

# Constitution

of the

Saskatchewan Sheep Breeders' Association

Incorporated

Established 1909

Incorporated 2001

Logo 1984

Constitution Amended 2017

# Saskatchewan Sheep Breeders' Association Inc.

## Constitution and By-laws

### 1. NAME

This Association shall be called the Saskatchewan Sheep Breeders' Association.

### 2. OBJECTIVES

The objectives of the Association shall be to:

- a) Establish and maintain a recognized organization to represent and to voice the concerns and interests of all producers of sheep in Saskatchewan.
- b) Promote the production and sale of high quality purebred and commercial sheep in Saskatchewan.
- c) Assist sheep producers to establish a high profile and to help raise the image of the sheep industry in Saskatchewan.
- d) Support improved sheep production practices.
- e) Advise and co-operate with the government and other sectors of the sheep industry in determining a policy related to the production of high quality lambs and wool.
- f) Encourage performance testing of sheep and the use of superior performance tested animals and their progeny.
- g) Foster better sheep health management practices.
- h) Co-operate in practical research and demonstration projects.
- i) Encourage the import and export of superior sheep genetics.
- j) Support exhibitions, fairs and other activities which endeavor to inform the public about the Saskatchewan sheep industry.
- k) Uphold all the Codes of Practice for the Care and Handling of Sheep in Canada.

### 3. MEMBERSHIP

- a) Any person who has not previously been expelled from the Association may become a member by giving or sending his name and address to the secretary, accompanied by the required annual membership fee. Members shall agree to be bound by this constitution and amendments thereto and by all rules and regulations of the association.
- b) No member shall be entitled to any of the rights and privileges of the Association or shall hold office during any year until his/her annual fee for that year is paid.
- c) The Board of Directors shall have the power to reprimand or expel any member who fails to observe the rules or regulations set forth in this constitution or amendments thereto, or whose conduct is, in the opinion of the board, prejudicial to the interests of the Association. A member so suspended shall, after the expiration of a period of twenty-one days have the right to apply for reinstatement and shall, on application, be reinstated at the next meeting of the Board, provided two-thirds of the members of the Board thereat vote in the affirmative. If the Board refuses to reinstate a person suspended or expelled from membership, such person has the right to apply for reinstatement at the next succeeding general meeting. Such reinstatement must be carried by majority vote of the members present thereat.
- d) Any agricultural association organized under the Saskatchewan Agricultural Societies Act or any incorporated agricultural or industrial exhibition association in Saskatchewan may become affiliated with this Association upon payment of the membership fee. Any agricultural society so affiliated may be represented at the meeting of this Association only by its Secretary, President, or Vice-President, in order named, who shall not be entitled to hold office on the Executive or Board of Directors, unless such representative joins the Association in the regular manner.
- e) Annual membership fees will be set each year by the Board of Directors, prior to the annual meeting.

#### 4. OFFICERS AND DIRECTORS

- a) There shall be nine (9) directors on the Board. Three (3) directors will be elected at each annual meeting for a three (3) year term. No director will hold office for more than three (3) consecutive terms.
- b) The Officers of the Board will be the President and Vice-President, each to be elected by and from the Board for a one-year term and will hold office for no more than two (2) consecutive terms.
- c) The Secretary-Treasurer (or Secretary and Treasurer) will be appointed annually by the Board. Secretary Treasurer remuneration shall be set at first meeting of Directors following AGM. All prior years' documents, receipts, etc shall be forwarded to the new Secretary-Treasurer within thirty (30) days of annual meeting, after all annual duties have been fulfilled. All documentation and banking information will be kept in safe keeping by the Secretary-Treasurer.

- d) The Executive Committee shall consist of the President, Vice-President and Past-President.
- e) If a vacancy occurs on the Board of Directors the Board shall, within 30 days, find a replacement until the next Annual General Meeting.

## 5. DUTIES OF OFFICERS AND DIRECTORS

- a) President: It shall be the duty of the President to preside at all meetings of the Association and decide all questions of order. The President (or designate) shall be a member of all committees.
- b) Vice-President: It shall be the duty of the Vice-President to aid and assist the President. In the absence of the President, the Vice-President shall assume the powers and duties of the President.
- c) Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to attend all meetings of the Association, the Directors, and the Executive Committee and keep correct minutes of the same and distribute electronically to all Board of Directors within ten (10) days of meeting. He/she shall conduct all correspondence, issue all press and other reports. He/she shall prepare the Annual Report, audited financial statement, list of members, list of Officers and Directors, and all general information of special interest to the Association for presentation to the membership at the Annual General Meeting. A copy of the Annual Report shall be sent to the Minister of Saskatchewan Agriculture annually within thirty (30) days of the annual meeting
- d) Signatures of any two (2) of the President, Vice-President and Secretary-Treasurer are required on all cheques issued by the Association and for any agreements made by the Association
- e) It shall be the duty of each Director to support at all times the rulings of the majority, whether at the Annual Meeting, a meeting of Directors, or an Executive Committee meeting, personal opinions to the contrary notwithstanding.
- f) No director shall disclose motions, rulings, names of movers, seconders, etc., providing the meeting rules that such information shall not be made public nor shall any Director except the Secretary, furnish reports to the media of meetings and proceedings.
- g) The person whose name is placed first on a committee shall be deemed the Chairperson of the committee.
- h) Business of the Association may be conducted in person or by any electronic means
- i) Attendance at duly called meetings is expected. Absence from two (2) consecutive meetings may result in dismissal and replacement.
- j) Representatives: Representatives to organizations asking that such be appointed shall be appointed at the annual general meeting, but if for any reason any of these are not so appointed, the Board of Directors shall have power to appoint the same.

Representatives shall volunteer and be appointed by the majority of the members present and voting at the annual meeting for the following: Saskatchewan Livestock Association (1), Canadian Sheep Breeders' Association (1), Saskatchewan Sheep Development Board (1), Canadian Western Agribition annual general meeting (2), Canadian Western Agribition sheep show committee (minimum of 5), SSBA summer sheep show committee (minimum of 5).

The name/s of these representatives shall be forwarded respectively by SSBA Secretary to their Secretary following the SSBA annual meeting within thirty (30) days. Appointments will be for an annual term.

- k) Auditors: The Association at each annual general meeting shall appoint an Auditor or Auditors, and fix their remuneration. His/her duty shall be to examine the books of account of the Association, vouchers for all payments and certify the usual statement of receipts and expenditures for the year, for presentation to the next annual general meeting.

A copy of the auditor's report and SSBA financial statement will be presented at the annual general meeting to all members and mailed to SSBA members not present and forwarded to the Information Services Corporation in accordance with their requirements.

- l) All business of the Association shall be conducted in accordance with the Non-Profit Corporations Act General Administrative Requirements

## 6. MEETINGS

- a) The Association shall hold a meeting or meetings each year on such a date or dates as the Executive Committee may decide
- b) The annual meeting of the Association shall be held not later than two (2) months after the end of the fiscal year at whatever place may be decided upon by the Board of Directors.
- c) The Association's fiscal year shall end September 30.
- d) Each paid-up membership is entitled to one (1) vote on questions put to an annual or special meeting. Members unable to attend a meeting may vote by proxy provided the President prior to the meeting receives instructions in writing.
- e) The President or Executive Committee shall provide the order of business.
- f) Meetings will be conducted according to Roberts Rule of Order.
- g) It is the prerogative and the duty of the Directors to set a scale for reimbursement of expenses incurred for attendance at duly called meetings of Directors and Committees.

## 7. NOTICE OF MEETINGS

- a) At least two (2) weeks of notice shall be given of each annual general meeting, stating the time and place of the meeting. Notice shall be by mail or electronic means
- b) A Directors meeting may be called by e-mailing a notice to each Director at least one (1) week before the date of the meeting
- c) At least one (1) week of notice shall be given to each member of the Executive Committee before an Executive Committee meeting is held.
- d) A Directors' meeting or an Executive Committee meeting may be held on shorter notice than above, provided each Director or Executive Committee member is given sufficient notice to enable attendance on the date specified.
- e) A special meeting of the membership may be called if a written request is received by the Board carrying the signatures of at least thirty per cent (30%) of paid-up members.
- f) Not less than ten (10) members shall be a quorum at an Annual or General meeting; not less than four (4) shall be a quorum at a Directors' meeting, and not less than two (2) shall be a quorum at an Executive Committee meeting.
- g) Any members of the Board of Directors or Executive Committee not present at a meeting may send his/her views in writing, by fax or e-mail and be considered as present for discussion of subjects on which his/her views are presented in writing.

## 8. BYLAWS

The Board of Directors shall frame such Bylaws and regulations for its own and the Association's governance as are in its judgement consistent with this constitution.

## 9. ADDITIONS AND AMENDMENTS

- a) Any member desiring to introduce an addition or amendment to the Constitution or Bylaws shall submit a draft thereof to the Secretary at least sixty (60) days prior to the date of the Annual Meeting. These additions or amendments shall be included in the Notice of Annual Meeting.
- b) An addition or amendment to the Constitution or Bylaws shall require a two-thirds vote of the members present at the Annual Meeting to pass.