

## **BYLAW NO. 1**

This Bylaw No. 1, being a bylaw relating generally to the conduct of the affairs of Neutral Ground Inc., replaces all bylaws of the Corporation. Neutral Ground Inc. is hereafter referred to as the "Corporation".

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## **SECTION 1 – GENERAL**

### **1.1 Definitions:**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"Act" means [The Non-profit Corporations Act, 1995](#), Saskatchewan, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended;

"Annual General Meeting" is a duly constituted Annual General Meeting of Members entitled to vote;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation and "Director" is an elected Board Member;

"Bylaw" means this and any other bylaw of the Corporation as amended and which are in force and effect;

"Executive" refers to the Officers of the Corporation and "Officers" are the Chair, the Vice-Chair, the Secretary, and the Treasurer;

"Meeting of Members or Members' Meeting" means, broadly, Annual General Meetings and/or Special Meetings of Members;

"Voting Members" is any individual, institution, or patron who has paid an annual Membership Fee;

"Non-Voting Members" is any person awarded an Honorary membership.

"Ordinary Resolution" means a resolution, other than a special resolution, achieved through consensus, or failing consensus, passed by a majority of the votes cast on that resolution;

"Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 127 (Member proposal) of the Act;

"Regulations" means the regulations made under the Act in effect;

"Rules and Procedures/Policies" means the documents created and approved by the Board, in accordance with the Bylaws, governing internal matters of the Corporation and subject to the provisions of the Act;

"Special Meeting of Members" is a duly constituted meeting of Members entitled to vote at an annual meeting of Members, but which is not an Annual General Meeting;

"Special Resolution" means a resolution with respect to issues identified as requiring a special resolution as noted in Part I of the Act and passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **1.2 Interpretation**

In the interpretation of this Bylaw, and in all other Bylaws of the corporation hereafter passed unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all

genders, and "person" includes an individual, firms, and corporations.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

### **1.3 Execution of Documents**

Contracts, documents, or any instruments in writing that require the signature of the corporation, shall always be signed by two people who have formally been authorized to hold signing authority by the Board and registered with the bank. All said documents shall always be signed by at least one such Board Director, and all contracts, documents, and instruments in writing so signed shall be binding upon the corporation. The Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.

### **1.4 Financial Year**

The fiscal year-end of the corporation shall be August 31.

### **1.5 Borrowing Powers**

The Directors of the Corporation may by majority approval by the Board of Directors, and without authorization of the Members:

- a) borrow money on the credit of the Corporation for Corporate business;
- b) limit or increase the amount to be borrowed;
- c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation.

The Directors may, by resolution and majority approval of the Board, delegate the powers referred to in paragraph 1.5 herein to a Director, a committee of Directors, or an officer within a set limitation and time-frame.

### **1.6 Annual Financial Statements**

Pursuant to section 143 of the Act, the Corporation shall place before the Members, not more than four months after the year-end and at every Annual General Meeting, financial statements, a report of the auditor, a report of the treasurer, and any further information respecting the financial position of the corporation. The Corporation may, instead of sending paper copies of the annual financial statements and other documents referred to in subsection 146(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and auditor's report are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office, or by electronic means determined by the Board.

### **1.7 Governance Policies**

The Board may adopt, amend, or repeal by resolution such governance policies as not inconsistent with the Bylaws of the Corporation relating to such matters as qualifications of Directors, terms of reference of committees, duties of officers, code of conduct of Board Directors, and conflict of interest, as well as procedural and other requirements relating to the Bylaws, as the Board may deem appropriate. Any governance policy adopted by the Board will have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **1.8 Objectives of the Corporation (from Neutral Ground Inc. Articles of Incorporation Amended April 1985)**

Neutral Ground Inc. is restricted to activities which are in pursuit of its objectives. The objectives of Neutral Ground Inc. are: the education of artists and/or the public in the fine arts, and/or in the appreciation of fine arts, and/or attempt to enrich cultural awareness of the public with respect to the fine arts through:

- a) encouraging, and providing a forum for, the production, exhibition, and/or performance of experimental art events;
- b) encouraging collaborative ventures amongst all the fine arts (ie: visual, performance, dance, drama, music, film, video, photography and others);
- c) providing a place for dialogue amongst artists, as well as a focus for the exchange of ideas, information, and resources;
- d) acting to stimulate innovation in expression, and providing a higher profile for artists working in experimental and interdisciplinary art forms;
- e) ensuring that participation in its programs and activities is open to all interested persons.

## **SECTION 2 - MEMBERSHIP**

### **2.1 Membership Classes and Conditions**

Membership is open to all who wish to join upon payment of a Membership fee which is set at each Annual General Meeting of the Corporation. Memberships are non-transferrable.

Subject to the articles, there shall be four classes of Members in the Corporation:

1. Full Membership: payment of Full Membership fee entitles the Member to one vote at Meetings of Members,, and placement on the mailing list of the Corporation.
2. Student/Low-Income Membership: payment of Student/Low-Income Membership fee entitles the Member to one vote at Meetings of Members, and placement on the mailing list of the Corporation.
3. Patron/Institutional Membership: payment of a Patron/Institutional fee entitles the Patron or Institution to one vote at Meetings of Members,, and placement on the mailing list of the Corporation.
4. Honorary Membership: Members may nominate other Members for Honorary Membership, which may be awarded and presented by the Board of Directors Annually. Honorary Memberships are lifetime, non-voting memberships.

Membership fees are set at each Annual General Meeting of the Corporation. Memberships can be purchased at

any time, are renewable annually, and terminate one year after the date of payment

*Pursuant to subsection 161(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendments to this section of the bylaws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(d), (e), (f) or (h).*

## **SECTION 3 – MEMBERSHIP DUES, HONORARY MEMBERSHIP, TERMINATION AND DISCIPLINE**

### **3.1 Membership Dues**

The Directors of the Corporation may review and set the cost of Membership Dues on an annual basis.

### **3.2 Honorary Membership**

The Board of Directors will issue a call to Members each September for nominations for Honorary Memberships. Honorary Membership will be considered by the Board on the basis of long or exceptional service to the Corporation. Honorary Memberships are for the lifetime of the Member, and are non-voting Memberships. Honorary Memberships, when awarded, will be awarded at the Annual General Meeting.

### **3.3 Discipline and Termination of Membership**

Membership in the Corporation is terminated when the Member withdraws in writing; the Member's term expires; or the Corporation is liquidated and dissolved under the Act. All Membership rights cease to exist upon termination of Membership.

The Board shall have authority to discipline, suspend, or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, bylaws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

In the event of a suspension or expulsion from Membership, The Chair shall provide twenty (20) days' notice and reasons for the proposed suspension or expulsion, in writing, to the Member. The Member may request to appear before the Board, or make a written submission to the Chair of the Board, within that twenty (20) day period.

If no appearance is requested, and if no written submission is received by the Chair of the Board, the Chair may notify the Member of their suspension or removal from Membership in the Corporation.

The Board will consider an appearance or written submission by the Member in arriving at a final decision, and shall notify the Member concerning a final decision within twenty (20) days of such appearance or receipt of written submission. The Board's decision shall be made by special resolution and shall be final and binding on the Member, without any further right of appeal.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.1 Annual General Meetings**

An Annual General Meeting of Members will take place each year no later than 4 months following the year-end of the Corporation (i.e. no later than December 31st of each year).

### **4.2 Special Members' meetings**

Pursuant to the Act, the Board of Directors may call a Special Members' meeting as required to carry out the business of the Corporation.

### **4.3 Notice of a Meeting of Members**

In accordance with and subject to the Act, notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by email during a period of 15-50 days before the day on which the meeting is to be held. The Corporation shall fulfill requests by individual Members to receive notice by non-electronic means.

### **4.4 Members Calling a Meeting of Members**

The Board of Directors shall call a Special Meeting of Members in accordance with Section 133 of the Act, upon receipt of written requisition of Members carrying not less than five (5) percent of the voting rights. The written requisition is to state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the corporation. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the Member/Members who signed the requisition may call the meeting.

### **4.5 Proposals at Annual General Meetings**

A voting Member may submit notice of any matter that the Member proposes to raise at the meeting, referred to in this paragraph as a "proposal," within sixteen (16) to thirty (30) days before the anniversary of the previous annual meeting of Members, in order for such a proposal to be included on the Agenda at the time of the meeting's notice.

### **4.6 Place, Date, and Business to be Conducted at of Annual General Meetings**

The Annual General Meeting shall be held at the Corporation's premises or other designated venue on such day as the Board shall designate, which date shall be within fifteen (15) months of the last Annual General Meeting and not more than four (4) months following the end of the fiscal year of the Corporation. At every Annual General Meeting the following business will be conducted:

- a) Report(s) from the Board;
- b) Report from the auditor;
- c) Report of the financial statements;
- d) Appointment of the auditor;
- e) Elections to the Board of Directors;
- f) Any other business the Board may chose to include in the agenda.

#### **4.7 Quorum at Meetings of Members**

Quorum at any meeting of the Members shall consist of thirty percent (20%) plus one (1) of the Members entitled to vote at the meeting.

#### **4.8 Votes to Govern at Meetings of Members**

At any meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by ordinary resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to an original vote.

#### **4.9 Show of Hands**

Any resolution at a Meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a voting Member. A declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion, in the absence of evidence to the contrary.

#### **4.10 Participation by Electronic Means at Members' Meetings**

Any voting Member in good standing may attend Members' Meetings by electronic means (Skype; Facetime; phone conference) if unable to attend in person. The coordination of such electronic means shall be up to the Member and without obligation for the Corporation to coordinate such attendance. A person participating in a meeting electronically is deemed to be present at the meeting and has all the rights conferred to voting Members.

#### **4.11 Absentee Voting**

Pursuant to Section 138 of the Act, a voting Member may vote by proxy by appointing a proxy holder who is a voting Member and in attendance at the meeting. A proxy holder has the same rights as the Member by whom they were appointed.

To appoint a proxy, the absent Member shall notify the Chair of the Corporation, in writing, of the date of the meeting at which the proxy is authorized, and the name of the voting Member who shall be proxy holder. The named proxy holder shall notify the Chair of the Corporation, in writing, of their willingness to hold proxy.

The above written notices must be received by the Chair no later than 48-hours prior to the start of the meeting. A Member may revoke a proxy by providing written notice to the Chair no later than 24-hours prior to the start of the meeting.

If a proxy form is created by the Corporation to be filled out by the Member and their proxy, the proxy form shall:

- a) indicate the meeting at which it is to be used;
- b) indicate the name of both the voting Member and the proxy holder;
- c) provide space for the signatures of both the Member and the proxy holder, with dates;

- d) provide a means for the Member to specify a vote for all motions contained within the agenda; or to confer all voting decisions on the proxy.

Such a proxy form must be presented by the proxy holder at the given meeting.

## **SECTION 5 - DIRECTORS**

### **5.1 Number of Directors**

The Board shall consist of between six (6) and twelve (12) Directors, as specified in the articles.

### **5.2 Qualifications of Directors**

A minimum of two thirds (2/3) of the Directors are required to be self-declared practicing visual or media artists or arts professionals and all Directors must have a commitment to the Corporation's mission and vision.

To assist with the election of a Board that reflects these requirements, the Board may prepare, adopt and rely on guidelines to use in the nomination and election process.

### **5.3 Nomination of Members for Election to the Board of Directors**

The Board shall issue a call for nominations for elections to the Board of Directors when it sends notice of an Annual General Meeting to Members. A Member shall stand for election if they accept the nomination of at least one Member in good standing. Nominations may also come from the floor at a duly constituted Annual General Meeting.

### **5.4 Election of Directors**

Each nominee to the Board must receive a majority of votes cast by Members at a duly constituted Annual General Meeting. Elections of Directors shall always take place by ballot.

### **5.5 Term of Office of Directors**

Directors shall serve for a two (2) year term. No Director of the Corporation may serve for more than three (3) consecutive terms.

### **5.6 Fiduciary Duty and Duty of Care**

All Directors shall conduct their duties in accordance with these Bylaws, the laws of the land, and the written Rules and Procedures/Policies of the Corporation. All Directors have a fiduciary duty to the Corporation which includes conducting their duty of care with skill, diligence, and a standard of care, and their duty of loyalty to act honestly and in good faith in the best interests of the organization.

### **5.7 Remuneration**

Board Directors shall not receive any remuneration for their services, but expenses related to their attendance at meetings or conferences of the Corporation may be paid at the discretion of the Board.



### **5.8 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed in accordance with these bylaws, or becomes disqualified in accordance with Section 92 of the Act.

### **5.9 Removal of Directors**

The Members of the Corporation may remove any Director or Directors from office by reason of the following:

- a) failing to attend three (3) consecutive Board meetings (by a majority resolution at a Board meeting); and,
- b) if the Director proves unable to fulfil their duties in the opinion of the Board (by a majority resolution at a Board meeting); and
- c) any other reason determined by the Members (by ordinary resolution at a Special Meeting of Members).

Directors are not permitted to take leaves of absence.

### **5.10 Vacancy in Office**

A quorum of Directors may fill any vacancy among the Directors by appointment, except in cases where there is a failure to elect the minimum number of Directors provided for in the articles. In cases where the minimum number of Directors are not elected, a Special Meeting shall be held to elect Directors to ensure the minimum number of Directors required are elected.

A Director appointed to fill a vacancy holds office for the unexpired term of his or her predecessor. In the case of failure to elect the maximum number of Directors provided for in the articles, an appointed Director will hold that office until the next Annual General Meeting elections.

### **5.11 Committees of the Board of Directors**

The Board of Directors shall have the authority to appoint such committees as it may deem necessary and may establish *ad hoc* sub-committees or advisory groups from time to time to oversee or consult on matters relating to the Corporation. Standing Committees of the Board include: Executive Committee; Human Resources Committee; Fundraising Committee; Events Committee. The Board shall create and adhere to policies for the mandate of each of these committees.

### **5.12 Executive Committee**

A Board meeting shall immediately follow each Annual General Meeting at which the Board will appoint from its Members the Officers of the Corporation, who will serve as the Executive Committee of the Corporation. The Officers of the Corporation are: the Chair, Vice-Chair, Treasurer, and Secretary.

The Board may delegate to the Executive Committee any of the powers of the Board, except those powers which may not be delegated by the Board pursuant to Section 102 of the Act.

A quorum for meetings of the Executive Committee shall be three (3) Members present in person or by telephonic, electronic, or other communication facility that the Corporation has made available.

### **5.13 Description of Offices**

Officers of the Corporation shall have the following duties and powers associated with the positions:

- a) The Chair shall convene and preside at all meetings of the Corporation and the Board of Directors. It is the responsibility of the Chair to see that all orders and resolutions of the Board are carried out.
- b) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon them by the Board.
- c) The Treasurer shall oversee the custody of the funds and securities of the Corporation and ensure that full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation are kept. The Treasurer shall ensure the financial health of the organization and respect for the Financial Policies of the Corporation and also perform such other duties as may from time to time be directed by the Board of Directors.
- d) The Secretary shall ensure accurate record keeping of all proceedings at Board and Members' Meetings of the Corporation.
- e) The duties of all other Directors of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **5.14 Vacancy in Executive Office**

An Officer of the Board shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) the officer ceasing to be a Director (if a necessary qualification of appointment); or
- d) the officer's death.

If any office of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

### **5.15 Delegation**

The Board of Directors may delegate day-to-day duties to employees in keeping with Human Resources Policy and the Saskatchewan Employment Act, to fulfill the Objectives of the Corporation. Staff shall manage and direct the business and affairs of the Corporation subject to the direction and authority of the Board. Staff shall implement the decisions of the Board of Directors. Staff shall give to Directors all information they may reasonably require regarding the affairs of the Corporation. Staff shall be accountable to the Board of Directors, attend meetings of the Board when asked, and perform all duties and responsibilities assigned to them by the Board of Directors, including acting as primary spokesperson for the Corporation.

### 5.16 Rules and Procedures/Policies

The Board of Directors may prescribe such Rules, Procedures, or Policies relating to the management and operation of the corporation as they deem expedient, provided that they are consistent with the Bylaws.

## SECTION 6 – MEETINGS OF DIRECTORS

### 6.1 Frequency of Meetings of Directors

The Board of Directors shall meet 10-12 times per year.

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.

A Board of Directors meeting may also be formally called by the Chair or Vice-Chair or on the direction, in writing, of two (2) Directors.

The Chair may decide to hold an in-camera meeting of the Board, with only Members of the Board of Directors present.

### 6.3 Quorum

Fifty (50) percent plus one (1) of the Members of the Board of Directors shall constitute a quorum for Meetings of the Directors.

## SECTION 7 - BYLAWS AND EFFECTIVE DATE

### 7.1 Bylaws and Effective Date

Subject to the Articles, the Board of Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such Bylaw, amendment, or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the Bylaw, amendment, or repeal is confirmed, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

*This paragraph does not apply to a Bylaw that requires a special resolution of the Members according to subsection 161 (Fundamental Changes) of the Act.*

CERTIFIED to be Bylaw of the Corporation, as approved by the Members of the Corporation by ordinary resolution on **THIS DATE** and to be effective on the date that the Corporation continues under the Canada Not- for-Profit Corporations Act.

**DATED as of the XX day of MONTH , YEAR**