

OBJECTIVES OF THE ASSOCIATION

The Brazilian Association of Saskatoon exists to promote and offer cultural, recreational, linguistic, social and related activities in Saskatoon and area. These activities are strictly based on Brazilian cultural and social practices which are maintained and cherished by its members.

BY-LAWS OF THE ASSOCIATION

BRAZILIAN ASSOCIATION OF SASKATOON, INC. (BRASA)

The Brazilian Association of Saskatoon Inc. (BRASA) is incorporated as a non-profit organization with Saskatchewan Justice – Corporations under the type: Non-Profit Corporation; sub-type: Saskatchewan Membership Corporation.

The Brazilian Association of Saskatoon is governed by a Board of Directors and regulated by the following By-Laws:

Eligibility for Membership

1. Any person, 16 years of age and older, who is interested in promoting the objective and activities of the Association may become a member. Individuals wanting to become members may apply in writing any time through the Board Secretary. The Board of Directors will approve the application for membership at its meetings.
2. Any member may withdraw from the Association at any time by means of written resignation to the Corporation.

Membership Fees

3. The membership fee is \$10.00 per year, for each member, payable to the Brazilian Association of Saskatoon upon approval of its membership by the Board of Directors and renewed at the annual general meeting of members.

Students who can prove its registration at a recognized educational institution and individuals over 65 and/or assistance, pay a fee of \$5.00 per year to the Association.

The value of the annual fee may be changed at the annual general meeting of members.

Board of Directors

4. There shall be a minimum of four (4) Directors and a maximum of twelve (12) Directors of the Association in accordance with its Articles of Incorporation.
5. A Director is required to be a member of the Association. The following individuals are disqualified from being a Director, under the Non-Profit Corporations Act, 1995:
 - (1) anyone under 18 years of age
 - (2) anyone found of unsound mind by a court
 - (3) anyone who has the status of a bankrupt.
6. Any member (except 5.1, 5.2, and 5.3) may be elected to the Board of Directors at an annual general meeting and shall hold office until the next annual general meeting.
7. Every elected Director of the Association shall be required to file with the Board Secretary an updated confirmation that they do not possess a criminal record within sixty (60) days of their election. This verification shall be provided at the Association's expense.
8. The Directors shall, within thirty (30) calendar days of their election, meet for the purpose of electing from their number the following Table Officers:
 - a. Co-Chairs (2)
 - b. Secretary
 - c. Treasurer
9. In the event of a vacancy on the Board of Directors (including Table Officers), such vacancy may be filled by resolution of the Board until next annual general meeting.
10. The Directors and Table Officers shall generally meet every three (3) months (save for July and August) for dispatch of business and otherwise at the call of the Co-Chairs.
11. Notice of Board meetings shall be given to the Directors at least one (1) week prior to the date of the meeting unless such notice is waived by unanimous consent. Table Officers may meet at any time or place without formal notice being delivered.
12. It is recognized that the Association may, from time to time, be called upon to address matters of controversy within the community or agencies responsible for the provision of similar activities. Where such a situation has the potential to compromise the professional standing, business reputation or impartiality of a Director, the Board will undertake a recorded vote which will allow the Director

so concerned to document his/her abstinence from, or non-concurrence with, the Board's resolution and consequent course of action.

Upon request from any Director so concerned, the Secretary will provide a letter to that Director documenting the Board's resolution and the recorded vote relative thereto.

13. The Board may appoint committees at its discretion. Each committee shall be chaired by a Director, who will report in all respects to the Board.
14. Three (3) Directors personally present shall constitute a quorum for Board and committee meetings.
15. If a Director should miss three (3) consecutive Board meetings without reasonable cause, he/she shall cease to be a Director at the discretion of the Board.
16. At the meeting immediately prior to the annual general meeting, the Directors will prepare a slate of members who have indicated their availability to serve as Director if elected.

Table Officers

17. There shall be two (2) Co-Chairpersons of the Association. Either Chair shall preside at all Board meetings and general meetings of the Association and they shall be ex-officio members of all committees.
18. The Secretary shall be in charge of all correspondence, maintain the non-financial records of the Corporation and keep minutes of all Board and general meetings.
19. The Treasurer shall be responsible for the maintenance of all financial records of the Association. S/He shall maintain the account(s) of the Association in a chartered bank or registered financial institution. S/He shall present an audited financial statement or a reviewed financial statement by a dully certified accountant at the annual general meeting and transfer in good order all financial instruments and records to her/his successor.
20. The Treasurer and Co-Chairs shall have signing authority in a chartered bank for the purpose of movement of account(s) of the Association. Payments shall be made by numbered cheques signed by two (2) of the three (3) signing authorities.

General Meetings

21. The annual general meeting of the Association shall be held within three (3) months of the end of the fiscal year on a date and at a place determined by the Directors.

22. A special general meeting of the Association may be called by the Co-Chairs as and when determined expedient by them or upon the written request of no fewer than five (5) members in good standing. Such a request shall state the reason for and object of such a meeting.
23. Notice of a general meeting shall be given to members of the Association by telephone, print or electronic means at the discretion of the Board of Directors, at least 15 (fifteen) days before the date of the meeting.
24. Five (5) members personally present constitute a quorum at any general meeting of the Association.

Suspension or Expulsion

25. The Directors may, by a majority vote of the Board of Directors, suspend or expel any member upon reasonable proof of actions or behaviour by that person detrimental to the best interests of the Association and/or its mission. Such a decision shall be deemed to cause the member to vacate any office or position held in the Association.
26. There shall be a right to appeal such decision to the next general meeting of the Association. Such appeal will be decided by a majority of members present and voting on the matter.

Amendment

27. These By-Laws may be amended by resolution passed by at least three quarters (3/4) majority of the members present and voting at a general meeting provided that the resolution be made available to members at least seven (7) days prior to the general meeting where the vote occurs.

Coming Into Force

28. These By-Laws were approved by resolution of the Association on September 9, 2007 and came into force effective that date.

OPERATING PRINCIPLES

The Board of Directors is dedicated to uphold the objective and mandate of the Brazilian Association. To this end, the following principles will govern the professional conduct of the Directors:

1 Ethics

Ethical behaviour is respectful behaviour. Board Directors will not discriminate against any colleague, staff, member, volunteer or member of the public on the basis of race, gender, religion, colour, creed, place of origin, family status, marital status, nationality, ability, disability, ancestry, age, physical and mental traits, sexual orientation, education or financial status.

2. Code of Conduct

Board Directors will:

- Clearly distinguish in public statements, their personal views from those positions adopted by the Corporation.
- Not use their position as Board Directors of the Association to secure gifts, monetary rewards or special privileges or advantages for themselves and/or their families, friends and beneficiaries.
- Refrain from any direct or indirect personal financial interest in the assets, leases or business transactions of the Association.