



Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Saskatchewan Not-for-profit Corporations Act* 1995 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" means all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation;
- h. "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution such as for removal of a member.

1.02 Interpretation

In the interpretation of this by-law, 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. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal (if any)

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the Board, the Administration of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be June. 30th.

1.06 Banking Arrangements

The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation will provide an annual statement, if any, at the Annual General Meeting.

Section 2 - Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, “Directors” and “Proxy” members. The Board of directors of the Corporation shall, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

2.1 Director Members

- a. Director voting membership shall be the appointed member of the partner community;
- b. The term of membership of a Director voting member shall be two (2) years beginning **November 17, 2023;**
- c. As set out in the articles, each Director is entitled to receive notice of, attend and vote at all meetings of members and each such Director shall be entitled to one (1) vote at such meetings.
- d. The Director member must inform Administration by email that the Proxy member will be voting in their absence with a minimum of 24 hours notice.
- e. **Directors have a responsibility to attend Board meetings. If the Director misses three regular meetings in a row, the Director is considered to have resigned unless the Board has approved the absence. The Chair of the Board will send a notification to the affected partnership council and advise they will need to appoint a new director to the Board.**

2.2 Proxy Member

- a. Proxy members shall only vote in the absence of the Director member. The Director member will be responsible for any vote the Proxy member makes on behalf of the partnership community.
- b. The term of membership of a Proxy member shall be two (2) years in accordance with the policies of the Corporation.

- c. A Proxy member shall only attend and deliver the vote of the Director member in their absence. It will be the responsibility of the Director member to ensure the Proxy member is notified of any meetings and receives any information such as notices and meeting packages.
- d. The Proxy member must either be an elected official or full-time employee in Administration of the partner community.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be set in a board approved meeting schedule.

Section 3 - Termination and Discipline

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.1 & 2.2 of these by-laws;
- c. the member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

This Board has zero tolerance for harassment and physical and/or verbal abuse.

Section 4 - Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be Directors of the Board or Proxy members in the absence of the Director. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Individuals and other groups may request to attend a meeting as a delegation.

Individuals and delegations must request an audience in writing and provide the subject matter and any presentation materials. All requests shall be directed to Administration.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members shall be 50% of the members entitled to vote at the meeting. 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.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.

4.05 Meeting Schedule

The Board shall meet on a quarterly basis

Section 5 – Officers

5.01 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act; modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board shall be a director. The chair of the board, shall, when present, preside at all meetings of the Board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the Board shall be a director. If the chair of the Board is absent or is unable or refuses to act; the vice-chair of the Board, shall, when present, preside at all meetings of the Board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **Secretary** - The secretary shall attend and be the secretary of all meetings of the Board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to directors.
- d. **Executive Member At-Large** - The Executive Member At-Large shall be a member of the Board's Executive Committee and entitled to all rights and privileges any other member of the Executive Committee.
- e. **Administrator** - If the Board employs an Administrator, the Executive Committee shall be responsible for developing the position description and negotiating remuneration and benefits on behalf of the Board.

The powers and duties shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may, from time to time, and subject to the Act, vary, add, or limit the powers and duties of any officer.

5.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment); or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 6 – Notices

6.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation;
- b. if mailed to such person at such person's recorded address by prepaid mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

6.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

6.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 7 - Effective date

7.01 Effective Date

CERTIFIED to be the Charter of the Corporation, as enacted by the directors of the Corporation by resolution on the 19th day of October 2021.

Dated as of the _____ day of _____, 20____.

Updated: _____ day of _____, 20____.

Kyron Manske
Chair

Sean Wallace
Administrative Officer