



CONSTITUTION & BYLAWS

October 2009

SaskCulture Inc.

Constitution & Bylaws

- A. The name of the corporation shall be amended to be SaskCulture Inc. (“SaskCulture”).
- B. SaskCulture shall be a charitable non-profit corporation with its registered office in Regina, Saskatchewan.

Culture Defined

Culture is a dynamic system of acquired elements, with values, assumptions, conventions, beliefs and rules through which members of a group relate to each other and the world.

As a dynamic system, culture is evolutionary, supporting existing cultural values while challenging them. It defines who we are as a people; keeping alive our past, reflecting our values, articulating our dreams, and fostering pride in who we are. It proclaims our existence and identity to the world.

Cultural activity mirrors a culture; it is how a culture perceives and expresses itself, and is perceived, as expressed, by others. It can be defined as the symbolic forms and the everyday practices through which people express and experience meaning.

Vision Statement

SaskCulture strives to build a culturally vibrant future in which all citizens of Saskatchewan, individually and collectively, celebrate, value and support participation in and access to cultural experience.

Mission Statement

SaskCulture represents the cultural community as a whole and assists the cultural community in its endeavours to develop and promote the cultural life of the province.

Principles & Values

SaskCulture supports engagement in cultural experience.

SaskCulture will:

- value the diversity of the cultural community and its ability to provide a wide range of cultural experiences to the people of Saskatchewan.

SaskCulture will be representative of, and responsive to Saskatchewan people.

SaskCulture will:

- value accessibility, inclusiveness, equal opportunity and democratic processes;
- value and respect the diversity of the people of Saskatchewan;
- recognize multiculturalism within the context of the ideas, intentions and values expressed within both the current provincial and federal legislation.

SaskCulture recognizes strength in common purpose.

SaskCulture will:

- be a cohesive force for the cultural community, from which the community will draw strength;
- provide leadership by which the community can collectively advocate for culture;
- value co-operation and partnerships between cultural organizations, and both the public and private sectors;
- value cultural organizations with a unique mandate;
- value the involvement and contributions of volunteers and cultural workers.

SaskCulture provides access to enabling resources which are equitable and fair for all cultural program and service providers.

SaskCulture will:

- value SaskCulture's position as a partner in the Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation;
- value lottery dollars as a significant source of revenue for cultural activity;
- value collective effort in encouraging a healthy resource base for cultural activity;
- encourage transparent and accountable funding adjudication mechanisms;
- value effectiveness and efficiency in programs and services both within organizations and across the cultural community.

Definitions

1. In these Bylaws and all other Bylaws of SaskCulture, unless the context otherwise requires or specifies:
 - i) “Act” means the Non-Profit Corporations Act;
 - ii) “Articles” means the Articles attached to the Certificate of Incorporation of SaskCulture as from time to time amended or restated;
 - iii) “Board” means the board of directors of SaskCulture;
 - iv) “Bylaws” means this bylaw and all other bylaws of SaskCulture in force and effect;
 - v) “Community of Interest Groups” shall include but not be limited to the following:
 - arts;
 - cultural industries;
 - First Nations;
 - heritage;
 - Métis Nation;
 - multiculturalism.
 - vi) “Directors” means a Director of SaskCulture for the time being;
 - vii) “Members” means all members of SaskCulture;
 - viii) “SaskCulture” means the corporation incorporated under the Act and named SaskCulture Inc. and formerly called Saskatchewan Council of Cultural Organizations Inc.;
 - ix) “Voting Member” means a Member that has voting privileges as set out herein.

Membership

2. Membership shall be open to all partnerships, corporations, cooperatives, unions, professional associations, organizations and individuals that support the principles and values of SaskCulture Inc. ***
3. Members and Voting Members shall only become Members upon approval by the Board and upon payment of the fee as determined by the Board.
4. There shall be three classes of members within SaskCulture: ***
 - 4.1 Voting
 - 4.1.1 Provincial program delivery– shall meet the performance criteria of SaskCulture’s Cultural Policy as amended from time to time, and shall be one of the following:
 - i) non-profit corporations or co-operatives that have primarily cultural objectives;
 - ii) unions and professional associations that have primarily cultural objectives;
 - iii) boards, agencies or corporations, with primarily cultural objectives, that exist by specific legislation and are arms-length from government. *
 - 4.1.2 Districts for Sport, Culture and Recreation
 - i) that are non-profit organizations recognized by the Saskatchewan Lotteries Trust Fund for Sport, Culture and Recreation; and
 - ii) that facilitate the delivery of cultural activities, as well as sport and recreation, in communities throughout Saskatchewan.

4.2 Non-Voting

- 4.2.1 Organizations or corporations that have primarily cultural objectives and/or that contribute to the course of Saskatchewan's culture; and that have a commitment to the development and involvement of volunteers and/or communities.
 - 4.2.2 Individuals that endorse the principles and values of SaskCulture.
- 4.3 Honourary Lifetime members are appointed by the Board of Directors from time to time. No membership fee is required for Honourary Lifetime members. Honourary Lifetime members shall be non-voting.
5. Only Voting Members who have paid the applicable annual membership fee for that year shall be entitled to vote at all meetings of the Members. ***
 6. Voting Members shall designate a person as the duly appointed person to represent the Voting Member at meetings of the Members and that person shall have the right to exercise, on behalf of the Voting Member, all the powers the Voting Member has.

Membership Fees

7. Membership fees in SaskCulture shall be set by the Board.
8. Membership fees shall be due on August 1st of each year.
9. Any Member may withdraw at any time upon written notification to the Board but shall not be entitled to a refund of any portion of membership fees upon resignation.
10. A member that is sixty (60) days in arrears of payment of annual membership fees shall automatically be suspended as a Member. ***

Membership Discipline

11. The Voting Members shall have the power to discipline or terminate a Member for failure to comply with the Constitution or Bylaws, for conduct unbecoming as a member or for other just cause by special resolution at a Special Meeting of the Members.

Meetings of Members

12. SaskCulture shall hold an annual general meeting of its Members not later than November 30 in each year. The meeting shall be at such place as the Board shall determine and on such day as the Board shall appoint.
13. At the annual general meeting of the Members the following shall take place, namely:
 - i) report of the Board shall be presented;
 - ii) the election of Directors;
 - iii) the consideration of the financial statements and the auditor's report;
 - iv) the appointment of auditors for the ensuing year; and
 - v) the consideration of bylaws submitted by the Board.

14. Any other business to be transacted at the annual general meeting or any other meeting of the Members shall be considered to be special business.
15. The Voting Members may consider and transact any special business at any meeting of Voting Members provided that the notice of the meeting of Members shall state:
 - i) the nature of the business in sufficient detail to permit a Member to form a reasoned judgement thereon; and
 - ii) the text of any special resolution to be submitted to the meeting.
16. The Board shall have the power to call, at any time, a general meeting of the Members.
17. At least fifteen (15) days, and not more than fifty (50) days, prior written notice shall be given to the Board and to each Member of any annual or special general meeting of Members.
18. The Voting Members present by their designated representative in person at the annual general meeting shall constitute a quorum. At all other meetings of the Members, one-half of the Voting Members plus one shall constitute a quorum.
19.
 - a) Each Voting Member present at a meeting shall have the right to exercise one (1) vote.
 - b) There shall be no voting by proxy.
20. No error or omission in giving notice of any annual or general meeting of any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat.
21. A Voting Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Voting of Members

22. At all meetings of Members, every question shall be determined by a majority of votes of the Voting Members present unless otherwise specifically provided by statute or by these Bylaws.
23.
 - a) At the discretion of the Board, the Voting Members may cast a ballot by mail to decide any issue in respect of which the Voting Members are entitled to vote.
 - b) If the Board determines that a ballot is to be done by mail, a ballot paper shall be mailed to each Voting Member together with instructions for marking the ballot paper and its return to SaskCulture.
 - c) The Voting Members shall vote and return the ballot in accordance with the instructions.
 - d) The supervision of the counting of votes shall be done by a scrutineer appointed by the Board.
 - e) The results of the vote shall be reported to the Members.

Board of Directors

24. The Board shall consist of a maximum of fourteen (14) Directors and a minimum of eight (8) being six (6) elected directors, an elected President, a Past President. The Board of Directors may include ex-officio non-voting representation from time to time as appropriate. *
25. In an effort to achieve a qualified Board that is representative of the entire cultural community, the aim of the organization will be to have twelve (12) elected directors in place with representation as follows:
- i) two from the arts;
 - ii) two from cultural industries;
 - iii) one from First Nations;
 - iv) two from heritage;
 - v) one from Métis Nation;**
 - vi) two from multiculturalism;
 - vii) two from the membership at large. *
26. All directors shall be Saskatchewan residents.
27. a) The Nominations Committee shall consist of the Past President and two (2) other Board members not seeking re-election.
- b) The Nominations Committee shall seek, by public notice and through consultation with the community of interest groups, qualified individuals for each of the positions to be filled based on general criteria developed by the Board from time to time as well as any specific criteria developed in consultation with the applicable community of interest group.
- c) The Nominations Committee shall nominate a slate of nominees for each position to be filled.
- d) Notwithstanding anything contained herein, nominations will also be accepted from the floor at any Annual General Meeting.
28. a) The President shall be elected for a term of two (2) years.
- b) A person must have served at least two years as a Director to be eligible for election as the President. ***
- c) A person is not eligible for re-election as President for two (2) consecutive terms.
- d) A past director must have served on the board within the last four years to be eligible for election as the President. ***
29. a) Directors shall be elected for a term of two (2) years.
- b) Directors shall be elected on a rotating basis with six (6) positions filled every year.
30. a) A director is not eligible for election for more than three (3) consecutive terms (6 years) with the exception of the Past President who may serve longer if necessary to complete the term of office as Past President.
- b) A person who has been elected for three (3) consecutive terms is eligible for re-election again after the expiration of one term (2 years).
31. Employees and directors of Voting Members shall not be eligible for election as a Director. ***

32. a) All voting for all elected directors shall be done by secret ballot of all of the Voting Members present at the annual general meeting of the Members.
b) A scrutineer shall be appointed by the Voting Members to count the ballots.
33. The office of Director shall be automatically vacated: ***
i) upon death;
ii) when the person ceases to be a resident of Saskatchewan;
iii) when the person is found to be of unsound mind;
iv) when the person has the status of bankrupt;
v) when the person submits a bona fide letter of resignation to the Board;
vi) when the Voting Members by ordinary resolution at a special meeting of Members vote to remove the person as a director;
provided that if any vacancy shall occur for any reason contained in this paragraph, the Board, by a majority vote, may, by appointment, fill the vacancy. The term of the person appointed to fill a vacancy shall expire at the same time as the term of the vacancy being filled. A person that is appointed to fill a vacancy for less than one-half a term shall be eligible to hold office for a further three terms.
34. A Director who is absent, without satisfactory justification, from three (3) Board meetings per year during any given term may be removed from office upon an ordinary resolution at a special meeting of the Voting Members. ***

Officers

35. The Officers shall be the President, Vice-President and Past President. ***
36. The President shall have the following duties:
i) preside at all meetings of the Members and the Board;
ii) assure the integrity of the Board's processes as established from time to time by the Board;
iii) represent the Board publicly.
37. The Vice-President shall be elected by the Board annually and shall exercise any and all duties of the President in the absence of the President. ***
38. The Past President shall be the person that has immediately served as President and shall be the Chair of the Nominations Committee.

Committees of the Board

39. The Board may appoint committees from time to time to perform such duties as the Board may designate.

Board Meetings

40. a) Board meetings shall be called by the President.
 - b) Notice of Board meetings may be given by person, telephone, mail, fax, email or other communication not less than one (1) week before the meeting is to take place. ***
 - c) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named.
 - d) If regular meetings are scheduled, no additional notice is required.
 - e) A meeting of the Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
41. If all of the Directors participating in a meeting consent, one or more of the Directors may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear or communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.
42. Each Director shall have one (1) vote at Board meetings.
43. a) The Directors shall vote on any resolution arising at any meeting of the Board.
 - b) A majority of the votes shall decide the resolution.
44. Fifty percent plus one of the directors shall constitute a quorum. ***
45. No error or omission in giving notice of any meeting of the Board or any adjournment of a meeting of the Board shall invalidate any meeting or make void any proceedings taken thereat.
46. A Director may, at any time, waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
47. Notwithstanding any of the foregoing provisions of this Bylaw any resolution consented to by the signatures of all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

Powers of the Board

48. The Board shall be responsible to set policy and establish guidelines and limitations to manage the activities and affairs of SaskCulture.

Financial Year

49. The fiscal year shall be August 1st to July 31st of the following year.

Amendment of Bylaws and Constitution

50. The Board may, by resolution, make, amend or repeal the Bylaws.
51. The Board shall submit any bylaw, amendment or repeal of a bylaw made by the Board to the Members at the next meeting of the Members, and the Voting Members may confirm, reject or amend the bylaw, amendment or repeal by the vote of a majority of the Voting Members present at the meeting.
52. The Articles of SaskCulture and the Constitution may only be amended by two-thirds of the Voting Members present at the meeting.

Rules and Regulations

53. The Board may prescribe such policies, rules and regulations not inconsistent with these Bylaws relating to the management and operation of SaskCulture as it deems expedient.

Notices

54. Notices may be served personally, by mail, by email or by fax or by any other means of written or transmitted communication. ***
55. A notice shall be deemed to be given on the day that it is deposited with the Post Office or on the day that it is sent by fax or by email or otherwise communicated. ***
56. For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the last address recorded on the records of SaskCulture. No action taken at a meeting is invalid due to accidental omission to give any notice to any Member, Director or Officer or due to any Member, Director or Officer not receiving any notice. ***

Interpretation of the Bylaws

57. In these Bylaws and in all other Bylaws of SaskCulture hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

Coming Into Force

58. This Constitution and Bylaw shall supersede all previous Constitutions and Bylaws and shall come into force at, and be effective from, the effective date that it is passed by the Voting Members.

Certified to be a True Copy by:

Original Signed by Ken Sagal, President
(Official of Organization)

29 January 1998
(Date)

Regina, Saskatchewan
(Location)

- * Amendments at October 13, 2000 Annual General Meeting
Membership #2, #4
Board of Directors #24, #25
- ** Amendments at November 1, 2003 Annual General Meeting
Métis Nations to Métis Nation throughout document
Membership #2
Principles and Values
- *** Amendments at October 23, 2009 Annual General Meeting
Membership #2, #4, #5
Membership Fees #10
Board of Directors #28, #31, #33, #34
Officers #35, #37
Board Meetings #40, #44
Notices #54, #55, #56