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*aids programs
south saskatchewan*

AIDS Programs South Saskatchewan Inc.

BYLAWS

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PREAMBLE

1. AIDS Programs South Saskatchewan was founded October 28, 1985 and was incorporated under *The Non-profit Corporations Act (Saskatchewan)* on January 27, 1986 as AIDS Regina Inc.

AIDS Regina completed a name change, through *The Non-profit Corporations Act, 1995 (Saskatchewan)* on May 23, 2000 as AIDS Programs South Saskatchewan Inc.

TITLE

2. These Bylaws may be cited as the Bylaws of AIDS Programs South Saskatchewan Inc.

INTERPRETATION

3. Definitions

In these bylaws:

- a. "Act" means *The Non-profit Corporations Act, 1995 (Saskatchewan)* as amended and any statute that may be substituted therefore;
- b. "Annual General Meeting" means the regular General Meeting held annually pursuant to the requirements of the Act;
- c. "Board" means the Board of Directors of the Organization;
- d. "Bylaws" means these bylaws and any amendments thereto;
- e. "Committee" means a standing or special committee of the Board;
- f. "Ex officio" means by virtue of holding office and does not limit the rights, duties and capacity of any person who is "ex officio", a director, member of a committee or the holder of any office, unless prescribed by these Bylaws;
- g. "General Meeting" means a meeting of the members of the Organization and includes an Annual General Meeting and a Special General Meeting;
- h. "Organization" means AIDS Programs South Saskatchewan Inc.;
- i. "PLWHA" means People Living With HIV and AIDS;
- j. "Register" means the register of its members kept by the Organization pursuant to the requirements of the Act;
- k. "Registered Office" means the registered office of the Organization pursuant to the requirements of the Act;
- l. "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Organization as authorized by these Bylaws;
- m. "Special General Meeting" means any General Meeting other than an Annual General Meeting;

Words and Expressions:

4. Unless otherwise specified, any word or expression defined in the Act has the same meaning when used in these Bylaws.

Singular and Plural:

5. Any word in these Bylaws importing the singular number includes the plural and vice versa.

Gender:

6. Any word in the Bylaws importing gender includes the masculine, feminine and neutral genders.

MEMBERSHIP

Membership Conditions and Voting Rights:

7. The Board may, by resolution, approve the admission of the members of the Organization.

To be eligible to become a member you must be an individual who is 18 years of age or older, is a resident of Saskatchewan, has requested a membership and meets any one of the following criteria:

- a. a donor to the Organization who makes a minimum donation of \$20 between May 15 of the previous year and May 14 of the year in which the AGM is held,
OR
- b. any HIV Positive person having signed up and been accepted to the Client Services Program at the Organization, or continuing to be part of the Program, during the time period as identified in a. above (no donation required),
OR
- c. any person having signed up as a client through the Drop-In/Needle Exchange within the time period as identified in a. above (no donation required),
OR
- d. any person having volunteered at least 20 hours with the Organization's programs within the time period as identified in a. above (no donation required).

Regardless of the above, the Executive Director and paid staff employees/contract workers are not members.

8. A member of the Organization may have one vote at the Annual General Meeting.

Term of Membership

9. All memberships shall expire May 15 each year.

Transfer of Membership

10. Membership in the Organization shall not be transferable.

MEMBER MEETINGS

Annual General Meeting – Time and Place

11. Annual General Meetings shall be held no later than 15 months after the holding of the preceding Annual General Meeting at a time and place fixed by the Board.

Business of an Annual General Meeting

12. The business of an Annual General Meeting shall be:
 - a. The submission and consideration of financial statements and auditor's report of the Organization;
 - b. The submission and consideration of the report of:
 - i. the Chairperson;
 - ii. The Board, as applicable;
 - iii. The Executive Director;
 - vii. The Nomination Committee
 - c. The appointment of the auditor of the Organization;
 - d. The election of:
 - i. The Directors
 - e. Any other business required by the provisions of these Bylaws or the Act; and
 - f. Any other business.

Special General Meeting

13.
 - a. A Special General Meeting may be called by the Board at any time and place considered appropriate;
 - b. A Special General Meeting shall be called by the Board within twenty-one (21) days of receipt by the Chairperson of a written request for a Special General Meeting signed by at least five percent (5%) of the Members.

Special Business

14.
 - a. No special business may be transacted at a General Meeting unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
 - b. Any Member may submit to the Chairperson, twenty-one (21) days prior to a General Meeting, notice of any matter that he proposed to raise and discuss at the General Meeting and if possible or otherwise required by the Act notice of the matter shall be given with the notice of the General Meeting.

Procedures of General Meetings

15.
 - a. The Chairperson, or their delegate in their absence, shall preside as Chairperson at General Meetings. If such officers are not present within fifteen (15) minutes after the time appointed for holding the General Meeting, the Members who are present shall choose one of the Directors of the Board present as Chairperson, or if none of the directors of the Board are willing to take the Chair, the Members present shall choose one of their members as Chairperson.
 - b. The Chairperson of the meeting may adjourn a General Meeting, from time to time, and from place to place. No business of the General Meeting shall be transacted during the adjournment nor shall new business other than the business left unfinished from the adjourned General Meeting be conducted when the General Meeting is reconvened.
 - c. Notice of the date, time and place of a General Meeting shall be announced, not less than fifteen (15) days or more than fifty (50) days before the General Meeting

- d. Accidental omission to notify a Member shall not invalidate the proceedings of any General Meeting.
- e. Unless an alternate communication method is specifically selected, members shall receive notification of General Meetings and other special notices via electronic means. The onus to update changes to regular mail or email addresses shall lie with the Member.
- f. Notice of all General Meetings shall also be posted in a conspicuous place at the Registered Office, the business office, and in Public areas of the Organization at least fifteen (15) days prior to the General Meeting.
- g. The Organization is permitted to publish a notice stating that the documents mentioned in section 142 of the Act are available at the registered office of the Organization to be examined during the usual business hours of the Organization by any person and that person may make copies free of charge.

Quorum at General Meetings

- 16. a. Quorum at a General Meeting shall be a minimum Board Member attendance of 50% plus 1 of the current Board. No business shall be transacted at a General Meeting unless the requisite quorum is present.
 - i. Electronic attendance e.g. via speaker phone, Skype, teleconference) is considered acceptable and shall count toward minimum numbers for quorum.
- b. If, thirty (30) minutes after the appointed time for a General Meeting to commence, a quorum is not established, the meeting shall be adjourned for a period not exceeding thirty (30) days and notice of the adjournment shall be communicated to the Members at least fifteen days prior to the date on which the meeting will be re-convened. If a quorum is not established at the re-convened meeting the business of the meeting shall proceed with the Members present constituting a quorum.

VOTING AT GENERAL MEETINGS

Voting – Eligibility at General Meetings

- 17. Each Member of the Organization is entitled to one vote at General Meetings.

Voting – How Given

- 18. Votes at a General Meeting shall be given by a show of hands or by ballot.
- 19. Subject to these Bylaws and the Act, all questions must be resolved by a majority vote.

Voting – Procedure

- 20. At every General Meeting:
 - a. i. The Chairperson shall unless otherwise provided below, abstain from voting;
 - ii. Upon a show of hands or ballot, each Member present and eligible to vote shall have one (1) vote only, on each question;
 - iii. In the event of an equality of votes the Chairperson of the meeting shall cast the deciding vote.

- b.
 - i. Every question shall be decided, in the first instance, by a show of hands, unless before or upon declaration of the result of the show of hands, a ballot is demanded by at least one (1) Member;
 - ii. The results of a ballot shall be conclusive over a vote by a show of hands; and
 - iii. The declaration by the Chairperson of the meeting of the result of a vote shall be conclusive.

RULES OF ORDER

- 21. The latest revised edition of Robert's Rules of Order shall govern the Organization in all cases where it is applicable and where it is not inconsistent with the Act, these Bylaws, or any special rules which the Organization may, from time to time, adopt.

BOARD OF DIRECTORS

Number of Directors

- 22. The activities and affairs of the Organization shall be managed by a Board which shall consist of:
 - a. A Chairperson AND
 - b. A minimum of 3 and maximum of 10 other Directors at Large, at least one of whom will be an individual who is a PLWHA (if an interested candidate is willing to stand for election).
 - c. Subject to the articles, the number of directors shall be fixed or changed from time to time by ordinary resolution and until fixed or changed shall be 7 directors.

Qualifications for Director

- 23.
 - a. A Director must be a Member in good standing to be nominated to stand for election or be appointed as a Director;
 - b. No person shall be elected or appointed as a Director while an employee of the Organization, a relative of an employee, holding a contractual position with the Organization or in a position which could be considered a significant and sustained conflict of interest as per 55.a.
 - c. A person must be a resident of Saskatchewan to be elected or appointed as a Director.
 - d. The eligibility of persons with criminal records will be determined by the Chair and one other Board Member in accordance with Board Governance Policies approved by the Board, considering such variables as Board Duties, the nature of the offense, timelines, etc.

Term of Office

- 24.
 - a. Each Director shall be elected at an Annual General Meeting;
 - b. All Directors are eligible for re-election for one more consecutive term after which time the Director must step down. These Directors are allowed to stand as Directors again after an absence of one (1) year.

- c. All Directors shall be elected for a term of two (2) years;
- d.
 - i. At the first Annual General Meeting after the effective date of these Bylaws, one-half of the Directors shall be elected to hold office for one year, and one-half of the Directors shall be elected to hold office for two (2) years, the term of each Director to be set by the Members at such meeting.
 - ii. If there is an uneven number of Directors, one-half plus one shall be elected to hold office for one year and the balance shall be elected to hold office for two years.

Temporary Absences

- 25. A Director may request, by notice in writing to the Chairperson, a temporary leave of absence from the Board of not greater than two (2) months, provided such leave of absence is unanimously approved by the Board.

Disqualification of Directors

- 26. A person shall immediately cease to be a Director:
 - a. If the person does not meet the qualifications as identified in the *The Non-profit Corporations Act (Saskatchewan)*
 - b. If, by notice in writing to the Chairperson, the person resigns their office;
- 27. The Board will immediately call a Special Meeting of the Membership to vote on the removal of a Director:
 - a. If the person is absent from three (3) successive meetings of the Board or from one-half (1/2) or more of the meetings of the Board in any twelve (12) month period without the approval, by resolution, of the Board;
 - b. If the person becomes an employee of the Organization or holds a contractual position with the Organization;
 - c. If the person commences legal proceeding against the Organization for any reason;
 - d. If the person is considered to be in Conflict of Interest under section 48
 - e. If the Board becomes aware of other circumstances considered to be incompatible with holding a position on the Board.

Remuneration of Directors

- 28. Directors shall serve without remuneration other than compensation for travel, lodging and meals while on business for the Organization at rates set by the Organization.

DUTIES OF DIRECTORS

Power of the Directors

29. a. The Board shall establish governance process policies and govern the affairs of the Organization to ensure the sustainability of the Organization, and do on behalf of the Organization all such acts as may be exercised and done by the Organization and as are not, under the provisions of the Act or these Bylaws, required to be exercised or done by the Organization at a General Meeting.
- b. Subject to the Act, the Board shall have power to appoint any person to any position on the Board which is vacant after an Annual General Meeting or becomes vacant, for any reason, throughout the year.

Chairperson

30. The Chairperson shall:
 - a. Be the Chief Executive Officer of the Organization;
 - b. Unless otherwise set out in these Bylaws, chair all meetings of the Board, General Meetings and the Executive Committee;
 - c. Co-ordinate the work of the other Directors;
 - d. The Chairperson is ex officio member of any established Board committees, with all the privileges of committee membership except the right to make resolutions, second resolutions, and to vote;
 - e. Communicate the direction of the Board to the Executive Director on behalf of the Board;
 - f. Prepare, in consultation with the Executive Director, the agenda of the meetings of the Board and of General Meetings;
 - g. Unless otherwise delegated, be the spokesperson for the Organization to the media and the public at large;
 - h. Perform all other duties usually pertaining to this office;
 - i. Be vigilant and active in promoting the Mission Statement and Objectives of the Organization; and
 - j. Perform such other duties as are delegated, from time to time, by the Board.

Other Directors

31. Other Directors shall be responsible for public relations and to develop relationships within the broader community to further the goals and objectives of the Organization and perform such other duties as are delegated, from time to time, by the Board.

PROCEEDINGS OF DIRECTORS' MEETINGS

Board of Directors' Meetings

32. Board of Director meetings may be called by the Chairperson, the Board as a whole or by a majority of the Board members. Details of suitable notice for Board meetings will be articulated in the Governance Policies.

Quorum at Meetings of the Board of Directors

33. A quorum at a meeting of the Board shall be fifty percent plus one (50% + 1) of the Directors;

Voting

34. a. Votes at a meeting of the Board shall be given by a show of hands.
- b. Votes held between Board meetings may be conducted electronically in accordance with Board Governance policy.
- c. All questions must be resolved by a majority vote.
- d. The Chairperson of the meeting is entitled to all the privileges of a Director except he shall abstain from voting, except in the case of an equality of votes, when the Chairperson of the meeting shall have the deciding vote.
- e. The declaration by the Chairperson of the meeting of the result of a vote shall be conclusive.

Validity of Actions of the Board

35. All acts done by any meeting of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of a Director, or that the Director was disqualified, be as valid as if every such person had been properly elected or appointed and was qualified to be a Director.

Location

36. Meetings of the Board shall be held at the Registered Office or, with the approval of the Board, at any other place.

Who May Attend

37. Meetings of the Board shall be open to Board members and guests on the agenda to make a presentation.

BOARD COMMITTEES

38. From time to time and as needed the Board may establish committees to assist the Board in the execution of its governance role. The Board will establish governance policies clarifying the purpose and jurisdiction of all Board Committees.

EXECUTIVE DIRECTOR

39. a. An Executive Director shall be appointed by the Board to be the administrative heads of the Organization.
- b. The Executive Director shall be responsible to abide by and work within the boundaries of these Bylaws and the Board established Governance Policies, and report to the Board as per the Governance Policies about the general management of the Organization.
- c. The Executive Director shall be responsible for the assignment of duties and the management of performance of the employees of the Organization.
- d. The Executive Director shall perform such other lawful duties as may be assigned by the Board.
- e. The Executive Director is an ex-officio member of the Board and all committees of the Organization, the Nomination Committee, with all the privileges of Board and committee membership, except the right to make resolutions, second resolutions and to vote.
- f. The Executive Director may, in their ex-officio status on all committees, with the approval of the Chairperson of the committee, appoint an employee of the Organization or a person holding a contractual position with the Organization as their designate on a Committee. This appointment is subject to annual review by the Executive Director and the Chairperson of the Committee.

FINANCES

40. The fiscal year of the Organization shall begin the first (1st) day of April of each calendar year and end the thirty-first (31st) day of March of the following calendar year unless otherwise set by the Board.
41. The financial statements of the Organization shall be audited annually by an individual or organization which is not part of the Board and has no Conflict of Interest.
42. The audited financial statements of the Organization shall be presented to the Membership at each Annual General Meeting.
43. The Organization shall send a copy of its financial statements and report of the auditor to the Director, Corporations Branch.
44. All funds of the Organization shall be deposited in one or more accounts in the name of the Organization at a chartered bank, trust company or credit union, designated by the Board.

45. The affairs of the Organization shall be carried on without purpose or gain for its members, and any profits or other assets of the Organization shall be used in promoting its Mission Statement and Objectives.
46. Signing officers shall be voted upon by the Board at the first Board meeting following each AGM, should the previous signing officers no longer be members of the Board.

CONFIDENTIALITY

47. Board and committee members have a duty of loyalty to AIDS Programs South Saskatchewan. As such, Board Members are required to keep confidential issues confidential. Confidential issues may deal with performance evaluations, personnel dilemmas, financial and business negotiations, communication with the organization's legal counsel, client information, desired anonymity by a donor, or any other sensitive matter that needs to remain within the walls of the boardroom or in the files of the organization. Any legitimate activity that has not been made public should be treated as confidential or should be communicated only by the organization's chosen spokesperson.

CONFLICT OF INTEREST

48. a. When conducting any AIDS Programs South Saskatchewan business transacted in any way, including at a meeting of the Board, committee or subcommittee, a Director or member of said committee is considered to have a Conflict of Interest when they have a real or perceived:
 - i. Personal interest (directly benefits themselves or a person closely associated with them),
 - ii. Financial interest (including but not limited to employment, gifts of any amount of money, gifts valued at greater than \$20)
 - iii. Professional/volunteer conflict (including but not limited to activities or positions on other boards or with other organizations which interfere with the Board Member's ability to act in accordance with the vision, mission and values of AIDS Programs South Saskatchewan, or to act in the best interests of AIDS Programs South Saskatchewan. Examples of a professional or volunteer conflict would include public advocacy opposed to Harm Reduction, employment or volunteer positions on organizations competing with or in opposition to AIDS Programs South Saskatchewan).
- b. In circumstances where the conflict is not significant or sustained, the Director or member with the conflict must:
 - i. disclose such conflict to the Board Chair,
 - ii. remove themselves from the interaction or meeting until the business has been concluded,
 - iii. not make or second resolutions,
 - iv. not vote

until the matter in conflict has been concluded and the business of the meeting has moved on to other items.
- c. If circumstances are such that a conflict arises that is considered by the majority of the Board of Directors to be significant and sustained, the Director with the conflict must resign from the Board.

GRIEVANCE PROCEDURE

49. A Voting Member or volunteer of the organization who feels aggrieved with respect to any decision made by or on behalf of the Organization, may submit a written appeal to any Director for consideration by the Board and the Board must deal with the grievance as it sees fit by written response within thirty (30) days of receipt of the grievance. The Board must give the person an opportunity to be heard, before the Board makes its decision.

AMENDMENT TO BYLAWS

50. a. Subject to the Act, the Board may, by special resolution, amend, repeal, or add Bylaws that regulate the activities and affairs of the Organization.
- b. Any Director of the Organization may submit to the Vice-Chairperson a written proposal to:
- i. Amend a Bylaw;
 - ii. Repeal a Bylaw;
 - iii. Add a Bylaw.
- c. The written proposal must state the purpose for:
- i. The amendment of a Bylaw;
 - ii. The repeal of a Bylaw;
 - iii. The addition of a Bylaw.
- d. Any Bylaws or an amendment, or repeal thereof, is effective from the day of the resolution of the Board until confirmed, confirmed as amended, or rejected by the Voting Members.
- e. The Directors shall submit any proposed Bylaws, or any amendment or repeal thereof, to the next General Meeting and the Voting Members may, by special resolution confirm, amend or repeal the Bylaws.
- f. If any proposed Bylaws, or any amendment or repeal thereof is rejected by the Voting Members or is not submitted to the next General Meeting, the proposed Bylaws, amendments or repeal thereof ceases to be effective and no subsequent Bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed, or confirmed as amended, by the Voting Members.

DISSOLUTION OF THE ORGANIZATION

51. In the event of the dissolution of the Organization all assets shall be distributed to charity or charities as designated by the Board at that time.