

# CONSTITUTION

Revised October 2017

## **ARTICLE I: GOALS AND OBJECTIVES**

1. To encourage the development and education of bands in the province of Saskatchewan.
2. To provide assistance for planned activities of the Saskatchewan Band Association.
3. To inform the people of Saskatchewan as to the value of bands in their schools, community and province.
4. To help raise the level of performance of bands in the province of Saskatchewan.
5. To help encourage the active participation of bands in their communities.

## **ARTICLE II: MEMBERSHIP**

Membership in the Saskatchewan Band Association is open to those that support the objectives of the Saskatchewan Band Association.

### **Memberships:**

1. Individual membership.
2. Group or organization membership, with one person acting as its designated representative.
3. Corporate or business membership, with one person acting as a designated representative.

Each individual, group or organization shall have **one** vote.

Any membership sub categories, fees and due dates shall be established by the Board of Directors as needed.

## **ARTICLE III: Board of Directors**

### **1. Composition:**

The Board shall consist of a minimum of five (5) and a maximum of seven (7) elected Directors. The Board shall select a Chairperson and Secretary from within the elected Directors.

Two student representatives (one each from the University of Regina and the University of Saskatchewan) will be appointed as ex-officio, non-voting positions on the Board of Directors.

Board members are elected at an Annual General Meeting.

### **2. Term of Office:**

The term of office for any Board member shall cover the period up to, and including, their second AGM as a board member (not including the AGM at which they were elected), with the exception of student members whose term shall cover the period up to, and including, one AGM as a board member. Board members shall be elected each AGM on a rotating basis to ensure continuity on the Board.

Exofficio Student Board members shall be appointed annually.

**3. Vacancies:**

When a vacancy occurs in the Board from any cause other than the normal expiration of term of office, the Board shall appoint a member of the Association to fill the vacancy until an election can be held at the next Annual Meeting.

**4. Board Resignations:**

A written resignation must be submitted to the Board for the purpose of terminating a position.

**5. A. Removal of Board Members**

Any Board member shall be subject to removal by the membership present at a general meeting, provided a quorum is present.

**6. Duties and Responsibilities of the Board of Directors:**

The Board shall be responsible to set policy and establish guidelines and limitations to manage the activities and affairs of the Saskatchewan Band Association. In addition to the overall responsibilities the following additional responsibilities apply:

**A. Chairperson**

The Chairperson shall have the following duties:

- a) preside over all meetings of the Members and of the Board;
- b) assure the integrity of the Board governance processes as established by the Board;
- c) represent the Board and the Association publicly

**B. Secretary**

The Secretary shall take an accurate and permanent record of the minutes of the Annual, General, Special, and Board meetings of the Association. Minutes shall be available at all meetings for any necessary review.

**ARTICLE IV: MEETINGS**

**1. General Meetings:**

- A.** The Annual General Meeting shall be called at the discretion of the Board and no later than the fall of the year. At this meeting the members shall elect a Board, receive the financial statements and appoint the auditor of the Association.
- B.** Other general meetings may be called by a majority vote of the Board members, or at the request of 5% or more voting members.
- C.** The general membership shall vote on motions presented by the Board. Voting shall be by show of hands or by secret ballot, if requested by a member.
- D.** A quorum shall consist of a majority of the Board members plus an equal number of general members.
- E.** All members shall be given notice of a general meeting, by postal mail or electronic mail, at least 28 days before each meeting.

- F. All items of business proposed by members pertaining to a general meeting agenda shall be submitted in writing via postal mail or electronic mail to the Association office and postmarked at least 45 days prior to the general meeting.

**2. Board Meetings:**

- A. The purpose of the Board shall be to carry out the objectives of the Association within the guidelines provided by the constitution; to set policy to guide organizational performance and management of the Association; to fix the time, date and place of all General, Annual and Special Board meetings
- B. The Board meetings shall be held at least quarterly and at the request of the Chairperson.
- C. A quorum of the Board shall consist of fifty per cent (50%) of Board members plus the Chairperson or Secretary.

**ARTICLE V: ELECTIONS**

Elections of the Board shall be by acclamation or by secret ballot vote by those members present at the Annual Meeting of the Association. The election procedure shall be as follows:

**A. Duties and Responsibilities of the Elections Committee:**

A Board member who is not seeking re-election will be selected by the Chairperson and shall chair the Elections Committee. The Elections Committee shall solicit, receive and verify nominations for open Board positions. Members shall receive notice of two calls for nominations at least 45 and 30 days out from the Annual General Meeting.

**B. There shall be no vote by proxy.**

- C. An organization's voting delegate (and/or alternate) must be a bona fide member of said organization and all organization's delegates must be authorized to vote on behalf of the organization.

**D. Nomination and Election of Board Members**

Nominations shall be submitted in writing via postal mail or electronic mail to the Association office. Only members "in good standing" may nominate or run for office. Nominations will close 14 days before the Annual General Meeting. The Election Committee shall present the list of nominees received by the nomination deadline to the membership at the Annual General Meeting. If sufficient nominations are received by the nomination deadline, those nominees will be acclaimed to fill the positions on the Board. If the number of nominations for Board positions received before the nomination deadline exceeds the number of vacant positions, all candidates will be put to the membership by the Election Committee for election. In the instance that insufficient nominations are received by the nomination deadline, all nominees duly received by the deadline will be acclaimed to the Board of Directors and the Election Committee will, as part of the AGM, call for nominations from the floor only for the remaining vacancies. In the event that following the Annual General Meeting not all positions are filled, the Board shall appoint members to those positions as needed.

**E. Assumption of Office.**

Board members elected at the Annual General Meeting shall take office at the conclusion of the AGM at which they are elected.

## **ARTICLE VI: BANKING**

The Board shall appoint a Chartered Bank or Credit Union for the Association. All financial transactions must require two signatures. The Board of Directors shall be empowered to designate those who are authorized in the name of the Association to draw, accept, and sign all or any cheques for the payment of money. No monies shall be borrowed on the credit of the Association only as may be determined by the members at a general meeting, or by the Board when empowered to so act, by resolution of the members at a general meeting.

## **ARTICLE VII: AUDITORS**

At the Annual General Meeting, the members of the Association shall appoint the auditor for the Association for the purpose of verifying any and all financial transactions that occurred in the previous fiscal year.

## **ARTICLE VIII: DISPUTE of INTENT or MEANING of the CONSTITUTION**

- A. In the event of any dispute as to the intent or meaning of any Article of the Constitution or of any rule or regulation made, adopted or enacted by the Board, the interpretation by a majority of the Board shall be final and conclusive.
- B. The Board of Directors shall submit amendments to the Constitution for member consideration at the general meeting. Any member may also submit amendments to the Constitution provided the member submission is in accordance with Article IV, Section 1F . Amendments shall be ratified by a majority vote of a quorum of the membership at a general meeting.
- C. All amendments to the Constitution ratified at a general meeting shall take effect at the conclusion of the said meeting.

## **ARTICLE IX: DISSOLUTION**

Subject to Section 47 of the Societies Act, in the event of dissolution of the Association, its property and assets shall, after payment of all liabilities, be donated for any charitable benevolent or educational purpose, as may be decided by the membership at a general meeting. The recipient must be a qualified donee in accordance with the rules established by the Canada Revenue Agency.