

## BYLAWS OF THE SASKATCHEWAN COUNCIL FOR INTERNATIONAL COOPERATION

### Article I - Interpretation

1. The “Act” shall refer to the Non-profit Corporations Act, 1995, Chapter N-4.2.
2. “Board” shall refer to the Board of Directors of the Saskatchewan Council for International Cooperation.
3. “Chair” shall refer to the President of the Board of Directors of the Saskatchewan Council for International Cooperation.
4. “Council” shall refer to the entire Saskatchewan Council for International Cooperation organization, including staff, Board of Directors and members.
5. “Director” or “Directors” shall refer to one or more members of the Board of Directors of the Saskatchewan Council for International Cooperation.
6. Except where otherwise specified, “member” shall mean organizational members and individual members.
7. In all Bylaws of the Saskatchewan Council for International Cooperation, “person” shall include corporations and societies.
8. “Special Resolution” means a resolution passed by a majority of not less than two thirds of the votes cast by the members who voted in respect of that resolution.

### Article II - Objects

1. Mission Statement - The Saskatchewan Council for International Cooperation builds momentum towards a just, equitable, and sustainable world by enhancing the capacity of its members, educating and inspiring the public to take action, and creating connections among those we serve.”

This is achieved through:

- Providing a structure within which members can share, learn and grow by interacting with one another;
  - Facilitating the provision of information and education about global issues;
  - Advocating on international issues; and
  - Administering grants in accordance with obligations to the Council’s funders.
2. In accordance with its Mission of promoting global understanding, co-operation, peace and justice, the objects of the Council are:
    - a) To advise, encourage, and support discussion and cooperation among agencies and groups in Saskatchewan interested in global and community development and social justice;
    - b) To provide a basis for effective communication and action among agencies and groups to increase public (including government, business, etc.) awareness of global and community development issues;
    - c) To support agencies and groups in their activities directed to global and community development;

- d) To raise, receive, administer, and allocate funds and other means of support in the interests of development education and action when applicable;
- e) To engage in development education and to support other agencies, groups, and individuals in increasing public awareness of development issues;
- f) To act on behalf of specific members with their approval in such areas as consultation with governments and other bodies either public or private, publication of statements and declarations, supporting and engaging in development education and action, and generally supporting their interests in the areas of global and community development; and
- g) For the objects aforesaid, to carry on printing and publishing and to distribute literature.

### **Article III - Membership**

1. Membership in the Council shall consist of:
  - a) organizational members; and
  - b) Individual members.
2. Members are entitled to the following:
  - a) Organizational members in good standing are entitled to the rights of organizational membership as established by the Board and amended from time to time, including the right to two voting delegates at any annual or special meeting.
  - b) Individual members are entitled to the rights of individual membership as established by the Board and amended from time to time. These members are invited to attend the Council's membership meetings, but may not act as representatives of the Council and are not eligible to vote at annual or special meetings.
3. Applicants for organizational membership must be approved by the membership and are eligible for membership if they:
  - a) Are a non-profit organization registered in Saskatchewan or a non-profit or charitable organization registered in Canada and working in Saskatchewan, or;
  - b) Are an organization, union, group, coalition, institution or private sector enterprise;
  - c) Are a SK based academic entity or research center affiliated with a recognized Saskatchewan College, University or School District;
  - d) Accept in writing and adherence to SCIC's Mission Statement and Bylaws;
  - e) Accept SCIC's Development Principles as integral in guiding the work of their organization;
  - f) Comply with the SCIC Code of Ethics and the Istanbul Principles;
  - g) Are federally or provincially incorporated as a non-profit, non-governmental organization for a period of at least one year; or
  - h) Engage in sustainable development work in Canada and/or around the world in the context of universality and reciprocity;
  - i) Comply with the SCIC Policy on Multiple Memberships;
  - j) Have an identifiable provincial or local constituency of supporters and a program of activities geared to its local members;

- k) Have as one of its major activities direct involvement in non-proselytizing international development projects and/ or international development education in Saskatchewan;
  - l) Are involved in international or community development and/or global justice education programming with members, supporters, or the general public in Saskatchewan;
  - m) Agree to provide at least one local Saskatchewan representative to participate in the governance and programs / activities of the Council;
  - n) Engage in non-proselytizing international or community development and/or global justice education programming with members, supporters, or the general public in Saskatchewan;
  - o) Pay an annual membership fee.
4. Applicants for organizational membership shall submit an application package as determined by the Board. Upon approval by the Board, a resolution shall be forwarded to the subsequent Annual General Meeting (“AGM”) recommending that the applicant be accepted as an organizational member.
  5. All organizational members are bound to submit financial statements and/or other financial or administrative information by request of the Board as required for purposes of assessing membership fees, seeking funds and for accounting for the spending of funds received.
  6. Individual members must support
    - a) The SCIC Mission Statement, Development Principles and Bylaws;
    - b) Non-proselytizing international development projects and/or global justice education in Saskatchewan and/or community development or environmental justice initiatives.
    - c) Be a person interested in global justice and sustainable development
    - d) Pay a membership fee
  7. Applicants for individual membership will be reviewed by SCIC staff and ratified by the Board. Updated membership lists will be presented for information at each AGM.
  8. Where the Council administers grants in accordance with its obligations to its funders, the Council is permitted to retain a portion of the funds allocated for operational costs. No portion of such funds shall be retained unless required to properly account for the administration of such funds. In addition, no portion of such funds shall be retained except by approval of the general membership and as based upon the method of assessment approved by it.
  9. The annual membership fees shall be established and reviewed by the Board of Directors every 3 years, or sooner at the Board’s discretion.
  10. Any member who wishes to withdraw from membership in the Council may notify the Board in writing to that effect and on receipt by the Board of such notice, the member shall cease to be a member.
  11. Any dispute regarding the conduct of members as described in the Council’s Code of Ethics will be resolved confidentially through the Dispute Resolution Procedure [in addendum] notwithstanding any other Bylaws. Members may, after recourse to the Dispute Resolution Procedure, by a two-thirds (2/3) vote at an annual or special meeting pass a resolution to expel or suspend any member whose conduct shall be

determined by the members to be improper, unbecoming, or likely to endanger the interest or reputation of the Council.

12. Members shall be notified of the dues or fees payable by them and, if any are not paid within 30 days of the date of such notice of, that member shall no longer be a member in good standing.
13. An expelled member may be readmitted to membership by an ordinary resolution passed at the next general meeting of the membership. The vote taken on the resolution readmitting a member shall be by secret ballot.
14. Any member who resigns, withdraws, or is expelled from the Council shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Council.
15. Cessation of membership shall in no way relieve a (former) member of any obligations to the Council by virtue of its having been a member except by specific resolution of the Board to this effect.

#### **Article IV - General and Special Meetings**

1. The AGM of the Council shall be held each year not later than fifteen months after holding the last preceding AGM. This meeting shall take place within the Province of Saskatchewan at a place and on a date to be fixed by the Board.
2. Any special meeting of the members shall be held at such place in Saskatchewan and on such date as the Board shall determine.
3. Notice of the time and place of a meeting of members shall be sent not less than twenty-two days or more than fifty days before the meeting:
  - a) to each member entitled to vote at the meeting;
  - b) to each Director; and
  - c) to the auditor of the Council.
4. At every AGM, in addition to any other business that may be transacted:
  - a) The report of the Board, the financial statement, and the report of the auditor shall be presented;
  - b) The Directors for the ensuing term shall be elected; and
  - c) Auditors shall be appointed for the ensuing year.
5. The accidental failure to give notice, or non-receipt of notice by, any member shall not invalidate any meeting. The address to be used for the purpose of sending notice to any member or Director for any meeting or otherwise shall be the last address recorded on the books of the Council.
6. A quorum for the transaction of business at any general or special meeting of members shall consist of one third (1/3) of the regular membership in good standing. Only regular members who are present in person shall be counted toward a quorum.
7. The President of the Board shall act as Chair at general or special meetings of members, but shall not be entitled to a vote.

8. At all meetings of the Council, every question shall be decided by a majority of the votes of the members present in person. Votes of members in good standing shall be given in person only.
9. Every question shall be decided in the first instance by a show of hands unless any member demands a secret ballot. Upon a show of hands, every member delegate having voting rights shall have one vote and a declaration by the Chair that the resolution has been carried or not carried and an entry to that effect in the minutes of the Council shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
10. Where a demand for a secret ballot is made, the vote shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Council.
11. The latest revised edition of Roberts Rules of Order shall govern the conduct of Council meetings.

#### **Article V - Board of Directors**

1. A Board of Directors shall manage the affairs of the Council. The Board shall be composed of not less than six Directors and no more than twelve Directors. Two Director Seats shall be reserved for representatives of organizational members. If those spots are not filled by representatives of organizational members during the annual general meeting election process, any other person, in accordance with paragraph 2, may fill them.
2. Any person other than a corporation or society may stand for election to the Board by submitting an application in a form approved by the members.
3. Once elected to the Board, Directors shall not represent any member agency but shall thereafter represent the Council.
4. Each Director shall be elected to hold office for two years until the second AGM of the Council after his or her election, or until a successor shall have been duly elected and qualified. At each AGM, those on the Board who have completed a two-year term shall be retired, but shall be eligible for re-election if otherwise qualified. No one may serve on the Board for more than five consecutive terms, but may run for election again after one year's absence. Election may be by a show of hands unless any member demands a secret ballot.
5. The Board shall annually elect from among their number, the following Officers to carry out the objectives of the Council: a President, Vice-President, Secretary, and Treasurer. In the event that any person is unable to complete their term the Board of Directors shall elect a replacement. No one may serve more than three consecutive years in any one office. No person may hold more than one office.
6. The Directors shall have and exercise all the powers of the Council as fully and completely as the Council could in a general meeting, subject always however, to the provisions of the Act and the Bylaws.
7. The members of the Council may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her

term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

8. A Director whose conduct is determined by the members to be improper, unbecoming, or likely to endanger the interest or reputation of the Council or who wilfully commits a breach of the Bylaws of the Council has shown cause for removal.
9. A Director who fails to attend three consecutive meetings of the Board of which (s)he has been duly notified and/or fails to attend three consecutive meetings of a Board Committee upon which (s)he has agreed to serve and of which (s)he has been duly notified, unless his or her absence has been explained to the satisfaction of the Board, has shown cause for removal.
10. Vacancies on the Board, however caused, may so long as the minimum number of Directors remain in office, be filled by the Directors if they see fit to do so. Otherwise, such vacancies shall be filled at the next AGM of the members at which Directors for the ensuing year are elected. But where there is fewer than the minimum number of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
11. A majority of sitting Directors shall constitute a quorum for the purpose of a meeting of the Directors. The Board may hold its meeting at any such place or places within the Province of Saskatchewan as it may from time to time determine. Directors meetings may be formally called by the President or the Secretary on the written direction of three Directors. Notice of such meetings shall be given to each Director not less than seven (7) days before the meeting is to take place. The requirement to give notice of any meeting or of information pertaining to any meeting may be waived by any Director.
12. The Directors may consider or transact any business either special or general at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority vote. Each Director shall be entitled to one vote. In the case of a tie, the motion fails unless the Chair has not voted, in which case the Chair could vote to break the tie.
13. All votes at any Board meetings shall be taken by a show of hands unless any Director present demands a secret ballot. A declaration by the Chair that the resolution has been carried and an entry to that effect in the minutes shall be evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
14. A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it has been passed at a meeting of Directors duly called and constituted.
15. The Board shall meet at least four (4) times each year in addition to any Board meeting held at or around the time of the AGM of the Council.
16. The Board may employ an Executive Director. The Board may delegate to the Executive Director full authority to manage and direct the business affairs of the Council (except such matters and duties, as by law must be transacted or performed by the Board or by the members in a general meeting) and to employ and discharge agents and employees of the council. The Board may prescribe the circumstances in which or the conditions on which the delegation is to apply or impose any limitations

or terms and conditions that they consider appropriate on a delegation of their powers or duties.

17. The Directors shall receive no Director fees, but they shall be entitled to be paid the travelling and other expenses properly incurred by them in connection with the affairs of the Council and in attending meetings of the Council or the Board.
18. The past-President may continue to serve on the Board for one (1) year following his or her term as President, notwithstanding Article V, paragraph 4. This is an advisory position; the past-President will not have voting privileges.
19. The President shall, when present, preside at all meetings of the members of the Council and of the Board. The President shall also be charged with general management and supervision of the affairs and operations of the Board.
20. The Vice-President shall assume the duties of the President in the absence of the latter.
21. The Treasurer shall collaborate with appropriate Council staff to provide to the Board regular reports on the financial position of the Council.
22. The Secretary shall Chair the Member Services Committee and be responsible for overseeing matters of membership criteria and status, including issues related to the Council's Code of Ethics. The Secretary shall also ensure that minutes are recorded at each Board meeting, AGM and other special meetings of members as may be provided for in these Bylaws.
23. The Board shall determine signing officers for the Council.
24. Each Director and Officer holds office with protection from the Council. The Council indemnifies each Director and Officer against all charges or costs that result from any act done in his or her role for the Council. The Council does not protect any Director for acts of fraud, dishonesty, or bad faith.

#### **Article VI – Committees**

1. The Board may establish committees to improve the governance of the Council and assign duties to those committees as it sees fit. Duties shall be set out in committee terms of reference. Subject to any requirements in these Bylaws, committees may set their own procedures.
2. Members of standing committees are appointed annually by the Chair of the Board at the first Board meeting following the AGM in accordance with the committee terms of reference.
3. At a meeting of any committee, a majority of members constitutes a quorum.
4. The Board has established the following standing committees:
  - a) Executive Committee;
  - b) Finance and Audit Committee;
  - c) Communications Committee; and
  - d) Personnel and Governance Committee.
5. The Board may establish *ad hoc* committees to address unplanned issues or to achieve a specific goal. *Ad hoc* committees operate within specific time frames and are dissolved upon completion of their task. The members of *ad hoc* committees

shall be appointed by the Board as necessary and continue to serve until the *ad hoc* committee has completed its task.

6. At any time, any group of two or more members may form a committee for the purposes of pursuing a particular purpose that lies within the objects of the Council. Such committee shall not at any time act or give the appearance of acting in the name of the Council except as specifically approved of by the Board and subject to the limitations thereof and to the objects and Bylaws of the Council.

#### **Article VII - Borrowing Powers**

1. For the purpose of carrying out its objectives, the Council may borrow or raise or secure payment of money in such manner as it sees fit, by any resolution of the Board.

#### **Article VIII - Audit of Accounts**

1. A duly qualified accountant shall audit the financial records of the Council at least once each year. A complete and proper statement of the standing of the books for the previous year shall be submitted to the Annual Meeting pursuant to the requirements of the Act.
2. The fiscal year of the Council shall be from April 1 to March 31.

#### **Article IX - Amendment of Objects and Bylaws**

1. The objects and Bylaws of the Council shall not be altered, rescinded or added to except by special resolution of the Council. All members shall be notified of any proposed bylaw changes in writing at least 22 days in advance of the AGM or special meeting.

#### **Article X - Council Records**

1. All accounts and books of the Council shall be kept in the Council office and be open for inspection by the members upon request and upon reasonable notice.

#### **Article XI - Winding Up**

1. Subject to the Act, in the event of dissolution of the Council, its property and assets shall after payment of all liabilities be donated to one or more recognized charitable organizations in Canada having objects similar to those of the Council as may be decided by the Council at a special or General Meeting.

**ADDENDUM**  
**Saskatchewan Council for International Cooperation**  
**MULTI-STEP DISPUTE RESOLUTION PROCEDURE**

Disputes arising out of the Code of Ethics shall be resolved in accordance with the procedures specified herein below.

**NEGOTIATION**

If a complaint is filed regarding the conduct of a member or if a Member is deemed non-compliant pursuant to the Code of Ethics, the parties (SCIC and alleged violating member) shall meet to determine if the complaint is founded. The parties will examine circumstances to determine if a breach of the code of ethics has occurred. If a breach of conduct has occurred, the parties shall attempt [in good faith] to resolve any dispute arising out of or relating to the code of ethics promptly by negotiation between executives who have authority to settle the controversy.

If the dispute has not been resolved by the informal negotiation provided above, notice may be given to progress to formal negotiation. Any person may give the other party written notice of any dispute not resolved in the normal course of business. Within 14 days after delivery of the notice, the receiving party shall submit to the other a written response. The notice and response shall include (a) a statement of that party's position and a summary of arguments supporting that position, and (b) the name and title of the executive who will represent that party and of any other person who will accompany the executive. The parties shall confer in person at a mutually acceptable time and place or by telephone within 60 days after delivery of the initial notice and thereafter as often as they reasonably deem necessary, to attempt to resolve the dispute. All reasonable requests for information made by one party to the other will be honoured.

All negotiations and proceedings pursuant to this negotiation clause are confidential and shall be treated as compromise and settlement negotiations for purposes of applicable rules of evidence and any additional confidentiality protections provided by applicable law.

**MEDIATION**

If the dispute has not been resolved by negotiation as provided herein within 4 months after delivery of the initial notice of negotiation, or if the parties failed to meet within 60 days after delivery, the parties shall endeavour to settle the dispute by mediation, provided, however, that if one party fails to participate in the negotiation as provided herein, the other party can initiate mediation prior to the expiration of the 4 months. Unless otherwise agreed, the parties will select a mediator from an agreed upon group of neutrals. The Mediator will attempt to assist the parties to reach a satisfactory resolution of their dispute but has no authority to impose a settlement on the parties. The Mediator will facilitate negotiation between the parties to assist them in reaching a mutual decision that resolves the dispute. The Mediator is not to act as an advocate, attorney, or judge for either party.

## ARBITRATION

Any dispute arising out of or relating to the code of ethics that has not been resolved by mediation as provided herein within 8 months after initiation of the mediation procedure shall be finally resolved by arbitration by three arbitrators, of whom the parties involved in the dispute will agree upon [where the arbitration panel cannot include the one filing the complaint]. However, if one party fails to participate in either the negotiation or mediation as agreed herein, the other party can commence arbitration prior to the expiration of the time periods set forth above. The arbitration shall be governed by rules agreed upon by the parties and if an issue arises which is not provided for by the parties, by rules under The Arbitration Act, 1992, S.S. A-24.1. The place of arbitration shall be agreed upon between both parties in dispute.

The parties during mediation or arbitration may continue to negotiate outside of these procedures if they so choose, whenever possible, to continually seek settlement options and processes.

If the dispute has not been resolved by means as provided herein within 30 days of the initiation of such procedure, this Agreement does not preclude the issue from being dealt with by membership at a requested meeting pursuant to the rules under Article III of the Bylaws of the Saskatchewan Council for International Cooperation. However, if one party has requested the other to participate in a dispute resolution procedure and the other has failed to participate, the requesting party may request the matter be dealt with by the membership at a meeting before expiration of the above time period pursuant to rules under Article III.

Notwithstanding the foregoing, only in cases of emergency or potential irreparable jeopardy to any legal right or interests, either party may immediately, prior to or concurrently, commence litigation proceedings in the appropriate form.

## CONFIDENTIALITY

Unless required by law, statements made and documents produced pursuant to this Agreement, including notes, records and recollections of the parties and any neutrals are not otherwise discoverable, are not subject to disclosure through discovery or any other process and are not admissible into evidence for any purpose, including impeaching credibility, and all sessions are confidential and protected from disclosure for all purposes, and neither the third party neutrals, nor any materials, verbal or written, are compellable by subpoena as witness.

## COSTS

If the dispute cannot be settled by the parties within the period referred to above and adjudication is required, whether by arbitration or judge, the adjudicator in determining the award of costs shall take into consideration whether or not the parties did or did not comply with the spirit, letter and intent of the dispute resolution procedures. Unless agreed otherwise and subject to the foregoing, the parties shall pay their own legal and other independent professional costs, but they shall equally share the costs of the third party neutrals and any other costs associated with the application of these dispute resolution procedures.