

# **SASKATCHEWAN ASSOCIATION OF INTERNATIONAL LANGUAGES CONSTITUTION AND BYLAWS**

As amended and restated effective June, 2022

Constitution and Bylaws relating generally to the transaction of the business and affairs of: **The Saskatchewan Association of International Languages**

BE IT ENACTED as the CONSTITUTION of  
The Saskatchewan Association of International Languages as follows:

## **SECTION 1: TITLE**

The title of the organization shall be The Saskatchewan Association of International Languages; hereinafter referred to as SAIL.

## **SECTION 2: ORGANIZATIONAL PURPOSE**

### **2.1 Vision Statement**

The Saskatchewan Association of International Languages is the catalyst to sustain language/culture to the benefit of all Saskatchewan residents.

### **2.2 Mission Statement**

The Mission of the Saskatchewan Association of International Languages is to preserve and promote languages/culture in Saskatchewan through awareness and educational programs for a vibrant and diverse Saskatchewan.

### **2.3 Organizational Values**

Leadership – SAIL demonstrates strong leadership in:

- Cross cultural awareness and understanding
- Integration
- Enhancing retention

Accountability – SAIL demonstrates accountability by responding to its stakeholders.

Innovation – with Saskatchewan’s increasing diverse population, SAIL continues to respond with innovative/creative initiatives to address changing needs.

Collaboration – through collaborative techniques, SAIL facilitates successful resolution to the benefit of Saskatchewan residents – understanding we all work better together.

## **2.4 Organizational Aims and Objectives**

The aims and objectives shall be:

- SAIL assists with the preservation, development, and advancement of education in global languages/culture of Saskatchewan’s residents;
- SAIL will assist Saskatchewan educational organizations with their language programs;
- SAIL will foster, initiate, and assist the development and operation of global language programs;
- SAIL is a consultative body in the area of languages;
- SAIL is a leader by direct investment in Saskatchewan’s youth through all its programs and services;
- SAIL facilitates the development and operation of language initiatives and projects.

## **2.5 Process for Amendments**

The Constitution of SAIL may be amended at the Annual General Meeting or at a Special Meeting of Members by a two-thirds vote of those voting, a quorum being present.

BE IT ENACTED as the BYLAWS of  
The Saskatchewan Association of International Languages as follows:

### **SECTION 3: DEFINITIONS**

In these bylaws:

- 3.1 "Act" means the Non-Profit Corporations Act;
- 3.2 "Articles" means the Articles attached to the Certificate of Incorporation of SAIL as from time to time amended or restated;
- 3.3 "Board" means the Board of Directors of SAIL;
- 3.4 "Bylaws" means this bylaw of SAIL;
- 3.5 "Director" means a Director of the Board of SAIL;
- 3.6 "Members" means all members of SAIL;
- 3.7 "Resolution" means a resolution passed by the majority of the votes cast by members who voted respecting that resolution;
- 3.8 "Organization" means a community-based non-profit, association, institution, partnership, corporation, or cooperative;
- 3.9 "Regular Member" means a Member that has voting privileges as set out herein.
- 3.10 Any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the *Non-Profits Corporations Act, 1995 of Saskatchewan*.

### **SECTION 4: HEAD OFFICE**

The head office of the organization shall be in the City of Regina, in the Province of Saskatchewan at such a place therein as the Board may from time to time determine.

### **SECTION 5: MEMBERSHIP**

#### **5.1 Membership categories**

SAIL shall have the following categories of membership:

##### **5.1.1 Regular Member**

###### **Organization**

Regular member shall be open to any community-based non-profit organization association, institution, partnership, corporation, or cooperative in Saskatchewan primarily involved in developing, teaching and promoting the learning of languages.

### **Individual Member**

Individuals who support the principles and values of SAIL.

#### **5.1.2 Associate Member**

Associate member shall be open to individuals and institutions supportive of the Aims and Objectives of SAIL, but not eligible for regular membership. Associate members are not eligible to vote at any Annual General Meeting or Special Meetings of the Members.

#### **5.1.3 Honourary Life Membership**

Individuals who have made significant contributions to the stewardship, preservation, research, education and engagement of SAIL in Saskatchewan.

Honourary Life Members are exempt from payment of dues and entitled to all the privileges of a Regular Member for the balance of their lives.

## **5.2 Membership fees**

**5.2.1.** There shall be an annual membership fee, which shall be established by the Board of SAIL. Changes in membership fees shall be presented to the membership at the Annual General Meeting.

**5.2.2.** Due dates for Membership fees shall be set by the Board.

## **5.3 Application for Membership**

Application for membership shall be submitted in writing to the SAIL office along with the prescribed annual fee. The Board shall review these applications and a majority vote to accept an application for membership is required. Membership becomes effective as of the date of the decision by the Board.

## **5.4 Termination of Membership**

**5.4.1** Any member may withdraw from membership in SAIL by notice in writing to the SAIL office, but upon withdrawal the member shall not be entitled to a refund of any portion of the fees that may have been paid.

5.4.2 The Board may terminate membership of members who are three (3) months in arrears of payment of their annual membership fee.

5.4.3 Any member organization, upon the majority vote of the members present and voting at a general meeting of SAIL, may be expelled from membership for actions contrary to the Aims and Objectives of SAIL.

## **SECTION 6: MEETINGS AND QUORUM**

### **6.1 Annual General Meeting**

The Annual General Meeting of the organization shall be held no later than three (3) months after the organization's fiscal year end, and in accordance with the requirements of the *Non-Profit Corporations Act*, for the following purposes:

- a. Election of Directors
- b. Approval of financial statements
- c. Appointment of an auditor
- d. Consideration of Constitution and Bylaw changes
- e. Review of the operations of the organization

### **6.2 Special Meetings of Members**

6.2.1 The Board may, at any time, call a Special Meeting of Members, and shall call a meeting of members upon receipt of a written request for such a meeting from at least five (5) members in good standing.

6.2.2 Notice of time and place of a special meeting of members shall be sent to all members, not less than fifteen (15) days in advance, and shall state the business to be transacted thereof. The non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

### **6.3 Notice of Meetings, Voting and Quorum**

6.3.1 At least thirty (30) days written notice of any Annual General Meeting shall be given by the SAIL office to the registered delegate of each member organization.

- 6.3.2 One designated representative or delegate from each Regular Member – Organization or a Regular Member – Individual are eligible to vote at any Annual or Special Meeting. Associate members cannot vote. Voting by proxy is not allowed at any Annual or Special Meeting.
- 6.3.3 Each Regular Member – Organization shall be entitled to have any number of non-voting, non-debating observers at general meetings of SAIL.
- 6.3.4 Decisions of the general assembly, except where otherwise expressly provided to the contrary, shall be by a majority vote of those present and eligible to vote.

## **SECTION 7: BOARD OF DIRECTORS**

The Board of Directors shall be charged with the governance of SAIL on behalf of the members.

### **7.1 Election and Term of Office**

#### **ELECTION TO OFFICE**

- 7.1.1 The number of Board of Directors will be determined by the Board and is subject to change from time to time, providing that the number will be consistent with the minimum number permitted by legislation.
- 7.1.2 Directors are elected by the members at Annual General Meeting
- 7.1.3 Voting shall be by secret ballot
- 7.1.4 A scrutineer shall be appointed by the Regular Members to count the ballots.

#### **TERM OF OFFICE**

- 7.1.5 Board of Directors shall serve for a term of two (2) years.
- 7.1.6 After serving three consecutive terms (6 years) on the SAIL Board, an individual will be required to take a break from the Board for at least one term (2 years), with the exception of the Past President who must take a one term (2 years) break at the conclusion of his/her term as Past President.
- 7.1.7 Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

## **MEMBERSHIP**

7.1.8 Directors must be Regular Members – Individual at the time of the Annual Meeting at which they are elected and must remain members in good standing throughout their term on the Board.

7.1.9 Directors must be a resident of Saskatchewan

## **7.2 Responsibilities of the Board**

7.2.1 The Board shall have the power to approve and administer the affairs of SAIL in keeping with the Aims and Objectives of SAIL.

7.2.2 Nothing in the Bylaws, including any assignment, reference or delegation of authority to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the organization.

## **7.3 Composition of the Board**

7.3.1 The composition of the Board will broadly reflect the diversity of the membership while not designating specific positions to special interests.

7.3.2 Potential Directors will also be recruited to reflect the skills and experiences that align with the strategic priorities and needs of the Saskatchewan Association of International Languages; and will be those who demonstrate the personal attributes needed to provide effective governance and leadership of the organization.

## **7.4 Nominations to the Board**

7.4.1 An Organization must have a membership in good standing in SAIL in order to nominate candidates to the Board.

7.4.2 An Individual must have a membership in good standing in SAIL in order to nominate candidates for the Board.

7.4.3 Active Directors or candidates for election are not eligible to nominate other candidates.

7.4.4 Any nominations for the Board must be presented to the Board, or a committee of the Board established to receive nominations, not less than twenty (20) days

prior to the Annual General Meeting. A slate of candidates will be presented for a vote by the membership at the Annual General Meeting.

## **7.5 Removal of Directors**

- 7.5.1 Any Director may be removed from office for actions contrary to the Aims and Objectives of SAIL.
- 7.5.2 A Director elected at an Annual General Meeting who misses three (3) consecutive Board Meetings may be removed from office upon passage of a resolution by a simple majority at a meeting of the membership.
- 7.5.3 At a meeting of members called for the purpose of removing a Director, the members may remove any elected Director before the expiration of that Director's term of office by resolution passed by a majority of votes cast at that meeting.
- 7.5.4 By a majority of votes cast at that meeting, the members may elect a person to serve for the remainder of the term of the Director removed from office.

## **7.6 Vacation of Office**

The office of a Director shall be vacated upon the occurrence of any of the following:

- 7.6.1 If a receiving order is made against him or her or if he or she makes an assignment under the *Bankruptcy Act*;
- 7.6.2 If any order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- 7.6.3 If by notice in writing to the SAIL office, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- 7.6.4 If he or she loses his or her qualifications or eligibility as a Director.

## **7.7 Filling Vacancies**

Where there is a vacancy among the Directors because of death, resignation or any other cause, the Board may fill any vacancy until the next Annual General Meeting. In the absence of



a quorum, the remaining Directors shall, as soon as possible, call a meeting of members to fill the vacancy.

## **7.8 Quorum and Time and Place of Meetings**

A majority of Directors shall form a quorum for the transaction of business. Meetings of the Board shall be held in Saskatchewan, at such time and on such day as the Board may determine. The Board shall meet at least four times during the year.

## **7.9 Adjourned Meeting**

If within one-half hour after the time appointed for a meeting of the Board a quorum is not present, the meeting will stand adjourned until such time and at such place as the Chair may determine.

## **7.10 Calling the Meetings**

7.10.1 Appropriate notice of any meeting of the Board shall be provided to enable Directors to be able to participate.

7.10.2 Every Director shall be given at least five days' notice of every meeting of the Board by email, Directors' telephone or otherwise.

7.10.3 The Board may at any meeting decide to hold regular meetings by passing a resolution stating the day, hour and place of the regular meetings and thereupon no further notice of those meetings shall be required.

7.10.4 The Directors may by unanimous consent waive notice of any meeting of Directors.

7.10.5 Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

## **7.11 Voting**

7.11.1 Motions arising at any meeting of the Board shall be decided by a majority of votes of Directors present at the meeting. In case of an equality of votes including a vote cast by the Chair, the Chair shall not have a second or casting vote in order to break any tie vote. In that case, the motion will be declared as defeated.

7.11.2 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favour of or against such resolution.

7.11.3 Voting by proxy is not permitted at any meeting of the Board.

7.11.4 A resolution in writing, or by any form of electronic written communication, signed by all of the Directors shall be valid as if decided at a meeting of the Board.

## **7.12 Attendance of Other Persons**

Persons, other than Directors, may attend meetings of the Board only upon:

7.12.1 Invitation by the Chair through the Executive Director; or by

7.12.2 Invitation by the Executive Director, with the approval of the Chair.

## **7.13 Remuneration**

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided, that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

## **SECTION 8: ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE**

### **ELECTION OF OFFICERS**

8.1 The President shall be elected annually by the Board of Directors at a meeting convened on the same day, and immediately following, the Annual General Meeting, and will be the designated Chair of the Board.

8.1.1 A person contesting for the position of President on the SAIL Board must have previously served for a minimum of one year on the SAIL Board.

8.2 The Vice-President shall be elected annually by the Board of Directors at a meeting convened on the same day, and immediately following, the Annual General Meeting.

8.3 The immediate Past President shall be an ex-officio member of the Board of Directors.

- 8.3.1 A President who resigns his/her position cannot assume the ex-officio position of Past President.
- 8.3.2 In the event that the position of Past President is vacant, the Board may appoint a Director. The term of this Director's tenure to the Board shall be from the date of the appointment until the next Annual General Meeting.
- 8.4 The Executive Director is an ex-officio, but non-voting member of the Board of Directors

#### EXECUTIVE COMMITTEE

- 8.5 Executive Committee consists of four (4) Board Members: President/Chair, Vice-President, Past President, plus the Finance and Audit Committee Chair or one (1) other Board Member.
- 8.6 The Executive Director is an ex-officio, but non-voting member of the Executive Committee.
- 8.7 In the event the Past President position is vacant, the Board may appoint a Board Member for quorum.

### **SECTION 9: COMMITTEES OF THE BOARD**

#### **9.1 Committee Appointments and Procedures**

- 9.1.1 In addition to the Standing Committees of the Board as set forth below, the Board has the authority to establish such Committees as it deems necessary from time to time. The Board shall prescribe the duties of such Committees and appoint or remove Committee Chairs and members as necessary.
- 9.1.2 Each Committee shall keep minutes of its meetings in which shall be recorded all decisions made by it. These minutes shall be submitted, as soon as practical, to the Board.
- 9.1.3 The term of membership on a standing Committee shall be one year, commencing at the transitional meeting after the Annual General Meeting.
- 9.1.4 No Committees shall incur any liabilities without prior authorization in writing from the Board.

## **9.2 Finance and Audit Committee**

There shall be an Finance and Audit Committee which shall consist of not less than three (3) members, one of which should be external to the Board, and work with the Executive Director to review the annual budget and financial statements before presentation to the Board.

The Committee will also be responsible for ensuring the Annual Audit is performed and the presentation of the Audited Statement to the members at the Annual General Meeting. The Committee mandate and terms of reference will be established by the Board.

## **9.3 Nominations Committee**

The Nominations Committee is responsible for the recruitment of potential Board candidates, using the process outlined in the Nomination Committee Handbook and shall consist of not more than (5) members. Annually, the Nominations Committee will review and update the Nomination Committee Handbook. The Committee mandate and terms of reference will be established by the Board.

## **9.4 Governance, Policy and Planning Committee**

There shall be a Governance, Policy and Planning Committee which shall consist of no less than four (4) Board Members, and will provide the Board with information and recommendations regarding organizational policy, planning and development. The Committee mandate and terms of reference will be established by the Board.

## **9.5 Performance, Evaluation and Compensation Committee**

The Performance Evaluation and Compensation Committee (PECC) is responsible for developing and/or reviewing the Executive Director's compensation and contract according to the direction of the Board. The Committee shall consist of no less than four (4) Board Members. The Committee mandate and terms of reference will be established by the Board.

## **9.6 Executive Committee**

The Executive Committee is responsible for providing advice to the Executive Director, upon request. The Committee will consist of no less than four (4) Board Members: President/Chair, Vice-President, Past President, and either the Finance and Audit Committee Chair or one (1) other Board Member. The Committee mandate and terms of reference will be established by the Board.

## **SECTION 10: FINANCE**

### **10.1 Financial/Fiscal Year**

The fiscal year of the organization shall terminate on such day as the Board may from time to time by resolution determine and, until otherwise determined, shall commence on April 1 and end on March 31 of each year.

### **10.2 Annual Audit**

The financial records of the organization shall be audited annually and the report of the auditor shall be presented to the membership at the Annual General Meeting.

### **10.3 Appointment of an Auditor**

The Annual Assembly at the Annual General Meeting shall appoint an independent auditor to audit the financial records and affairs of the organization for the following year.

### **10.4 Banking**

The banking business of SAIL shall be transacted with such banks, trust companies and other bodies corporate as may from time to time be designated by or under authority of the Board.

### **10.5 Financial Disclosure**

Financial statements and the report of the auditor will be made available at the registered office of the organization and any interested person may examine these records and have a copy provided to them during regular business hours.

## **SECTION 11: AMENDMENTS TO BYLAWS**

### **11.1 Process for Amendments**

The Bylaws of SAIL may be amended at the Annual General Meeting or at a Special Meeting of Members Decisions of the general assembly, and shall be by a majority vote of those present and eligible to vote.

Any member in good standing may propose an amendment to the Bylaws.

## **11.2 Notice of Amendments**

The Bylaws of SAIL shall not be rescinded, altered, or added to unless such proposed amendments have first been presented in writing to the Directors for circulation to all members not less than thirty (30) days prior to the next general meeting.

## **SECTION 12: DISSOLUTION**

In the event of dissolution of SAIL, its property and assets shall, after payment of all liabilities, be donated to one or more recognized educational or multicultural charitable corporations in Canada as may be decided by the members at a Special Meeting.

## **SECTION 13: SUPPLEMENTARY**

### **13.1 Additional Rules**

The Board may establish rules not inconsistent with the Bylaws and the *Non-Profit Corporations Act of Saskatchewan* for regulating the management and operation of SAIL.

### **13.2 Conduct of Meetings**

Board meetings will be conducted according to the Bylaws of the organization and any policies developed to provide specific guidelines for the conduct of Board and Committee meetings.

The provisions of the latest edition of Robert's Rules of Order shall be followed by SAIL in the case of any conflicts that may arise in the conduct of meetings.

### **13.3 Communication**

Any communication issued by the office of SAIL may be sent by electronic or written means.

## **SECTION 14: DIRECTORS AND OFFICERS' OBLIGATIONS**

### **14.1 Duty of Good Faith**

Every Director and Officer of SAIL shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the organization. In connection therewith, the Directors and Officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

## **14.2 Codes of Conduct / Conflict of Interest**

The Board may adopt and, if adopted, the Directors shall comply with, a Code of Conduct / Conflict of Interest Guidelines or other codes setting out additional standards of conduct required by Directors.

## **SECTION 15: INDEMNIFICATION**

**15.1** Every Director and Officer of SAIL and every person who has or is about to undertake any liability on behalf of the organization, or any corporate body controlled by it and his or her heirs, executors and administrators, shall be indemnified and saved harmless by SAIL from and against:

15.1.1 Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding which is proposed or commenced against him or her, in respect of the execution of the duties of his or her office; and;

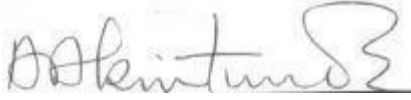
15.1.2 All other costs, charges and expenses which he or she sustains or incurs in respect to the affairs of SAIL, which are not occasioned by the individual's own willful neglect or default.

## **SECTION 16: REPEAL**

### **16.1 Replacement of Prior Bylaws**

Upon enactment of this Bylaw, all other Bylaws of the Saskatchewan Association of International Languages, including the former Constitution and Bylaws, are hereby repealed.

**ADOPTED BY THE BOARD THIS 30th DAY OF May, 2018:**



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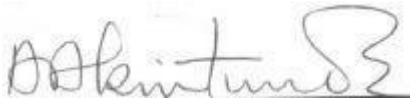
President – Adesegun Akintunde



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Vice-President – Bob Friedrich

**RATIFIED BY THE MEMBERS THIS 9th DAY OF June, 2018.**



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President – Adesegun Akintunde



**Created and Revision Updates:**

First Draft	December 8, 1984
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