

BYLAW NO. 1

(“SFPP CORPORATION BYLAW”)

BEING a bylaw relating generally to the transaction of the business and affairs of

SFPP Corporation

AND being permitted by Section 21(1) of Schedule 3 of the Joint Governance Act

BE IT ENACTED as a bylaw of the Corporation as follows:

Article 1 - Definitions

The following words and phrases, when used in this bylaw, unless the context clearly indicates otherwise, shall have the following meanings.

- 1.01 **Board of Directors** means the board of directors of the Corporation.
- 1.02 **Corporation** means the SFPP Corporation.
- 1.03 **Director** means a director of the Board of Directors.
- 1.04 **Employee Organization** means an employee organization defined in Schedule 3 of the Joint Governance Act.
- 1.05 **Employer Organization** means an employer organization defined in Schedule 3 of the Joint Governance Act.
- 1.06 **Joint Governance Act** means the *Joint Governance of Public Sector Pension Plans Act*, SA 2018, c J-0.5.
- 1.07 **Plan** means the Special Forces Pension Plan.
- 1.08 **Plan Text Document** means the record that sets out the rights, obligations and entitlements under the Plan.
- 1.09 **Sponsor Board** means the SFPP Sponsor Board.

- 1.10 **Top Executive** means the top executive or officer of the Corporation, whatever title held or the officer acting in that role.

Article 2 - Interpretation

- 2.01 In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.02 Other than as specified above, words and expressions defined in the Joint Governance Act, the Plan Text Document or the *Employment Pension Plans Act* (Alberta) have the same meanings when used in this bylaw.

Article 3 - Term of Appointment

- 3.01 A Director shall be appointed for a fixed term not exceeding three (3) years and may be reappointed.
- 3.02 A Director ceases to hold office when the Director’s appointment expires or is terminated under section 19(5) or (6) of Schedule 3 of JGA.
- 3.03 A Director shall not serve more than ten (10) consecutive years, with the limits and exceptions allowed under section 20(4) and (5) of Schedule 3 of the JGA.

Article 4 - Election of the Chair and Vice-Chair

- 4.01 The Board of Directors shall elect from its own Directors its Chair and Vice-Chair for a three (3) year term.
- 4.02 The offices of Chair and Vice-Chair will rotate every three (3) years between a Director appointed by an Employee Organization and a Director appointed by an Employer Organization.
- 4.03 Where the Chair or Vice-Chair is a Director appointed by an Employee Organization, that Director will be determined by the Directors appointed by Employee Organizations. Where the

Chair or Vice-Chair is a Director appointed by an Employer Organization, that Director will be determined by the Directors appointed by Employer Organizations.

- 4.04 At any one time, the offices of Chair and Vice-Chair are to be occupied by a Director appointed by an Employee Organization and a Director appointed by an Employer Organization. For clarity, both offices of Chair and Vice-Chair cannot be held by individuals representing the same type of organization (either employer or employee, as the case may be).

Article 5 - Responsibilities and Duties

- 5.01 The Corporation shall have the roles, responsibilities and authorities outlined in Section 15 of Schedule 3 of the Joint Governance Act.
- 5.02 The members of the Board of Directors shall have the responsibilities outlined in Section 22 of Schedule 3 of the Joint Governance Act.
- 5.03 The Board of Directors shall establish and maintain a Charter of Expectations policy, setting the duties and responsibilities of the Board. The Charter of Expectations shall also set out the additional responsibilities of the Chair and Vice-Chair.

Article 6 - Regular Meetings

- 6.01 There shall be no less than four (4) meetings of the Board of Directors held during each fiscal year of the Plan.
- 6.02 Meetings of the Board of Directors shall be held as described in the notice of meeting.

Article 7 - Calling of Meetings

- 7.01 Meetings of the Board of Directors shall be held on such day and at such time as the Chair may determine.
- 7.02 In addition to any regularly scheduled meetings, any Director may requisition a meeting of the Board of Directors by submitting a written notice to the Chair setting out the items to be discussed at such meeting.

Article 8 - Notice of Meetings

- 8.01 Notice of any regular or special meeting of the Board of Directors may be sent verbally or in writing. Such notice will be reasonable and, to the extent practicable (as determined by the Chair), indicate the purpose of the meeting and the business to be discussed and will be accompanied by such written materials as are readily on hand and as are relevant to such business.
- 8.02 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

Article 9 - Place of Meetings

- 9.01 Meetings of the Board of Directors shall be held in Alberta as outlined in the notice of meeting.

Article 10 - Quorum

- 10.01 A quorum at any meeting of the Board of Directors shall be a majority of the Directors appointed by Employee Organizations and a majority of the Directors appointed by Employer Organizations.
- 10.02 If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For clarity, any voting items that arise during a meeting where quorum is not present at the time of the vote will be deferred until quorum is present for the vote. Alternatively, the voting item may be adjourned to another meeting where quorum is present.

Article 11 - Voting

- 11.01 A resolution is passed by a majority of the votes cast, excluding abstentions.

11.02 In the case of an equality of votes that cannot be broken after three (3) voting cycles that include reasonable and sincere efforts by all involved, the Chair shall have a casting vote to break the deadlock.

Article 12 - Action in Writing

12.01 A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Directors. For clarity, online portal, electronic mail and other similar means of communication will be considered a written signature.

Article 13 - Meetings by Other Means

13.01 If the Board of Directors chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by this bylaw. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, a Director participating in a meeting of Board of Directors pursuant to this section may vote, in accordance with this bylaw, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Article 14 - Conduct of Meetings

14.01 Meetings shall be conducted in accordance with this bylaw and any procedural guidelines adopted by the Board of Directors from time to time.

Article 15 - *In Camera* Sessions

15.01 Meetings of the Board of Directors will be supported by staff of the Corporation. The Chair can invite any guests to provide information or advice to the Board of Directors.

15.02 The Chair may, with a motion that receives the approval of a majority of the Directors or upon the direction of a majority of the Directors, call an *In Camera* session of a meeting. An *In Camera* session will be ended with a motion that receives the approval of a majority of the Directors.

Article 16 - Adjournment

16.01 Any meetings of the Board of Directors may be adjourned to any future date. The business to be transacted at such adjourned meeting may be announced at the original meeting or indicated in a subsequent notice of the adjourned meeting. Notice of an adjourned meeting of the Board of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

Article 17 - Disclosure of Conflict of Interest

17.01 Each Director will comply and follow the Corporation’s Conflict of Interest and Ethics policy.

Article 18 - Minutes of Board of Directors Meetings

18.01 The minutes of all Board of Directors meetings (excluding meetings held *In Camera*) shall be written and made available to the Directors, each of whom shall receive a copy of such minutes, subject to the proviso that Directors who have declared a conflict with respect to a particular matter shall not receive that portion of the minutes relating to that matter.

Article 19 - Confidentiality

19.01 The Chair or the Top Executive may designate any materials or information (collectively, the “Information”) provided to the Board of Directors as confidential.

19.02 A Director shall be entitled to share and discuss any provided Information that is not designated as confidential.

19.03 Any such designation of Information as confidential by the Chair or the Top Executive may be overridden by resolution of the Directors passed in accordance with Article 11 - Voting.

Notwithstanding the above, designation of the following Information as confidential by the Chair or the Top Executive may only be overridden by a two-thirds vote of the Members:

- a) Information dealing with specific personnel of the Corporation;
- b) Information pertaining to ongoing or potential litigation involving the Corporation;
- c) Information concerning the negotiation of a proposed or potential agreement, protocol or settlement between the Corporation and any third party; and
- d) Any Information subject to solicitor-client or any other legally recognized privilege.

Article 20 - Head Office

20.01 Unless otherwise determined by the Board of Directors, the head office of the Corporation shall be in the City of Edmonton, in the Province of Alberta.

Article 21 - Execution of Documents

21.01 The Board of Directors may from time to time by resolution appoint an officer or officers or any other person or persons authorized by the Board of Directors on behalf of the Corporation to sign specific contracts, documents and instruments, or classes of contracts, documents and instruments in writing. Subject to any such resolution:

- a) subject to clause d) below, the Top Executive may, for expenses not included in the Corporation’s budget for the relevant time period, sign on behalf of the Corporation a contract, cheque, promissory note or other written instrument involving, or committing the Corporation to the expenditure of, or entitling the Corporation to receive, an amount of \$10,000.00 or less;
- b) subject to clause d) below, the Top Executive, for expenses included in the Corporation’s budget for the relevant time period, sign on behalf of the Corporation a contract, cheque, promissory note or other written instrument involving, or committing the Corporation to the expenditure of, or entitling the Corporation to receive, an amount of \$50,000.00 or less;

- c) subject to clause d) below, a resolution of the Board of Directors is required for a contract, cheque, promissory note or other written instrument involving, or committing the Corporation to the expenditure of, or entitling the Corporation to receive, any amount that is:
 - (i) not included in the Corporation’s budget and over \$10,000.00; or
 - (ii) included in the Corporation’s budget but over \$50,000.00; and
- d) entry by the Corporation into any material non-monetary commitment will require authorization by resolution of the Board of Directors.

21.02 Notwithstanding the provisions of any resolution authorizing the opening by the Corporation of any account at any bank and any other resolutions and documentation approved by the Board of Directors relating to any such account, the signing authority of the Top Executive of the Corporation with respect to such account will be limited in accordance with the foregoing provisions of this Article. A bank with whom the Corporation maintains an account will have no duty to inquire or confirm as to whether the Top Executive is acting within the limits of his/her authority as set out in this Article.

Article 22 - Top Executive of the Corporation

22.01 The Board of Directors shall from time to time appoint a Top Executive of the Corporation.

22.02 The Top Executive is responsible for the general management and administration of the Corporation, subject to the governance, stewardship and policy-making oversight of the Board of Directors. This responsibility shall be discharged within the framework of applicable legislation, the Board of Directors’ bylaws and the overall supervision of the Board of Directors. The Top Executive’s responsibilities shall include, but not be limited to:

- a) Leading the development of the Corporation’s short- and long-term strategy, including setting strategic goals that support the organization’s vision and mission;
- b) Planning, organizing and delivering meeting materials to the Board of Directors in a clear, concise, comprehensive, and timely manner;

- c) Selecting, setting compensation for, and supervising all of the Corporation’s staff, ensuring that appropriate staffing levels are maintained to assist the Board of Directors in meeting its mandate;
- d) Preparing an annual report for the Board of Directors on the affairs of the Corporation during the preceding year, and containing a copy of the Corporation’s financial statements as certified by the auditor in the annual report;
- e) When appropriate, providing the Board of Directors with updates on the Corporation’s operations and informing the Board of Directors regarding emergent issues;
- f) Seeing that all directions and resolutions of the Board of Directors are carried into effect and complied with;
- g) Ensuring regulatory compliance and compliance with bylaws; and
- h) Carrying out such additional responsibilities as are assigned to the Top Executive by the Board of Directors.

22.03 The remuneration of the Top Executive shall be determined from time to time by the Directors.

22.04 The Chair is the main Board of Directors contact for the Top Executive, providing both direction and strategic counsel.

Article 23 - Top Executive Performance

23.01 The Top Executive’s corporate goals and performance objectives will be set annually in consultation with the Chair.

23.02 The Board of Directors will participate in an annual performance review of the Top Executive, which review will be led by the Chair.

Article 24 - Advisors and Consultants

24.01 The Top Executive may engage advisors and consultants, provided that expenditure is within the annual budget of the Corporation approved by the Board of Directors.

24.02 The Top Executive shall engage advisors and consultants with appropriate due diligence that considers value for money.

24.03 The Director shall require advisors and consultants to confirm that there are no conflicts of interest.

Article 25 - Remuneration and Expenses

25.01 The Directors’ remuneration and the Directors’ and officers’ entitlement to reimbursement for expenses shall be as decided in a policy established by the Sponsor Board.

Article 26 - Committees

26.01 The Board of Directors may appoint committees whose Directors will hold their offices at the will of the Board of Directors. The Board of Directors shall establish bylaws that determine the duties of such committees.

Article 27 - Rules and Regulations

27.01 The Board of Directors prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Corporation as it deems expedient.

Article 28 - Auditors

28.01 The Board of Directors shall annually appoint one or more persons qualified to audit the accounts and transactions of the Corporation each year and to express an opinion on the financial statements for the Corporation based on the audit and to report to the Board of Directors.

28.02 The auditor shall hold office until the Board of Directors appoint a replacement.

28.03 The remuneration of the auditor shall be fixed by the Board of Directors.

Article 29 - Books and Records

29.01 The Board of Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept by the Chair and the other officers of the Corporation.

The foregoing is CERTIFIED by the Chair and Vice-Chair of the Corporation to be a copy of Bylaw No. 1, as validly enacted by vote of the Directors at a duly convened meeting of the Board of Directors held the xxth day of month, YYYY.



Doris Wilson, Chair



Mike Baker, Vice-Chair