INTERNATIONAL
MINERALS INNOVATION
INSTITUTE

Bylaws of
International Minerals Innovation Institute (IMII)

As Ratified at the AGM on May 21, 2026

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Article 1 – Definitions and Interpretation

Unless otherwise defined herein, the following terms shall have the following meanings throughout this document.

a) **"Advisory Panel"** means the Workforce Development and/or the Innovation Panel;

b) **"Anti-competitive"** means any act prohibited by the *Competition Act* of Canada;

c) **"Board"** means the Board of Directors of the International Minerals Innovation Institute Inc. (IMII);

d) **"Competition Act"** means the *Competition Act* of Canada (R.S.C., 1985, c. C-34) and its associated regulations, as amended from time to time;

e) **"Competitor(s)"** means corporations, businesses, or institutions (including educational institutions) whose primary business is the same or similar in nature, or who engage in or have an interest in the same or a similar type of matters;

f) **"Corporation"** means the body corporate of the International Minerals Innovation Institute, incorporated under the *Non-Profit Corporations Act*, 1995 of Saskatchewan;

g) **"Director(s)"** means the members of the Board of Directors of IMII;

h) **"Innovation"** means Innovation activities related to the minerals sector;

i) **"Member(s)"** means the Member Organizations belonging to IMII;

j) **"Member Organization(s)"** means any business, educational institution, or other entity that has been granted membership in IMII;

k) **"Participants"** includes Members, Directors, Staff, consultants or others as the context may require;

l) **"Policy Manual"** means a document listing all policies of IMII, as approved by the Board of Directors of IMII;

m) **"Staff"** means individuals who are employed directly by IMII or contracted on long-term basis to perform work for the IMII;

n) **"The Act"** means the *Non-Profit Corporations Act,* 2022, S,S. 2022, c.25 and its associated regulations as amended from time to time.

o) **"Workforce Development"** means Workforce Development activities related to the minerals sector;

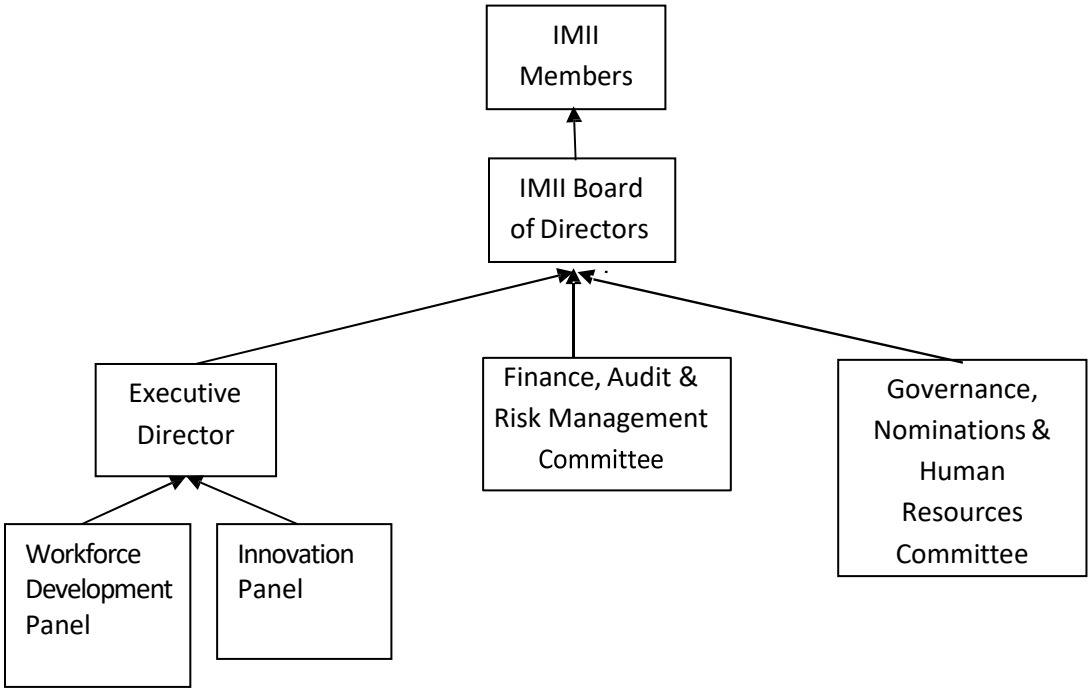
Article 2 – Vision, Mission, and Structure of IMII

IMII Vision:
To be a valued leader in building collaborative innovation and workforce development capacity that drives the growth and advancement of Saskatchewan's minerals sector.

IMII Mission:
IMII is a member-based consortium that brings together industry, post-secondary education, government and solution providers to collaboratively pursue innovation, workforce development and thought leadership to sustain and strengthen the Saskatchewan minerals sector.

IMII Values
Collaboration – We are a unique network that accomplishes more by working together.
Trust – The network shares [non-competitive] information openly for the collective success of the minerals industry.
Impact – We invest to generate positive outcomes for industry and society.
Sustainability – We acknowledge that all things are connected and our decisions support a more sustainable world.

IMII Structure:



The two standing Committees report to the Board of Directors which guides and makes decisions for the organization on behalf of IMII members. The two advisory panels report to the Executive Director who then reports to the Board of Directors on their behalf.

Article 3 – Members

3.1 Classes of Membership

Membership in IMII is available to minerals companies, solutions providers, governments, institutions, and risk capital providers that are committed to furthering IMII's vision and mission and who wish to apply for and be admitted to membership by resolution of the Board of Directors of IMII in one of five categories:

a) Minerals companies: A minerals company means a company or group, of which the extraction of mineral resources from within the Province of Saskatchewan, is a principal (i.e., an operator) or planned (e.g., exploration, development) activity.

   - This category is further classified as follows:

     - Category A minerals companies are large companies as defined by international revenues in IMII membership fee policy;
     - Category B minerals companies are mid-size companies as defined by international revenues in IMII membership fee policy; and
     - Category C minerals companies are small companies as defined by international revenues in IMII membership fee policy.

b) Solutions Providers: Companies involved in the supply of equipment, technology, and services to the minerals industry, including capital equipment, contract mining, mining consumables, professional services including engineering and consulting, software and advanced technologies, and equipment supply.

   - This category is further classified as:

     - Category A solutions providers are large companies as defined by international revenues in IMII membership fee policy;
     - Category B solutions providers are mid-size companies as defined by international revenues in IMII membership fee policy; and
     - Category C solutions providers are small companies as defined by international revenues in IMII membership fee policy.

c) Governments: Federal and provincial government agencies and departments which share a commitment to innovation in Saskatchewan's minerals industry through IMII, and which demonstrate this through the provision of funding and other relevant resources for industry, government, academic collaboration in building capacity in the innovation ecosystem

d) Institutions: Post-secondary and/or research institutions based in Saskatchewan which contribute novel ideas, relevant education and training and/or sophisticated facilities to the minerals industry innovation ecosystem.

e) Risk Capital Providers: Banks, foundations, local economic development authorities, incubators, accelerators, and/or venture capital funds that want to support the development and deployment of new technological solutions for the minerals industry.

3.2 Membership Application and Representation

Organizations desiring to be members of IMII must apply and be accepted by the Board of Directors of IMII to become members. Members of IMII are companies, partnerships, sole proprietorships, institutions and/or government entities, not individual natural persons in their own right. The member organizations

designate a person to represent their organization in IMII as permitted herein. No special consideration will be given where the applicant or Member has made material or other contributions to the IMII.

The individuals chosen by their employer to be their official representative, once chosen, are expected to attend the Board and/or committee meetings to which they have been appointed. The representative can, however, be substituted due to scheduling conflicts. Board members can also attend E&T and R&D panel meetings and speak at seminars or forums organized by IMII.

To the extent that any rules are agreed to restricting who may apply for membership, these must be:

a) consistent with the stated objectives of the IMII;
b) documented and well publicized; and
c) applied in a consistent, non-discriminatory manner;

Applicants shall be informed of the status of their application within a reasonable period, and in any event, not more than thirty (30) days following the Board meeting at which the membership decision is made. Where membership has been denied, the Board shall provide the applicant with written reasons for the denial within thirty (30) days of the decision.

3.3 Membership Fees

Membership fees, as established by resolution of the Board of Directors, will be assessed for each member according to category as set out in the IMII Membership Fee Policy. Renewal of Membership fees that remain unpaid for 6 months from date of invoicing will be referred to the FARM committee. If fees go unpaid for a further 3 months, the FARM committee may refer the issue to the Board for consideration.

3.4 IMII Policies

Every Member and their representatives to the IMII board, panels and committees, and IMII staff and contractors shall follow the terms and intent of all IMII Member Policies.

3.5 Termination of Membership

The membership in IMII is terminated when:

a) The Member Organization is liquidated or dissolved, as the case may be;
b) The Member Organization resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
c) The Member Organization is expelled or their Membership is otherwise terminated in accordance with Bylaws;
d) The Member Organization's term of Membership expires; or
e) IMII is liquidated or dissolved under the Act.

3.6 Effect of Termination of Membership

Upon any termination of membership, the rights of the Member Organization, including any rights in the property of IMII, automatically cease to exist.

3.7 Discipline of Members

(a) The Board, acting in good faith, has the authority to suspend or expel any Member from IMII on any one or more of the following grounds:

(i) Violating any provision of Bylaws or other written policies of IMII;

(ii) Carrying out any conduct which may be detrimental to IMII as determined by the Board in its sole discretion; or

(iii) For any other reason that the Board in its sole and absolute discretion considers to be fair and reasonable, having regard to the purposes of IMII.

(b) In the event that the Board determines that a Member should be suspended or expelled from Membership in IMII, the Chair of the Board, or such other Director as may be designated by the Board, shall provide the Member with at least fifteen (15) days written notice of the effective date of the membership suspension or termination and the reasons for the disciplinary action;

(c) The Member shall be given an opportunity to be heard by the Board, orally, in writing, or through other electronic means of communication, at least five (5) days prior to the effective date of the suspension or termination of member; and

(d) Following this opportunity, the Board has the authority to impose or revoke the suspension or termination of membership.

Article 4 – Members' Meetings

4.1 Notice of Annual General or Members' Meetings

(a) Notice of the time and place of an Annual General Meeting or Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, at least fifteen (15) days before the day on which the meeting is to be held; or

(ii) by telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least fifteen (15) days before the day on which the meeting is to be held.

(b) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of the Corporation during a period of fifteen (15) days before the day on which the meeting is to be held.

Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form an informed judgment on the business and provide the text of any Special Resolution or Bylaw to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

4.2 Place of Members' Meeting

Meetings of Members may be held at any place within Saskatchewan determined by the Board.

4.3 Annual General Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation to be presented at the meeting, appointing the

Organization's auditor, and transacting such other business as may properly be brought before the meeting.

4.4 Special Meetings

The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members.

4.5 Members Calling a Members' Meeting

The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than twenty percent (20%) of the voting rights that may be cast at a Meeting of Members sought to be held. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.6 Special Business

All business transacted at a Meeting of Members, except consideration of the financial statements, auditor's report and re-appointment of the incumbent auditor, is special business.

4.7 Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.8 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members are those Members entitled to vote at the meeting, the Directors, and the auditor of the Institute and such other persons who are entitled or required under any provision of the Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting, by Ordinary Resolution of the Members or if the chairperson asks if anyone present objects to the presence of others and no objection is raised at the meeting.

4.9 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the Chair of the Board. In the event that the Chair of the Board is absent, any Board Member, shall be the chair of Meetings of the Members. In the event that both the Chair of the Board and any Board Member are absent, or are unable or unwilling to act as chair, the Members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.10 Quorum at Members' Meetings

(a) A quorum at any Meeting of Members shall be fifty percent (50%) of the Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy, by ballot, or by telephonic and/or by other electronic means.

(b) If a quorum is not present at the opening of a Meeting of Members, the Members present

may adjourn the meeting to a fixed time and place but may not transact any other business.

(c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

4.11 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 Members' Meeting Held Entirely by Electronic Means

Notwithstanding section 4.11, if the Directors or Members of the Corporation call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.13 Absentee Voting at Members' Meetings

(a) Mailed In or Electronic Ballot. A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(i) enables the votes to be gathered in a manner that permits their subsequent verification, and

(ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

(b) Voting by Proxy. Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(i) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(ii) A Member may revoke a proxy by depositing an instrument signed by the member;

(iii) A proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

(iv) A proxy shall be in writing, executed by the Member or the Member's attorney;

(v) Votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs.

4.14 Votes to Govern

At any Meeting of Members every decision shall, unless otherwise provided by the Act, the Articles or the Bylaws, be determined by a majority of the votes cast on the decision. In case of an equality of votes using a show of hands or a ballot or electronic voting, the motion fails. The chair of the meeting shall not have a second or casting vote.

Article 5 – Directors

5.1 Board Responsibilities

The Board of Directors of IMII holds overall responsibility for items that include, but are not limited to, the following:

a) Ensuring a qualified and effective Executive Director (or similar senior management official) is in place;
b) Establishing, reviewing and updating the strategic direction and effectiveness of IMII;
c) Ensuring effective financial and information controls are in place;
d) Identifying and mitigating risks to the organization;
e) Overseeing effective communications with stakeholders;
f) Ensuring proper governance procedures are being followed;
g) Identifying and managing conflicts of interest;
h) Protecting against anti-trust and competition law issues; and
i) Appointing committees with specific mandates as required.

5.2 Number of Directors

The Board shall consist of a minimum of six (6) members and a maximum of twenty (20) members.

5.3 Appointment and Election of Directors

The composition of the Board of Directors shall be as follows:

a) One representative appointed from each Category A Minerals Companies holding membership in IMII;
b) One representative elected from the Category B Minerals Company group holding membership in IMII;
c) One representative elected from the Category C Minerals Company group holding membership in IMII;
d) One representative elected from the Solutions Providers group holding membership in IMII;
e) Two representatives designated by the Government of Saskatchewan provided it continues to fund the IMII;
f) One representative designated by the University of Saskatchewan provided it holds membership in IMII;
g) One representative designated by the University of Regina provided it holds membership in IMII;
h) One representative designated by Saskatchewan Polytechnic provided it holds membership in IMII;

i) One representative elected from the Institutions group holding membership in IMII from amongst Institutions other than those specified in clauses 5.3.f), 5.3.g) and 5.3.h) hereof;

j) One representative elected from the Risk Capital Providers group holding membership in IMII and

k) A representative from the Saskatchewan Mining Association's Board of Directors to serve as an ex-officio, non-voting board member.

l) A representative recommended by the GNHR committee and confirmed by the IMII Board of Directors to bring Indigenous perspectives, to serve as an Independent, voting board member.

The election of persons to be a member of the IMII Board of Directors for Category B Minerals Companies, Category C Minerals Companies, Solutions Providers, Institutions and Risk Capital Providers is to take place as follows:

a) 60 days prior to the Annual General Meeting, IMII will contact the representatives of all members of each of the noted categories where there is more than one member of IMII, requesting nominations. Representatives can nominate themselves or others from within their category.

b) 40 days prior to the Annual General Meeting, nominations will close.

c) Within two business days of the close of nominations, ballots will be sent to the Category's representatives to vote for candidates within, and only within, their own Category.

d) Completed ballots are to be received by IMII no later than 20 days prior to the Annual General Meeting.

e) The elected Board members will be announced at the Annual General Meeting.

5.4 Terms of Office

The representatives of the following categories will serve two-year terms which will, to the greatest degree possible, conclude in alternating years in instances where there is more than one designated representative:

a) Category B Minerals Companies

b) Category C Minerals Companies

c) Solution Providers

d) Risk Capital Providers

The representatives of Government Entities will serve at the direction of the Government Entity that appoints them to the Board.

The representatives of Institution members (as specified in 5.3.i) will serve three-year terms.

5.5 Ceasing to Hold Office

A Director ceases to hold office when:

a) the Director dies or resigns;

b) the Director is removed from office by the Member; or

c) the Member appoints another person to be its representative on the IMII Board of Directors.

5.6 Effective Date of Resignation of Director

A resignation of a Director becomes effective as of the date that written resignation is received at the offices of IMII or at the time specified in the resignation, whichever is later.

Article 6 – Meetings of Directors

6.1 Calling of Meetings of Board

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors at any time.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held.

6.3 Participation at Meeting by Telephone or Electronic Means

A Director may participate in a meeting of the Board by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed to have been present at the meeting.

6.4 Quorum

A majority of the number of all Directors shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by teleconference and/or by other electronic means.

6.5 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The Chair of the IMII Board of Directors does not have a vote.

6.6 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board of Directors.

6.7 Governance Policies

Every Director shall follow the terms and intent of all IMII Member and Governance Policies.

Article 7 – Committees of the Board

The Board of Directors has established two (2) standing committees, and can appoint or disband committees as required, in order to assist IMII to operate effectively. The two standing committees are:

a) Finance, Audit and Risk Management Committee (FARM); and
b) Governance, Nominations & Human Resources Committee (GNHR).

7.1 Governance, Nominations & Human Resources Committee

a) The roles and responsibilities of the GNHR Committee include, but are not limited to:
    (i) Ensure that IMII is governed in a sound manner and in compliance with the Bylaws,

(ii) Code of Ethics and good business practices;

(iii) Ensure the Bylaws are followed and reviewed periodically;

(iv) Oversight of compliance of IMII with non-financially related laws and regulations;

(v) Ensure that nominations for vacancies on the Board and its committees are filled with qualified candidates;

(vi) Ensure human resource policies are in place and followed by IMII;

(vii) Guide and participate in recruitment activities surrounding the appointment of the Executive Director when required;

(viii) Ensure succession planning occurs when required; and

(ix) Review the performance of the Executive Director annually and make recommendations to the Board of Directors as required.

b) The Governance, Nominations & Human Resources Committee will consist of the Board Chair and at least three members and not more than five members of the Board and will be appointed by the Board on an annual basis.

c) All members will be sufficiently versed in human resource and compensation matters in order to assess performance and guide compensation issues.

d) The Committee will elect its own Chair annually, and the Board Chair is eligible to serve as the Committee Chair.

e) The Executive Director, with input from the Committee Chair, will set the agenda for the meetings which is to be distributed to the Committee at least four (4) days in advance of the GNHR Committee meeting.

7.2 Finance, Audit and Risk Management Committee

a) The roles and responsibilities of the Finance, Audit and Risk Management Committee include, but are not limited to:

(i) Oversight of accounting and financial reporting and processes;

(ii) Review and evaluation of capital and operating budgets;

(iii) Oversight of disclosure, systems and control practices by management;

(iv) Review of audit processes;

(v) Ensuring annual financial statements are accurate and in accordance with generally accepted accounting principles (GAAP);

(vi) Identification of financial risks to IMII;

(vii) Recommend to the Board on the appointment of an external auditor;

(viii) Oversight of compliance of IMII with financially related laws and regulations; and

(ix) Reviewing and Monitoring IMII's Risk Matrix.

b) The Finance, Audit and Risk Management Committee will consist of the Board Chair and at least three members and not more than five members of the Board and will be appointed by the Board on an annual basis.

c) All members will be sufficiently versed in finance, audit and risk management matters in order to assess performance and guide financial issues.

d) The Finance & Audit Committee will have the authority to:
   (i) Conduct or authorize investigations into any matters within its scope of responsibility;
   (ii) Full access to all books, records, facilities, and personnel of IMII for the purposes of finance, audit and risk management oversight; and
   (iii) Retain independent counsel, accountants, and others to advise the Committee or assist in its duties.

e) The Committee will elect its own Chair annually, and the Board Chair is eligible to serve as the Committee Chair.

f) The Executive Director, with input from the Committee Chair, will set the agenda for the meetings which is to be distributed to the Committee at least four (4) days in advance of the Finance & Audit Committee meeting.

Article 8 – Advisory Panels

The Board of Directors has established two (2) standing Advisory Panels to assist IMII operate effectively. The two standing Panels are:

a) Workforce Development
b) Innovation

8.1 Workforce Development Panel

a) The roles and responsibilities of the Workforce Development Panel include, but are not limited to:
   (i) Articulate education and training and workforce development needs from an industry perspective;
   (ii) Work collaboratively with other panel members in developing recommendations for the Board that articulate the problem, the proposed solution, the delivery agent(s) and the funding required;
   (iii) Provide advice about the current education and training system to ensure minimization of duplication; and
   (iv) Participate in oversight meetings as required to monitor progress of the projects approved.

b) The Workforce Development Panel is chaired by the IMII Executive Director or designate.

c) The Workforce Development Panel is comprised of persons from IMII member organizations and are designated as a representative of that organization.

d) Decision making is by consensus. If consensus cannot be reached, a vote is taken with the simple majority of the voting panel members present prevailing.

e) The Workforce Development Panel meetings are intended to be quarterly, prior to IMII Board meetings, but will also be dictated by the need for the development of new or modified Workforce

Development programs as desired by the industrial members of IMII, IMII strategic plan, budget and annual Workforce Development funding cycles, availability of members, and/or as requested by the IMII Board.

f) The Workforce Development panel is advisory to the Board of Directors.

8.2 Innovation Panel

a) The roles and responsibilities of the Innovation Panel include, but are not limited to:
   (i) Articulate industry needs from their company and/or industry perspective that could be addressed via conducting innovation activities, including research, development and demonstration projects;
   (ii) Work collaboratively with other panel members in developing recommendations for the Board that articulate the problem, the proposed solution, the delivery agent(s) and the funding required; and
   (iii) Participate in oversight meetings as required to monitor progress of the projects approved.

b) The Innovation Panel is chaired by the IMII Executive Director or designate.

c) The Innovation Panel is comprised of persons from IMII member organizations and are designated as a representative of that organization.

d) Decision making is by consensus. If consensus cannot be reached, a vote is taken with the simple majority of the voting panel members present prevailing.

e) The Innovation Panel meetings are intended to be quarterly, prior to IMII Board meetings, but will also be dictated by the need for the development of new or modified Innovation programs as desired by the industrial members of IMII, IMII strategic plan, budget and annual Innovation funding cycles, availability of members, and/or as requested by the IMII Board.

f) The Innovation Panel is advisory to the Board of Directors.

Article 9 – Chair of the Board

9.1 Appointment of Chair

The board of directors may appoint a Chair of the Board (the "Chair") who may, but need not, be a director of the Corporation.

If the Chair is not an elected director, they shall not have voting rights at board meetings, shall not be counted toward quorum and shall not be deemed to have fiduciary duties under *The Non-profit Corporations Act, 2022 (Saskatchewan)*.

9.2 Role and Responsibilities

The Chair shall preside at meetings of the board of directors and of the members and shall perform such other duties as may be assigned by the board. The Chair shall act as a facilitator of board discussions and ensure the integrity of the board's governance processes.

In fulfilling this role and performing such other duties the Chair shall:

- Assist in the preparation of meeting agendas with the executive director, facilitate effective discussion and decision-making by the board and the members and ensure productive outcomes.
- Oversee board performance and adherence to bylaws and policies.
- Uphold the organization's values.
- Collaborate with the board and the executive director to set long-term goals and support mission alignment.
- Act as a liaison between the board and the executive director, and as directed by the board provide support and oversight.
- Help onboard and orient new board members and encourage active participation and accountability among board members.

9.3 Term and Removal

The Chair shall be appointed for a term as determined by Board resolution, and may be reappointed. The board may remove the Chair at any time by resolution.

9.4 Limitations

The Chair shall not have the authority to bind the Corporation or act on its behalf unless specifically authorized by resolution of the board.

9.5 Eligibility

The Chair must meet the eligibility criteria established by the board, including independence from the corporation's management and operations.

9.6 Compensation

The Chair of the board may receive compensation or reimbursement for reasonable expenses, as determined by the board.

Article 10 – Bylaws and Effective Date

The Board will enact Bylaws for the Institute by resolution, which will be effective from the time the resolution is passed or the date stated in the resolution, provided that the Bylaws and any amendments shall be ratified at the next following Annual General Meeting, and, should the AGM not ratify the Bylaws or any amendment thereto, such part or parts not ratified shall be deleted and in the event the AGM substitutes alternate language for the part or parts deleted, such alternate language shall replace any deleted part or parts of the Bylaws. Notwithstanding any lack of ratification and/or amendment, any actions taken pursuant to the deleted or amended bylaws shall be valid and effective. In the event the Bylaws are changed by deletion or alteration at the AGM, the Board shall not thereafter have the authority to amend the Bylaws in a manner which would change the intent of the deletion and/or amendment at the Annual General Meeting and any such resulting deletions or added provisions shall be subject to re-enactment or amendment only at an Annual General Meeting.

Enacted by the Board of Directors of IMII as at 21 (Day), May (Month), 2026 (Year)

IMII Chairperson

Executive Director