ADR INSTITUTE OF SASKATCHEWAN INC.

BYLAWS

Definitions

1. (1) In these Bylaws

(a) "Act" means the Non Profit Corporations Act;
(b) "Board" means the Board of Directors of the ADR Institute of Saskatchewan
(c) "Director" means a member of the Board and includes the President;
(d) "Member" means a member of the ADR Institute of Saskatchewan
(e) "Membership" means membership in the ADR Institute of Saskatchewan
(f) "Regional Association" means the ADR Institute of Saskatchewan Inc.
(g) "Chapter" means a branch of the ADR Institute of Saskatchewan
(h) “Code of Ethics” means the Code of Ethics and Conduct of the ADR Institute of Canada Inc., which is considered to constitute a part of these Bylaws, and is attached as Appendix “A”

PART I - BOARD OF DIRECTORS

Composition

2. (1) There shall be a Board of Directors of the ADR Institute of Saskatchewan elected by the membership from members of the ADR Institute of Saskatchewan.
(2) The Board shall consist of at least five (5) but not more than ten (10) persons as may be determined from time to time by the membership.
(3) The term of office of each position of director shall be such term as is determined by the membership but the terms shall, as far as possible, provide for membership on the Board on a rotating basis so that not all directors are required to be elected each year.
(4) On expiry of term of office, a director may be re-elected for one or more subsequent terms of office.
(5) A Director shall be:

a. a member in good standing and not subject to sanction by the Institute;
b. a resident of the province of Saskatchewan;
c. a person who is not currently an undischarged bankrupt; and
d. a person without criminal conviction, or a person for whom conviction(s) has been pardoned.

Presidents and Officers

3. (1) The directors shall elect a President from amongst themselves.
(2) The Board shall

(a) elect one director as "Secretary" and one director as "Treasurer", or may elect one director as "Secretary-Treasurer";
(b) elect one director as "Vice-President";
(c) establish such other offices as it considers necessary and elect a director to fill each office.

(3) Subject to these Bylaws, the powers, duties, and functions of each officer shall be specified by the Board.

Management of the ADR Institute of Saskatchewan

4. (1) The Board shall manage the affairs of the ADR Institute of Saskatchewan in the name of and on behalf of the ADR Institute of Saskatchewan.
(2) Except when the Act otherwise requires, the powers of the Board under the Act and these Bylaws shall be exercised by resolution.

Vacancies on the Board

5. (1) If a vacancy occurs on the Board, the remaining directors may appoint a member of the ADR Institute of Saskatchewan as director until the next annual meeting of the ADR Institute of Saskatchewan.
(2) When a vacancy occurs on the Board the remaining directors may exercise all the powers of the Board if a quorum remains in office.

6. (1) The Board may appoint a person as an ex officio member of the Board for such period as it considers necessary.

Board Meetings

7. (1) Meetings of the Board shall be called by the President and shall be held as often as the affairs of the ADR Institute of Saskatchewan require but at least once every three months unless the directors unanimously agree not to hold the meeting.
(2) Meetings of the Board shall be called by giving at least seven days notice.
(a) in writing mailed to each director,
(b) by telephone, fax, or electronic mail unless the Board unanimously agrees to waive notice of the meeting.
(3) Quorum for Board meetings shall be two-thirds (2/3) of the total number of elected Directors, or five (5), whichever is lesser.

8. (1) A meeting of the Board may be called on the written request of any two directors filed with the President stating the business to be brought before such a meeting.
(2) On receipt of a request under subsection (1), the President shall call a meeting of the Board by giving notice in accordance with section 7(2).

Expenses

9. (1) The directors shall not receive any honorarium but shall be reimbursed for their travelling and living expenses incurred while on the business of the ADR Institute of Saskatchewan.

Officers of the ADR Institute of Saskatchewan

10. The President

(1) is the chief executive officer of the ADR Institute of Saskatchewan;
(2) shall normally preside at all meetings of the Board and the membership;
(3) is an ex officio member of all committees of the Board and the ADR Institute of Saskatchewan;
(4) has the power to enter into contracts on behalf of the Board when authorized to do so by the Board;
(5) shall prepare and present a report of the activities of the Board to the membership at the annual meeting;
(6) has the power to delegate his powers and duties as necessary;
(7) is responsible for such other matters as the Board determines.

11. The Secretary is responsible

(1) for recording the proceedings of all meetings of the Board and the membership and for the preparation and custody of the minutes of those meetings;
(2) for the custody of the Seal of the ADR Institute of Saskatchewan and the books and records of the ADR Institute of Saskatchewan, except the books of account:
(3) for giving notice of all meetings of the Board and the membership;
(4) for such other matters as the Board determines.

12. The Treasurer is responsible

(1) for the receipt of all money paid to the ADR Institute of Saskatchewan;
(2) for the opening and operation of accounts and for the deposit of funds in any bank, trust company or credit union the Board may direct;
(3) to account for the real and personal property of the ADR Institute of Saskatchewan and the preparation and custody of such books of account as are necessary;
(4) for presenting a statement of receipts and expenditures to the Board or the membership whenever so requested;
(5) for presenting a statement of receipts and presentation of a financial statement at the annual meeting;
(6) for such other matters as the Board determines.

Committees

13. (1) Standing or special committees of the Board or the ADR Institute of

Saskatchewan may be appointed by the Board for any purpose considered necessary or desirable.

(2) The Board may delegate such of its powers or duties to a committee appointed by it as it considers necessary, with or without conditions.

(3) Where a complaint is made against a member alleging a failure to comply with the Code of Ethics, Bylaws or Policies of the ADR Institute of Saskatchewan, the Board shall appoint a Hearing Committee to manage the complaint and report to the Board.

14. (1) The Chairperson of any meeting of the ADR Institute of Saskatchewan or any committee thereof shall not have a casting vote.

PART 2 - ATTAINING THE OBJECTS OF THE ADR INSTITUTE OF SASKATCHEWAN

Board's Authority

15. (1) In furtherance of the objects of the ADR Institute of Saskatchewan the Board may:

(a) establish and operate libraries, information centres and similar facilities;

(b) undertake and support research and education;

(c) establish a liaison with the ADR Institute of Canada Inc., and other arbitration or mediation groups or persons or agencies interested in or concerned with arbitration or mediation;

(d) provide financial and other assistance to persons or organizations, whether incorporated or not, that have objects similar to those of the ADR Institute of Saskatchewan or that engage in activities similar to those in which the Regional Association may engage;

(e) publish, produce, and distribute books, newsletters, reports of arbitration and mediation proceedings, pamphlets, films and other productions that relate to any matter pertaining to the objects of the ADR Institute of Saskatchewan;

(f) hold seminars, meetings, and lectures;

(g) solicit, receive, and hold gifts, by way of bequest or otherwise, of every nature for any purpose similar to the objects of the ADR Institute of Saskatchewan upon such trusts and conditions as seem appropriate to the Board, and administer the gifts in accordance with the trusts and conditions;

(h) invest any surplus funds in such investments as are considered appropriate;

(i) propose bylaws for matters relating to the administration of the ADR Institute of Saskatchewan.

(2) The Board may:

(a) engage such employees as it considers necessary and fix their terms and conditions of employment;

(b) co-operate with and enlist the aid of any governmental authority, corporation, organization or individual;
(c) engage the services of any person or organization to carry out any function relating to the objects or operation of the ADR Institute of Saskatchewan;
(d) make regulations for the nomination and election of directors and matters relating thereto;
(e) make regulations for matters relating to the administration of the ADR Institute of Saskatchewan.

16. (1) The Board may

(a) establish and maintain one or more branch chapters having such powers, not exceeding the powers of the Regional Association, as the Board may from time to time confer;
(b) establish rules or guidelines for arbitration or mediation proceedings;
(c) establish and maintain one or more lists of persons willing to act as arbitrators or mediators;
(d) prescribe conditions or rules under which a person may apply for entry on, be entered on, remain on, or be removed from any of the lists of arbitrators and mediators;
(e) provide and maintain a Code of Ethics setting standards regarding the manner and method of practice of members of the ADR Institute of Saskatchewan;
(f) develop policies and guidelines prescribing procedures for the review, assessment and resolution of complaints that a member has failed to comply with the Code of Ethics, Bylaws or Policies of the Association;
(g) propose bylaws for the purpose of ensuring the integrity within Saskatchewan of the professional designations granted by the ADR Institute of Canada Inc., including the regulation of the use of post-nominal designations by members; and
(h) publicize or advertise the services provided by the ADR Institute of Saskatchewan.

(2) The Board has the right to determine who is entered on, who remains on and who may be removed from a list established under subsection (1).
(3) An Accreditation Committee, composed of three people as chosen by the Board of Directors, shall be a committee of the Board for the purpose of determining who will be entered on the accredited arbitrator and mediator list, under subsection (1).

No Profit for Members

17. (1) The operation of the ADR Institute of Saskatchewan shall be carried on without the purpose of gain for its members and any profits or accretions to the ADR Institute of Saskatchewan shall be used in promoting the objects of the ADR Institute of Saskatchewan.

Fiscal Year

18. (1) The fiscal year of the ADR Institute of Saskatchewan shall be from January 1 to December 31 of each year.

Accountant

19. (1) The financial statement of the ADR Institute of Saskatchewan presented at the annual meeting shall be signed by a chartered accountant appointed for that purpose by the Board.

Inspection of Records

20. (1) The books, records and accounts of the ADR Institute of Saskatchewan may be inspected by a member at the annual meeting or at any other time by giving reasonable notice and arranging a time satisfactory to the officer having charge of them.

PART 3 - MEMBERSHIP

21. (1) The members of the ADR Institute of Saskatchewan are

(a) the applicants for incorporation, and

(b) those persons who subsequently become members in accordance with these Bylaws as long as these persons remain as members.

(2) An individual may apply to the Board for membership and, on payment of the required fees and acceptance by the Board, become a member.

(3) Categories of membership (if any) shall be determined by the Board, subject to approval by the voting membership at the first annual meeting following the date of amendment.

Compliance with Bylaws

22. (1) Every member shall comply with and is bound by these Bylaws.

Annual Meeting

23. (1) The first annual meeting of the ADR Institute of Saskatchewan shall be held within 15 months of the date of incorporation and thereafter one each calendar year at such time, date and place as is specified by the Board.

(2) At each annual meeting, a report from the President and Treasurer shall be presented to the membership and such elections to the Board as are necessary shall be conducted.

Special Meeting

24. (1) Every meeting of the ADR Institute of Saskatchewan that is not an annual meeting is a special meeting.

25. (1) A special meeting of the members may be called

(a) by the Board, at any time, by giving notice in accordance with section 26, or

(b) by the members, by at least 10 percent of the members notifying the Secretary in writing of their desire to have a special meeting and the purpose of it.

(2) On receipt of a notice under subsection (l)(b), the Secretary shall arrange for a special meeting within 60 days and give notice of it in accordance with section 26.

Notice of Meetings

26. (1) Notice of an annual meeting or a special meeting shall be given to the members at least 21 days before the date of the meeting in writing or by telephone, telex, fax or electronic mail specifying the date, time and place of the meeting and the general nature of the business to be conducted.

(2) The accidental omission to give notice of a meeting to a member or the fact that a member does not receive notice of the meeting does not invalidate proceedings at the meeting.

Quorum and Voting

27. (1) Five members in good standing constitute a quorum at any meeting of the membership.

(2) A member present at a meeting is entitled to one vote on each motion or matter to be voted upon.

(3) No votes may be made by proxy.

(4) All meetings of the members of the ADR Institute of Saskatchewan be conducted in accordance with Robert's Rule of Order.

Membership Terminated

28. (1) A person ceases to be a member

(a) by tendering their resignation by notice in writing to the Secretary of the ADR Institute of Saskatchewan;

(b) on expulsion by the Board, by a vote of a majority of those present at a meeting of the Board;

(c) if a member is in arrears of payment of the annual fee for more than three months.

PART 4 - HEAD OFFICE AND SEAL

Head Office

29. (1) The head office of the ADR Institute of Saskatchewan shall be located at such place as the Board determines.

Seal

30. (1) The Seal of the ADR Institute of Saskatchewan shall be in the form prescribed by the Board.

PART 5 - OTHER MATTERS

Borrowing

31. (1) For the purpose of carrying out the objects of the ADR Institute of Saskatchewan, the Board may borrow or raise or secure the payment of the money in such manner as the Board determines.
(2) In accordance with the Act, no debentures shall be issued without the sanction of a special resolution of the membership.

Notices

32. (1) A notice required to be given under the Act or these Bylaws
(a) to a member, shall be given in writing or by telephone, fax, or electronic mail at the address shown in the membership records, or by telephone to the number recorded in the records of the ADR Institute of Saskatchewan;
(b) to the ADR Institute of Saskatchewan or to an officer of the ADR Institute of Saskatchewan, shall, except where otherwise required, be given in writing, or by telephone, fax, or electronic mail to the head office of the ADR Institute of Saskatchewan.

Winding Up

33. (1) The ADR Institute of Saskatchewan shall not be voluntarily wound up unless a special resolution, as defined in the Act, is passed by the membership.

34. (1) Should the ADR Institute of Saskatchewan be dissolved for any reason, its assets after payment of or provision for its liabilities, shall be transferred to the ADR Institute of Canada or other not for profit body in the Province of Saskatchewan whose goals and purposes fulfill the attainment of the Objects of the ADR Institute of Saskatchewan and is agreed to by a majority vote of the membership at a duly called meeting for such purpose.

Amendment of Bylaws

35. (1) The Bylaws may only be amended by the Members.

Effective Date

36. (1) These Bylaws become effective on the day that they are approved in accordance with The Act.

Appendix A

ADR Institute of Saskatchewan Inc.
CODE OF ETHICS AND CONDUCT

This code is applicable to all members of the Institute.

(1) A member shall uphold and abide by the Code of Ethics, the Code of Conduct for Mediators, the regulations, and other professional requirements adopted by the Institute.

(2) A Member shall not carry on any activity or conduct which could reasonably be considered as conduct unbecoming of a member of the Institute.

(3) A Member shall uphold the integrity and fairness of the arbitration and mediation processes.

(4) A Member shall ensure that the parties involved in an arbitration or mediation are fairly informed and have an adequate understanding of the procedural aspects of the process and of their obligations to pay for services rendered.

(5) A Member shall satisfy him/herself that he/she is qualified to undertake and complete an appointment in a professional manner.

(6) A Member shall disclose any interest or relationship likely to affect impartiality or which might create an appearance of partiality or bias.

(7) A Member, in communicating with the parties, shall avoid impropriety or the appearance of impropriety.

(8) A Member shall conduct all proceedings fairly and diligently, exhibiting independence and impartiality.

(9) A Member shall be faithful to the relationship of trust and confidentiality inherent in the

office of arbitrator or mediator.

(10) A Member shall conduct all proceedings related to the resolution of a dispute in accordance with applicable law.