

Bylaw #1
OF
SASKATCHEWAN ADMINISTRATIVE
TRIBUNALS ASSOCIATION INC.

A by-law relating generally to the transaction of the business and affairs of
SASKATCHEWAN ADMINISTRATIVE TRIBUNALS ASSOCIATION INC.

SECTION 1 - INTERPRETATION

1:01 Definitions - In the by-laws of the Association, unless the context otherwise requires:

- (a) **"Act"** means *The Non-profit Corporations Act, 2022* and any statute that may be substituted therefore, as from time to time amended;
- (b) **"appoint"** includes "elect" and vice versa;
- (c) **"Articles"** means the Articles of Incorporation of the Association dated **January 31, 2012** as from time to time amended or restated;
- (d) **"Association"** means the corporation incorporated under the Act and named **SASKATCHEWAN ADMINISTRATIVE TRIBUNALS ASSOCIATION INC.**;
- (e) **"Board"** means the Board of Directors of the Association;
- (f) **"by-laws"** means this by-law and all other by-laws of the Association from time to time in force and effect;
- (g) **"Executive Committee"** means the committee as set out in 8:01
- (h) **"meetings of Members"** means an annual meeting of Members and includes a special meeting of Members;
- (i) **"non-business day"** means Saturday, Sunday and any other day that is a holiday as defined in *The Interpretation Act, 1995*;
- (j) **"recorded address"** means in the case of a Member, director, officer, auditor or Member of a committee of the Board, the latest address of such person as recorded in the records of the Association;
- (k) **"signing officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by Section 3:03 or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION 2 - OBJECTS

2:01 Objects -The objects of the Association are as follows:

- a. to facilitate the sharing of professional information, experience and expertise about administrative justice by the membership;
- b. to promote and assist in the education and training of tribunal members and staff;
- c. to address common concerns of members within the administrative justice system in Saskatchewan;
- d. to act as a source of information and consultation on issues relating to the administration, development and improvement of the administrative justice system; and
- e. to liaise with tribunal members and staff in other provinces and in the federal jurisdiction and with their organizations.

SECTION 3 - BUSINESS OF THE ASSOCIATION

3:01 Registered Office - Until changed in accordance with the Act, the registered office of the Association shall be at the City of Regina, Saskatchewan and at such location therein as the Board may from time to time determine.

3:02 Financial Year - Until changed by the Board, the financial year of the Association shall end on the last day of **March** in each year.

3:03 Signing Officers - The Board of Directors may from time to time by resolution designate a minimum of any two persons as signing officers, and in the absence of such an appointment the signing officers shall be two members of the Executive Committee. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

3:04 Execution of Instruments - Contracts, documents or any instruments in writing requiring execution by the Association shall be signed on behalf of the Association by two signing officers.

3:05 Banking Arrangements - The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3:06 Bank Signing Authorities - All cheques, drafts or orders for the payment of money and all notes and bills of exchange shall be signed on behalf of the Association by any two signing officers.

3:07 Corporate Seal - The Board may adopt a corporate seal, which shall bear the name of

SECTION 4 - MEMBERSHIP

4:01 Regular Members - Regular membership in the Association is open to:

- a. individuals who are members or employees of any regulatory or adjudicative agency, board, commission or tribunal established by the Government of Saskatchewan or established under any Act of the Government of Saskatchewan;
- b. a branch of the Government of Saskatchewan which performs functions comparable to an administrative tribunal;
- c. individuals who are faculty members with a College, Faculty, School, or Academic Unit of or associated with the University of Saskatchewan or the University of Regina; and
- d. individuals who are residents of Saskatchewan and have an interest in the field of administrative justice.

4:02 Non-Voting Members - Individuals may be established as non-voting members at the discretion of the Board. These members may not be limited to those associated with agencies, boards, commissions, tribunals and/or branches as set out in 4:01 a. and b.

4:03 Honorary Members - The Board may, in its absolute discretion, name any person or body as an Honorary Member, or to an honorary position.

4:04 Voting Rights - Each Regular Member shall be entitled to vote at the Annual General Meeting and any Special General Meeting of Members of the Association, and at each such meeting shall be entitled to one vote. Honorary Members are not entitled to vote at any meeting of Members of the Association.

4:05 Membership Fee - The Board may from time to time, by resolution, set a membership fee to be paid for all classes of members, and such membership fee shall be submitted with the application for membership and renewal.

4:06 Membership Privileges - All Members of the Association shall be entitled to attend meetings and to such privileges of membership as may be determined by the Board of Directors from time to time.

4:07 Withdrawal from Membership - Any Member may withdraw from the Association by delivering to the Association a written form of withdrawal and lodging a copy of the same with the Secretary of the Association.

4:08 Removal from Membership - Any Member of the Association may be required to withdraw by a vote of three-quarters of the Regular Members of the Association. In the case of a withdrawal by a Regular Member, the Regular Member or such other representative as may be appointed by such Regular Member shall be granted an opportunity to be heard at such meeting.

- 4:09 Transfer of Membership** - A Regular Membership may be transferred or assigned to another individual who is a member or employee of the agency, board, commission, tribunal or branch.

SECTION 5 - DIRECTORS

- 5:01 Number of Directors and Quorum** - The Articles of the Corporation provide that the Association shall be managed by a Board of not less than three and not more than fifteen directors. Until changed in accordance with the Act, a Board of **nine** directors shall manage the business of the Association, of whom a majority of the Directors shall form a quorum.
- 5:02 Replacement of First Directors** - The applicants for incorporation shall become the first Directors of the Association, whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of Members, the Board of Directors then elected shall replace the first Directors named in the Articles of Incorporation. One-half of the Directors elected at the first meeting shall be elected to hold office for a term of two years from the date of their election or until the second Annual General Meeting of Members after such date, whichever occurs first, and one-half of the Directors shall be elected for a term of one year from the date of their election or until the next Annual General Meeting of Members, whichever occurs first.
- 5:03 Qualification** - Directors must be individuals, not less than 18 years of age, with power under law to contract. A Director need not be a Member.
- 5:04 Election of Directors** - At each Annual General Meeting of Members, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of two years, or in the case of filling a vacancy resulting from other than completion of term, the remaining duration of the said vacancy. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.
- 5:05 Term of Office** - Directors shall be elected by the Members for a term of two years, or such other length of time as the Directors may from time to time determine.
- 5:06 Vacation of Office** - An office of Director shall be automatically vacated:
- a. if a Director resigns from the Board by delivering a written resignation to the Secretary of the Association;
 - b. by resolution passed by the affirmative vote of two-thirds of the Regular Members at the meeting of Members that a director be removed from office;
 - c. if a Director fails to attend three consecutive meetings of the Board of Directors, unless the failure to attend is excused by the Board;
 - d. by resolution passed by the unanimous vote of the Directors excluding the Director to be removed from office; or

- e. when a Director's successor has been appointed or elected.

5:07 Vacancies - Subject to the Act, a quorum of the Board may fill a vacancy on the Board, provided however that such appointment shall become effective immediately and shall terminate at the next Annual General Meeting of Members.

SECTION 6 - MEETINGS OF DIRECTORS

6:01 Meetings of Directors - There shall be at least one meeting each year of the Board of Directors. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that notice of such meeting is provided to each director in accordance with this by-law.

6:02 First Meeting of New Board - Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

6:03 Adjourned Meeting - Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6:04 Regular Meetings - 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 copy of any resolution of the Board fixing the place and time of such regular meeting shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except when the Act requires the purpose thereof or the business to be transacted thereat to be specified.

6:05 Means of Attendance - A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other.

6:06 Calling of Meetings - Meetings of the Board shall be held from time to time and at such place as the Board, the President or any four Directors may determine.

6:07 Notice of Meeting - Notice in writing of the time and place of each meeting of the Board shall be given to each Director at least **one week** before the date when the meeting is to be held. A meeting of the Board of Directors may be held at any time and place and without formal notice, if all of the members of the Board are present or those absent have waived notice of such meeting. A Director may in any manner waive notice of or otherwise consent to a meeting of the Board. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings. Any Director may at any time waive notice of any such meeting or may ratify, approve and confirm any or all proceedings.

6:08 Quorum - The quorum for all meetings of the Board of Directors shall be a majority of the Directors

6:09 Votes to Govern - Each Director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by a majority of the vote cast on the

question. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

- 6:10 Chairperson** - The chairperson of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: President, Vice President, Secretary or Treasurer. If no such Officer is present, the Directors present shall choose one of their number to be the chairperson.
- 6:11 Conflict of Interest** - A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any firm, corporation or organization who is a party to a material contract or proposed material contract with the Association shall disclose the nature and extent of such interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve same except as provided by the Act.
- 6:12 Resolution in Writing** - A resolution carried by a majority of the Directors by email and/or electronic voting is as valid as if it had been passed at a meeting of the Directors.

SECTION 7- POWERS OF DIRECTORS

- 7:01 Power to Manage** - The Board shall manage the business of the Association. The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and save as in this by-law provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its articles or otherwise authorized to exercise and do.
- 7:02 Additional Powers** - The Directors shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
- 7:03 Borrowing Power** - Without limiting the borrowing powers of the Association as set forth in the Act, the Board may from time to time:
- a. borrow money upon the credit of the Association;
 - b. issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Association, whether secured or unsecured; and
 - c. mortgage, hypothecate, pledge or otherwise create an interest in or charge

upon all or any property (including the undertaking and rights) of the Association, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Association.

Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

- 7:04 Delegation** - The Board may from time to time delegate to such one or more of the Directors and Officers of the Association as may be designated by the Board all or any of the powers conferred on the Board by to such extent and in such manner as the Board shall determine at the time of each such delegation.
- 7:05 Appointment of Agents** - The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 7:06 Remuneration and Compensation** - The Directors shall receive no compensation or remuneration for their services as Directors and no director shall directly or indirectly receive any profit from such position, but are entitled to reasonable expenses incurred in the exercise of their duty. Remuneration for agents and employees shall be fixed by the Board of Directors by resolution.

SECTION 8 - COMMITTEES

- 8:01 Executive Committee** - The Executive Committee shall be comprised of:
- a. the Past President;
 - b. the President;
 - c. the Vice President;
 - d. the Secretary; and
 - e. the Treasurer.
- 8:02 Powers of Executive Committee** - The Executive Committee shall exercise such powers as are authorized by the Board of Directors from time to time, and shall be responsible for:
- a. conducting the business and affairs of the Association between meetings of the Board of Directors;
 - b. managing the accounts of the Association;
 - c. authorizing expenditures in accordance with Board policy on behalf of the Association between meetings of the Board and report such expenditures to the next meeting of the Board; and
 - d. setting the Board agendas.
- 8:03 Transaction of Business** - The powers of the Executive Committee may be exercised

by a meeting at which a quorum is present or by resolution carried by a majority of the Executive Committee members by email and/or electronic voting.

- 8:04 Standing Committees and Other Committees** - The Board of Directors may, by resolution, establish and disestablish Standing Committees, Special Committees or Advisory Committees, as the Board may deem necessary or advisable for the purpose of carrying out the objects and functions of the Association. Any committee member may be removed by a majority vote of the Board of Directors.
- 8:05 Procedure** - The Board shall fix the number of members and set out the general function of all Standing, Special or Advisory Committees established by the Board from time to time. Members of committees other than the Executive Committee need not be members of the Board of Directors. Unless otherwise determined by the Board, each committee shall have the power to appoint a chairperson from amongst its members and to fix the quorum for meetings provided that such quorum shall not be less than a majority of its members. Each committee shall determine its own rules and procedures, provided that such rules and procedures do not conflict with these by-laws or with Board policies. Committees shall report on their activities to the Board of Directors unless otherwise directed by the Board.
- 8:06 Expenditures** - No committee shall expend any money, bind the Association, pledge the Association's credit or enter into any contracts on behalf of the Association without the express authority of the Board of Directors.
- 8:07 Notice of Meeting** - Notice in writing of the time and place of meetings of committee shall be given to each member of a committee at least **one week** before the date when the meeting is to be held. A meeting of the committee may be held at any time and place and without formal notice if all of the members of the committee are present or those absent have waived notice of such meeting. A member of a committee may in any manner waive notice of or otherwise consent to a meeting of the committee. No error or omission in giving notice of any meeting of the committee or any adjourned meeting of the committee shall invalidate such meeting or make void any proceedings. Any member of a committee may at any time waive notice of any such meeting or may ratify, approve and confirm any or all proceedings
- 8:08 Remuneration** - Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

SECTION 9 - OFFICERS

- 9:01 Officers** - The Officers of the Association shall be a President, one or more Vice Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and in accordance with this by-law and subject to the provisions of the Act, delegate to such Officers powers to manage the business and affairs of the Association.
- 9:02 Election and Appointment of Officers** - The Officers of the Association shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an Annual General Meeting of Members.

- 9:03 President** - The President, subject to the authority of the Board, shall have general supervision of the business of the Association; and the President shall have such other powers and duties as the Board may specify. The President shall preside at all meetings of Members of the Association, of the Board of Directors and of the Executive Committee. The President shall be an ex officio member of all committees of the Board. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 9:04 Vice President** - The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
- 9:05 Secretary** - The Secretary shall attend all meetings of the membership, the Board and Executive Committee and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give all notices to Members, Directors, Officers, and auditors; shall be the custodian of the corporate seal, records, and instruments belonging to the Association, except when some other Officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board or the President may specify.
- 9:06 Treasurer** - The Treasurer shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; shall keep proper accounting records in compliance with the Act; shall render to the Board of Directors, whenever so directed, an account of the financial condition of the Association; shall, within one month of the close of the fiscal year provide a report of the financial condition to the Board of Directors and shall provide all records as required by the Act to the auditor; and shall have such other powers and duties as the Board or the President may specify.
- 9:07 Powers and Duties of Other Officers** - The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board or the President may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.
- 9:08 Variation of Powers and Duties** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.
- 9:09 Term of Office** - The Officers of the Association shall hold office for one year from the date of election or appointment or until their successors are elected or appointed. The Board may, in its discretion, remove any Officer of the Association at any time.
- 9:10 Conflict of Interest** - An Officer shall disclose an interest in any material contract or proposed material contract with the Association in accordance with Section 6:11.
- 9:11 Remuneration and Compensation** - The Officers shall receive no compensation or remuneration for their services as Officers and no Officer shall directly or indirectly receive any profit from such position, but are entitled to reasonable expenses incurred in the exercise of their duty.

SECTION 10 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10:01 Limitation of liability - Every Director of the Association 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 the Association, from and against:

- a. all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against a Director, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director in or about the execution of the duties of his or her office or in respect of any such liability;
- b. all other costs, charges and expenses which a Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director.

10:02 Indemnity - Subject to the limitations contained in the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Association, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceedings to which such person is made a party by reason of being or having been a Director or Officer of the Association or such body corporate, if:

- a. such person acted honestly and in good faith with a view to the best interest of the Association; and
- b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

SECTION 11 - MEETINGS OF MEMBERS

11:01 Annual Meetings - The Annual General Meeting of Members shall be held within four months after the end of the Association's fiscal year at such place as the Board, the President or the Secretary may from time to time determine. The business transacted at the Annual General Meeting of Members shall include:

- a. adoption of the minutes of the last Annual General Meeting of Members or of a subsequent Special Meeting;
- b. annual report of the President and the Board of Directors;
- c. audited financial report;
- d. ratification of by-laws and amendments, if any, enacted since the last Annual General Meeting of Members and not confirmed at a Special Meeting;
- e. appoint or waive appointment of accountants or auditors pursuant to the Act;

- f. election of directors;
- g. review of the annual report of the Board of Directors;
- h. any such other business as may properly be brought before the meeting, and as may be required by the Act.

11:02 Special Meetings - The Board, the President or the Secretary shall have power to call a Special Meeting of Members at any time. The notice of the meeting shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

11:03 Requisition of Meetings by Members - A Special Meeting may be requisitioned by Members in accordance with the Act.

11:04 Place of Meeting - Meetings of Members shall be held at the registered office of the Association or elsewhere in the municipality in which the registered office is situate, or, if the Board shall so determine, at some other place in Saskatchewan, or if all the Members entitled to vote at the meeting so agree, at some place outside Saskatchewan.

11:05 Notice of Meetings - Notice in writing of the time and place of each meeting of Members shall be given not less than 15 nor more than 50 days before the date of the meeting to each Director, to the auditor and each Member entitled to vote. Notice of each meeting of Members must remind the Member if he has the right to vote by proxy.

11:06 Meetings Without Notice - A meeting of Members may be held without notice at any time and place permitted by the Act:

- a. if all the Members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and
- b. if the auditors and the Directors are present or waive notice of or otherwise consent to such meeting being held.

At such a meeting, any business may be transacted which the Association at a meeting of Members may transact.

11:07 Chairperson, Secretary and Scrutineers - The chairperson of any meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the meeting: President, Vice President, Secretary and Treasurer. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their Members to be the chairperson. If the Secretary of the Association is absent, the chairperson shall appoint some person, who need not be a Member, to act as Secretary of the meeting.

11:08 Persons Entitled to be Present - The only persons entitled to be present at a meeting of Members shall be those entitled to vote, the Directors and auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting

or with the consent of the meeting.

- 11:09 Quorum** - A quorum for the transaction of business at any meeting of Members shall be a majority of Members present in person and entitled to vote, unless the Act or these by-laws otherwise provide.
- 11:10 Votes to Govern** - At any meeting of Members every question shall, unless otherwise required by the Articles or these by-laws under the Act be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
- 11:11 Show of Hands** - Subject to the provisions of the Act and this by-law, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 11:12 Ballots** - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 11:13 Adjournment** - If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 11:14 Resolution in Writing** - A resolution carried by a majority of the Members by email and/or electronic voting is as valid as if it had been passed at a meeting of the Members.

SECTION 12 - NOTICES

- 12:01 Method of Giving Notices** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a Member, Director, Officer, auditor or Member of a committee of the Board shall be sufficiently given:
- a. if delivered personally to the person;

- b. if delivered to such person's recorded address, whether by mail, courier or otherwise; or
- c. if emailed to such person's recorded email address.

A notice shall be deemed to have been given when it is delivered personally or delivered to the recorded address; a notice sent by mail shall be deemed to have been received on the third day after posting. A notice sent by email shall be deemed to have been received on the day after it is sent. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor, or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

12:02 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

12:03 Undelivered Notices - If any notice given to Members pursuant to Section 11:05 is returned on three consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until the Member informs the Association in writing of the Member's new address.

12:04 Omissions and Errors - The accidental omission to give any notice to any Member, Director, Officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12:05 Waiver of Notice - Any Member, Director, Officer, auditor or Member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the provisions of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of Members or of the Board which may be given in any manner.

SECTION 13 - AUDIT

13:01 Appointment of Auditor or Accountant - An auditor shall be appointed by the Members of the Association at each Annual General Meeting to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting, provided however that the Members of the Association may appoint a person who meets the requirements in section 13-5 of the Act to conduct a review of the financial statements of the Association; or, resolve not to appoint a person to conduct a review of the financial statements of the Association. Either resolution must be consented to by a majority of not less than two-thirds of the members, including those not otherwise entitled to vote, who vote on the resolution, and notice of said resolution must be sent to all members, including members not

otherwise entitled to vote, in accordance with section 11-4 of the Act. The person shall be appointed by the Members and shall hold office until the next Annual General Meeting of Members or until a successor is appointed, unless previously removed by resolution of the Members of the Association at a Special Meeting.

13:02 Remuneration - The remuneration of the auditor or accountant shall be approved by the Members of the Association, or if not so fixed, may be fixed by the Board of Directors.

13:03 Financial Reports - The auditor or accountant shall be supplied with a copy of the financial reports and shall at all reasonable times have access to all the books and accounts of the Association.

SECTION 14 - MISCELLANEOUS

14:01 Books and Records - The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

14:02 Rules and Regulations - The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members, shall at and from that time cease to have any force and effect.

SECTION 15 - AMENDMENT OF BY-LAWS

15:01 Amendment of By-Laws -The by-laws of the Association not embodied in the Articles may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the Directors and sanctioned by an affirmative vote of at least two-thirds of the Members at a meeting duly called for the purpose of considering the said by-law.

SECTION 16 - EFFECTIVE DATE

16:01 Effective Date - This By-Law shall come into force when confirmed by the Members in accordance with the Act.

AMENDED by the Board the 12th day of August, 2025.

President

SASKATCHEWAN ADMINISTRATIVE TRIBUNALS ASSOCIATION INC.

VISION

Promoting excellence in administrative justice within the province of Saskatchewan.

MISSION

The Saskatchewan Administrative Tribunals Association Inc. provides a forum for discussion, education, and research in the administrative justice system of Saskatchewan.