



SAISIA

**Saskatchewan Association of
Immigrant Settlement and
Integration Agencies**

PREAMBLE

Saskatchewan Association of Immigrant Settlement and Integration Agencies (SAISIA) Inc.

Constitution and Bylaws

Saskatchewan Association of Immigrant Settlement and Integration Agencies (SAISIA) Inc., hereinafter referred to as SAISIA and/or the Corporation, is a non-profit Corporation registered under the Non-Profit Corporations Act in 1987 as the umbrella organization for settlement and integration agencies in Saskatchewan.

WHEREAS the organization is empowered under the Act to enact this Constitution and Bylaws.

We, the members of SAISIA, in furtherance of the Corporation's Vision, Mission and Guiding Principles do establish this Constitution for SAISIA. We also adopt the accompanying Bylaws as forming an integral part of this Constitution.

We, the members of SAISIA, subscribe to the provisions of the Constitution and Bylaws as the rules and regulations governing all the matters pertaining to the Constitution vis-à-vis Policy, Governance and Administration.

THEREFORE in the 2013/2014 fiscal year, Board of Directors initiated amendment of the April 2007 Constitution and Bylaws in compliance with Article 10 of the said Bylaws.

The amendment was completed and adopted by the membership at a Special Meeting held on September 23, 2014.

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CONSTITUTION

ARTICLE 1 TITLE

- 1.01 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

- 3.01 Vision: Excellence in Settlement and Integration Services in Saskatchewan
- 3.02 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 inter-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.

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 twelve (12) directors on the Board of Directors.

9.02 Each full-member agency shall be entitled, at an Annual General Meeting (AGM), to nominate its representative to the SAISIA Board of Directors.

ARTICLE 10 BOARD OFFICERS

10.1 The officers of the Corporation shall be elected at the AGM.

10.2 The officers to be elected shall be as follows:

- President
- Vice-President
- Treasurer
- Secretary

10.3 Candidates for office shall be from full member organizations (see Article 11).

- 10.4 Eligibility to vote is limited to full and associate members (see Article 11).
- 10.5 Nominations shall be opened in April and the nomination committee shall accept nominations up to the AGM.
- 10.6 Three of the officers shall be from different agencies. The President and Vice-President shall not be from the same agency.
- 10.7 No officer of the Corporation shall serve more than three consecutive, one year terms of office but may stand for reappointment at the AGM one year following the expiration of the term for which they were appointed.
- 10.8 In the event that the number of Directors is less than the maximum provided for in the Articles, the Board shall have the authority to appoint additional Directors.
- 10.9 Exchange of materials and authority between old and new officers shall occur at a special board meeting to be held following the elections and prior to the first AGM.

ARTICLE 11 MEMBERS

11.01 Classes of Membership

- a) SAISIA membership shall be classified into four (4) categories: Full Membership, Associate Membership, Honorary Membership and Friends of SAISIA.
- b) Membership eligibility criteria, conditions of membership and rights and obligations of the classes of membership shall be outlined in the by-laws.

ARTICLE 12 AMENDMENTS

- 12.1 The constitution may be amended by a special motion or resolution passed by 75% of the members in good standing and are present in person at a duly called AGM provided that 45 days written notice specifying the intent to amend the Constitution has been given.
- 12.2 Bylaws may be amended from time to time by the Board of Directors provided that such amendments are passed by 75% of Board members present in person at a duly called Board meeting. All such amendments become effective immediately upon their adoption by the Board but may be modified or rescinded by the full-membership at any AGM.

ARTICLE 13 DISSOLUTION

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

BYLAWS

SECTION 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 and Associate Membership shall be open to any incorporated non-profit 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) Honorary Membership and Friends of SAISIA shall be open to:

(i) Unincorporated agencies, 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 shall be eligible to become a full member if it satisfies all conditions noted below:

1. Its organizational mandate or mission permits it to provide settlement or integration support services to culturally or ethnically diverse groups of newcomers;
2. Through duly qualified and paid staff personnel, provides two or more direct front line settlement services to said diverse groups of immigrants or refugees on a regular basis;
3. Has proven organizational capacity to support newcomer clients in the following areas:
 - i. Client reception/orientation and referral;
 - ii. Personalized settlement support services such as English/French language training, employment and career services, or family support programs;

iii. Skills development programs and integration or community connections activities such as public education and community outreach.

4. Evidence of good standing vis-à-vis its incorporation status as a non-profit organization in Saskatchewan;
5. Subscribes to the vision, mission, goal and objectives of SAISIA.

b) **Associate Membership:** An agency or organization shall be eligible to become an Associate Member if it satisfies all conditions noted below:

1. Provides support services that enhance the settlement and integration of immigrants and refugees;
2. Demonstrates evidence of good standing vis-à-vis its incorporation status as a non-profit organization in Saskatchewan;
3. Subscribes to the vision, mission, goal and objectives of SAISIA.

c) **Honorary Membership:** A group, for profit or non-profit agency or organization, incorporated or non-incorporated business or organization shall be eligible for honorary membership if it satisfies all conditions noted below:

1. Subscribes to SAISIA's values and guiding principles, goal and objectives;
2. Is committed to a collaborative partnership with SAISIA in furtherance of the Corporation's vision and mission.

d) **Friends of SAISIA:** Individuals, groups, agencies, organizations, or businesses shall be eligible to become friends of SAISIA if all conditions noted below are satisfied:

1. Do not seek to become members of any of the above three classes of membership;
2. Is 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

- a) Each full member agency may be represented at the Annual General Meeting (AGM) or Special General Meeting (SGM) by two agency delegates appointed by the Executive Director, one of which may be the Executive Director.
- b) Each member agency in good standing shall be entitled to:
 - a. Inspect SAISIA's financial records/books;
 - b. Nominate an agency representative to stand for election to the Board of Directors;
 - c. Hold an office, including executive position, on the Board of Directors;
 - d. Carry two votes at an AGM or a SGM;
 - e. Appoint proxies, other than the two regular delegates, to attend meetings and vote on its behalf;
 - f. Attend and speak by way of introducing motions, proposing issues for discussions, or making suggestions or comments at an Annual General Meeting or a Special General Meeting;
 - g. 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;
 - h. Participate in professional development, learning and networking events, conferences and community consultations;
 - i. Have access to resources developed by SAISIA;
 - j. Provide input to SAISIA through the appropriate channels;
 - k. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
 - l. Terminate its membership in SAISIA by the giving of a written notice to the Secretary of the Board of Directors;
 - m. Have access to the right of appeal against termination of membership and/or any disciplinary action against said agency member within 60 days of the date of the decision;
 - n. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations

- a) Each member agency shall be obliged to:
 - a. Comply with the provisions of this Constitution and the accompanying Bylaws;
 - b. Uphold the values and guiding principles of SAISIA;
 - c. Attend members' meetings;

- d. Submit to SAISIA, through the Secretary and/or administrative staff, notice of any matter it proposes to raise or discuss at meetings of members not less than 10 working days prior to such meetings;
- e. Pay annual membership dues;
- f. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
- g. Respond to complaints against the member agency by the appropriate SAISIA delegate or committee;
- h. Notify the organization of any changes in its contact and/or mailing information.

b) Associate Members

Rights

- a. Each member shall be represented by the Executive Director or another Agency Representative.
- b. An agency member shall be entitled to:
 - a. Inspect SAISIA's financial records/books;
 - b. Carry one vote at an Annual General Meeting and a Special General Meeting;
 - c. Appoint a proxy, other than the Executive Director or the regular delegate, to attend meetings and vote on its behalf;
 - d. Attend and speak by way of introducing motions, proposing issues for discussions, or making suggestions and comments at an Annual General Meeting or a Special General Meeting;
 - e. 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;
 - f. Participate in professional development, learning and networking events, conferences, and community consultations;
 - g. Have access to resources developed by SAISIA;
 - h. Provide input to SAISIA through the appropriate channels;
 - i. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
 - j. Terminate its membership in SAISIA by the giving of a written notice to the Board Secretary;

- k. Have access to a right of appeal against termination of membership and/or any disciplinary action against said agency member within 60 days of the date of the decision;
- l. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations

- a. Each Associate Member agency shall be obliged to:
 - a. Comply with the provisions of this Constitution and the accompanying Bylaws;
 - b. Uphold the values and guiding principles of SAISIA;
 - c. Attend members' meetings;
 - d. Submit to SAISIA, through the Secretary and/or Administrative Staff, notice of any matter it proposes to raise or discuss at meetings of members not less than 10 working days prior to such meetings;
 - e. Pay annual membership dues;
 - f. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
 - g. Respond to complaints against the member agency by the appropriate SAISIA delegate or committee;
 - h. Notify the organization of any changes in its contact and/or mailing information.

c) Honorary Members

Rights

- a. Each Honorary member in good standing shall be represented by a delegate of its choosing.
- b. A member shall be entitled to attend the Annual General Meeting.
- c. An honorary member shall be entitled to:
 - a. 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;
 - b. Participate in professional development, learning and networking events, conferences and community consultations;
 - c. Have access to resources developed by SAISIA;
 - d. Provide input to SAISIA through the appropriate channels;

- e. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
- f. Terminate its membership in SAISIA by the giving of a written notice to the Board Secretary;
- g. Have access to a right of appeal against termination of membership and/or any disciplinary action against said agency member within 60 days of the date of the decision;
- h. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations

- a. Each member shall be obliged to:
 - a. Comply with the provisions of this Constitution and the accompanying Bylaws;
 - b. Uphold the values and guiding principles of SAISIA;
 - c. Attend members' meetings;
 - d. Pay annual membership dues;
 - e. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
 - f. Respond to complaints against the member agency by the appropriate SAISIA delegate or committee;
 - g. Notify the organization of any changes in its contact and/or mailing information.

d) Friends of SAISIA

Rights

- a. This class of membership shall be entitled to:
 - a. 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;
 - b. Attend Annual General Meetings;
 - c. Participate in professional development, learning and networking events, conferences and community consultations;
 - d. Have access to resources developed by SAISIA;

- e. Provide input to SAISIA through the appropriate channels;
- f. Receive newsletters, annual reports, notices of general meetings, information updates and, upon request, other non-confidential or public materials;
- g. Terminate its membership in SAISIA by the giving of a written notice to the Board Secretary;
- h. Have access to a right of appeal against termination of membership and/or any disciplinary action against said agency member or individual within 60 days of the date of the decision;
- i. Attend and be heard, in accordance with the rules of due process and fairness, for the purposes of any appeals.

Obligations/Expectations

- a. Friends of SAISIA shall:
 - a. Support the organization’s vision, mission and goal;
 - b. Comply with the provisions of this Constitution and the accompanying Bylaws;
 - c. Uphold the values and guiding principles of SAISIA;
 - d. Attend members’ meetings;
 - e. Pay annual membership dues;
 - f. Pay any fees required for participation in any form of professional development, learning and networking events, conferences, and community consultations;
 - g. Respond to complaints against the member agency or individual by the appropriate SAISIA delegate or committee;
 - h. Notify the organization of any changes in its contact and/or mailing information.

1.05 Membership Application Procedure

- a. Applicants for either the full or associate membership are required to submit, to the Corporation’s admissions committee through its administrative staff, the following:
 - a. A letter of intent to become a member of SAISIA clearly stating the reasons for the said interest and a commitment to upholding SAISIA’s Constitution;
 - b. A cheque to the value of the membership fee and annual membership due for the relevant class;
 - c. An audited financial statement in the year of application;

- d. A certificate of incorporation and articles of incorporation;
 - e. A certificate of good standing from the Information Services Corporation, Saskatchewan Justice;
 - f. Minutes of the board resolution approving the application for SAISIA membership;
 - g. An organizational profile including brochures and other marketing materials containing descriptions of the organization's history, programs and services.
- b. Applicants for either Honorary Membership shall submit:
- a. A letter of intent clearly stating the reasons for said interest;
 - b. A commitment to upholding the values of SAISIA and furthering its objectives;
 - c. A cheque to the value of the membership fees and annual dues for this class of membership;
 - d. An organizational profile showing detailed descriptions of the organization's history, programs and services;
 - e. Relevant documents of incorporation from the appropriate government agency, if applicable.
- c. Applicants for Friends of SAISIA shall submit:
- a. A letter of intent clearly stating the reasons for said interest;
 - b. A commitment to upholding the values of SAISIA and furthering its objectives.
- d. New applicants shall be deemed admitted following a 2/3 majority vote of the Board members in favour of the admission.

1.06 Initial Membership Fees and Annual Membership Dues

- a. Initial membership fees for new applications shall be initiated by the executive then voted on at each Annual General Meeting;
- b. Annual membership dues for each class of member shall be set by the Board of Directors;
- c. The dues shall be subject to an annual review and change;
- d. Membership dues are for the period April 1st to March 31st; members are obliged to pay their annual dues before the Annual General Meeting;
- 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.

1.07 Restriction on Membership

- a. No 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.

1.08 Transfer of Membership

- a. Membership interest shall not be transferable.

1.09 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 2/3 majority of the Board of Directors shall have the authority to terminate the membership of a member organization on the following grounds:
 - a. Non-payment of annual membership dues within 30 days of the Annual General Meeting;
 - b. 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 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 Special General Meeting to create a platform for an independent review and a final decision.

SECTION 2 MEETING OF MEMBERS

- 2.01 The meeting of members may take two forms namely: an AGM and an SGM.
- 2.02 By virtue of the Non-Profit Corporations Act, SAISIA shall host an AGM for every fiscal year.
- 2.03 Whilst SAISIA is obliged to hold its AGM, the hosting of a SGM is discretionary.
- 2.04 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.

- 2.05 A call for, and the hosting of a SGM shall be at the discretion of the Board of Directors or 25% of the full and associate membership in accordance with the Non-Profit Corporations Act.
- 2.06 An AGM shall be called to:
- (a) Discuss the ordinary business of the organization for the applicable year. Such businesses will include:
- receive, deliberate and adopt the President's and Annual (Projects) Reports;
 - receive, review and approve the organization's financial statement;
 - to appoint a financial auditor for the organization;
 - to elect the Board of Directors;
 - to elect the Board Executive.
- (b) Deliberate and approve such special business as amendment 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.
- 2.07 A Special General Meeting shall be called by the Board Secretary:
- (a) To address the written request of 25% of the Corporation's full and associate membership in which case the SGM shall be called and held within 45 days of the receipt of the said written request;
- (b) In order to address any matters for which the input of the membership would be required prior to the date of the forthcoming annual general meeting.
- 2.08 The time, date and place of the meeting shall be determined by the Board of Directors.
- 2.09 The Quorum for an AGM shall be:
- (a) 60% of the full members in good standing;
- (b) If at any time during a general meeting there ceases to be quorum, the meeting shall be adjourned for ½ hour to allow for quorum;
- (c) If at the expiration of the ½ hour the required quorum is not achieved, the meeting shall be suspended to a later date when another meeting of members shall be called and held.
- 2.10 The Quorum for an SGM shall be:
- (a) 60% of the full membership in good standing.

2.11 Conduct

- (a) All meetings shall be conducted in accordance with the Robert's Rules of Order (noted in the Bylaws and forming part of this Constitution);
- (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.

2.12 Voting

- (a) Full and Associate member agencies have voting rights;
- (b) Every Full Member agency shall be entitled to two delegate votes on each matter either in person or by proxy;
- (c) Every Associate Member agency shall be entitled to one delegate vote on each matter either in person or by proxy;
- (d) 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;
- (e) Voting on other ordinary business such as election of Directors, Board Executive, issues of new initiatives or partnerships and the approval of any special business shall be by secret ballot;
- (f) No voting shall be conducted and no motion shall be deemed carried in the absence of quorum in an AGM and/or an SGM;
- (g) 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;
- (h) Voting on matters relating to the special business of the organization shall be deemed carried with a 3/4 majority (75%) of the votes of the voting members present and forming part of the quorum.

2.14 Remuneration

- (a) The directors shall serve without remuneration and no Director shall directly or indirectly receive any profits from their position as such.
- (b) Full- and Associate member agencies 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.

SECTION 3 DUTIES OF OFFICERS

3.01 Duties of Board Officers

(a) The President shall:

- Be the official head and public spokesperson of the organization.
- Preside at all meetings (Executive Committee, Board of Directors and Membership).
- Be responsible for all resolutions being put into effect.
- Appoint committee chairpersons with majority approval of elected officers.
- Provide an agenda for Board and Annual and Special General Meetings.
- Be responsible for the overall operation of the organization and of the committees.
- Supervise any staff and shall sit as an ex-officio member of all standing and ad-hoc committee.

(b) The Vice-President shall:

- Assist the President in the discharge of the above-stated duties.
- In the absence of the President, shall perform the duties of that office. In absence of both President and Vice-President, a President may be elected by the meeting to preside over the meeting.
- Be the custodian of the current organization's Bylaws, policy and procedure manual and current board job descriptions.
- Be responsible for and/or appoint custodianship of the organization property per approval of a Board Member quorum.
- Be responsible for nominations.

(c) The Treasurer shall:

- Be responsible for the funds of the organization.
- Ensure that all monies are paid to SAISIA and the same is deposited in whatever bank the membership may order.

- Ensure that proper financial procedures are kept and accurate records are maintained for all receipts and disbursements, in accordance with SAISIA policies.
- Present a full and detailed account of receipts and disbursements to the membership whenever requested.
- Ensure the preparation of an annual financial statement for submission to the Executive Committee, followed by presentation to the AGM and submit a copy of the same to the secretary for the records of SAISIA.
- 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.

(d) The Secretary shall:

- Keep minutes of all meetings and the general membership and executive.
- Ensure that the objects, bylaws, policies and procedures are in good order.
- Ensure amendments are entered in the records immediately upon approval.
- Call meetings to order in the absence of the President and Vice-President and to preside, pending the election of temporary chair.
- Ensure that records are kept of all members of SAISIA and their addresses.
- Send notices of the various meetings as required and provide copies of approved minutes of Board of Directors meeting as required.
- Collect and receive the annual dues or assessments levied by SAISIA. Such monies to be promptly turned over to the Treasurer for deposit in a bank.

3.02 The Members at Large shall:

- Attend meetings and be responsible for the duties and committee involvement as assigned by the membership, executive committee or President.
- Board members shall at all times act in the best interest of the SAISIA.

3.03 Signing Officers

The signing officers of the corporation shall be three of the four officers and the Director of SAISIA. The officers with signing authority will include the President, Vice – President, Secretary and the Director.

SECTION 4 BOARD OF DIRECTORS' MEETINGS

- 4.01 Regular meetings of the Board of Directors shall be held a minimum of four times between annual meetings.
- 4.02 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 Directors.
- 4.03 The quorum for a meeting of the Directors shall be a majority of the number of Directors in good standing of the membership.
- 4.04 Any Director who is unable to attend three consecutive, regularly scheduled meetings or who attends less than 51% of the meetings during their term of office shall be deemed to have resigned, but may be reinstated by resolution of the Board; however, such reinstatement will not exceed the term of office for which they were elected.

SECTION 5 COMMITTEES & MEETINGS

- 5.01 Standing committees will be approved by the membership in accordance with the goals of SAISIA. A motion at a Board of Directors' meeting may also approve ad-hoc committees.
- 5.02 Each committee shall elect its chair and the chair shall be approved by the Board of Directors.
- 5.03 Committee members may be selected from members of SAISIA or others as deemed appropriate by the Executive.

SECTION 6 FINANCIAL MATTERS

- 6.01 SAISIA shall not borrow money in order to carry out its objectives.
- 6.02 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 Annual General Meeting.
- 6.03 The fiscal year of SAISIA in each year shall be April 1st to March 31st.

SECTION 7 CONFLICT OF INTEREST

- 7.01 Any actions undertaken by a member shall not be in conflict with the goals and programs of the SAISIA.
- 7.02 Membership shall be revoked if a member is deemed to be in contravention of a bylaw following a vote passed by 75% of the Board members as are present in person at a duly authorized special meeting of the Board of Directors. Proxies shall not vote on questions of revocation of membership.

SECTION 8 NOTICES

- 8.01 Notice of Meetings of Members:
- (a) Shall be either in e-mail form and/or surface mail form stating the date, time 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 30 days prior to the meeting;
 - (c) In the case of an SGM, 21 days' notice shall be provided to the members;
 - (d) No special business shall be transacted at a meeting of members unless the notice of meetings states the nature of the business in sufficient detail to permit the members to form a reasoned judgement thereon;
 - (e) A member's representative/agency may submit to the SAISIA Board Secretary a notice of any matter the said member wishes to raise/discuss at a meeting of members. Proper notice of the said proposal shall be given to other members;
 - (f) A proposed agenda for the meeting and the minutes of the previous year's AGM shall be attached to the notice of meetings;

- (g) The accidental omission to give notice of meeting to less than 5% of the members entitled to receive notice shall not invalidate the proceedings and/or outcomes of the meeting.