7.6 *Candidate administration and adjudication firewall.* A candidate may exercise ordinary member rights in the election, including speaking, answering questions, and voting, but shall not administer or adjudicate the director election in which the candidate has a material electoral interest. Without limiting this rule, a candidate shall not determine or participate in determining the eligibility or nomination validity of themselves or of another candidate competing in the same director election; decide a voter-eligibility challenge where the decision could materially affect that election; control the voting platform or confidential ballots; count ballots; determine disputed ballot validity; decide or supervise a recount or election complaint affecting that election; certify a disputed result affecting that election; or otherwise exercise election-administration authority in relation to that election. Where a required determination cannot be made internally without candidate involvement or another material conflict, the Returning Officer shall obtain or arrange an independent determination consistent with the Act and applicable policy.

7.7 *Equal candidate communications and scrutineers.* TNT shall provide candidates competing in the same director election reasonably equivalent access to official election communications, including the same opportunity to provide a candidate biography or statement, respond to standardized questions, participate in an official candidate forum where one is offered, and receive the same applicable deadlines, content limits, and distribution channels. All candidate material is to be provided to the Returning Officer no later than fourteen (14) days prior to voting day for the election(s). If there is to be a candidate forum, the Returning Officer shall ask the same standardized questions to each candidate. All candidates will have a maximum of five minutes' time to respond to each question. Organizational communications, membership contact information, staff/volunteer resources, or other TNT-controlled channels shall not be used to confer an unfair electoral advantage on an incumbent, founder, officer, instructor, or other candidate. Detailed communication procedures may be established in an Election & AGM Procedures Policy. Each candidate may appoint one unconflicted scrutineer, subject to reasonable procedures established by the Returning Officer, to observe ballot counting or recounting where observation can occur without compromising ballot secrecy, voter privacy, electronic-system security, or orderly administration. A candidate has no absolute personal right to observe the count. A scrutineer shall not handle ballots, access identifying voter data, interfere with counting, or attempt to influence the Returning Officer. The Returning Officer may impose neutral limits on observation or use an independent

counting process where reasonably necessary to protect secrecy, security, or fairness.

7.8 Election conduct and anti-inducement. No candidate, member, director, officer, employee, instructor, related party, sponsor, donor, funder, affiliate, or person acting on their behalf shall offer, promise, provide, reimburse, or condition money, membership-fee assistance, employment, contracts, bursaries, subsidies, program access, equipment, travel support, gifts, or another material benefit in exchange for a vote, abstention, candidacy decision, nomination, withdrawal, or other electoral support. This Bylaw does not prohibit generally available assistance or benefits administered under objective, pre-existing policies without regard to electoral preference. Election-conduct complaints shall be addressed under the Election & AGM Procedures Policy and do not, by themselves, authorize disenfranchisement, candidate disqualification, membership suspension, or another deprivation of statutory rights except through a lawful process.

7.9 Advance electronic voting for elections. To the extent permitted by the Act, the Board may provide secure advance electronic voting for a director election where:

- (a) the number of director vacancies, any relevant term information, and the final list of nominees are fixed before advance voting opens;
- (b) candidate information is made available to members on an equal basis consistent with Bylaw 7.7;
- (c) the system authenticates voters, preserves ballot secrecy, prevents duplicate voting, and creates an auditable result; and
- (d) the process provides a reasonable accommodation for members unable to use the electronic system.

7.10 Substantive resolutions. Substantive resolutions shall ordinarily be voted on during the meeting after members have had a reasonable opportunity for information, questions, debate, and any lawful amendment. Advance voting on a substantive resolution shall not be used unless the Act clearly permits it and the notice/process preserve informed deliberation.

7.11 Tie in director election. Where two or more candidates receive an equal number of votes for the last vacancy on the Board, the directors who have already been elected shall determine which of the tied candidates will be elected for the remaining director position. No chair's casting vote, random draw, or plurality-only rule shall determine the election unless mandatory law requires otherwise. If any vacancies remain pursuant to Bylaw 7.11, the incumbent director(s) whose term(s) would otherwise expire, in order of seniority, shall retain their position until their successor(s) are validly elected or appointment pursuant to the Act or these Bylaws.

7.12 Recount. A recount shall occur automatically in a tied election and may be requested by any three (3) Voting Members before the result is certified where the margin or an identified irregularity reasonably warrants verification. The Returning Officer shall preserve ballot secrecy and an auditable record.

7.13 Formal member resolutions. A communication, survey, town hall, poll, straw vote, or consultation is not a binding member decision unless:

- (a) the notice expressly states that a formal resolution is being submitted under the Act or these Bylaws;
- (b) all applicable notice, quorum, eligibility, authentication, voting, and threshold

requirements are satisfied; and

(c) the minutes or written resolution record it as a formal member resolution.

7.14 *Advisory consultations.* The Board may use town halls, advisory surveys, focus groups, listening sessions, or other consultation methods. These may be open to members, Volunteers, Student Participants, parents or guardians of Student Participants, instructors, and other stakeholders as the Board considers appropriate. Communications and records shall clearly state that the process is advisory and non-binding.

7.15 *Written resolutions.* A written resolution in lieu of a general meeting may be used where it is signed in the affirmative by a majority of members entitled to vote on the resolution and otherwise satisfies section 118 of the Act, including retention of a copy with the minutes of members' meetings. The effective date shall comply with the Act. Electronic signatures or secure electronic assent may be used only to the extent legally valid.

BYLAW 8 – COMMUNITY MEMBER ADMISSION SAFEGUARDS

8.1 *Purpose.* The Community Member pathway exists to broaden democratic stewardship, recruit independent expertise, strengthen community connection, and support TNT's public-benefit purposes. It shall not be used to create nominal members for election or voting advantage.

8.2 *Application record.* A Community Member application shall identify the applicant's genuine mission connection and the skill, expertise, service, community relationship, governance contribution, program support, or other meaningful contribution relied on for eligibility.

8.3 *Board screening and mandatory forwarding.* The Board shall determine only whether the application meets the objective criteria in Bylaw 2.6, and shall strive to do so no later than sixty (60) days after receiving the application. Every application found to satisfy those criteria shall be placed before Voting Members at the next reasonably available duly called meeting. A negative eligibility screening is reviewable under Bylaw 3.2(g). A favourable Board screening is not admission and does not create voting rights.

8.4 *Member approval and ministerial Board acceptance.* Admission of a Community Member requires approval by ordinary resolution of Voting Members at a duly called meeting, or by a written member resolution. The applicant shall not vote on the application. Following valid member approval, the Board shall formally accept the applicant by resolution and cause the applicant to be entered in the register once all remaining Bylaw 3 admission requirements are satisfied. The Board's post-approval role is ministerial and shall not be used to reverse the member decision on the merits. The Board may withhold final acceptance only if a new objective legal disqualification, unresolved mandatory admission requirement, or material fact falling within Bylaw 3.2 arises before membership becomes effective; any such decision requires written reasons and is subject to Bylaw 3.2(g). Membership and voting rights begin only when the legally required acceptance, remaining admission conditions, and register-entry steps are complete.

8.5 *Ordinary processing; no separate election moratorium.* Community Member applications shall continue to be processed under the ordinary admission timeline provided in these bylaws, even when a director election or other member vote has been scheduled. Bylaw 5.7 governs election-period admission neutrality and record-date

consequences. Admission after an applicable voting record date does not entitle the newly admitted member to vote on matters governed by that record date, but does not otherwise delay or invalidate the person's membership.

8.6 *Community-pathway anti-stacking safeguard.* The Community Member pathway shall not be used to manufacture nominal membership or manipulate the electorate. The Board, members, and administrators shall apply Bylaw 5.7 neutrally and shall not accelerate, delay, approve, refuse, or selectively process a Community Member application for the purpose of changing the electorate for a pending or scheduled member vote.

8.7 *Continuing membership.* Once admitted, a Community Member has the same statutory membership rights and responsibilities as any other Voting Member, subject to the Articles, these Bylaws, and lawful good-standing rules.

BYLAW 9 – BOARD OF DIRECTORS: COMPOSITION, ELIGIBILITY, TERMS AND ELECTIONS

9.1 *Board size and at-large directorships.* TNT shall initially have five (5) directors. Subject to the Act and Articles, Voting Members may determine another number of directors between five (5) and twenty (20) only by special resolution at a duly called general meeting, and a Board-size change is a Protected Governance Matter under Bylaws 18.6 and 18.7. The notice shall state the proposed number, rationale, effective date, and the proposed treatment of resulting vacancies, terms, and staggering. An increase shall not create seats that may be filled at the same meeting at which the increase is approved; new seats shall be filled at the next AGM or at a separately noticed election held not fewer than thirty (30) days after approval, using the ordinary nomination and election safeguards in these Bylaws. A reduction shall not prematurely remove or shorten the term of an elected director except as permitted by law. A Board-size change shall not be structured or timed to circumvent the director-removal process, evade election safeguards, or confer an improper electoral advantage. Directors are elected at large and are not elected to officer positions.

9.2 *Director eligibility.* A nominee must:

- (a) satisfy every director qualification imposed by the Act and Articles;
- (b) satisfy the membership-duration qualification in Bylaw 9.3 and otherwise be a Voting Member in good standing at the nomination deadline and on taking office;
- (c) complete a Director Eligibility Declaration in the form approved by the Board;
- (d) complete a criminal record check and vulnerable sector search, or the legally available equivalent, at the intervals required by policy;
- (e) disclose actual, potential, or reasonably perceived conflicts and any fact that may make the person an “ineligible individual” for charity purposes if applicable;
- (f) agree to attend at least seventy-five percent (75%) of Board meetings, subject to reasonable accommodation and exceptional circumstances; and
- (g) agree to complete TNT's governance orientation promptly after election and any continuing governance/safeguarding education required by policy.

9.3 *Membership-duration qualification for directors.* Except for the directors elected at the first general meeting, a nominee must have been a Voting Member in good standing continuously for at least six (6) months immediately before the nomination deadline. This is a qualification for Board service only and does not limit a newer member's ordinary voting,

speaking, proposal, requisition, or other membership rights. Mandatory law governs if it requires a different result.

9.4 *Attendance covenant.* Failure to meet the 75% attendance commitment over a rolling twelve-month period shall trigger a governance review and may lead the Board to request the director's resignation or recommend removal to members. It does not, by itself, authorize the Board to remove an elected director contrary to the Act.

9.5 *Call for nominations for director vacancies.* The Secretary or Nominations Committee shall issue a call for nominations sufficiently in advance of the AGM identifying the number of director vacancies to be elected and, where relevant, any different term lengths associated with a vacancy. A Voting Member may nominate themselves or another eligible Voting Member; a nomination by another person is valid only with the nominee's consent. Unless the Board establishes an earlier neutral deadline, nominations shall close not less than fourteen (14) days before the AGM, and all required eligibility information must be provided by the deadline. Where vacancies of materially different term lengths must be filled at the same meeting, the notice and Election & AGM Procedures Policy shall state the neutral method by which those terms will be allocated or separately elected, subject to the Act.

9.6 *Advance nominations required.* Nominations from the floor shall not be accepted where the advance nomination process has been properly conducted. If too few eligible nominees are available to fill all vacancies, the unfilled directorships shall remain vacant and shall be addressed under the vacancy or further-election procedure permitted by the Act and these Bylaws rather than by waiving eligibility or nomination safeguards at the meeting.

9.7 *At-large director election and majority support.* Directors are elected at large. Each Voting Member may vote for up to the number of director vacancies and may leave one or more available choices unused. A ballot containing more selections than the number of vacancies is invalid; a ballot containing fewer selections is valid. A blank ballot is treated as an abstention and is not counted as a valid ballot cast for purposes of the majority threshold. A nominee who is otherwise entitled to vote may vote for themselves and for other nominees, subject to the ballot limit; the election-integrity, administration, communication, and adjudication rules in Bylaws 7.4 through 7.8 apply. A candidate must receive affirmative votes on more than fifty percent (50%) of the valid ballots cast in the director election to be elected, even where there are fewer candidates than vacancies. If more candidates receive majority support than there are vacancies, the vacancies are filled by the majority-supported candidates receiving the highest affirmative vote totals, subject to Bylaw 7.11 for a tie affecting the final vacancy. If fewer candidates receive majority support than there are vacancies, the majority-supported candidates are elected and the remaining vacancy or vacancies may be submitted to a further ballot or nomination process at the meeting where lawfully permissible and properly noticed, or otherwise remain vacant to be filled under the Act and these Bylaws. There is no election by plurality alone and no chair's casting vote. If any vacancies remain pursuant to the above procedure, the former directors that were to be replaced, in order of seniority, shall retain their position until their position is validly filled pursuant to the Act or these Bylaws.

9.8 *Terms.* After the transitional staggering described in Bylaw 19.3, a director serves a

term of three (3) years, ending at the conclusion of the AGM at which a successor is elected, subject to earlier resignation, removal, disqualification, death, or another cessation event under the Act or these Bylaws.

9.9 *Term limit and second term.* A director may serve no more than two (2) consecutive full three-year terms. Election to a second consecutive term is not automatic and requires the same at-large nomination and majority-support process required by Bylaw 9.7. A director who has completed two consecutive full terms is not eligible for immediate re-election and becomes eligible again after at least one AGM cycle out of office. A partial transitional or vacancy-filling term of less than eighteen (18) months does not count as a full term for this limit.

9.10 *Staggering.* Terms shall be administered so that, as nearly as practicable, approximately one-third of directorships are subject to election each year. Failure to achieve an exact one-third distribution because of vacancies, partial terms, Board-size changes, or statutory requirements does not invalidate the Board or an election. Director succession and recruitment objectives may be established by policy but do not create an entitlement to election for any individual or category of candidate.

9.11 *Vacancies.* A vacancy shall be filled or managed in the manner permitted by the Act. A director appointed by the Board to fill a vacancy serves only until the next AGM unless the Act provides otherwise.

9.12 *Removal.* Members may remove a director only in accordance with the Act. Each proposed removal shall be specifically identified in the meeting notice, and the affected director shall receive every notice, attendance, response, circulation, and hearing right required by law. Unless mandatory law requires another procedure, each director proposed for removal shall be voted on separately. If the same meeting may elect a replacement, the notice shall state that the removal could create a vacancy and the replacement nomination/election process shall satisfy the advance nomination, eligibility, equal communication, Returning Officer, and ballot safeguards in these Bylaws; no unnotified floor slate shall be used to convert a removal vote into an ambush replacement election. The Board may not remove an elected director merely by Board resolution unless the Act expressly authorizes removal in the circumstances. Nothing in Bylaws 18.6 or 18.7 shall be interpreted to require a greater member voting threshold for director removal than the maximum threshold permitted by the Act.

9.13 *Independence, paid-insider ceiling, and charity-readiness.* Board composition shall support public-benefit accountability, independent oversight, and appropriate arm's-length governance. No more than one-third of directors, rounded down to the nearest whole director, shall be paid employees or paid recurring instructors of TNT. Reimbursement of reasonable expenses does not make a director a paid insider. Occasional, bona fide arm's-length compensation for discrete services does not automatically make a director a paid recurring instructor, but compensation that is recurring, regular, or functionally part of an ongoing instructional/employment relationship shall be counted. If a vacancy, change in employment status, or other temporary circumstance causes a breach of that ceiling, the Board shall disclose the breach in its minutes, shall not appoint an additional paid insider while the breach continues, and shall take reasonable steps to restore compliance within one hundred twenty (120) days or by

the next general meeting, whichever occurs first. The Board shall assess independence and material family, household, financial, and other non-arm's-length relationships at least annually. No later than submission of an application for registered-charity status, and thereafter while TNT seeks or maintains designation as a charitable organization or public foundation, more than fifty percent (50%) of TNT's directors and other like officials relevant to the CRA designation shall deal with one another at arm's length, unless TNT has deliberately determined, with appropriate professional advice, that another lawful charitable designation is appropriate. Lawful volunteer or unpaid role overlap is not prohibited merely because an individual wears multiple hats, provided conflicts and confidentiality are properly managed.

9.14 Statutory Board-composition requirements. Board composition shall at all times satisfy any mandatory residency or analogous director-composition requirement imposed by the Act then in force. Nominations, elections, appointments, and vacancy-filling shall be administered accordingly. A residency or composition requirement that has been repealed or removed by successor legislation shall not continue to apply solely because an earlier statute imposed it, unless these Bylaws independently require the same standard.

BYLAW 10 – BOARD MEETINGS, AUTHORITY AND DELEGATION

10.1 Board authority. Subject to the Act, Articles, these Bylaws, and matters expressly reserved to members, the Board directs the affairs of TNT, establishes strategy and policy, oversees risk and finances, authorizes programs and grants, appoints officers and operational leaders, and may delegate lawful operational authority.

10.2 Member-reserved matters. The following matters are reserved to Voting Members to the extent stated here or required by law. These reservations do not prevent the Board from performing a mandatory statutory duty or taking action that the Act expressly requires the Board to take:

- (a) election and removal of directors;
- (b) appointment or replacement of the auditor where member appointment is required;
- (c) enactment, amendment, repeal, replacement, or confirmation of bylaws;
- (d) amendment of the Articles and any matter requiring a special resolution or Registrar approval;
- (e) substantive amendment of the Governance Charter where Bylaw 18 requires a special resolution;
- (f) ratification of the annual budget/financial plan in accordance with Bylaw 14;
- (g) approval of Major Capital Projects as defined under Bylaw 14;
- (h) authorization of an external surplus donation or transfer where the Act or these Bylaws require member authorization;
- (i) admission of Community Members under Bylaw 8 and any member-level discipline, termination, appeal, or review decision that the Act or these Bylaws expressly reserve to Voting Members;
- (j) approval of a Fundamental Transaction to the extent required by the Act, Bylaw 14.14, or the Protected Governance Matter procedure in Bylaw 18; and
- (k) any other matter expressly reserved to members by the Act, Articles, or these

Bylaws.

10.3 Board, operational, and technical matters. The Board retains ultimate responsibility for the lawful governance, strategic direction, financial stewardship, safeguarding, risk management, organizational accountability, and statutory duties of TNT. That responsibility shall be exercised through a governance framework that preserves appropriately delegated professional, technical, and instructional judgment.

(a) Governance and organizational authority. Subject to the Act, Articles, these Bylaws, and matters reserved to Voting Members, the Board may determine whether TNT establishes, continues, materially expands, suspends, or discontinues a program; approve strategic objectives, public-benefit outcomes, budgets and resource envelopes; establish organizational policies, access and benefit criteria, fees, staffing structures, minimum qualifications, screening and safeguarding requirements; oversee legal, insurance, facility, financial, privacy, employment, grant, and risk obligations; appoint operational leaders; and delegate lawful operational authority.

(b) Technical and instructional authority. Subject to the governance envelope in clause (a), applicable safety and safeguarding rules, approved budgets, binding insurer or governing-body requirements, and the lawful scope of a person's role, appropriately qualified technical leadership shall determine curriculum and lesson design, instructional methodology, technical standards and progression, individual technical readiness, technical assessment of instructors and coaches, routine class assignments, training methodology, competition tactics and coaching judgments, and individual grading, testing, and promotion decisions.

(c) Non-substitution rule. The Board shall not substitute its own technical or instructional judgment for a decision properly entrusted to qualified technical leadership, and shall not direct, reverse, or re-score an individual technical decision solely because one or more directors would have reached a different technical conclusion. The Board may review whether the proper authority, criteria, process, safety, safeguarding, accessibility, conflict, legal, financial, or policy requirements were followed.

(d) Dual-key authorization. Where an instructor, coach, examiner, technical lead, or other operational authorization materially depends upon technical competence, both governance/compliance authorization and qualified technical approval are required. The Board or its authorized delegate shall confirm the organizational role, screening, safeguarding, required credentials, legal/insurance requirements, and other governance conditions; the Technical Director or another appropriately qualified and unconflicted technical or subject-matter reviewer shall determine technical competence, readiness, scope, and supervision requirements. Neither key substitutes for the other.

(e) Program-approval boundary. Board approval of a program establishes the organizational and public-benefit envelope, including purpose, intended beneficiaries, access, budget, safety, safeguarding, staffing capacity, fees/supports, risk, and evaluation expectations. Within that envelope, qualified technical and instructional leaders control curriculum, lesson sequencing, instructional

methodology, routine technical modifications, and day-to-day delivery. Routine curriculum or teaching changes do not require Board approval unless they materially alter the approved purpose, risk, legal/insurance position, budget/resource commitment, participant-access framework, or another matter within Board authority.

(f) *Safety, misconduct, and legal override.* Nothing in this Bylaw prevents the Board, an authorized safeguarding official, or another lawful decision-maker from imposing an immediate and proportionate interim restriction, stopping an activity, or taking other action reasonably necessary to address safety, abuse, misconduct, legal compliance, insurer requirements, financial exposure, or another matter within the Board's lawful responsibility. Where final action materially depends upon disputed technical competence or technical readiness, qualified technical review shall be obtained before the final technical determination wherever reasonably practicable.

(g) *Fees and operational charges.* The Board may establish, revise, and administer tuition, instructional fees, program fees, and other operational charges, and may establish by policy reasonable exemptions, reductions, subsidies, bursaries, waivers, or other fee arrangements, provided that this authority does not extend to the membership fee governed by Bylaw 3 except as expressly authorized by that Bylaw.

10.4 *Board meetings.* The President/Chair may call a Board meeting and shall call one on the written request of at least two directors within the period required by law. Board meetings may be held in person, by secure electronic means, or in hybrid form to the fullest extent permitted by the Act.

10.5 *Notice.* Except in an urgent or emergency circumstance where shorter notice is permitted by law, each director shall receive at least five (5) days' notice of a regular Board meeting. Shorter notice may be given where reasonably necessary to protect safety, legal compliance, property, continuity of essential operations, or another urgent interest, provided the reason is recorded and directors receive the information reasonably available in the circumstances.

10.6 *Quorum.* A majority of directors then in office constitutes quorum unless a greater quorum is required by law or these Bylaws. Conflict recusals and statutory quorum consequences are governed by the Act and Bylaw 12.

10.7 *Voting.* Each director has one vote. Unless a greater threshold applies, a Board resolution passes by a majority of votes cast by directors entitled to vote. A tie means the motion is lost; the Chair has no casting vote.

10.8 *Written resolutions.* A written or secure electronic resolution of directors may be used only to the extent permitted by the Act and shall be retained with Board minutes.

10.9 *Decision quality.* For material, novel, high-risk, related-party, access-restricting, externally funded, major capital, significant safety, or policy-exception decisions, the Board shall use the Public-Benefit Decision Test ("PBDT"), contained in the Governance Charter, where applicable, consider the Taekwondo tenets adopted in the Governance Charter, and document sufficient information and reasons to demonstrate lawful authority, fairness, public benefit, and responsible stewardship.

10.10 *Evidence-informed policy development.* Where a material new issue arises for which

no policy exists, the Board shall identify the applicable legal and governance principles, consider the best reasonably available evidence, consult relevant expertise where proportionate to the issue, make a documented interim decision if necessary, and develop or revise policy within a reasonable period.

10.11 *Constitutional public-benefit constraint.* Every authority conferred by these Bylaws shall be exercised subject to Articles 5 and 6 of the Articles. The Board shall not authorize, fund, describe, or administer an activity as an independent organizational purpose unless it is within the Articles; ancillary, competitive, fundraising, revenue-generating, affiliation, travel, or external-resource activities must remain connected to and subordinate to TNT's public-benefit purposes.

10.12 *Program and benefit criteria.* The Board shall ensure that policies governing program access, bursaries, subsidies, equipment supports, targeted initiatives, team/competition opportunities, and other benefits use objective, reasonable, transparent, purpose-related criteria appropriate to the intended beneficiaries and are applied fairly and consistently. Membership status shall not, by itself, create preferential entitlement to a public-benefit program or financial benefit.

10.13 *Heightened public-benefit review.* The PBDT is mandatory for a material competitive/high-performance expenditure, a material external transfer of funds/property/services, a novel or material fundraising/revenue-generating arrangement, a material affiliation/accreditation/resource commitment, a Fundamental Transaction, or another transaction that may create significant private benefit or materially affect access to TNT's broader programs. The Board may adopt reasonable materiality thresholds and screening criteria for PBDT use. Routine, low-risk operational decisions do not require a full PBDT record unless the circumstances create a material public-benefit, private-benefit, conflict, access, financial, or constitutional issue. Where a PBDT is required, the decision record shall address Article 5 purpose, anticipated public benefit, private benefit, conflicts, alternatives, affordability, and whether the activity could materially displace or undermine broader educational, health, inclusion, youth-development, or public-participation programming.

10.14 *Effect of PBDT process error.* Failure to complete, apply, or document the PBDT does not, by itself, invalidate an otherwise lawfully authorized Board decision. Material non-compliance with a mandatory PBDT requirement shall be documented and, where appropriate, cured, reconsidered, re-documented, or otherwise addressed under Bylaw 16.7. Nothing in this Bylaw validates a decision that is contrary to the Act, Articles, these Bylaws, or another mandatory legal requirement.

BYLAW 11 – OFFICERS, COMMITTEES AND OBSERVERS

11.1 *Required officers and Board-appointed leadership.* TNT shall have a President, who may use the operating title 'Chair', a Secretary, and a Treasurer. A director may have multiple officer roles. Following each AGM, the Board shall appoint the President/Chair, Secretary, and Treasurer from among the directors then in office and may appoint a Vice-President/Vice-Chair or other officers as needed. Election as a director does not entitle a person to a particular officer role, and holding an officer role does not create an additional Board vote or a separate directorship.

11.2 Annual officer appointment, reassignment, and removal. At the first Board meeting following each AGM, or as soon as reasonably practicable thereafter, the directors shall appoint the officers required by Bylaw 11.1 by Board resolution. Subject to the Act, the Board may at any time reassign officer responsibilities, remove a person from an officer role, or appoint another director to that role where the Board reasonably determines that another allocation of responsibilities better serves TNT's governance, competence, workload, succession, safety, or operational needs. Removal or reassignment from an officer role does not remove the person as a director, shorten the person's elected director term, or reduce the person's vote as a director. An officer continues in office until a successor is appointed, the officer resigns the office, the Board lawfully removes or reassigns the officer, the person ceases to be a director, or the Act otherwise requires.

11.3 Officer duties, vacancies, and statutory conformity. The number, titles, qualifications, appointment, removal, and powers of officers are subject to the mandatory requirements of the Act. Officers remain accountable to the Board and exercise only authority conferred by the Act, these Bylaws, Board resolution, or policy. The President/Chair shall preside at member and Board meetings unless another chair is lawfully selected, support effective Board leadership and governance, and perform other duties assigned by the Board. The Secretary shall oversee notices, minutes, the member register, director/officer records, corporate records, required filings, and custody or lawful delegation of the corporate minute book. The Treasurer shall oversee financial reporting to the Board, budget preparation and monitoring, banking and signing controls, financial-control implementation, reserve/restricted-fund reporting, and liaison with the auditor or accountant. A Vice-President/Vice-Chair, where appointed, shall act in the President/Chair's place when required and perform other delegated duties. The Board shall define detailed signing authority, financial authority, reporting responsibilities, and succession arrangements by resolution or policy. A vacancy in a required officer role shall be filled promptly in the manner permitted by the Act. As a non-binding governance objective, the Board should ordinarily distribute President/Chair, Secretary, and Treasurer responsibilities among different directors where practical; however, one director may occupy multiple officer titles. Administrative tasks may be delegated without transferring a statutory officer's accountability or a power that cannot lawfully be delegated. Removal or reassignment from an officer role is distinct from removal as a director and from removal from an operational role.

11.4 Committees of directors. The Board may establish committees and delegate powers as permitted by the Act. A committee exercising delegated Board powers shall meet the composition, quorum, minute, and reporting requirements of the Act and may not exercise a power that the Act prohibits the Board from delegating. The Board shall approve terms of reference identifying appointment and removal, term, chair, quorum, meeting and minute requirements, conflicts, reporting, delegated authority, limits on sub-delegation, and whether non-directors may participate or vote to the extent permitted by law.

11.5 Advisory committees and working groups. The Board may establish advisory committees, task forces, reviewer pools, technical groups, or working groups that include members, participants, parents, volunteers, community experts, or external advisors. Unless legally constituted as a committee of directors with delegated authority, such a

body is advisory and does not exercise Board powers. Its mandate or terms of reference shall state its purpose, membership, reporting route, confidentiality/conflict expectations, and whether any recommendation requires Board or member approval.

11.6 *Observers.* The Board may invite or authorize observers to attend all or part of a Board or committee meeting under an Observer/Confidentiality Policy. Observers do not vote, count toward quorum, sign directors' resolutions, or acquire a right to attend future meetings. The Board may exclude an observer from confidential, privileged, conflict-sensitive, personnel, safeguarding, or other restricted business.

11.7 *Board service remuneration.* Directors serve without remuneration for Board service unless lawful remuneration is specifically authorized in accordance with the Act, the Bylaws, and member approval where required. Directors and committee members may be reimbursed for reasonable expenses under policy.

11.8 *Separate bona fide services.* A director may receive reasonable compensation for bona fide operational, instructional, professional, or other services provided separately from Board service only where the arrangement is lawful, necessary or appropriate, reasonable in amount, disclosed, conflict-managed, and approved by unconflicted decision-makers under Bylaw 12.

BYLAW 12 – CONFLICTS OF INTEREST AND RELATED-PARTY DECISIONS

12.1 *Duty to disclose.* Directors, officers, committee members, reviewers, and other decision-makers shall promptly disclose actual, potential, and reasonably perceived material conflicts of interest relevant to a decision or access to confidential information.

12.2 *Statutory conflicts.* A director or officer with an interest in a material contract or transaction shall make the disclosures and refrain from participation or voting to the extent required by the Act. These Bylaws do not reduce a statutory conflict obligation.

12.3 *Recusal.* Where recusal is required by law, these Bylaws, or reasonably necessary to protect impartiality, the conflicted person shall not receive unnecessary confidential information, shall not participate in deliberation, shall not attempt to influence the decision, and shall not vote. The minutes shall record the disclosure and recusal without unnecessarily disclosing private information.

12.4 *Related-party reasonableness.* A material arrangement with a director, officer, member, instructor, employee, close family member, household member, controlled entity, or other related party shall be demonstrably reasonable and fair to TNT. Where practicable, the decision record shall include market comparators, alternative options, or other objective evidence of reasonableness.

12.5 *Annual declarations.* Directors and officers shall complete annual conflict and eligibility declarations and update them when a material change occurs.

12.6 *Quorum and voting mechanics.* The effect of a conflict or recusal on quorum, counting, Board approval, member approval, or validity of a transaction shall be governed by the Act in force at the time. No informal workaround shall be used to defeat mandatory conflict rules.

BYLAW 13 – STUDENT VOICE AND STUDENT REPRESENTATIVE

13.1 *Student voice.* TNT shall maintain meaningful mechanisms for student and

participant perspectives, recognizing that Student Participants under eighteen are not statutory Voting Members solely by enrollment.

13.2 *Student Representative.* The Board may implement an elected or selected Student Representative role as a non-director, non-voting observer and advisor to the Board.

13.3 *Limitations.* The Student Representative shall not vote, count toward quorum, sign a directors' resolution, hold office as a director, exercise a statutory director power, or receive information where access would be inappropriate because of privacy, safeguarding, privilege, conflicts, personnel matters, or legal restrictions.

13.4 *Student Voice Policy.* Age eligibility, electorate/selectorate, nomination or selection method, term, removal, mentor/support role, safeguarding, confidentiality, information boundaries, and meeting participation shall be prescribed in a Student Voice Policy adopted before the role is activated.

BYLAW 14 – FINANCIAL GOVERNANCE, BUDGET, RESERVES AND SURPLUS

14.1 *Financial stewardship.* TNT shall manage funds and property for its public-benefit purposes, operational sustainability, participant safety, accessibility, and long-term community service. No income, surplus, reserve, or asset shall be distributed to members except for lawful reimbursement, reasonable compensation for bona fide services, payment of a bona fide debt, lawful indemnification, or another payment permitted by the Articles, Bylaws, and law.

14.2 *Annual budget.* The Board shall prepare an annual operating and capital budget or financial plan. The budget shall identify, as applicable, major program envelopes, expected revenue, operating obligations, planned reserves, significant capital needs, grants/restricted funds, and material risk assumptions.

14.3 *Member ratification and Board discretion.* The annual budget/financial plan shall be presented to Voting Members for ratification at the AGM. The Board shall provide the annual budget/financial plan to members no later than ten (10) days before the AGM. Materials to be included in the annual budget/financial plan package to members shall include financial statements of the co-operative, an auditor's report where applicable, a proposed annual budget & financial plan, and any member-reserved financial proposals. Ratification approves the overall financial plan, principal program/reserve envelopes, and major assumptions; it does not transfer day-to-day financial management to the membership, direct the Board to enter a particular contract, or require member approval for each expenditure or ordinary reallocation within the approved plan. Directors remain responsible for refusing, delaying, or modifying an expenditure where later information shows that it would be unlawful, unsafe, unaffordable, inconsistent with restricted funding, or contrary to their duties.

14.4 *If budget is not ratified.* Failure to ratify a proposed budget does not prevent the Board from paying existing lawful obligations, rent, utilities, payroll, insurance, taxes, safeguarding expenses, emergency expenses, contractual commitments, or other expenditures reasonably necessary to protect TNT and continue essential operations. The Board shall revise the budget and seek member ratification at a reconvened or special meeting as soon as reasonably practicable.

14.5 *Auditor.* Voting Members shall appoint the auditor at the first general meeting and

thereafter as required by the Act. The Board shall cooperate with the auditor and maintain financial records in accordance with law and appropriate accounting practices.

14.6 Major Capital Projects. A 'Major Capital Project' is a capital purchase, renovation, facility commitment, acquisition, construction project, or materially related series of transactions for which the total reasonably anticipated TNT commitment equals or exceeds ten thousand dollars (\$10,000), excluding ordinary recurring rent and operating expenses already contained in the ratified annual budget. For this purpose, the TNT commitment includes non-refundable deposits, taxes, directly attributable financing charges, non-cancellable payments under a related lease or contract, and related transactions for which TNT bears the economic obligation; it excludes donated or externally funded amounts only where those amounts create no material financial, repayment, matching, contingent, cash-flow, legal, or operational exposure for TNT. A project shall not be artificially divided to avoid the threshold. Major Capital Projects require member approval at a valid membership meeting before TNT becomes irrevocably committed, but member approval authorizes the Board to proceed and does not compel the Board to complete a transaction that it later determines would be unlawful, unsafe, unaffordable, or inconsistent with its duties. Any person proposing that TNT undertakes a Major Capital Project shall, no later than ten (10) days before the meeting in which this Major Capital Project is to be voted on, provide all members with a disclosure package outlining the anticipated costs, funding source(s), timeline or commitment, benefits, risks, purpose, and any other items the Board deems appropriate. The \$10,000 threshold may be changed only by amendment of these Bylaws; an amendment that materially reduces member oversight of major capital commitments is a Protected Governance Matter under Bylaw 18.

14.7 Mandatory extraordinary-transaction approvals preserved. Approval under Bylaw 14.6 does not replace any special resolution, separate vote, amendment to the Articles, Registrar approval, court approval, or other approval independently required by the Act. In particular, any sale, lease, or exchange of all or substantially all of TNT's property outside the ordinary course shall follow the mandatory statutory process then in force.

14.8 Grants and program initiatives. Grant applications, sponsorship applications, restricted-funding proposals, and ordinary program initiatives are delegated to the Board. The Board shall review material restrictions, matching obligations, data/reporting duties, publicity/naming terms, multi-year commitments, and cash-flow risks before acceptance under an appropriate policy.

14.9 Major Financial Commitments, borrowing, guarantees, and security. Unless approved by ordinary resolution of Voting Members at a duly called general meeting, the Board shall not cause TNT to incur new borrowing, issue or pledge debt obligations, guarantee the obligation of another person, or mortgage, pledge, hypothecate, or otherwise grant a security interest in TNT property where the maximum amount TNT may become legally obligated to pay, guarantee, or secure under the transaction or a related series of transactions exceeds the greater of ten thousand dollars (\$10,000) or ten percent (10%) of total expenditures in the then-current ratified annual budget. Until TNT has a ratified annual budget, the threshold is \$10,000. This restriction does not apply to ordinary-course trade credit or draws under an operating credit facility expressly disclosed in and approved as

part of the ratified annual budget or separately approved by Voting Members. A renewal that does not increase the approved maximum commitment or materially expand security is not a new approval event; an amendment, renewal, or replacement that increases the maximum commitment or materially expands security is treated as a new commitment to the extent of the increased or expanded exposure. Transactions shall not be divided or structured to avoid the threshold. Member approval authorizes, but does not compel, the Board to proceed and does not replace any greater approval required by law. Any person proposing that TNT undertakes a debt, mortgage, pledge, hypothecate, or grant a security interest pursuant to this Bylaw shall, no later than ten (10) days before the meeting in which this proposal is to be voted on, provide all members with a disclosure package outlining the anticipated costs, funding source(s), timeline or commitment, benefits, risks, purpose, and any other items the Board deems appropriate.

14.10 *Statutory reserve funds and operating priority.* Before dealing with annual surplus, the Board shall ensure reasonable provision for lawful operating obligations and working capital. While the Act governs, any surplus not lawfully donated under Bylaw 14.12 shall be set aside as one or more reserve funds for unforeseen losses or other contingencies, or for the maintenance or further development of TNT's services, as permitted by the Act. Such reserve funds may include operating contingency, equipment-replacement, facility/capital, program-development, and grant cash-flow or matching reserves to the extent each use falls within the statutory purposes. Under successor legislation, TNT shall apply the corresponding mandatory surplus and reserve rules then in force.

14.11 *Program/project allocation and material reallocation.* Amounts held in reserve funds may be applied to TNT programs, capital needs, accessibility initiatives, equipment, education, public-benefit projects, maintenance, contingencies, or further development of TNT services only to the extent permitted by the Act, the Articles, and the Bylaws. The Board shall present the proposed allocation plan as part of the annual budget. For this Bylaw, a 'principal purpose or envelope' means a material program, reserve, capital, or operating category expressly identified in the ratified budget. A 'Material Budget Reallocation' means an unbudgeted or materially different allocation, or a cumulative series of related reallocations, exceeding the greater of five thousand dollars (\$5,000) or five percent (5%) of total expenditures in the then-current ratified annual budget. A Material Budget Reallocation outside the principal purpose or envelope approved by members requires member approval at a duly called meeting unless immediate action is reasonably necessary for safety, legal compliance, preservation of property, or continuation of essential operations; any emergency use of this exception shall be documented and reported to members promptly. Any person proposing a Material Budget Reallocation shall, unless the emergency exception in this Bylaw applies, no later than ten (10) days before the meeting in which this proposal is to be voted on, provide all members with a disclosure package outlining the anticipated costs, funding source(s), timeline or commitment, benefits, risks, purpose, and any other items the Board deems appropriate. Restricted funds may not be reallocated contrary to their restrictions regardless of amount.

14.12 *External donation of surplus.* Surplus may be donated outside TNT only where Voting Members authorize the donation at an annual meeting as provided in these Bylaws, and only to a recipient or class of recipients permitted by the Act. The proposal shall identify

the proposed recipient or bounded class of recipients, purpose, amount or maximum authority, public-benefit rationale, and any charity-law implications. Under successor legislation, TNT shall follow the mandatory member-authorization, timing, and recipient rules then in force. If TNT is a registered charity, every donation or other external disbursement shall also comply with the Income Tax Act (Canada), CRA requirements, and the Articles.

14.13 *Charity compliance.* If TNT becomes a registered charity, all financial decisions, payments, grants, investments, reserves, business activities, and distributions shall also comply with the *Income Tax Act* (Canada), CRA requirements, and the Articles.

Membership shall never be used as a basis for impermissible private benefit.

14.14 *Fundamental Transactions and successor integrity.* For these Bylaws, a ‘Fundamental Transaction’ includes an amalgamation, continuance to another jurisdiction, conversion, arrangement, reorganization, dissolution initiated by TNT, sale, lease, exchange, or transfer of all or substantially all TNT property outside the ordinary course, or another transaction having substantially similar effect. Subject to mandatory law, TNT shall not voluntarily propose, approve, or implement a Fundamental Transaction unless:

- (a) every statutory, Articles, Registrar, court, creditor, dissent, and member-approval requirement is satisfied;
- (b) the proposal is treated as a Protected Governance Matter under Bylaw 18 to the extent those additional requirements may lawfully apply;
- (c) members receive reasonably complete advance disclosure of the material transaction terms, successor/recipient identity and governance, treatment of TNT property and restrictions, conflicts, reasonably foreseeable liabilities, and material alternatives;
- (d) the Board completes a documented PBDT and obtains independent legal advice proportionate to the transaction before recommending approval;
- (e) to the greatest extent legally possible and applicable to the transaction, the resulting, successor, recipient, or continuing structure preserves TNT’s community-service/public-benefit character, restrictions on impermissible member/private benefit, and asset-lock purposes; and
- (f) a related successor or recipient is subject to Bylaw 12 conflicts, objective comparison with reasonable alternatives where practicable, and approval only by unconflicted decision-makers. This Bylaw does not restrict a court, Registrar, receiver, liquidator, creditor, or other person exercising mandatory authority under insolvency or other applicable law.

BYLAW 15 – FUNCTIONAL SEPARATION, CONFIDENTIAL DECISIONS AND FINANCIAL ASSISTANCE

15.1 *Small-organization role overlap.* TNT recognizes that during its formative period the same individual may serve in more than one role, including director, instructor, volunteer, parent, member, officer, or data-related role. Role overlap is not prohibited by itself; conflicts, access, confidentiality, and decision authority shall be assessed case by case.

15.2 *Need-to-know access and director information rights.* Sensitive personal, financial, safeguarding, employment, research/evaluation, and participant information shall be

collected and disclosed, by the Board, on a need-to-know basis and shall not be circulated merely because a person is a director or member. Nothing in this Bylaw limits a director's statutory right or fiduciary entitlement to information reasonably necessary to discharge the director's duties, subject to lawful conflict-of-interest restrictions, legal privilege, privacy/safeguarding requirements, and any other mandatory limitation.

15.3 *Financial assistance firewall.* For individualized financial-assistance decisions, the person responsible for receiving and verifying identifiable applicant financial documents shall not adjudicate the same application or influence the merits of the decision.

15.4 *Combined stewardship roles.* The Board may combine the functions of Data & Privacy Steward, Research Data Officer, and Financial Access Intake Officer in one appropriately trained person where practical, provided access is compartmentalized and that person does not adjudicate a financial-assistance application for which the person performed intake or verification.

15.5 *Reviewer pool and delegated decision authority.* The Board shall authorize a pool of unconflicted reviewers to assess individualized financial-assistance applications under an adopted Equitable Benefit Allocation/Financial Assistance Policy. Authorized reviewers may make final decisions only to the extent the Board may lawfully delegate that authority under the Act and has done so within an approved criteria and budget envelope; otherwise, reviewers shall make recommendations to the Board or another lawful decision-maker without disclosing unnecessary identifying information. The policy shall use at least two reviewers where reasonably practicable and may establish a fair alternative where capacity is limited.

15.6 *External fallback.* Where recusals, relationships, conflicts, or capacity leave insufficient internal independence, TNT may use a qualified independent external reviewer under appropriate confidentiality, privacy, conflict, and mandate terms.

15.7 *De-identified review.* Wherever reasonably possible, adjudicators shall receive only the information necessary to apply the criteria, with identifying information removed or minimized. The intake officer shall maintain the key linking the adjudication record to the applicant only as necessary for administration.

15.8 *Board oversight without case intrusion.* The Board shall approve the policy, criteria, budget envelope, delegation, reviewer qualifications, appeal route, aggregate reporting, and periodic audit/review of the system. The Board shall not receive unnecessary case-level identifying information or re-adjudicate individual cases merely because a delegated reviewer made a decision, unless law, policy, an appeal, fraud concern, material irregularity, or the Board's non-delegable duties require review.

15.9 *Recusal record.* Any person with a personal, family, financial, instructional, competitive, employment, or other material relationship to an applicant shall disclose the relationship and be recused to the extent required by policy and law.

15.10 *Annual structural review.* The Board shall review the functional-separation model at least annually and strengthen independence, role separation, training, and external oversight as TNT's capacity grows.

BYLAW 16 – RECORDS, ACCOUNTABILITY, POLICY HIERARCHY AND EXCEPTIONS

16.1 *Corporate records and inspection rights.* TNT shall prepare, maintain, protect, and

make available corporate records as required by the Act. Members and other persons entitled by law to inspect or obtain corporate records shall receive that access in accordance with the Act; no policy or confidentiality rule shall reduce a mandatory inspection right. Privacy, safeguarding, legal privilege, and confidentiality restrictions shall be respected to the extent permitted by law when records contain protected information. The Secretary, or another records officer designated by the Board, shall receive and coordinate inspection/access requests under a Records Retention & Access Schedule that addresses verification of entitlement, lawful redaction, response timelines, custody, retention, secure electronic records, litigation holds, returned notices, conflict declarations, incident records, complaints/investigation records, financial-assistance records, and secure destruction after applicable requirements are satisfied.

16.2 Minutes. Member, Board, and committee minutes shall accurately record resolutions, material declarations of conflict and recusals, required reasons or findings, and whether a consultation was advisory or a formal statutory/bylaw decision.

16.3 Governing hierarchy and policy authority. The Governance Charter is subordinate to the Act, Articles, and these Bylaws. Policies, procedures, schedules, forms, handbooks, administrative practices, and individual operational decisions are subordinate to the Governance Charter and every higher-ranking instrument. The Board may adopt such instruments only within its lawful authority. Unless expressly authorized by the Articles or these Bylaws, the Governance Charter or a lower-ranking instrument shall not create a new statutory membership qualification, voting restriction, disciplinary ground, director qualification, member-reserved power, special voting threshold, proprietary entitlement, or other governance right inconsistent with these Bylaws. A lower-ranking instrument may provide more detailed procedures and standards but may not amend or override a higher-ranking instrument.

16.4 No rights by informal practice alone. An informal practice, repeated exception, administrative convenience, past custom, verbal representation, draft document, town hall result, or advisory survey does not amend these Bylaws or create a permanent governance entitlement contrary to the governing hierarchy.

16.5 Material exceptions. A material departure from an established policy or normal practice must be documented with:

- (a) the authority permitting the exception;
- (b) the facts and reason for the exception;
- (c) the persons or class affected;
- (d) the duration or review trigger;
- (e) any conflict, equality, safety, public-benefit, or precedent implications; and
- (f) whether policy amendment is required to avoid inconsistent treatment.

16.6 Transparency. Governance rules, criteria, and material decision processes shall be documented and communicated to the extent reasonably necessary for affected persons and members to understand how the process operates and to permit reasonable accountability, while protecting personal information, safeguarding material, legal advice, confidential negotiations, personnel matters, security information, and other information lawfully restricted from disclosure.

16.7 Procedural cure and proper decision-maker. Where TNT identifies a material

procedural error, it shall identify the body or decision-maker having lawful authority to correct the error and determine whether the matter can be cured, reconsidered, re-noticed, re-voted, or otherwise remedied without unfair prejudice. The Board may initiate, facilitate, or recommend the corrective process but shall not alter, replace, or deem cured a member-reserved decision except to the extent authorized by the Act, Articles, or these Bylaws. No cure may be used to retroactively deprive a member of a statutory right.

16.8 Policy review. The Board shall establish a policy review calendar and shall review policies more frequently where law, operations, organizational growth, incidents, evidence, accreditation, or external requirements materially change.

16.9 Protected disclosures and non-retaliation. TNT shall adopt and maintain a Whistleblower & Protected Disclosure Policy permitting directors, officers, members, employees, contractors, instructors, coaches, officials, volunteers, participants, and parents or legal guardians to report in good faith suspected fraud, financial impropriety, safeguarding or safety risks, abuse, harassment, retaliation, serious governance misconduct, or material legal non-compliance. No person shall be subjected to retaliation, intimidation, adverse treatment, interference, or threatened retaliation for making, assisting with, participating in the review of, or seeking advice concerning a good-faith report, or for declining to participate in suspected wrongdoing. An unsubstantiated report is not, by itself, evidence of bad faith. Reports shall be handled promptly, confidentially to the extent reasonably possible, and by unconflicted persons, with an alternative independent reporting route where the ordinary recipient is implicated. Nothing in this Bylaw restricts a lawful report to police, child-protection authorities, a regulator, insurer, sport governing body, or other external authority, or overrides a mandatory reporting duty.

16.10 Limitation on liability. Every director and officer of TNT in exercising their powers and performing their duties shall act honestly and in good faith with a view to the best interests of TNT and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. No director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to TNT through the insufficiency or deficiency of value of or title to any property acquired for TNT, or for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, except where such liability arises from their own willful misconduct or gross negligence.

BYLAW 17 – INDEMNIFICATION AND INSURANCE

17.1 Required indemnification. TNT shall indemnify a person to the extent indemnification is required by the Act, the Articles, and these Bylaws.

17.2 Permissive indemnification and advancement. Subject to the Act and Articles, TNT may indemnify directors, officers, former directors and officers, committee members, and other eligible persons, and may advance defence costs and expenses, to the fullest extent lawfully permitted.

17.3 Insurance. TNT may purchase and maintain directors' and officers' liability insurance and other appropriate insurance for directors, officers, committee members, employees, volunteers, instructors, and other eligible persons. The Board shall review TNT's insurance

needs promptly after incorporation and periodically thereafter and shall obtain and maintain coverage that is legally required or reasonably necessary and commercially available on reasonable terms.

17.4 *Non-excludable duties.* Nothing in these Bylaws relieves a person from a duty or liability that cannot lawfully be excluded, limited, waived, or indemnified.

BYLAW 18 – AMENDMENTS TO BYLAWS, ARTICLES AND GOVERNANCE CHARTER

18.1 *Bylaw amendments reserved to members; statutory filing and effectiveness.* The Board may recommend a bylaw enactment, amendment, repeal, replacement, or confirmation, but members shall exercise the final internal authority required by the Act. Proposed wording shall be distributed with meeting notice whenever required by law and, for a material governance change, in accordance with Bylaw 18.2. A bylaw enactment or amendment takes effect only when every filing, registration, Registrar-approval, prior-approval, or other effectiveness requirement imposed by the Act has been satisfied. Where the Act permits a bylaw to have interim or immediate effect before a later filing or approval step, the statutory rule governs.

18.2 *Notice of material governance amendments.* A proposed bylaw amendment that would materially alter membership eligibility or commencement, voting rights, director elections, discipline, financial/member rights, member-reserved authority, or another significant governance rule shall be specifically identified in the meeting notice and the proposed text or a materially complete summary shall be made available with the notice, except to the extent the Act lawfully permits another procedure and affected notice rights have been validly waived. An amendment shall not be introduced or administered in a manner designed to surprise members or alter the electorate for the decision.

18.3 *Articles.* Amendments to the Articles require the member approval, special resolution, Registrar approval/consent, and other steps required by the Articles and Act. The community-service character and asset lock shall not be weakened contrary to Article 5.2 or Article 8 of the Articles.

18.4 *Governance Charter.* A substantive amendment to TNT's mission, vision, values, public-benefit commitments, governance principles, or PBDT requires a special resolution of Voting Members. The Board may make non-substantive formatting, cross-reference, source-update, or administrative corrections that do not change meaning, provided the changes are recorded and reported to members.

18.5 *Charity-related changes.* If TNT is a registered charity or has a pending application, governing-document amendments shall be assessed for any CRA notification, approval, filing, or charitable-purpose consequence before submission or taking effect, as applicable.

18.6 *Protected Governance Matters.* A 'Protected Governance Matter' is a proposed bylaw amendment, Articles amendment to the extent Bylaw 18.8 applies, Board-size change, or other decision expressly designated by these Bylaws that would materially alter one or more of the following:

- (a) one-member/one-vote, the single statutory membership class, the no-proxy rule, or direct member voting;
- (b) membership eligibility, admission, commencement, good standing, discipline,

termination, record-date neutrality, or protection against election manipulation;

(c) director qualifications, membership-duration qualification, Board size, nominations, elections, terms, vacancies, removal procedure, election administration, or candidate equality;

(d) member-reserved authority, the Major Capital Project threshold, Major Financial Commitment protections, or other material member financial-oversight rights;

(e) TNT's public-benefit/private-benefit restrictions, member-beneficiary firewall, surplus/reserve rules, related-party safeguards, community-service character, or asset lock;

(f) the governing hierarchy, substantive Governance Charter/PBDT protections, or the amendment procedure for protected provisions;

(g) Fundamental Transactions or related-recipient safeguards; or

(h) Bylaws 18.6 through 18.8 themselves. A proposal whose practical effect is substantially the same as a listed change is protected regardless of its label or drafting form.

18.7 *Enhanced procedure for Protected Governance Matters.* To the extent permitted by the Act:

(a) the meeting notice shall specifically identify the proposal as a Protected Governance Matter and shall provide the proposed text and a reasonably complete explanation or comparison at least twenty-one (21) days before the vote, subject to any statutory maximum notice period;

(b) quorum for the protected vote is the greater of the ordinary quorum under Bylaw 6.7 and the lesser of eighty percent (80%) of all Voting Members entitled to vote, rounded upward, or twenty-five (25) Voting Members; that quorum must be maintained through the vote and applies equally to any adjourned or reconvened meeting considering the same protected proposal;

(c) the proposal requires approval by special resolution unless mandatory law requires a greater or different threshold;

(d) a material amendment to the protected proposal at the meeting requires renewed notice and a later vote unless the Act lawfully permits another procedure and the affected notice rights are validly waived; and

(e) the procedure shall not be circumvented by transaction-splitting, multiple coordinated resolutions, temporary policy changes, or re-characterization of the proposal. Nothing in this Bylaw increases the member voting threshold for removal of a director beyond the maximum permitted by the Act or prevents a court, Registrar, or other lawful authority from exercising mandatory powers.

18.8 *Protected Articles changes and fundamental changes.* An amendment to the Articles that materially affects a Protected Governance Matter, and a Fundamental Transaction requiring member approval, shall comply with Bylaw 18.7 to the extent these Bylaws may lawfully impose additional notice, quorum, voting, or procedural requirements beyond the statutory minimum. If mandatory law makes any additional requirement inapplicable to a particular transaction, the mandatory statutory procedure governs and the remaining disclosure, conflict, PBDT, and anti-circumvention protections continue to the greatest lawful extent.

BYLAW 19 – TRANSITIONAL AND FOUNDING PROVISIONS

19.1 *First directors / interim Board.* While the Act governs, TNT's first directors are the qualified individuals identified through the incorporation filing mechanism required by the Act and prescribed forms. Those first directors constitute the interim Board until the first member election. If successor legislation prescribes a different first-director mechanism, that mandatory mechanism governs. The phrase "interim Board" describes the transitional role of the first directors and does not create a separate class of directors.

19.2 *First member election and organization steps.* At the first general meeting, Voting Members shall elect the ordinary member-elected Board in accordance with the Act and these Bylaws. The first directors remain responsible for lawful administration until the election results are certified and the elected directors take office, or until another effective time required by the Act. The meeting and subsequent organization meeting shall also complete the applicable transition steps, including appointment of the auditor, Board appointment of officers, confirmation of banking and signing authority, registered office and records arrangements, adoption of required launch policies, insurance/compliance arrangements, and other statutory organization steps required at that time.

19.3 *Initial at-large staggering.* To establish staggered terms after the first member election, the five elected directors shall be allocated initial terms by a neutral draw conducted by the Returning Officer or another unconflicted person after the election: two directors shall receive initial one-year terms, two shall receive initial two-year terms, and one shall receive an initial three-year term. The meeting notice and election materials shall state before voting that successful candidates will receive different transitional term lengths through the disclosed neutral draw and shall describe the allocation method. After each transitional term expires, the directorship carries a regular three-year term under Bylaw 9.8. Officer appointments under Bylaw 11 are separate from director terms and do not affect the staggering schedule. Voting Members may approve another equally neutral initial staggering method before nominations open, subject to the Act.

19.4 *Founding Member designation.* Original incorporators may be permanently recognized in TNT records as Founding Members. The designation is honorary only and creates no additional vote, veto, permanent Board seat, immunity from discipline, transferable right, or financial/property interest.

19.5 *Original incorporators.* The membership status, effective date, register entry, and any membership-fee obligation of the original incorporators identified in the incorporation documents are governed by the Act and Bylaw 3. An incorporator receives no additional vote, veto, permanent Board seat, immunity from discipline, or financial/property privilege by reason of being an incorporator or Founding Member. No fee or transition rule shall be administered to create a founder-only governance advantage.

BYLAW 20 – DISSOLUTION AND DISTRIBUTION OF PROPERTY

20.1 *Asset lock.* Upon dissolution or winding-up, after payment or adequate provision for all lawful liabilities and obligations, all remaining property of TNT shall be transferred to one or more organizations as defined in section 246(3)(b) of the Act, unless the co-

operative has achieved charity status at the time of dissolution, then transfer shall be to one or more qualified donees as defined in the Income Tax Act (Canada) at the time of distribution, preferably qualified donees with purposes substantially similar to TNT's purposes, subject to the Act and any lawful direction or approval of the Registrar or a court.

20.2 *No member distribution.* No remaining property shall be distributed or made available to a member, director, officer, founder, patron, or other private person except payment of a bona fide debt or liability lawfully owing by TNT.

20.3 *Consistency with Articles.* This Bylaw is intended to implement the dissolution provisions in the Articles and the bylaw requirements of applicable co-operative legislation. If there is an inconsistency, the Articles and mandatory law govern.

20.4 *Restricted, trust, prepaid, and third-party property.* Before determining residual property available for distribution under Bylaw 20.1, TNT shall pay or make adequate provision for lawful liabilities and shall administer donor-restricted or grant-restricted property, trust or agency property, leased property, participant funds held for a specific purpose, prepaid tuition, refundable deposits, and similar amounts according to applicable law and enforceable contractual restrictions. Property that TNT does not beneficially own, or that must be returned or applied to a restricted purpose, is not treated as unrestricted residual property merely because TNT has custody of it.

20.5 *Related recipient safeguard.* If a proposed qualified-donee recipient of material residual property is a related party within Bylaw 12, is controlled by or materially non-arm's-length with a current director or officer or a person who held such a role within the preceding twenty-four (24) months, or presents another material governance conflict, the relationship shall be fully disclosed and conflicted persons shall not influence or vote on the recipient selection. Before selecting such a recipient, TNT shall complete a documented public-benefit and conflict review, compare reasonable alternative qualified donees where practicable, and obtain independent legal or governance advice proportionate to the value and risk of the transfer. Related status does not automatically disqualify an otherwise appropriate qualified donee, but the recipient shall not be selected for the purpose or effect of conferring a private governance or control advantage.