

BY-LAW NUMBER ONE

Saskatchewan Aboriginal Land Technicians Inc. (SALT)

PART 1

INTERPRETATION

- 1.1 In these by laws, unless the context otherwise requires:
- a) **“Association”** means the corporation incorporated under Part II of the Canadian Corporations Act, R.S.C. 1970, c. C-32.
 - b) **“Act”** means the Non Profit Corporations Act 1995, and the Regulations thereto, as amended from time to time and any successor legislation that may hereafter be substituted therefor, as from time to time amended;
 - c) **“Corporation”** means the Saskatchewan Aboriginal Lands Technicians Corp.; herein after referred to as SALT
 - d) **“Directors”** means the Directors of the corporation;
 - e) **“Board”** means the Board of Directors of the Association;
 - f) **“First Nation”** means any group of persons who are deemed to be First Nations as determined by the SALT Board;
 - g) **“Lands Manager”** means an individual employed by a First Nation to manage First Nation lands.
 - h) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, Corporations, partnerships, trusts and unincorporated organizations.

PART 2

OBJECTS

2.1 The objects of SALT Corp. are to unite Saskatchewan First Nation Lands Managers as follows:

- a) to develop and maintain communication among First Nation Land Management professionals across Saskatchewan;
- b) to organize regular meetings, share information and establish and maintain information links;
- c) to assist and promote the development of procedures, policies and processes for administering First Nations lands;
- d) to maintain and improve the qualifications and standards of First Nations Lands Management professionals by sharing information and delivering regional land management workshops/conferences.
- e) to participate in other Aboriginal Land Management organizations;
- f) to promote, encourage and recognize First Nations for the successful work they have done in the area of First Nation Land Management and to assist them in continuing that work in the future;
- g) to provide technical advice and guidance to the Indigenous Services Canada, First Nations and NALMA regarding First Nation lands management issues;
- h) to work towards incorporating First Nations values, culture and beliefs into Lands Management systems and processes,
- i) to apply for, obtain and administer financial support from governmental and private sources;
- j) to promote and market the Saskatchewan Aboriginal Land Technician Corp., all through Saskatchewan;
- k) to solicit, accept, receive, acquire by purchase, lease, agreement, grant, donation, legacy, gift, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, undertakings, and conditions in connection therewith;

- l) to acquire rights, privileges, licences, permits and concessions necessary or desirable;
- m) to acquire by purchase, lease, devise, gift, or otherwise, any kind of real or personal property, and to hold, such real property or interest therein as is determined by the directors of SALT to be reasonably necessary for the actual use and occupation of SALT, or for carrying on its undertakings and to sell, dispose of and convey the same or any part thereof.

PART 3

REGISTERED OFFICE

- 3.1 Until changed in accordance with the Act, the Head Office of SALT shall be at Carry the Kettle First Nation, in the Province of Saskatchewan.

PART 4

FINANCIAL YEAR

- 4.1 The financial year of SALT shall end on such date in each year as the Directors may from time to time determine by Resolution.

PART 5

CORPORATE SEAL

- 5.1 The corporate seal of SALT shall be in the form impressed hereon and shall be in the custody of the treasurer or Vice President of the Corporation.

PART 6

EXECUTION OF INSTRUMENTS

- 6.1 Upon approval of the Board, deeds, transfers, assignments, contracts, obligations, bylaws, certificates and other instruments may be signed on behalf of SALT by any two Directors of SALT at the direction of the Board as evidenced by resolution and all documents so signed are binding upon SALT without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

PART 7

BANKING ARRANGEMENTS

- 7.1 The banking business of SALT shall be transacted with such banks, trust companies or other firms or Corporations 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.

PART 8

CHEQUES, ETC.

- 8.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SALT, shall be signed by the President and the Treasurer of SALT or such other officer or officers, and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers may alone endorse notes and drafts for collection on account of SALT through its bankers, and endorse notes and cheques for deposit with SALT's bankers for the credit of SALT, or the same may be endorsed "for collection" or "for deposit" with the bankers of SALT by using SALT's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between SALT and SALT's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

PART 9

BOOKS AND RECORDS

- 9.1 The Board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the Board or of Committees of the Board, and all other documents, books, ledgers, statements, and other records of the Corporation shall not be available to the public or to members generally. Each of the Directors shall be provided with a copy of the minutes of meetings of the Board and of Committees of the Board and of such other documents or records of the Corporation as she or he may reasonably request.

PART 10

BOARD OF DIRECTORS

10.1 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its Board of Directors. Unless changed by an amendment to the by-law, a majority of Directors shall constitute a quorum.

10.2 Qualification

No person shall be qualified as a Director unless he or she is invited to be a director by the corporation and is accepted by a quorum of directors.

10.3 Proxy

Directors may appoint, in writing, a proxy in order to cast a vote and who may represent such Director for all purposes at any duly convened meeting.

10.4 Term

10.4.01 Board of Directors

The Board of Directors shall consist of at least twelve members, each of whom will serve until replaced by resolution of the board.

First Nation board members will be voting members and staff of Indigenous Services Canada will be non-voting members.

10.4.02 Officers

Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if he becomes bankrupt or if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act (Canada) or any similar legislation; or
- b) if an order is made declaring him to be a mentally incompetent person or incapable of managing her or his affairs; or
- c) upon conviction of an indictable offence; or
- d) on death; or
- e) if, by notice in writing to the secretary of the Corporation he resigns his office; or
- f) if he/she misses two consecutive unexcused absence
- g) he violates any provision of the by-laws of the Corporation or does any act which is, in the reasonable opinion of the Board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board, or of a duly authorized committee of the Board, may be expelled from the Board by a resolution passed by at least two-thirds

(2/3) of the Directors present at a meeting of the Board at which such matter is considered. No such resolution shall be put before the Board until after the member in question has been notified in writing of;

1. the allegations against him, and
2. the time and place of the meeting of the Board at which such resolution will be tabled and is afforded an opportunity for a hearing before the Board. Such notice shall be given at least one week prior to the date of the meeting of the Board at which such resolution shall be put before the Board.

10.5 Filling Vacancies

Vacancies on the Board may be filled by invitation of the corporation and acceptance by a quorum of directors

10.6 Calling of Meetings

Notice of meetings shall be given to each director. The Directors may consider to conduct any business, either special or general, at any meeting of the board.

10.7 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. There shall be a minimum of four (4) meetings of the Board of Directors in each fiscal year.

10.8 Place of Meeting

Meetings of the Board shall be held at a location to be determined from time to time by the Board. Meetings shall, whenever practical, be convened at a location which is owned by a First Nation

10.9 Chairman and Secretary of Meetings

The President or, in his absence, the Vice-President who is a Director, shall be chairman of any meeting of Directors; and, if no such officer is present, the Directors present shall choose one of their number to be chairman. The directors present shall choose one of their members to act as secretary of the meeting.

10.10 Votes to Govern

At all meetings of the Board, every Director personally present shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chairman of the meeting shall be entitled to a deciding or casting vote. All votes taken at any meeting of the Board shall be taken by recorded vote

if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

10.11 Chair Cannot Make Motion

The Chair shall not be entitled to make a motion or second a motion.

10.12 Meetings by Telephone

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear such other. A Director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

10.13 Interest of Directors in Contracts

Subject to the provisions of subsection 10.17 hereof, no Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established, provided that prior to entering into such contract such Director has declared his interest in accordance with subsection 10.17 below.

10.14 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and, in the case of Directors, to not be present at any meeting of the Board in which the proposed contract is being discussed and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

10.15 Remuneration

No Director shall directly or indirectly profit from his position as such. The Directors may be paid such reasonable remuneration and their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members, and in the performance of such other duties on behalf of the Corporation as are undertaken by

them, provided that any such payment shall be subject to the confirmation and approval by the members. Payments shall be made in accordance with the Government of Canada Treasury Board travel rates and include mileage, meals, hotel and incidentals. Any other expenses shall be prior approved by the directors.

10.16 Committees

The Board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee shall report to the Board on a timely basis concerning its activities. Any such committee shall consist of two or more Directors and any other members as determined by the Board and may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the board and their remuneration, if any, shall be as determined by the Board from time to time.

10.17 Powers of the Board

The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, subject to the provisions of the Act, the by-laws of the Corporation and the letters patent, shall exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. The Board may from time to time adopt such rules and regulations as it may deem advisable to carry out the business of the Corporation. The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

PART 11

OFFICERS

11.1 Offices

From time to time, the Board shall elect the following officers:

- (a) The President who shall act as chair.
- (b) Vice-president.
- (c) Secretary/Treasurer.

The officers so elected shall be Directors and no person shall hold more than one office.

11.2 Terms of Appointment

The terms of election of officers elected by the Board (if any) shall be fixed by the Board by resolution. The Board may remove, at its pleasure, any officer of the Corporation, whether with or without cause, whenever in its sole judgement the best interests of the Corporation will be served thereby. Otherwise, each officer appointed by the Board shall hold office for a term of two years or until his successor is appointed, save that the term of office of any officer who is a Director shall expire if and when he shall cease to be a Director.

11.3 Chair

Subject to the authority of the Board, the Chair shall be charged with the general management, direction and supervision of the affairs and operations of the Corporation. He shall have such other powers and duties as the Board may prescribe. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall be the Saskatchewan representative to the National Aboriginal Lands Managers Association.

11.4 Vice-President

During the absence or disability of the President, his duties shall be performed and his powers shall be exercised by either one of the vice-president. The vice-president shall have such other powers and duties as the Board may prescribe. The Vice-president shall, in the absence of 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.

11.5 Secretary/Treasurer

The secretary shall attend and be the secretary of all meetings of members and Directors and shall enter or cause to be entered, in books kept for that purpose, minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members, Directors; he shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and he shall perform such other duties as the Board may prescribe.

The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He shall deposit all monies or other valuable effects in such financial institution(s) and all securities with such registered securities dealers as the Board may from time to time designate. He shall disburse the funds of the Corporation as may be directed by the Board and shall take proper vouchers for such disbursements. He shall render to the Board, whenever required, an account of all his transactions as treasurer and of the financial position of the Corporation. He shall perform such other duties as the Board may prescribe.

11.6 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer.

11.7 Agents and Attorneys

Subject to the provisions of the Act and the by-laws of the Corporation, the Board shall have power to appoint, from time to time, agents or attorneys for the Corporation in with such powers of management or otherwise and such duties as the Board considers necessary or desirable in order to further the objects of the Corporation.

11.8 Resignation

Any officer may resign from such office by delivering a written resignation to the Board.

11.9 Removal

Officers can be removed by the Board on grounds or causes including but not limited to the following:

- i) conviction of an indictable offense; or
- ii) any proven fraudulent activities affecting or concerning the finances of the Corporation;
or
- iii) inability to fulfill responsibilities of office; or
- iv) failure to attend regularly scheduled meetings of the Board of subcommittees on two consecutive occasions without notification or valid excuse; or
- v) upon removal or resignation as a Director.

11.10 Appointment to Fill Vacancy

The Board may at any time and from time to time appoint a Director to serve as an Officer to fill a vacancy that exists.

PART 12

PROTECTION OF DIRECTORS AND OFFICERS

12.1 Limitation of Liability

No Director, or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or officer or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune or whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

12.2 Indemnity

Every Director, and officer of the Corporation, and his 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 Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

PART 13

EMPLOYEES

- 13.1** The Corporation shall maintain a staff only as supportable by available financial resources with all decisions to create and fill or delete staff position to be made by the Board.
- 13.2** The Board shall determine the tenure and remuneration for all employees hired by the Corporation.

PART 14

BORROWING

14.1 **Borrowing**

The Board may exercise all powers of the Corporation to borrow or raise or secure the payment of money, in such manner and form, at such time or times, in such amounts and upon such terms as they think fit in order to carry out the objectives of the Corporation. No debenture shall be issued without the sanctions of a special resolution.

PART 15

RULES AND REGULATIONS

15.1 **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 Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed. Failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

PART 16

NOTICES

16.1 Method of Giving Notice

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws of the Corporation or otherwise to a, Director, officer or auditor of the Corporation shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid mail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any, Director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

16.2 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 the notice shall be excluded and the date of the meeting or other event shall be included.

16.3 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer or auditor of the Corporation or the non-receipt of any notice by any member, Director, officer or auditor 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.

16.4 Waiver of Notice

Any member, Director, officer or auditor may waive any notice required to be given to him under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

PART 17

AUDITOR

17.1 Appointment and Remuneration

The directors may at the first meeting following the last meeting of the fiscal year, appoint an auditor to audit the accounts of the Corporation for report to directors. The auditors report shall be presented to the directors concerning the accounts of the Corporation at the annual meeting. The remuneration of the auditor shall be fixed by the Board. The auditor shall be an accountant but shall not be a Director, officer or employee of the Corporation or of an affiliate of the Corporation or an associate of such Director, officer or employee.

PART 18

BY-LAWS

18.1 Enactment, Repeal and Amendment

By-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the directors at a meeting or a special meeting duly called for the purpose of considering the said by-law.

MADE by the Board the 7th day of June, 2019.

Jed. J. Mrazek

_____)	_____
Chair President)	
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_____)	_____
Vice Chair President)	Witness
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_____)	
Treasurer)	
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_____)	
Secretary)	
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