

General By-law of SkullSpace Winnipeg Inc.

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1 Glossary

- “**annual general meeting**” — the annual general meeting of members.
- “**articles**” —means the articles of incorporation of SkullSpace as amended from time to time.
- “**board**” — the board of directors of SkullSpace.
- “**Hackerspace**” — the premises leased by SkullSpace for the use of its members.
- “**member**” — a member of SkullSpace.
- “**ordinary resolution**” — a resolution passed by a majority of the members who voted on the resolution at a duly constituted meeting of members.
- “**SkullSpace**” — the non-profit corporation incorporated under the name “SkullSpace Winnipeg Inc.”
- “**special resolution**” — a resolution passed by 2/3 of the members who vote on the resolution at a duly constituted meeting of members.

2 Registered Office

The registered office of SkullSpace is to be located within the Hackerspace.

3 Board of Directors

Mandate — The mandate of the board is to manage the undertaking and affairs of SkullSpace in accordance with the articles and this by-law.

Number of directors — Subject to the articles and any special resolution of the members, the board of directors of SkullSpace is to consist of five (5) directors.

Eligibility to serve as director — A person is eligible to serve as a director only if the person

- is a member in good standing;
- is resident in Manitoba;
- does not have the status of a bankrupt, and has not made an assignment in bankruptcy or been discharged from bankruptcy within the preceding 12 months; and
- has not been removed from the office of director within the preceding 12 months.

Quorum — Three (3) directors constitute a quorum for the transaction of business at any meeting of the board.

Term — The term of a director is from the end of the annual general meeting at which he or she was elected until the end of the next annual general meeting. An outgoing director is eligible for re-election.

Election of directors — The directors to be elected at a meeting of members are to be elected by secret ballot. But if, after providing an opportunity for members to be nominated, the members approve the closure of nominations and the number of candidates is no greater than the number of positions to be filled, the candidates are deemed to be elected and a secret ballot is not required.

Filling vacancy — If a person ceases to be a director less than three months before the end of his or her term, the remaining directors may appoint another member to fill the vacancy for the balance of that term. If a person ceases to be a director more than three months before the end of his or her term, the vacancy is to be filled by election at a special meeting of members to be held within one month after the vacancy arose. The election shall operate as described in the "Election of directors" section.

Errors and omissions insurance — SkullSpace may purchase errors and omissions insurance (also known as "directors' and officers' liability insurance") for its directors and officers.

Remuneration — Directors are to serve as directors without pay, but the board may approve reimbursement of their expenses.

Ceasing to be a director — A person ceases to be a director when —

- he or she dies, makes an assignment in bankruptcy or becomes bankrupt,
- he or she ceases to meet the eligibility requirements for being a director,
- he or she resigns by written notice to the board of SkullSpace,
- by a majority decision of the other members of the board, he or she is removed from office because he or she missed two consecutive meeting of the board without reasonable excuse,
- by a unanimous decision of the other members of the board, he or she is removed from office for any reason, or
- his or her removal from office as a director is approved by a special resolution.

Board decisions — Except as otherwise provided in this by-law, a board decision is made by a majority decision at a duly constituted meeting of the board. A written resolution, signed by all the directors, is as valid as if it had been approved by a majority decision at a meeting of the board.

The purchase of an item, or the incurring of an expenditure, at a cost to SkullSpace greater than \$1,000 requires the unanimous approval of all the directors, unless it is approved by an ordinary resolution of the members.

Board meetings —

- Board meetings are to be held at least once a month.
- Notice of the date and time of each meeting must be given to each board member, in writing, at least 48 hours before the meeting. If the meeting is to be held at a location other than the Hackerspace, the notice must include the location of the meeting.
- A schedule of regular meetings of the board given to each board member is sufficient notice of each meeting held in accordance with that schedule.
- Subject to the notice requirement, the Chair may call a meeting of the board at any time, and must call a meeting if it is requested in writing by two or more board members.

Committees — The Board may establish one or more standing or ad hoc committees as it sees fit, assign duties and functions to a committee, and appoint as members of a committee any members of SkullSpace. The board may establish rules of procedure for a committee, or may enable a committee to establish its own rules of procedure. Committees may not have the word “committee” in their name.

4 Conflict of Interest

Any director who has a material interest, whether direct or indirect, financial, personal or official, (other than as a member of SkullSpace) in any matter before the board must disclose that interest to the board

- at the first meeting at which the matter is considered by the board; or
- if the director's interest arises after the first meeting at which the matter was considered, at the first meeting after which the interest arose.

The board must record the disclosure in the minutes of the meeting, and the director must refrain from participating in any discussion or decision of the board about that matter, unless

- the matter involves errors and omissions insurance for directors and officers; or
- the other members of the board constitute a quorum and welcome the director's continuing participation in the matter.

5 Officers

The board is responsible for performing the following:

- Calling and chairing meetings.
- Acting as public spokespersons for SkullSpace.
- Preparing reports on finances and other matters.
- Keeping the corporate minute book up to date.
- Recording minutes of meetings of the board and of members.
- Managing the membership database.
- Preparing the annual budget.
- Managing the use, safety and security of the Hackerspace.
- Issuing cheques.

The board must either perform the duty as stated above, or delegate the stated duty to another individual or organization. It is ultimately the responsibility of the board to ensure that its responsibilities are seen to.

6 Financial matters

Banking — The board must make, or authorize the making of, banking arrangements for SkullSpace. Arrangements for issuing cheques and making bank account withdrawals and transfers are to require the signature of at least two directors.

Fiscal period — The fiscal period of SkullSpace is from September 1 of one year to August 31 of the following year.

Monthly financial reports — The board must keep the financial records of SkullSpace current and prepare updated financial reports in writing for their monthly meetings.

Member's access to financial information — Within one week after receiving a request from any member for information about the financial status of SkullSpace, the board must provide to that person a copy of the latest financial report that was presented at a board meeting. The board may provide that report to the member in electronic form.

Non-profit operation — The board is to ensure that SkullSpace is operated in a manner that revenues are sufficient to meet expenditures. Revenues may exceed expenditures so as to create a reasonable reserve for contingencies.

7 Membership in SkullSpace

Initial members — The first directors of SkullSpace are members until they resign or their membership is suspended or revoked.

Additional members — Other persons who wish to become members must apply for membership using the application form approved for that purpose by the board.

Application for membership —

- A person may apply for membership only upon the invitation of an existing member.
- If the board has established an application fee, a membership application must be accompanied by payment of the application fee.
- Every membership application must be accompanied by a signed waiver and indemnity agreement in a form approved by the board and signed by the applicant.
- A membership application must be delivered to a director. If the board is satisfied that the applicant was invited to apply for membership, and granting the membership would not exceed

the maximum total membership set by the board for the use of the Hackerspace, the board must inform the existing members of the application subject to the board's approval.

- An existing member may object to the granting of membership to an applicant by notifying a director of the objection, who must then inform the board of the objection.
- If two or more members object to the granting of membership to an applicant, the board must reach a unanimous decision if they are to approve the application for membership.
- For insurance, security and safety reasons, the board may conduct a background check and interview the applicant before deciding whether or not to approve the application.

Membership rights and privileges — Each member has the following rights and privileges, except during any period that his or her membership is suspended:

- A 24-hour right of access to the Hackerspace, by whatever means are approved by the board. The board may temporarily close the Hackerspace for safety reasons (e.g. fumigation, construction).
- A right to receive notice of and to attend membership meetings, and to vote (1 vote per member) on matters put to a vote of the members, including the election of directors.
- A right to subscribe for and receive SkullSpace membership communications.
- The privilege of bringing guests to the Hackerspace in accordance with SkullSpace policies, on condition that they assume responsibility for the conduct and actions of their guests.

Monthly membership fee — Every member must pay a monthly membership fee established by the board for access to the Hackerspace. The fee is payable, in advance, on the 15th of each month for access during the following month.

Damage deposit —The board may require each member to pay a damage deposit (refundable without interest) to offset the cost of an insurance claim for damage for which the board considers the member wholly or partly responsible.

Other membership obligations —

- Every member will be subscribed to the SkullSpace announcements email list. A member may only unsubscribe from the list if he or she agrees that any notice sent thereafter to the announcements email list in accordance with this by-law is considered to have been delivered to him or her as well.
- If the board considers a member or a member's guest to be responsible for any loss or damage for which a claim is made under SkullSpace's insurance policy, the member is liable to SkullSpace, upon demand by the board, for the deductible amount under the insurance policy.
- Members must be excellent to one another.

Ceasing to be a member — A person ceases to be a member when

- he or she resigns by written notice to the board;
- his or her membership is revoked by the board for failure to pay a membership fee within 1 month after the day it was due;
- his or her membership is revoked by the board for cause, after giving the person an opportunity to respond to the board's proposal to revoke the membership.

The board may also suspend a person's membership for cause. Such a membership may be reinstated upon application for reinstatement, which is to be processed in the same manner as an application for membership (except that no application fee is payable by the applicant).

When a person's membership is revoked or suspended, the person's rights of membership, including the person's right of access to the Hackerspace, is also suspended or revoked.

Memberships will be automatically cancelled after three consecutive months of non-payment unless special arrangements have been made with the board.

Illegal activities —

- Any person, be they a member or a guest, known to have committed a criminal act as defined by the Criminal Code of Canada either at the Hackerspace or with any SkullSpace resources may be declared persona non grata by a board decision.

Persona non grata — An individual declared persona non grata shall not:

- Be permitted to apply for membership nor continue to be a member;
- Be permitted to possess keys or other devices that would grant them access to the Hackerspace;
- Be permitted to enter the Hackerspace;
- Be permitted to possess any SkullSpace property;
- Be welcome at any SkullSpace event;
- Be welcome to interact with any of SkullSpace's electronic manifestations.

8 Membership Meetings

Annual general meeting — Once a year, the board must call an annual general meeting of members to conduct the following business:

- receive the annual report from the board;
- receive and review the annual financial statements for SkullSpace;
- elect directors for the ensuing year

Notice of the meeting is to be posted in the Hackerspace and sent by email to members at least 21 days in advance of the meeting. The Notice must include the text of any special resolution to be put to a vote at the meeting.

Regular monthly meetings — Regular meetings of the membership are to be held on a monthly basis to keep members involved in and informed about the operations of SkullSpace. Notice of the meeting is sufficiently given if the meeting is held in accordance with a schedule of meetings posted within the Hackerspace. If there is a change to the meeting date, time or venue, notice of the change is to be given to all members at least 48 hours before the meeting.

Special meetings — The board may at any time, and must if it requested by a quorum of the members, call a special meeting of members. Notice of the meeting must be given at least 21 days before the date of the meeting. The notice must include a description of the matters to be dealt with at the meeting, as well as the text of any special resolution to be considered at the meeting.

Quorum — The quorum for the transaction of business at a meeting of members is 25% of the members present in person or represented by proxy. If a quorum is not present within 30 minutes after the start of the meeting, no action may be taken except to adjourn the meeting to a subsequent date. Notice of the adjournment and the date on which the adjourned meeting is to be held must be posted in the Hackerspace and sent by email to all the members at least 7 days in advance.

Proxy — A member may attend and vote at any meeting of members by proxy, if the proxy is in writing, in a form approved by the board for this purpose, and signed by the member. A separate proxy is required for each meeting, and the proxy form must specify the meeting for which the proxy is granted. A member who has granted a proxy for a meeting may withdraw it by written notice to the board before the meeting begins, or by attending the meeting.

Minutes — Detailed minutes from each meeting will be published after the conclusion of that meeting. These minutes will be reviewed and approved at the following meeting.

9 Amendment to by-law

This by-law may be amended only by a special resolution of the members. Notice of the proposed by-law amendment (including the text of the amendment) must be given to members at least 21 days before the meeting at which the amendment is put to a vote. A motion to amend the proposed amendment may be considered and passed (by a 2/3 majority vote) at the same meeting if the motion deals only with the subject of the proposed amendment, and not with any other aspect of this by-law that is not the subject of the proposed amendment.

Enacted as a By-law of SkullSpace Winnipeg Inc. the 18th day of July, 2011.

Last amended the 27th day of February, 2018.