



**AMENDED AND RESTATED  
BY-LAWS  
OF  
SASKATCHEWAN COMMON GROUND ALLIANCE  
A NON-PROFIT CORPORATION**

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**BY-LAWS OF  
SASKATCHEWAN COMMON GROUND ALLIANCE,  
A NON-PROFIT CORPORATION**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a bylaw of the Saskatchewan Common Ground Alliance as follows:

**ARTICLE I DEFINITIONS**

In these and all other by-laws of the corporation, unless the context otherwise requires or specifies:

- a) "Act" means The Non-Profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the by-laws of the Corporation shall be read as referring to the amended provisions;
- b) "appoint" includes elect and vice versa;
- c) "articles" means the articles attached to the certificate of incorporation of the Corporation as from time to time amended or restated;
- d) "by-law" means this by-law of the Corporation and all other by-laws from time to time in force and effect;
- e) "the Corporation" means Saskatchewan Common Ground Alliance;
- f) "the Directors", "Board" and "Board of Directors" means the directors of the corporation for the time being;
- g) "Member" means a member of the SCGA;
- h) "Officer" means the position of President, Vice President and Secretary / Treasurer and Executive Director as appointed by the Board of Directors; and
- i) "SCGA" means the Saskatchewan Common Ground Alliance.

**ARTICLE II OBJECTS**

The SCGA shall be a member driven non-profit organization dedicated to enhancing worker and public safety, environmental protection and the integrity of services by promoting effective damage prevention practices in connection with underground infrastructure activities.

### **ARTICLE III MEMBERSHIP**

1. Any company, organization or individual with an interest towards safety around ground disturbance is eligible for admission to Membership.
2. Membership fees and sponsorship fees are payable annually to the Corporation in an amount prescribed by the Board.
3. Members are entitled to all privileges of membership including the right to vote at meetings of members.
4. Each Member is entitled to one vote.
5. Any organization or individual who is eligible for admission to membership may, upon payment of the prescribed fee or sponsorship level, be admitted as a member.
6. Membership fees are not refundable.

### **ARTICLE IV MEMBER MEETINGS**

1. The Annual General Meeting of the SCGA shall be held each year, no later than 120 days from its fiscal year end as set by the Board. This meeting will:
  - a) Review financial statements, the report of the auditor or reviewer and other year end information;
  - b) Provide for election of Directors as needed;
  - c) Review and accept the Operational Business Plan and Operating Budget for the upcoming year;
  - d) Review and accept membership fees and sponsorship levels for the upcoming year; and
  - e) Appoint or reappoint auditor or reviewer of the Financial Statements.
2. The Secretary / Treasurer shall cause to be mailed to every member in good standing at their address as it appears in the membership listing in this Corporation a notice telling the time and place of member meetings providing a minimum of 15-days' notice.
3. The presence of not less than ten (10) Members shall constitute a quorum and shall be necessary to conduct the business of this Corporation.
4. Minutes of the meetings will be distributed to the Members within one month of the meeting.



5. The President may call a special meeting of Members to transact special business of the Corporation. Notice of the time and place for special meetings shall not be less than 15 days.
6. All business transacted other than as stipulated under Annual General Meeting business in Article IV, Section 1 is deemed to be special business of the Corporation.
7. One or more Members may participate in a Members meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Members participating in a meeting by such means shall be deemed for all purposes to be present at the meeting. For greater certainty, a Members meeting may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **ARTICLE V VOTING**

1. Subject to the Act, the Articles and this by-law, unless a ballot is demanded or required, voting at all meetings shall be by way of show of hands, verbal communication or, in the case of a meeting that is held electronically or by other communication facilities that permits all participants to communicate adequately with each other during the meeting, in such other manner as determined by the Chairperson provided that such other method permits subsequent verification of the Member and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how the Members voted.
2. Where there is an election of Directors and there are more candidates than the number of positions, the voting shall take place by way of ballot.
3. For election of Directors, nominations shall be made to the President and ballots shall be provided if there are more candidates than the number of Director positions that are vacant. Ballots will be counted at the Annual General Meeting.
4. At any meeting, if a demand is made for the vote to be taken by ballot, the vote shall be taken by ballot in such manner as the Chairperson shall direct. Such a demand may be withdrawn at any time prior to the taking of the ballot. For certainty, a ballot (including in the case of Article V, Section 2 above) may be carried out in electronic form, in such manner as determined by the Chairperson, in connection with a meeting held electronically or by other communication facilities that permits all participants to communicate adequately with each other during the meeting, provided that such method permits subsequent verification of the Member and permits the tallied votes to

be presented to the Corporation without it being possible for the Corporation to identify how the Members voted.

5. In the event of a tie, the President shall cast the deciding vote.
6. Subject to the Articles, and notwithstanding anything contained herein, a Member may provide a written proxy appointing another Member in good standing to act in their place at any meeting of the Members. The written appointment of a proxy at a meeting of the Members must be provided to the Chairperson by a Member prior to the commencement of the respective meeting. Each proxy is only valid for the specific meeting at which it is presented to the Chairperson of the respective meeting.

#### **ARTICLE VI FISCAL YEAR**

The fiscal year end of the Corporation shall be the 30<sup>th</sup> of September in each year.

#### **ARTICLE VII AUDITOR OR REVIEWER OF FINANCIAL STATEMENTS**

The Members shall appoint an auditor or reviewer within six (6) months following each fiscal year end to audit or provide an accountant review of the accounts of the Corporation for the current fiscal year.

#### **ARTICLE VIII REGISTERED OFFICE**

The Board of Directors may by resolution change from time to time the address of the registered office of the Corporation within Saskatchewan.

#### **ARTICLE IX BANKING ARRANGEMENTS**

The banking business of the Corporation shall be transacted with such banks or trust companies as may from time to time be designated by or under the authority of the Board. Such banking business or any part shall be transacted under such agreements, instructions and delegations of powers as the Board may authorize.

#### **ARTICLE X BOARD OF DIRECTORS**

The Board of Directors will consist of a minimum of six members and a maximum of twelve members.

The Board of Directors shall manage the activities and affairs of the SCGA and provide strategic direction to the business and governance of this Corporation.

The Board of Directors will appoint the Officers of the Corporation.

The President of the SCGA by virtue of his/her office shall be Chairperson of the Board of Directors.

Fifty percent (50%) of the Directors of the Board shall constitute a quorum. Participation may also be by conference call or other communication facilities. Regular Board meetings of the SCGA shall be held at a time and location as determined by the Chairperson of the Board. A minimum of 15 days notice shall be provided for regular meetings.

Each Director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Each Director shall act in the best interests of the Corporation. Such Board of Directors shall only act in the name of the SCGA when it shall be regularly convened. Upon approval of the Board, the President and Directors may represent the SCGA in external communication that is consistent with the interests of the Corporation.

Board Members may not delegate their responsibilities as a Board member.

The Board reserves the right to ask a Director to resign if attendance is chronically irregular.

## **ARTICLE XI OFFICERS**

1. The Officers of the Corporation will include the following:

President  
Vice President  
Secretary / Treasurer  
Executive Director

2. The Executive Director, SCGA shall be an ex-officio member of the Board, without voting rights.

3. Each Officer position is elected by the Board of Directors and, save for the office of Executive Director, shall be a two-year term with the ability for extending the term with the Board of Directors approval. Notwithstanding the foregoing, the Board of Directors, in its discretion, may remove any officer of the Corporation. Until such removal, each officer appointed by the Board shall hold office until a successor is appointed, or until such officer's earlier resignation or removal.



4. The Officer positions as elected by the Board of Directors shall consist of a minimum of one representative of a Crown Corporation that is a member of the Corporation and one representative of a private sector entity that is a member of the Corporation.
5. The President or a designate of the President shall preside at all meetings.
6. The President shall:
  - Be a Director.
  - By virtue of his/her office is Chairperson of the Board of Directors.
  - Present at each meeting of the SCGA an annual report of the work of the Corporation.
  - Appoint all committees, temporary or permanent.
  - See all books, reports and certificates required by law are properly kept or filed.
  - Be one of the officers who may sign the cheques or drafts of the Corporation.
  - Have such powers as may be reasonably construed as belonging to the chief executive of any organization including execution of documents.
7. The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting President of the Corporation with all the rights, privileges and powers as if he/she had been the duly elected President. The Vice President shall:
  - Be a Director; and
  - Be one of the officers required to sign the cheques or drafts of the Corporation.
8. The Secretary / Treasurer shall keep the minutes and records of the Corporation in appropriate books. The Secretary / Treasurer shall also:
  - Be a Director.
  - File any certificate required by any statute, federal or provincial.
  - Give and serve all notices to members of this Corporation.
  - Be the official custodian of the records of this Corporation.
  - Be one of the officers required to sign the cheques or drafts of the Corporation.
  - Render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting
  - Present to the membership at any meetings any communication addressed to him/her as Secretary of the Corporation.
  - Submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the Corporation.



- Attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.
9. No Director shall for reason of his appointment be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a director from receiving any compensation from the Corporation for duties other than as a director. No remuneration will be provided to the Directors and there will be no reimbursement for regular business expenses, unless approved by the Board of Directors.
  10. The Board of Directors may specify additional duties of the Officers of the Corporation and delegate any powers that the Board of Directors may lawfully delegate.
  11. Any Officer may delegate certain functions of that Officer to the Executive Director from time to time, provided that any such delegation has been lawfully delegated and is not in contravention of the Act or the Articles.

## **ARTICLE XII FINANCIAL DISCLOSURE**

1. The Directors shall place before the Members at every Annual General Meeting:
  - a. Financial statements for the fiscal year ended not more than 120 days before the meeting; and
  - b. The report of the auditor or reviewer, if any.
2. The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.
3. The Executive Director shall be the Chief Administrative Officer of the Corporation and be responsible for the day-to-day operations of the SCGA and shall operate within the approved Operational Business Plan and Operating Budget and any authorities delegated by the Board of Directors.

## **ARTICLE XIII INDEMNIFICATION**

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the SCGA or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times when acting honestly and in good faith with a view to the best interests of the Corporation, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- All costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought,

commenced or prosecuted against that individual, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual, in or about the execution of the duties of that individual's office or in respect of any such liability; and

- All other costs, charges and expenses which such individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that individual's own willful neglect or default.

#### **ARTICLE XIV SALARIES**

The Board of Directors shall hire and fix the compensation of the Executive Director of the SCGA. The Board of Directors shall annually evaluate the performance of its Executive Director.

#### **ARTICLE XV APPROVALS**

The Board of Directors shall annually approve the Operational Business Plan and Operating Budget, for the SCGA as presented by the Executive Director.

#### **ARTICLE XVI COMMITTEES**

Committees or Task Forces of the SCGA shall be appointed by the Board of Directors and their term of office shall be determined by the Board of Directors. The Board must also approve of special SCGA sponsored events such as the annual Contractor Breakfasts and ensure that process and procedures are established for these Committees to follow.

#### **ARTICLE XVII AMENDMENTS**

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty percent (60%) of the votes cast by the members who voted respecting that resolution. They must be reviewed on a biennial basis by the Board of Directors.

#### **ARTICLE XVIII LIQUIDATION AND DISSOLUTION**

In the event of the Corporation being dissolved, all assets will be liquidated and remaining cash will be equally distributed to the active members at the time of dissolution.

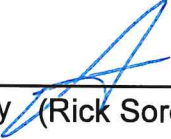
## ARTICLE XIX REPEAL

Upon enactment of these amended and restated by-laws and all other by-laws of the Corporation, all former by-laws of the Corporation are hereby repealed.

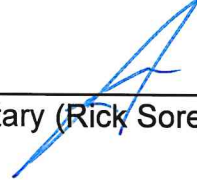
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**ENACTED** by the Board on the 19th day of November, 2020.

  
\_\_\_\_\_  
President (Derrick Mann)

  
\_\_\_\_\_  
Secretary (Rick Sorenson)

**AND CONFIRMED** by the Members of the Corporation at a meeting duly called and held on the 1<sup>st</sup> day of December, 2020.

  
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Secretary (Rick Sorenson)