

Constitution & Articles

for Saskatchewan Queer Entrepreneurs & Professionals Inc.

Date: February 27, 2023

Incorporated constitution & articles under the Saskatchewan Non-Profit Corporation Act

Constitution

Part 1: Name

The name of the Corporation is Saskatchewan Queer Entrepreneurs & Professionals Inc.

Part 2: Registered Office

The registered office of the Corporation is c/o Ivy + Dean Consulting, 2138 McIntyre Street in Regina, SK.

Part 3: Mission

Our mission is to support 2SLGBTQ+ people in Saskatchewan in contributing to a more vibrant business and professional sector in the province.

Part 4: Mandate

The mandate of the Corporation is:

- To support and uplift 2SLGBTQ+ owned businesses and 2SLGBTQ+ entrepreneurs in Saskatchewan;
- To promote the professional development, networking opportunities and professional growth of 2SLGBTQ+ professionals in Saskatchewan; and
- To advocate for a business community in Saskatchewan that is free from homophobia, transphobia, biphobia, acephobia, transmisogyny and queerphobia.

Articles

Part 1: Definitions & Interpretation

Definitions

1.1. In these Bylaws:

“Act” means the *Saskatchewan Non-Profit Act* as amended from time to time;

“Board” means the directors of the Corporation;

“Articles” means these Articles as altered from time to time;

“SQEP” means Saskatchewan Queer Entrepreneurs & Professionals Inc.,

“2SLGBTQ+” means Two-Spirit, lesbian, gay, bisexual, transgender, queer, questioning, intersex, pansexual, asexual, or other gender or sexual minorities;

“Allied” or **“Ally”** means a person or entity who is not 2SLGBTQ+, but who actively supports 2SLGBTQ+ communities;

“Business” means a corporate entity, including a sole-proprietorship;

“Entrepreneur” means an individual person who receives self-employment income, including on a casual or freelance basis.

“Professional” means an individual person who is a member of a profession or who is employed.

Definitions in Act apply

1.2. The definitions in the Act apply to these Articles.

Conflict with Act or regulations

1.3. If there is a conflict between these Articles and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2: Members

Membership corporation

2.1. Saskatchewan Queer Entrepreneurs & Professionals Inc. (SQEP) is a membership corporation, under the Act.

2.2. Members must renew their membership on an annual basis.

Eligibility & classes of membership

- 2.3. There shall be four (4) classes of membership:
 - a. Entrepreneur Members
 - b. Professional Members
 - c. Allied Corporate Members
 - d. Allied Professional Members
- 2.4. Entrepreneur Members are those members who:
 - a. Are a 2SLGBTQ+ entrepreneur or business, including a sole proprietorship, that is at least 51% owned by a 2SLGBTQ+ person;
 - b. Applied for and been accepted as an Entrepreneur Member according to the procedure determined by the Board; and
 - c. Paid any appropriate fee as determined by the Board.
- 2.5. Professional Members are those members who:
 - a. Are a 2SLGBTQ+ professional;
 - b. Applied for and been accepted as an Professional Member according to the procedure determined by the Board; and
 - c. Paid any appropriate fee as determined by the Board.
- 2.6. Allied Corporate Members are those members who:
 - a. Are a business, including a sole proprietorship, that is not at least 51% owned by a 2SLGBTQ+ person;
 - b. Applied for and been accepted as an Allied Corporate Member according to the procedure determined by the Board; and
 - c. Paid any appropriate fee as determined by the Board.
- 2.7. Allied Professional Members are those members who:
 - a. Are an allied professional;
 - b. Applied for and been accepted as an Professional Member according to the procedure determined by the Board; and
 - c. Paid any appropriate fee as determined by the Board.
- 2.8. To register as a member of the Corporation, an individual may opt-in through a registration process made publicly available, developed by the Board. This registration process may differ depending on the class of member.

Length of membership

- 2.9. Membership length is from date of membership registration until the adjournment of the subsequent annual general meeting.

Duties of members

- 2.10. Every member must uphold the constitution of the Corporation and must comply with these Bylaws.
- 2.11. Every member must uphold the Corporation's code of conduct as amended from time to time by the Board.

Amount of membership dues

- 2.12. The amount of the annual membership dues, if any, must be determined by the Board.

Right to transfer membership

- 2.13. Memberships are non-transferable.

Member not in good standing

- 2.14. A member suspected by the Board to have contravened the Corporation's code of conduct will be considered a member not in good standing.

Member voting

- 2.15. Only Entrepreneur Members and Professional Members shall have the right to vote in elections or during resolutions.
- 2.16. A voting member who is not in good standing
 - a. may not vote at a general meeting, and
 - b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.17. A person's membership in the Corporation is terminated if the person is not in good standing for 6 consecutive months.
- 2.18. A person's membership in the Corporation is terminated if the Board or designate have found, through an investigation, to have contravened the Corporation's code of conduct.

Part 3: General Meetings of Members

Time and place of general meeting

- 3.1. An annual general meeting must be held either virtually or in a location in Saskatchewan at the time and place the Board determines.

Calling a general meeting

- 3.2. As per the Act, members may request a special general meeting be held by submitting a requisition signed by at least 5% of members that includes the purpose for which a meeting is being requested.
- 3.3. The Board shall host a special general meeting within 21 days of receiving this request.

Notice of general meeting

- 3.4. The Corporation shall provide notice of any general meeting through, at minimum, an email to members and through public posting on social media, no more than 50 days and no less than 15 days in advance of the scheduled general meeting.
- 3.5. The Corporation may provide notice of a general meeting in additional ways as decided by the Board or employees/contractors of the Corporation.

Notice of special business

- 3.6. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.7. The President of the Board shall be the chair of the general meeting, unless they designate otherwise.

Quorum

- 3.8. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.9. The quorum for the transaction of business at a general meeting is 2 voting members or 10% of the voting members, whichever is greater.

Voting

- 3.10. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, unless 2 or more voting members request a secret ballot or a

secret ballot is directed by the chair of the meeting at which point voting must be by a secret ballot.

- 3.11. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.12. A matter to be decided at a general meeting must be decided by ordinary resolution (50% + 1) unless the matter is required by the Act or these Articles to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.13. No member can hold a proxy for another member.

Part 4: Directors

Number of directors on Board

- 4.1. The Corporation must have no fewer than two (2) and no more than nine (9) Directors.
- 4.2. The Corporation shall make all reasonable efforts to ensure that all Directors are 2SLGBTQ+.

Eligibility of directors

- 4.3. In order to be eligible as a Director, individuals must be endorsed by at least one Entrepreneur or Professional Member.
- 4.4. In order to be eligible as a Director, individuals must live in Saskatchewan.
- 4.5. In order to be eligible as a Director, individuals must meet the obligations set out in the Act.

Composition of directors

- 4.6. The Board of Directors shall include:
 - a. Two (2) Regina Directors, representing members in Regina;
 - b. Two (2) Saskatoon Directors, representing members in Saskatoon;
 - c. One (1) Northern Director, representing members in Northern Saskatchewan;
 - d. One (1) Central Director, representing members in Central Saskatchewan, with the exception of Saskatoon
 - e. Two (2) Southern Directors, representing members in Southern Saskatchewan, with the exception of Regina

- 4.7. Whenever possible, Directors fulfilling seats described in section 4.5, shall live in the respective region.

Election of directors

- 4.8. Members shall be elected as Directors of the Board following a 50% + 1 vote at any general meeting.
- 4.9. The Board may, at any time, appoint a member as an Interim Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term.
- 4.10. An Interim Director appointed by the Board to fill a vacancy ceases to be a Director at the following general meeting.

Terms & Limits

- 4.11. The term of a Director shall be for a period of two (2) years.
- 4.12. The maximum number of terms a Director shall serve, not including an interim term, is three (3).

Remuneration of directors

- 4.13. Directors of the Corporation shall not be remunerated.
- 4.14. The Corporation may, subject to the Act, pay remuneration to a director for services provided by the Director to the Corporation in another capacity.

Termination of directors

- 4.15. Directors may be terminated by $\frac{2}{3}$ vote of the Board if the Director is found to have contravened the Corporation's code of conduct.
- 4.16. Any Director who has three (3) consecutive unexcused absences at meetings may be removed by the Board upon a $\frac{2}{3}$ vote of the Board.

Part 5: Board & meetings

Calling and notice of board meetings

- 5.1. Board meetings must take place at least seven (7) times per fiscal year.
- 5.2. The time and place of each board meeting shall be determined at the previous meeting.

- 5.3. The Officers of the Corporation or any two Directors can call a board meeting via email by providing at least 24 hours notice.

Conduct of directors' meetings

- 5.4. The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5. The quorum for the transaction of business at a directors' meeting is 60% of Directors.

Committees of the board

- 5.6. The Board may create ad-hoc committees that shall be chaired by a Director and composed of members of the Corporation.
- 5.7. Each committee shall meet at least once (1) per year and be chaired by a Director.

Part 6: Officers

Election of Officers

- 6.1. Voting members shall elect a President at a General Meeting.
- 6.2. The Board must elect, from the current Directors, Directors into the following Officer positions:
 - a) Vice-President Membership;
 - b) Vice-President Governance; and
 - c) Treasurer

Eligibility of Officers

- 6.3. In order to be eligible as President, individuals must be endorsed by at least one Entrepreneur or Professional Member.
- 6.4. In order to be eligible as an Officer, individuals must live in Saskatchewan.
- 6.5. In order to be eligible as an Officer, individuals must meet the obligations set out in the Act.

Roles of Officers

- 6.6. More than one office may be held by the same individual, with the exception of the President.

Part 7: Financial & Legal Dissolution

Fiscal year

- 7.1. The fiscal year end of the Corporation shall be March 31st of each year.

Signing authority

- 7.2. The Corporation shall require the signatures or written approval of at least two authorized signing officers.
- 7.3. The President and other Officers or Directors, as determined by the Board through a resolution, shall act as signing officers for the Corporation.

Loans & borrowing

- 7.4. The Corporation may not borrow over \$5,000 without a resolution from the membership at a general meeting.
- 7.5. The Corporation may borrow up to \$5,000 with a Board resolution of $\frac{3}{4}$ in favour.

Dissolution

- 7.6. In the case of dissolution, the Corporation's assets shall be donated or transferred to organization(s) identified by the Board as supporting the 2SLGBTQ+ community in Saskatchewan.

Part 8: Amendments

Article amendments

- 8.1. The Directors may amend Articles of the Corporation that shall come into immediate effect.
- 8.2. The ratification of any amendments of the Articles shall be voted on by the members at the subsequent general meeting.