



SAISIA
Saskatchewan Association of
Immigrant Settlement and
Integration Agencies

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CONSTITUTION

ARTICLE 1 TITLE

These documents shall be cited as the Constitution and Bylaws of the Saskatchewan Association of Immigrant Settlement and Integration Agencies (SAISIA) Inc.

ARTICLE 2 NAME

2.01 **Official Name:** Saskatchewan Association of Immigrant Settlement and Integration Agencies Inc.

2.02 **Acronym Name:** SAISIA

ARTICLE 3 VISION & MISSION

Vision: Excellence in Settlement and Integration Services in Saskatchewan

Mission: To support agencies in offering services for immigrants and refugees while engaging stakeholders and representing Saskatchewan settlement agencies nationally.

ARTICLE 4 CORE VALUES & GUIDING PRINCIPLES

4.01 **Service Excellence:** SAISIA works together with its member agencies to ensure excellent quality is provided within their services and activities.

4.02 **Collaboration:** SAISIA works openly with its member agencies, as well as provincial and national stakeholders, leveraging its collective strength to ensure beneficial decisions are made for the Saskatchewan settlement sector and newcomers to Saskatchewan.

4.03 **Client Centeredness:** SAISIA ensures its focus and mandate remain on newcomer clients to the province. This is achieved through the support and development of its member agencies.

4.04 **Proactive Leadership:** SAISIA has the courage to shape a better future for newcomers to Saskatchewan by making decisions that are grounded in correct principles and in accordance with its Constitution and Bylaws with the primary purpose of serving its mandate.

- 4.05 **Inter-culturalism:** SAISIA believes inter-culturalism is the integration of different cultures within a society that acknowledges the differences, yet its foundation is formed on the changeability of cultures that will create a diverse and unified society.
- 4.06 **Accountability:** SAISIA holds itself transparent and responsible for the decisions it makes that affect the organization and its mandate.
- 4.07 **Respect and Dignity:** SAISIA values respect and dignity, whereby all decisions and actions reflect ethical behavior, diligence, honesty and compassion as we support each other to achieve our goals and outcomes.
- 4.08 **Engagement:** SAISIA believes in strategic, outcome-focused community conversations to facilitate learning and meaningful change.
- 4.09 **Diversity:** SAISIA believes in embracing the rich dimensions of diversity within all individuals, as we work together in an atmosphere that promotes and celebrates the benefits of our differences and similarities.

ARTICLE 5 GOAL

In an effort to promote the vision and mission of SAISIA as an umbrella organization, the primary goal of SAISIA is to enhance leadership coordination and advocacy on behalf of settlement agencies in Saskatchewan, developing and maintaining strategic, sustainable plans in furtherance of the vision and mission as described in ARTICLE 3 of the Constitution.

ARTICLE 6 OBJECTIVES

- 6.01 To act as the provincial leader and body empowered to provide the collective voice for all agencies and groups in Saskatchewan working in support of immigrants and refugees.
- 6.02 To act as a consultative, advisory and resource body for all stakeholders vis-à-vis matters, namely laws, policies, protocols, programs and service supports, relating to immigrants and refugees.
- 6.03 To facilitate professional development opportunities including conferences, learning events, accreditation, knowledge and information exchange among member agencies.

- 6.04 To facilitate community advocacy, government engagement and public education activities geared toward collaborative partnerships, networking and community connections.
- 6.05 To stimulate and conduct research development initiatives, evaluation and an ongoing study of immigration trends, funding opportunities, effectiveness of programs and service delivery methods.
- 6.06 To undertake revenue generation activities including fundraisers that further the vision, mission and goal of SAISIA.

ARTICLE 7 REGISTERED OFFICE & PLACE OF ACTIVITIES

- 7.01 The Registered Office of SAISIA shall be in Saskatchewan.
- 7.02 SAISIA activities shall be carried out in the Province of Saskatchewan and across Canada when required. However, only authorized delegates shall represent the interests of the Corporation outside the Province.

ARTICLE 8 RESTRICTIONS ON ACTIVITIES

- 8.01 SAISIA is restricted to carrying on activities on behalf of its members in furtherance of the Corporation's vision, mission and goal.
- 8.02 In an effort to achieve SAISIA's goal and objectives, the Board of Directors shall adopt revenue generation strategies in the conduct of the Corporation's activities.
- 8.03 Thus, no restriction shall be placed on SAISIA's ability to engage in revenue generation activities aimed at augmenting its government funding and maintaining its sustainability as an umbrella organization.

ARTICLE 9 BOARD OF DIRECTORS

- 9.01 There shall be a minimum of seven (7) Directors and a maximum of thirteen (13) Directors on the Board of Directors, including the Past President.
- 9.02 Each full-member shall be entitled to nominate a maximum of two (2) agency representatives from any full member agency to stand for election to the Board of Directors.

- 9.03 Nominations for the Board of Directors positions shall open on April 1 and the nomination committee shall accept nominations up until May 31.
- 9.04 Directors will be elected to a two-year term. Terms are alternating; elections will be held for six (6) of the Board Directors each year. To initiate this process, at the first meeting of 2017, twelve (12) Directors will be elected, six (6) to a one year term and six (6) to a two year term.
- 9.05 When a Director leaves before the end of his/her term, the vacant seat may be filled if the member represented by the vacating Director nominates a new representative to serve until the term of the vacating Director expires.
- 9.06 If the number of Directors becomes fewer than the minimum provided for in the Articles, the Board of Directors shall have the authority to appoint additional Directors up to that minimum to serve until the next AGM.
- 9.07 Regional representation on the Board of Directors is important in order for SAISIA to successfully meet its objectives within the province. A matrix intended to ensure a fair balance between urban and rural representation, when developed, will be added to SAISIA's procedural documents and will be used to facilitate appropriate regional representation.

ARTICLE 10 BOARD EXECUTIVE

- 10.01 The Board Executive of the Corporation shall be elected by the Board of Directors at the board meeting immediately following the AGM. For the purpose of the election of Board Executive members, the President will chair the meeting if the position of President is not up for election. If the President's position is up for election, one of the Board Executive whose position is not up for election shall chair the election. As soon as the President has been elected, then the President will assume the role of chair.
- 10.01 The Board Executive to be elected shall be as follows:
- a) President
 - b) Vice-President
 - c) Treasurer
 - d) Secretary
- 10.02 The President shall serve as the Past President during the term following his or her term as President. The Past President shall act as an advisor to the Board Executive and assist the President as requested. The Past President serves as a nonvoting member of the Board Executive.

- 10.03 Candidacy for Board Executive positions is limited to those Directors representing full member agencies (see ARTICLE 11).
- 10.04 Three of the four elected Board Executives shall represent different member agencies. The President and Vice-President shall not serve as representatives from the same member agency.
- 10.05 Executive Board members will be elected to a two-year term. Terms are alternating; elections will be held for half of the Board Executive each year. To initiate this process, at the first meeting of 2017, half of the Board Executive will be elected to a one year term and half will be elected to a two year term.
- a) No Executive Board Members shall serve more than two consecutive two-year terms in a particular Board Executive position.
 - b) However, all Executive Board Members except for the President may stand for election into a new Board Executive position immediately following his/her two terms in another Board Executive position.
 - c) An Executive Board Member may stand for reappointment to his/her former Board Executive position after vacating that office for at least one term after serving the maximum time allowed.
 - d) In the case that the Board Executive position he/she is meant to vacate remains vacant, the incumbent Executive Board Member may be immediately reappointed by resolution of the Board, in contravention of the above clause.
- 10.06 When a Board Executive position becomes vacant between AGMs, the Board of Directors will hold an election at the next Board Meeting to replace the Executive Officer from amongst the Directors.

ARTICLE 11 MEMBERSHIP

SAISIA membership shall be classified into three (3) categories:

- a) Full Membership,
- b) Associate Membership,
- c) Friends of SAISIA.

Membership eligibility criteria, conditions of membership and rights and obligations of the classes of membership shall be outlined in the Bylaws ARTICLE 1.

ARTICLE 12 AMENDMENTS

12.01 The constitution may be amended by a special motion or resolution passed by seventy-five per cent (75%) of the SAISIA members in good standing present at a duly called Annual General Meeting (AGM) or Special General Meeting (SGM) provided that forty-five (45) days' written notice specifying the intent to amend the Constitution has been given.

12.02 Bylaws may be amended from time to time by the Board of Directors provided that such amendments are passed by seventy-five per cent (75%) of the Directors present at a duly called Board meeting. All such amendments become effective immediately upon their adoption by the Board of Directors but must also be approved at the next AGM.

ARTICLE 13 DISSOLUTION

On dissolution of the Corporation, its property and assets shall, after payment of liabilities, be donated to a non-profit corporation as decided by the members in a regular meeting.

BYLAWS

ARTICLE 1 MEMBERSHIP

1.01 Eligibility Criteria

Eligibility for SAISIA membership shall be conditional upon the applicant meeting the relevant requirements of the applicable class of membership as described in the sub-sections below. A membership list shall be maintained by SAISIA.

1.02 Classes of Membership

- a) Full Membership shall be open to any organization/agency in Saskatchewan whose policies, programs and services foster or promote the settlement, adaptation and integration of immigrants or refugees and upon the fulfilment of the relevant membership criteria.
- b) Associate Membership and Friends of SAISIA shall be open to:
 - i. Unincorporated agencies which do not qualify for Full Membership, for-profit registered business organizations.
 - ii. Individuals, incorporated non-profit organizations that promote social justice issues supporting SAISIA's mission in principle, or upon their satisfactory fulfilment of the conditions relevant to either class of membership.

1.03 Conditions of Membership

a) Full Membership

An agency or organization which subscribes to the vision, mission, goal, and objectives of SAISIA will be eligible if it meets ONE of the two following criteria:

Criteria Option 1:

- It is an incorporated organization/agency that provides at least one settlement service in Saskatchewan to newcomers to Canada.
- Meets federal/provincial funding criteria for settlement programming vis-à-vis its incorporation status as a non-profit organization in Saskatchewan.

OR

Criteria Option 2:

- Has a division or department, the primary function of which is the provision of at least one settlement service in Saskatchewan to newcomers to Canada.
- Meets federal/provincial funding criteria for settlement programming vis-à-vis its good standing with the appropriate regulatory body.

b) Associate Membership

Any agency, organization, or individual that does not meet the criteria for full membership or does not wish to apply for full membership, yet subscribes to the vision, mission, goal, and objectives of SAISIA, may be eligible to become an Associate Member with approval by the Board of Directors based on the recommendation of the standing Membership Committee.

c) Friends of SAISIA:

Individuals, groups, agencies, organizations, or businesses shall be eligible to become friends of SAISIA if they are committed to contributing resources to the building and development of the Corporation's organizational capacity as a sustainable umbrella organization.

1.04 Rights and Obligations of the Classes of Membership**a) Full Members****Rights**

Each full member in good standing shall be entitled to:

- Be represented at the Annual General Meeting (AGM) or Special General Meeting (SGM) by a maximum of two agency delegates appointed by the Executive Director, one of which may be the Executive Director;
- Its delegates attending and speaking by way of introducing motions, proposing issues for discussion, or making suggestions or comments at an AGM or an SGM;
- Appoint proxies when the agency's regular delegates are unable to attend;
- Carry two votes at an AGM or an SGM whether one or two representatives attend;
- Nominate a maximum of two agency representatives to stand for election to the Board of Directors;

- vi. Be eligible to hold an office, including an Executive position, on the Board of Directors;
- vii. Belong to a standing or ad-hoc committee established by the Board, although the Board has the right to determine and/or limit the number of persons on each committee;
- viii. Participate in professional development, learning and networking events, conferences and community consultations;
- ix. Inspect SAISIA's financial records/books;
- x. Have access to resources developed by SAISIA;
- xi. Provide input to SAISIA through the appropriate channels;
- xii. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
- xiii. Terminate its membership in SAISIA by giving a written notice to the Secretary of the Board of Directors;
- xiv. Have access to the right of appeal against termination of membership and/or any disciplinary action against said agency member within sixty (60) days of the date of the decision;
- xv. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations

Each full member shall be obliged to:

- i. Comply with the provisions of this Constitution and the accompanying Bylaws;
- ii. Uphold the values and guiding principles of SAISIA;
- iii. Attend members' meetings;
- iv. Submit to SAISIA, through the Secretary of the Board and/or administrative staff, notice of any matter it proposes to raise or discuss at meetings of members not less than ten (10) working days prior to such meetings;
- v. Pay annual membership dues;
- vi. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
- vii. Respond to complaints against the member agency by the appropriate SAISIA delegate or committee;
- viii. Notify the organization of any changes in its contact and/or mailing information.

b) Associate Members

Rights

Each associate member in good standing shall be entitled to:

- i. Be represented at the Annual General Meeting (AGM) or Special General Meeting (SGM) by a maximum of one agency delegate. This may be the Executive Director or an agency representative appointed by the Executive Director;
- ii. Its delegate attend and speak by way of introducing motions, proposing issues for discussion, or making suggestions and comments at an AGM or an SGM;
- iii. Appoint a proxy when the agency's regular delegate is unable to attend;
- iv. Carry one vote at an AGM or an SGM;
- v. Belong to a standing or ad-hoc committee established by the Board, although the Board has the right to determine and/or limit the number of persons on each committee;
- vi. Participate in professional development, learning and networking events, conferences, and community consultations;
- vii. Inspect SAISIA's financial records/books;
- viii. Have access to resources developed by SAISIA;
- ix. Provide input to SAISIA through the appropriate channels;
- x. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
- xi. Terminate its membership in SAISIA by giving a written notice to the Secretary of the Board of Directors;
- xii. Have access to the right of appeal against termination of membership and/or any disciplinary action against said agency member within sixty (60) days of the date of the decision;
- xiii. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations

Each Associate Member shall be obliged to:

- i. Comply with the provisions of this Constitution and the accompanying Bylaws;
- ii. Uphold the values and guiding principles of SAISIA;
- iii. Attend members' meetings;

- iv. Submit to SAISIA, through the Secretary of the Board and/or Administrative Staff, notice of any matter it proposes to raise or discuss at meetings of members not less than ten (10) working days prior to such meetings;
- v. Pay annual membership dues;
- vi. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
- vii. Respond to complaints against the member agency by the appropriate SAISIA delegate or committee;
- viii. Notify the organization of any changes in its contact and/or mailing information.

c) Friends of SAISIA

Rights

Friends of SAISIA shall be entitled to:

- i. Attend Annual General Meetings (AGMs);
- ii. Participate in professional development, learning and networking events, conferences and community consultations for a fee;
- iii. Provide input to SAISIA through the appropriate channels;
- iv. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials.

Obligations

Each Friends of SAISIA member shall be obliged to:

- i. Support SAISIA's vision, mission and goal;
- ii. Uphold the values and guiding principles of SAISIA;
- iii. Notify the organization of any changes in its contact and/or mailing information.

1.05 Initial Membership Fees and Annual Membership Dues

- a) Initial membership fees for new member applications submitted during the year may be prorated for a portion of the year based on a recommendation of the membership committee and approval by the Board Executive;
- b) Annual membership dues and membership application procedures for each class of member shall be set by the Board of Directors;
- c) The dues shall be subject to annual review;

- d) Membership dues are for the period April 1st to March 31st; members are obliged to pay their annual dues before the AGM;
- e) Failure to pay either the initial membership fees or the annual dues, when due, shall result in such penalties as described in the Bylaws (1.08, Termination and Suspension of Membership).

1.06 Restriction on Membership

No individual or organization, non-profit or for profit, shall be entitled to become a member of SAISIA unless and until said organization has satisfactorily fulfilled the conditions of membership for the relevant class as stated both in the Constitution and Bylaws.

1.07 Transfer of Membership

- a) Membership interest shall not be transferable.

1.08 Termination and Suspension of Membership

- a) Any class of member may voluntarily terminate its membership with written notice to the SAISIA Board Secretary; no claims for reimbursement for membership fees and dues shall be valid in the event of a voluntary withdrawal of membership.
- b) The Board of Directors, duly authorized by the resolution of two thirds (2/3) majority of the Board of Directors shall have the authority to terminate the membership of a member organization on the following grounds:
 - i. Non-payment of annual membership dues within thirty (30) days of the AGM;
 - ii. Repeated violation (considered more than once) of one or more of the provisions of the Constitution and Bylaws.
- c) Written notice of the termination shall be given to the affected agency within thirty (30) working days following the decision to terminate.
- d) In the event of an appeal against a decision to terminate membership, the President shall convene a SGM to create a platform for an independent review and a final decision.

ARTICLE 2 MEETING OF MEMBERS

- 2.01 The meeting of members may take two forms namely: Annual General Meeting (AGM) and Special General Meeting (SGM).

- 2.02 By virtue of the Non-Profit Corporations Act, SAISIA shall host an AGM for every fiscal year.
- 2.03 The Board Secretary, on behalf of the membership, shall call an AGM to be held within three months of the end of each fiscal year.
- 2.04 Other than for the purposes of a membership termination appeal, a call for, and the hosting of, a SGM shall be at the discretion of the Board of Directors or twenty five per cent (25%) of the full and associate membership in accordance with the Non-Profit Corporations Act.
- 2.05 An AGM shall be called to:
- a) Discuss the ordinary business of the organization for the applicable year. Such businesses will include:
 - i. to receive, deliberate and adopt the President's and Annual (Projects) Reports;
 - ii. to receive, review and approve the organization's financial statement;
 - iii. to appoint a financial auditor for the organization;
 - iv. to elect the Board of Directors;
 - b) Deliberate and approve such special business as any amendments of the Articles of Incorporation and provisions of the Constitution and Bylaws of SAISIA.
 - c) To discuss any other business as may be deemed necessary.
- 2.06 An SGM shall be called by the Board Secretary to:
- a) Address the written request of twenty-five per cent (25%) of the Corporation's full and associate membership in which case the SGM shall be called and held within forty-five (45) days of the receipt of the said written request;
 - b) Address any matters for which the input of the membership is required prior to the date of the forthcoming AGM.
- 2.07 The time, date and place of the meeting shall be determined by the Board of Directors.
- 2.08 The Quorum for an AGM or an SGM shall be sixty per cent (60%) of voting members in good standing. Proxy votes shall count towards quorum.
- 2.09 Conduct
- a) All meetings shall be conducted in accordance with the Robert's Rules of Order;

- b) Accurate minutes of meetings shall be kept by the Secretary or a Board delegate; the minutes shall clearly record important discussion points and all motions adopted;
- c) Attendance shall be taken at each meeting and reflected in the minutes.

2.10 Voting

- a) Full and Associate members have voting rights as described in the Bylaws under 1.04.
- b) Voting on ordinary business such as approval of project and financial reports, appointment of an auditor, adjournment and matters arising, shall be by show of hands.
- c) Voting on other ordinary business such as election of Directors, issues of new initiatives or partnerships and the approval of any special business shall be by secret ballot.
- d) No voting shall be conducted and no motion shall be deemed carried in the absence of quorum in an AGM or SGM.
- e) Voting on matters relating to the ordinary business of SAISIA shall be deemed carried by a simple majority (50% plus one) of the votes of the voting members present and forming part of the quorum.
- f) Voting on matters relating to the special business of the organization shall be deemed carried with a three-quarter (3/4) majority (75%) of the votes of the voting members present and forming part of the quorum.

2.11 Nominations

- a) The Nominations Committee will oversee the nominations process for the election of Directors to the Board at an Annual or Special General Meeting. The Chair of the Nominations Committee shall be the Past President or one of the Executive Board members whose position is not up for election.
- b) Nomination Committee Terms of Reference and nomination procedures will be determined by the Board of Directors.

2.12 Remuneration

- a) The Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profits from their position as such.
- b) Full and Associate members may be reimbursed expenses for travel, meals, accommodations and incidentals when traveling to SAISIA meetings.
- c) Representatives on SAISIA related business will be reimbursed for reasonable expenses subject to the approval of the Board of Directors.

ARTICLE 3 DUTIES OF BOARD EXECUTIVE

3.01 The President shall:

- a) Be the official head and public spokesperson of the Corporation;
- b) Provide an agenda and preside at all meetings (Board Executive, Board of Directors, AGM and SGM);
- c) Be responsible for all resolutions being put into effect;
- d) Appoint committee chairpersons with majority approval of Board of Directors;
- e) Be responsible for the overall operation of the Corporation and of the committees.
- f) Supervise the Executive Director and shall sit as an ex-officio member of all standing and ad-hoc committees;
- g) Serve as a signing officer of the Corporation.

3.02 The Vice-President shall:

- a) Assist the President in the discharge of the above-stated duties. In the absence of the President, perform the duties of that office. In absence of both President and Vice-President, a Chair may be elected by the meeting attendees to preside over the meeting;
- b) Serve as a signing officer of the Corporation;
- c) Be responsible for providing oversight to ensure compliance with the Corporation's Constitution, Bylaws, policies, and procedures.

3.03 The Treasurer shall:

- a) Be responsible for the funds of the Corporation;
- b) Ensure that all monies are paid to SAISIA and the same is deposited in the Corporation's bank account;
- c) Ensure that proper financial procedures are kept and accurate records are maintained for all receipts and disbursements, in accordance with SAISIA policies;
- d) Present a full and detailed account of receipts and disbursements to the membership when required;
- e) Serve as a signing officer of the Corporation;
- f) Prepare and provide treasurer reports for Board meetings;
- g) Ensure the preparation of an annual audited financial statement for submission to the Board of Directors for approval, followed by submission at the AGM for approval. Also, submit a copy of the same to the Secretary for the records of SAISIA;
- h) Make recommendations from time to time as appropriate, on financial controls and possible funding sources and shall ensure that SAISIA staff are paid in accordance

with the existing municipal, provincial and federal regulations and laws, and ensure personnel records are kept as required by those regulations;

- i) Chair the Audit Committee.

3.04 The Secretary shall:

- a) Keep minutes of all meetings;
- b) Maintain a file of records regarding current members, Board of Directors, and Board Executive;
- c) Ensure that the records regarding bylaws, policies, procedures, and other Corporation documentation are in good order;
- d) Serve as a signing officer of the Corporation;
- e) Ensure amendments are entered in the records immediately upon approval;
- f) Call meetings to order in the absence of the President and Vice-President and preside, pending the election of temporary chair;
- g) Send notices of the various meetings as required and provide copies of approved minutes of Board of Directors meetings as required.

3.05 The Past President shall:

- a) Serves as the Past President during the term following his or her term as President;
- b) Acts as an advisor to the Board Executive and assists the President as requested;
- c) Serves as a nonvoting member of the Board Executive, except in the case that an additional vote is needed to break a tie;
- d) Serves as Chair for the Nominations Committee.

ARTICLE 4 DUTIES OF SIGNING OFFICERS

The Signing Officers of the Corporation shall be three of the five Board Executive and the Executive Director of SAISIA. The officers with signing authority may include the President, Vice-President, Treasurer, Secretary and the Executive Director.

ARTICLE 5 DUTIES OF THE BOARD OF DIRECTORS

Directors have a primary responsibility to uphold the standards of the Corporation and, at all times, to work and act in the best interests of the Corporation. The Directors shall:

- a) at all times act in the best interest of SAISIA;
- b) attend board and other meetings as scheduled, whether by conference call or in person;

- c) be responsible for all commitments related to duties and committee involvement as approved by the Board of Directors;
- d) make known any conflicts of interest, whether perceived, potential or real.

ARTICLE 6 BOARD OF DIRECTORS' MEETINGS

- 6.01 Regular meetings of the Board of Directors shall be held a minimum of four times between AGMs.
- 6.02 The President may call for a special meeting of the Board of Directors, or when requisitioned to do so by two-thirds (2/3) of the Board of Directors.
- 6.03 The quorum for a meeting of the Board of Directors shall be a majority of the number of Directors in good standing.
- 6.04 Any Director who is unable to attend three consecutive, regularly scheduled meetings or who attends less than fifty-one per cent (51%) of the meetings during their term of office shall be asked to resign.
- 6.05 Directors may participate in voting by electronic means and votes on motions may be made by electronic means.
- 6.06 When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, or appearance thereof, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

ARTICLE 7 COMMITTEES & MEETINGS

- 7.01 Standing or ad-hoc committees will be approved by the Board of Directors in accordance with the goals of SAISIA.
- 7.02 Each committee shall elect its chair and the chair shall be approved by the Board of Directors except where Directors are chairs of committees by virtue of their position.
- 7.03 Committee members may be selected from members of SAISIA or others as deemed appropriate by the Board of Directors.

ARTICLE 8 FINANCIAL MATTERS

- 8.01 SAISIA shall not borrow money in order to carry out its objectives.

8.02 The books, accounts and records of the Secretary and Treasurer shall be reviewed once each year. A designated auditor at the AGM of SAISIA shall submit a complete and proper statement of the standing of the books for the previous year. The auditor will be appointed at the AGM.

8.03 SAISIA's fiscal year shall be April 1st to March 31st.

ARTICLE 9 NOTICES

9.01 Notice of Meetings of Members:

- a) Shall be either in e-mail form and/or surface mail form stating the date, time, location, and the general nature of the meeting;
- b) In the case of an AGM, the notice shall be provided to all classes of membership not less than thirty (30) days prior to the meeting;
- c) In the case of an SGM, twenty-one (21) days' notice shall be provided to all classes of members;
- d) No special business shall be transacted at a meeting of members unless the notice of the meeting states the nature of the business in sufficient detail to permit the members to form a reasoned judgement thereon;
- e) A member may submit a notice of any matter the said member wishes to raise/discuss at a meeting of members. This notice must be submitted within one week of receiving notice of the meeting. The matter shall then be reviewed by the Board of Directors and, if approved, shall be added to the proposed agenda. The finalized agenda shall be provided to the membership at least one week prior to the meeting;
- f) A proposed agenda for the meeting and the minutes of the previous meeting of that type shall be attached to the notice of all meetings;
- g) The accidental omission to give notice of a meeting to less than five per cent (5%) of the members entitled to receive notice shall not invalidate the proceedings and/or outcomes of the meeting.