



# Constitution of Saskatchewan Amateur Radio League, Inc.

## Constitution & By-Laws

### ARTICLE 1: NAME

- a. The name of the corporation shall be the Saskatchewan Amateur Radio League, Inc., here after referred to as SARL.

### ARTICLE 2: DEFINITIONS

- a. “Act” means the Non-Profit Corporation Act, 1995; Chapters N-4.2 of the Statues of Saskatchewan, 1995. As from time to time amended, and every statute that may be substituted therefore, including any regulations there under and in the by-law of SARL shall be read as referring to the amended or substituted provisions thereof.
- b. “Corporation” means SARL
- c. “Board means the officers and directors of the Corporation.
- d. “Ordinary Resolution” means a resolution passed by a majority of the votes cast by members voted in respect of that resolution.
- e. “Special Resolution” means a resolution passed by two-thirds of the votes cast by the members who voted in respect to the resolution.
- f. “Members in good standing” means a Full or Associate member who has paid the required membership fees.
- g. All terms contained herein which are defined in the Act shall have the meanings given to them in the Act.

### ARTICLE 3: OBJECTIVES

The objectives of SARL are:

- a. To facilitate the exchange of information and general cooperation between members.
- b. To promote radio knowledge, friendship and individual operation efficiency.
- c. To encourage the continued development and operation of amateur radio emergency communications.
- d. To conduct SARL programs and activities as to advance the general interest and welfare of amateur radio in the general community.

- e. To be the provincial voice for amateur radio in the province of Saskatchewan.
- f. To liaise with other organizations such as the membership deems appropriate.
- g. SARL shall be a membership supported non-profit corporation. The assets or profits of SARL shall not be distributed to the members.

#### **ARTICLE 4: MEMBERSHIP**

- a. Any person holding an amateur radio licence may become a FULL MEMBER of SARL upon application for membership and payment of the prescribed membership fee.
- b. Any person having a proven interest in amateur radio may become an ASSOCIATE MEMBER of SARL upon application for membership and payment of the prescribed membership fee.
- c. Any member may withdraw from SARL at anytime by notice to SARL, but upon withdrawal the members shall not be entitled to any refund of membership fees.
- d. Membership may be terminated for cause by written petition signed by two-thirds of the full membership. When a membership is terminated the member shall not be entitled to any refund of membership fees.
- e. Membership Term: The membership term shall be September 1<sup>st</sup> to August 31<sup>st</sup>. The membership of new members shall commence upon receipt of the application and payment of the membership fees.

#### **ARTICLE 5: DIRECTORS**

- a. Directors shall be Full members of SARL.
- b. Membership fees shall be set at the annual meeting and passed by two-thirds majority vote.
- c. Directors shall be elected or appointed for the following areas:
  - i. South West Area
  - ii. Moose Jaw and Area
  - iii. Regina City
  - iv. South East Area
  - v. Saskatoon City
  - vi. Saskatoon Area
  - vii. Battlefords and Area
  - viii. Prince Albert and the North Area
  - ix. North East Area
- d. The immediate past president shall also sit as a Director of SARL.

- e. Beginning with the 2009/2010 term, directors appointed or elected to the following areas shall have their terms expire August 31, 2010, unless provided for sooner by another section of the constitution.
  - i. South West
  - ii. Regina City
  - iii. Saskatoon City
  - iv. Battlefords and Area
  - v. North East Area
- f. Beginning with the 2009/2010 term, directors appointed or elected to the following areas shall have their terms expire August 31, 2011 unless provided for sooner by another section of the constitution.
  - i. Moose Jaw
  - ii. South East Area
  - iii. Saskatoon Area
  - iv. Prince Albert and the North Area
- g. After the provisions outlined in section 5 (e) and 5 (f), all directors' terms shall be two years in duration and shall expire in alternate years
- h. The past-president's term shall also expire at the end of 2 years unless replaced sooner by the out-going president as the result of an election or any other provision provided by another section of constitution. In the event the past-president is not replaced at the completion of the two year term, this position shall be vacant until such time as the current president is not re-elected or chooses not to stand for the executive position.
- i. The Board of Directors may appoint any full member to fill any vacancy. The replacement individual's term will expire in accordance with the predetermined time frame explained in 5 (j). Any person appointed to fill a director vacancy shall be titled "interim" director.
- j. If an "interim" director is appointed subject to section 5(i), then appropriate steps must be taken to have a by-election. The position will be advertised in the QSO as being vacant and open for nomination. The position shall be open for nomination for a period of 30 days from the date of the QSO mailing. In the event more than one person is nominated for the position, then a mail in ballot election shall be held with the secretary of the corporation acting as the returning officer

## **ARTICLE 6: MEETING OF MEMBERS**

- a. An annual meeting shall be held between July 1 and August 31 of each year.
- b. Items to be dealt with at the annual meeting:
  - i. Reports to the Board including annual financial statements
  - ii. Plans for the coming year
  - iii. Auditor's Report
  - iv. Appoint Auditor
  - v. Membership input as to priorities for the year

- vi. Election of Board unless already done
  - vii. Vote on resolutions
  - viii. Approval of budget
- c. Special meetings may be called by the board at any time.
  - d. Request of special meetings: The board shall call a membership meeting if requested in writing by five full members. The request must state the reason for the special meeting. Special meetings may also be called by the membership if the board fails to do so.
  - e. Notice of meetings shall be sent to all members of SARL. The notice shall give time, place, date and proposed agenda for the meeting. Notice shall be sent so as to arrive in a timely manner.
  - d. Voting shall be done by a show of hands unless a motion is passed for a secret ballot.

## **ARTICLE 7: NOMINATION AND ELECTION OF OFFICERS**

- a. The officers of SARL shall consist of:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer

\*\*\* position iii & iv may be one person with one vote.\*\*\*

- b. Nomination for Officers:

- i. The immediate past President shall convene a nomination committee to ensure that there is least one nominee per position.
- ii. Every person nominated as an Officer of SARL shall be a Full Member of SARL.
- iii. Members may not be nominated as an Officer if the person has held that position three consecutive terms, unless they are the only ones nominated.

- c. Election Procedures:

- i. The chair shall ask for the nomination committee report. The chair shall then ask for the nominations from the floor. The chair shall assure that nominees from the floor allow their name to stand.
- ii. The chair shall conduct a vote for each position. The member obtaining the most votes shall be declared elected.
- iii. The chair shall not vote, but shall have the deciding vote should there be a tie.
- iv. Voting shall be done by a show of hands unless a motion is passed for a secret ballot.

- d. Vacancies:
  - i. The position of an Officer shall be deemed vacant if the Officer terminates membership, resigns or fails to pay membership fees.
  - ii. The Board may appoint any Full Member to fill any vacancy.

#### **ARTICLE 8: MEETINGS OF THE BOARD**

- a. The Board shall meet at times and intervals as deemed necessary to manage the affairs and business of SARL.
- b. The Board shall hold as many face to face meetings per year as deemed necessary by the Board.
- c. A quorum shall consist of more than one-half of the directors.
- d. The Board may be allowed to vote on board business via email.

#### **ARTICLE 9: DUTIES OF THE BOARD AND EXECUTIVE OFFICERS**

- a. The Board has the power to manage all affairs and business of SARL.
- b. The Officers shall have the authority to perform duties as prescribed by the Board.
- c. President – shall have the duty to preside at all meetings of the Board and Membership to see all decisions of the Board and members are carried forward.
- d. Vice-President – shall assume the duties of the president in the absence of the president.
- e. Secretary – shall keep a role of all members, to prepare notice of membership, Board or Officers. The secretary shall file the Annual Corporate Report and keep such records, and other duties assigned by the Board and Officers.
- f. Treasurer – duties to receive and deposit all monies, to keep records of these monies, to prepare financial statements, to have the books audited and to present this audited statement to the annual meeting, to carry out other duties as requested by the Board and By-Laws.
- g. Financial Disclosure – the Board shall place before the membership at the annual meeting:
  - i. Financial statements for the previous fiscal year.
  - ii. The auditor's report.
  - iii. Any further information respecting financial affairs of SARL

## **ARTICLE 10: CONFLICT OF INTEREST**

- a. Any Board member, Officer, Member or Employee of SARL, who is party to or has material interest in any corporation, partnership or trust who is party to any material contract or proposed material contract with SARL shall disclose to the Board at the first opportunity after the conflict or potential conflict arises. Any Board, Committee member or Employee interested in a contract or proposal so referred to the Board or membership shall not be included in a quorum and shall not vote on any resolution to approve same.

## **ARTICLE 11: REMUNERATION OF BOARD AND OTHERS**

- a. Board and Officers shall serve without remuneration and other than reimbursement for expenses incurred by them in the performance of their duties.

## **ARTICLE 12: PROTECTION OF BOARD, OFFICERS AND OTHERS**

- a. Subject to the limitations of the Act, every Board member, Officer or other person who has undertaken or is about to undertake any liability on behalf of SARL, and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of SARL, from and against:
  - i. All costs, charges and expenses, which such board member, officer or other person sustains or incurs in or about any action, suit, proceedings which are brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by the, in or about the execution of duties of their office in respect of any liability; and
  - ii. All other costs, charges and expenses as are occasioned by their own willful neglect or default
- b. Insurance: Subject to limitations contained in the Act, SARL may purchase and maintain such insurance for the benefit of Board, Officers, Committee Members, Volunteers and Employees as such, as the board may from time to time determine.

## **ARTICLE 13: BUSINESS OF SARL**

- a. Registered Office - shall be the residence of the secretary.
- b. Fiscal Year shall be July 1<sup>st</sup> to June 30<sup>th</sup>.
- c. Budgets – each year, on or before the start of the fiscal year, the treasurer shall prepare and present to the Board, a budget setting out details of expended revenues and expenditures.
- d. Execution of documents – instruments may be signed by any two Officers of SARL.
- e. Banking Arrangements – the banking business of SARL shall be transacted with such banks, trust companies or other bodies corporate or organization, as may be designated by the Board .
- f. Funds and property shall be in the name of SARL.

## **ARTICLE 14: COMMITTEES**

- a. Establishment of – the Board may establish standing or special committees to manage the affairs of SARL. The Board shall determine the duties and responsibilities of each committee. The board shall appoint the members of each committee and may delegate to any committee the power to add members, but all appointments must be confirmed by the Board.
- b. Chair of Special or Standing – the Chair of each committee shall be appointed by the Board. If the Chair of the committee is not a member of the Board, the Board may designate an Officer who shall attend meetings of the committee and report to the Board.
- c. Meetings – committees may meet, adjourn and otherwise regulate their meetings subject to direction from the Board.

## **ARTICLE 15: PROCEDURES AT MEETINGS**

- a. Rules of Order – meetings shall be conducted in accordance with the most recent Roberts Rules of Order.

## **ARTICLE 16: NOTICE OF MEETINGS**

- a. All members of SARL shall provide the secretary with a current mailing address and may provide phone number and e-mail address.
- b. A notice delivered to the latest address shall be deemed to be given on the date it is delivered; a notice mailed shall be deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the notice was not received at that time or at all.

## **ARTICLE 17: DISSOLUTION**

- a. On the dissolution of SARL, funds and assets remaining after debts shall be distributed equally amongst the Registered Non-Profit amateur radio organizations within the province of Saskatchewan with the exception of a corporate re-organization. If there are no Registered Non-Profit clubs, then funds will go to Radio Amateurs of Canada.

## **ARTICLE 18: AMENDMENTS TO BY-LAWS**

- a. Amendments by members – the Board shall submit any By-Law or any amendment or repeal thereof to a meeting of members and the members may by Ordinary Resolution confirm, reject or amend the By-Law, amendment or repeal.
- b. Notice of amendment – the text of the resolution to amend this By-Law or ratify or amend any additional By-Laws shall be circulated to the members in the manner provided in Article 15 along with the notice of meeting at which the by-laws are to be voted upon.

**ARTICLE 19: EFFECTIVE DATE**

This constitution of the Saskatchewan Amateur Radio League, Inc. came into effect on the twenty-fourth day of July 1999 North Battleford

REVISED July 8, 2005 Saskatoon

REVISED July 11, 2009 Lanigan

REVISED July 24, 2010 Swift Current

REVISED July 8, 2014 Moose Jaw



## **CONSTITUTIONAL CHANGES: 2005 AGM SARL SASKATOON**

*Text of Motion:*

“Treasurer – motion to join the Secretary and Treasurer to one person with one vote.”

Moved by: Ron Sather VE5RMS

Seconded by: James Loukata VE5LI

Carried

## CONSTITUTIONAL CHANGES: 2009 AGM LANIGAN

*Text of Motion:*

“...motion that the members of the SARL waive the requirements of Article 18 so that the amendments and additions presented by the Executive may be discussed and resolved at this 2009 Annual General Meeting of Members.”

Moved by: Gord Gwillim VE5UJ

Seconded by: Ken Crowston VE5KC

Carried.

### ARTICLE 3 (g) OBJECTIVES

*Current Text;*

(g) SARL shall be a charitable Non-Profit Corporation. The assets or profits of SARL shall not be distributed to members.

*Motion to amend as follows:*

(g) SARL shall be a membership supported Non-Profit Corporation. The assets or profits of SARL shall not be distributed to members.

Moved by: Gus Schmid VE5SPI

Seconded by: Larry Mills VE5LCM

Carried.

### ARTICLE 5: DIRECTORS

(to be added)

*Motion to amend as follows:*

(e) Beginning with the 2009/2010 term, directors appointed or elected to the following areas shall have their terms expire August 31, 2010, unless provided for sooner by another section of the constitution.

- i. South West
- ii. Regina City
- iii. Saskatoon City
- iv. Battleford and Area
- v. North East Area

(f) Beginning with the 2009/2010 term, directors appointed or elected to the following areas shall have their terms expire August 31, 2011 unless provided for sooner by another section of the constitution.

- i. Moose Jaw and Area
- ii. South East Area

- iii. Saskatoon Area
- iv. Prince Albert and the North Area
- (g) After the provision outlined in 5 (e) and 5 (f), all directors' terms shall be two years in duration and shall expire in alternate years.
- (h) The past president's term shall also expire at the end of two years unless replaced sooner by the outgoing president as the result of an election or any other provision provided by another section of the constitution. In the event the past-president is not replaced at the completion of the two year term, this position shall be vacant until such time as the current president is not re-elected or chooses not to stand for the executive position.
- (i) The Board of Directors can appoint any full member to fill any vacancy. The replacement's term will expire with the predetermined time frame explained in Article 5 (g).
- (j) Any person appointed to fill any directors' vacancy shall be titled "interim" director.
- (k) If an "interim" director is appointed subject to Article 5(i) then appropriate steps must be taken to have a by-election. The position will be advertised in the QSO as being vacant and open for nomination. The position shall be open for nomination for a period of 30 days from the date of the QSO mailing. In the event more than one person is nominated for the position, then a mail in, balloted election shall be held with the secretary of the corporation acting as the returning officer.

Moved by: Bruce Donovan VE5ND  
Seconded by: John Alexandersen VE5JJA

Carried

#### **ARTICLE 7 (b) (iii): NOMINATION AND ELECTIONS OF OFFICERS**

*Current Text:*

A member may not be nominated if that person has held that position for five years.

*Motion to amend:*

A member may not be nominated as an officer if the person has held that position for three consecutive terms, unless they are the only ones nominated.

Moved by: Larry Mills VE5 LCM  
Seconded by: Eric Quiring VE5HG

Carried

## **ARTICLE 8 (b) MEETING OF THE BOARD**

### *Current Text*

The Board shall hold at least three meetings a year including annual meetings

### *Motion to amend*

The Board shall hold as many face to face meetings per year as deemed necessary by the Board.

Moved by: Calvin Vosper VE5CAL

Seconded by: Jerry Dixon VE5DC

1 opposed

Carried

### *Motion to Add: Article 8 (d)*

That the Board members be allowed to vote for interim directors via e-mail

Moved by: Bruce Donovan VE5Nd

Seconded by: Calvin Vosper VE5CAL

1 opposed

Carried

## **ARTICLE 17 (a) DISSOLUTION**

### *Current Text*

On the dissolution of SARL, funds and assets remaining after debts shall be transferred to the Radio Amateurs of Canada, or in the event that the organization no longer exists, shall be distributed amongst the Non-Profit Amateur Radio organization within the Province of Saskatchewan as the Directors shall determine.

### *Motion to Amend*

On the dissolution of SARL, funds and assets remaining after debts shall be distributed equally amongst the Registered Non-Profit amateur radio organizations within the Province of Saskatchewan with the exception of a corporate re-organization. If there are no Registered Non-Profit clubs, then the funds will go to Radio Amateurs of Canada.

Moved by: Gus Schmid VE5SPI

Seconded by: Ken Crowston VE5KC

Carried

## CONSTITUTIONAL CHANGES: 2010 AGM SWIFT CURRENT

### ARTICLE 13 (c) BUSINESS OF SARL

#### *Current Text:*

Banking arrangements: the banking business of SARL shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be designated by the Board.

#### *Motion to Amend*

Banking arrangements – the banking business of SARL shall be transacted with the Bank of Montreal. The funds shall remain at the Lawson Heights Branch, 134 Primrose Dr. Saskatoon, Sask. S7K 5S6 in order to maintain proper control of our finances.

\*\*\*\*\* not to be included in Constitution\*\*\*\*\*

Whoever is the Sectary/Treasurer should be able to do deposits and write cheques at any branch of the BMO within the city which he/she resides.

Moved by: Doris Quiring VE5DJQ

Seconded by: Harv Lemko VE5AC

Carried.

#### *Motion to add: Article 5 (c) Directors*

Yorkton and Area which was missed in 2009

Moved by: Harv Lemko VE5AC

Seconded by: Eric Quiring VE5HG

Carried

## CONSTITUTIONAL CHANGES: 2014 AGM MOOSE JAW

### ARTICLE 13 (c) BUSINESS OF SARL

#### *Current Text*

Banking arrangements – the banking business of SARL shall be transacted with the Bank of Montreal. The funds shall remain at the Lawson Heights Branch, 134 Primrose Dr. Saskatoon, Sask. S7K 5S6 in order to maintain proper control of our finances.

#### *Motion to amend*

Banking arrangements – the banking business of SARL shall be transacted with the Conexus Credit Union. The funds shall remain at the Conexus Credit Union in Moose Jaw, Sask. South Hill Branch 335 4<sup>th</sup> Ave. S.W. S6H 5V2 in order to maintain proper control of SARL finances.

\*\*\*\*\* not to be included in Constitution\*\*\*\*\*

Whoever is the Sectary/Treasurer should be able to do deposits and write cheques at any branch of the Conexus Credit Union within the city which he/she resides.

Moved by: Ken Millard VE5BI

Seconded by: Ken Bindle VE5KRB

Carried

Amendment to Constitution July 5, 2015

Banking Arrangements:

- I. Banking arrangements: the banking business of SARL shall be transacted with the Conexus Credit Union. The funds shall remain at the Conexus Credit Union in Moose Jaw, Sask. South Hill Branch 335 4<sup>th</sup> Ave S. W. S6H 5V2 in order to maintain proper control of our finances.

## Constitution additions/Changes for AGM 2016

### **Changes**

After lengthy discussion, it was voted and carried that the following be worded and sent out to members prior to the next AGM, by email and Canada post. These amendments to be voted on by the membership, to the following articles:

**Now Reads:** Article 5 (a) Directors shall be full members of SARL

### **Should Read**

Article 5 (a) "Every person who is elected or appointed to the position of Director shall be a Full member and has been for at least 2 consecutive years."

### **Addition:**

Article 7 (b) (iv) "Every person nominated as an Officer of SARL shall be a Full Member and has been such for at least 2 consecutive years."

Article 9: Duties of the Board and Executive Officers

9f: presently reads as: Treasurer-duties to receive and deposit all monies, to keep records of these monies, to prepare financial statements, to have the books audited and to present this audited statement to the annual meeting, to carry out other duties as requested by the Board and By-Laws.

### **Should Read:**

Treasurer-duties to receive and deposit all monies, to keep records of these monies, to prepare financial statements, to have the books audited and to present this audited statement to the annual meeting. To carry out other duties as requested by the Board and By-Laws. To fill in the Non-Profit Financial paperwork (2 sheets) and to mail these along with the auditor's report or the memberships permission to waive the audit.