

ABORIGINAL FINANCIAL OFFICERS ASSOCIATION OF SASKATCHEWAN

BYLAW NO.1

A by-law relating generally to the transaction of the business and affairs of the Aboriginal Financial Officers Association of Saskatchewan (“AFOA Saskatchewan”)

ARTICLE I – DEFINITIONS AND INTERPRETATION

1. **DEFINITIONS** – In this By-Law and all other By-Laws of AFOA Saskatchewan, unless the context otherwise specifies or requires:
 - 1.1. “Act” shall mean The Non-Profit Corporations Act, 1995 as from time to time amended and ever statute that may be substituted therefore;
 - 1.2. “AFOA Saskatchewan Membership Fees” has the meaning set out in Section 13;
 - 1.3. “Annual Meeting” means the annual meeting of the Members;
 - 1.4. “Board” means this By-Law and all other By-Laws of the AFOA Saskatchewan from time to time in force and effect; and
 - 1.5. “Member” means a member of AFOA Saskatchewan and includes any member of the categories of members set out in Section 10.

2. **INTERPRETATIONS** – This By-Law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - 2.1. Save as aforesaid, words and expressions defines in the Act have the same meaning when used herein;
 - 2.2. Words importing the number include the singular and plural; words importing gender include the masculine, feminine, and neuter genders; and words importing persons include the individuals, corporations, partnerships, trusts and unincorporated organizations; and
 - 2.3. The headings used in this By-Law are inserted for reference purposed only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. **ARTICLES OF INCORPORATION** – If any of the provisions contained in this By-Law are inconsistent with those in the articles of incorporation, the provisions contained in the articles of incorporation shall prevail.

ARTICLE II – BUSINESS OF AFOA SASKATCHEWAN

4. **HEAD OFFICE** – The head office of the AFOA Saskatchewan shall be located at such place as the Board may from time to time determine by resolution.
5. **SEAL** – The corporate seal of the AFOA Saskatchewan shall be in such form as shall be prescribed by the Board, provided that the seal shall bear the words Aboriginal Financial Officers Association of Saskatchewan. The custody shall be entrusted to the Secretary or another officer whom the Board may designate.
6. **FINANCIAL YEAR** – Unless otherwise ordered by the Board, the fiscal year-end of AFOA Saskatchewan shall be the thirty-first (31st) day of March in each year.
7. **AUDITOR** – The Members shall at each Annual Meeting appoint an auditor to audit the account of AFOA Saskatchewan for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting, provided the Board may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.
8. **EXECUTION OF DOCUMENTS** – Contracts, documents or any instruments in writing requiring the signature of AFOA Saskatchewan, shall be signed by any two officers or directors or a combination thereof and all contracts, documents and instruments in writing so signed shall be binding upon AFOA Saskatchewan without any further authorization or formality. The Board shall have power from time to time by resolution to appoint person on behalf of AFOA Saskatchewan to sign specific contracts, documents and instruments in writing. The seal of AFOA Saskatchewan when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by persons appointed by resolution of the Board.

ARTICLE III – MEMBERSHIP

9. **MEMBERSHIP** – Membership in AFOA Saskatchewan shall be limited to those persons interested in furthering AFOA Saskatchewan’s goals and objectives and shall consist of a person’s whose application for admission as a member has received approval from AFOA Saskatchewan. Applicants may appeal the refusal of membership to the Board, the decision of the Board shall be final and binding and there shall be no further appeal therefrom.
10. **MEMBERSHIP CODE** – The Board shall adopt a Membership Code that sets out the rights, privileges and obligations for each category of Members including the applicable admission criteria. The Membership Code shall be consistent with the membership provisions of the articles of incorporation. Members shall comply with the Membership Code.
11. **TERMINATION MEMBERSHIP** – A Member shall be required to resign in the following circumstances:

- 11.1. A vote of three-quarters (3/4) of the Members voting at an Annual Meeting or a Special Meeting, provided that any such Member has been granted an opportunity to be heard at such meeting; or
 - 11.2. Upon resolution of the Board, if in the opinion of AFOA Saskatchewan the Member has failed to comply with AFOA Saskatchewan goals and objectives, Membership code or these By-Laws, provided that any such Member has been granted an opportunity to be heard at such a meeting; or
 - 11.3. Upon receipt of written notice, if the Member fails to pay any lawful monies owing to AFOA Saskatchewan within the prescribed time period.
12. **RESIGNATION** – A member may at any time resign as a Member by serving written notice to that effect upon AFOA Saskatchewan and upon discharging any lawful liability which is standing upon the books of AFOA Saskatchewan at the time of such notice.
13. **MEMBERSHIP FEES** – A member shall pay the annual AFOA Saskatchewan Membership Fees in the manner specified by the Board.
14. **MEMBERSHIP REGISTER** – For purposes of these By-Laws, AFOA Saskatchewan shall maintain a register of Members. A Member shall be deemed to be a Member in good standing if such Member is registered in the register of members, is compliant with the Membership Code and is not in arrears in respect of AFOA Saskatchewan Membership Fees.

ARTICLE IV – BOARD OF DIRECTORS

15. **DUTIES AND RESPONSIBILITIES** – The affairs of the AFOA Saskatchewan shall be managed of not less than five (5) directors and not more than twelve (12) directors. A majority of the number of directors in office at any time shall constitute a quorum. The number of directors shall be deemed from time to time by a resolution passed at a meeting of the Members. The Board may exercise all such powers and do all such acts and things as may be exercised by AFOA Saskatchewan or by law expressly directed or required to be done in some other manner. The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully granted.
16. **DIRECTORS** – For greater certainty, directors must be Members and must be individuals who are at least 18 years of age with power under law to contract. The term of office for a director shall be two (2) years and shall commence immediately following the Annual Meeting.
17. **VACANCIES** – The office of a director shall be automatically vacated:
- 17.1. If a director shall resign his or her office by delivering a written resignation to AFOA Saskatchewan;
 - 17.2. If a director is found by a court to be of unsound mind;

- 17.3. If a director becomes bankrupt, or suspends payment or compounds with his creditors;
- 17.4. On the death of the director;
- 17.5. If a director is no longer a Member in good standing; and
- 17.6. If a director is absent from three (3) consecutive meetings of the Board, the director may have his or her position on the Board declared vacant If so recommended by the Chair and confirmed by resolution of the Board.

Nominations and elections to fill vacancies on the Board shall occur at the Annual Meeting. In the event a director is unable to complete the term of office, the Board shall appoint another director for the remainder of term or until the next Annual Meeting whichever occurs first.

- 18. **MEETINGS** – The board shall meet at least twice in each year at such times and places to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given by fax, email, or personal delivery to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. The Board may meet by unanimous consent of the directors at any time or place without notice, and provided further that the President shall call a meeting of the Board upon receipt of a request for the same from a minimum of five (5) directors. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings take thereat and any director may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The Board may hold meetings by telephone or other communications facilities as permit all directors participating in the meeting to head each other and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 19. **RESOLUTIONS AND VOTING** – Resolutions shall be passed by a majority of the participating directors by a verbal vote recorded by the Secretary-Treasurer, unless the Act or these By-Laws otherwise provide. Each director is entitled to exercise one (1) vote.
- 20. **REMUNERATION** – No director shall receive any remuneration for duties performed on behalf of the AFOA Saskatchewan unless such remuneration is authorized by a two-third (2/3) vote of the Members at an Annual Meeting. Directors may be reimbursed for reasonable expenses while performing such duties.
- 21. **CONFLICT OF INTEREST** – The Board shall enact a conflict of interest code to guide the activities of the Board.

ARTICLE V – OFFICERS

- 22. **OFFICERS** – The officers of AFOA Saskatchewan, which may include the officers of President, Vice-President, Secretary-Treasurer and Executive Director and such other officers as the Board

may determine, shall be appointed by resolution of the Board at the first meeting of the Board after the Annual Meeting. A director may not hold more than one (1) officer position. Except for the position of Executive Director, nominees for appointment as officers shall be a Member and shall have served at least one (1) year as a director on the Board. The duties of the officers are prescribed as follows:

- 22.1. President. President shall be the chief executive officer of AFOA Saskatchewan, shall preside at all meetings of AFOA Saskatchewan and of the Board, have the general and active management of the affair of AFOA Saskatchewan and shall see that all orders and resolutions of the Board are implemented.
- 22.2. Vice-President. Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the Chair and shall perform such other duties and exercise such powers as the Chair of the Board may delegate.
- 22.3. Secretary. Secretary shall ensure that notices, agenda, and minutes of meetings of the Members and the Board are prepared, circulated and maintained and the seal, register of membership and Letters Patent and By-Laws and other records are maintained and kept safely.
- 22.4. Treasurer. Treasurer shall ensure that the funds of the AFOA Saskatchewan are expended in accordance with the direction of the policies of the Board; full and accurate accounts of all financial transactions are kept and reports on the financial standing of the AFOA Saskatchewan are presented to the Board; and other related duties as are required of him or her by the Board are complied with.
- 22.5. Executive Director. The Executive Director shall be responsible for the management of the AFOA Saskatchewan in accordance with the policies and procedures established by the Board.

23. **TERMS OF OFFICE** – The officers shall remain in office for one (1) year or until their successors shall be appointed, with the exception of the President whose term, by resolution of the Board, shall be subject to terms and conditions of employment. In no event shall an elected officer remain in the same office for more than two (2) consecutive terms. Vacancies in any elected office shall be filled by election by the Board from amongst its members for the balance of the term thereof or until the next regular election of officers. An officer, by resolution of at least two-thirds (2/3) the Board, may be removed before the expiration of his or her term, for cause.

24. **REMUNERATION** – No officer except the Executive Director shall receive any remuneration for duties performed on behalf of the AFOA Saskatchewan unless such remuneration is authorized by a vote of two-thirds (2/3) of the Members at the Annual Meeting.

ARTICLE VI – MEMBERS MEETINGS

25. **ANNUAL MEETING** – The Annual Meeting shall be held each year at such time and place as may be designated by the Board. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.
26. **SPECIAL MEETINGS** – Special meetings of the Members may be held upon the call of the Board at such times and places as it may designate. The Board shall call a Special meeting of the Members upon the written request of at least five (5) percent of the Members within sixty (60) days after filing of such a request with the President.
27. **NOTICE** – At least thirty (30) days’ notice of Annual Meeting or Special Meetings of the Members shall be given to each Member and such notice shall stipulate the business to be transacted and no other business may be considered at those meetings.
28. **QUORUM** – A quorum for the transaction of business at any Annual Meeting or Special Meeting of the Members shall consist of not less than ten (10) Members present in person.
29. **VOTING** – Each Member shall be entitled to one (1) vote at a meeting of the Members. Resolutions shall be passes by a majority of the participating Members unless the Act or these By-Laws otherwise provide. No Member shall be entitled either in person or by proxy to vote at an Annual Meeting or a Special Meeting unless that Member is a Member in good standing. A Member may be represented by proxy at an Annual Meeting or Special Meetings by another Member, provided such proxy shall be in writing and in the form provided by AFOA Saskatchewan and such proxy is filed with the President prior to the commencement of such meeting or any adjournment thereof. No one Member may hold and vote more than five (5) proxies from other members.

ARTICLE VII – MISCELLANEOUS

30. **FOR THE PROTECTION OF DIRECTORS AND OFFICERS** – Except as otherwise provided in the Act, no director and officer of AFOA Saskatchewan shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to AFOA Saskatchewan through the insufficiency or deficiency of title to any property acquired by AFOA Saskatchewan or for or on behalf of AFOA Saskatchewan for the insufficiency or deficiency of any security in or upon which of the moneys of or belonging to AFOA Saskatchewan shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person with whom any moneys, securities, or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any other damage resulting from any dealings with any moneys, securities or other assets belonging to AFOA Saskatchewan or for

any other loss, damage or misfortune whatever office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of AFOA Saskatchewan, provided that nothing herein shall relieve any director or officer of any liability imposed by statute.

31. **DISSOLUTION** – That upon the dissolution of the AFOA Saskatchewan and after the payment of all debts and liabilities, the remaining property of the AFOA Saskatchewan shall be distributed or disposed of to one or more organizations in Saskatchewan carrying on similar activities. In the case of dissolution resulting from a merger with another not-for-profit organization the remaining property shall be transferred to the new organizations.

32. **AMENDMENTS** – Unless the articles, By-Laws or a unanimous member agreement provide otherwise, the Board may make, amend or repeal any By-Laws that regulate the activities and affairs of AFOA Saskatchewan. The Board shall submit a By-Law, or amendment or a repeal of a By-Law to the Members at the next meeting of the Members and the Members, by ordinary resolution may confirm, reject or amend the By-Law, amendment or repeal. A By-Law, or an amendment or a repeal of a By-Law, is effective from the day of the Board resolution until it is confirmed, confirmed as amended or rejected by the Members. If the BY-Law. Amendment or repeal is confirmed or confirmed as amended it continues in effect in the form in which it was so confirmed. If a By-Law, amendment or repeal is rejected by the Members it ceases to be effective.

ENACTED by the Board the 18th day of January, 2005

President

Secretary