

Saskatchewan Publishers Group Constitution

Article I NAME

1.01 The name of the organization shall be SASKATCHEWAN PUBLISHERS GROUP (hereafter referred to as the SPG).

Article II OBJECTIVES

2.01 The objectives of the SPG shall be the encouragement and promotion of book publishing in Saskatchewan, and these objectives shall be achieved by:

- a) Providing a common forum for publishers, and all those concerned with publishing in Saskatchewan, at which information and ideas are exchanged.
- b) Speaking for the common interests of constituent members to all levels of government and to public and private institutions in Saskatchewan, across Canada, and internationally.
- c) Raising the awareness of and availability of Saskatchewan-published books.
- d) Undertaking specific projects, studies, and other forms of action as shall be required to implement clauses (a), (b), and (c) above.
- e) Maintaining close liaison with the Association of Canadian Publishers and other associations and interest groups working for the good of the Canadian publishing industry and encouraging its members to do the same.

Article III MEMBERSHIP ELIGIBILITY

3.01 Classes of memberships: There shall be four classes of members of the SPG, namely:

Established Publisher Members, Developing Publisher Members, Beginning Publisher Members, and Non-Publisher Members. According to the determination of the Board, publishers with four Canadian titles or more in print may become Established Publisher Members, publishers with two or three Canadian titles in print may become Developing Publisher Members, and publishers with one (1) Canadian title in print or development may become Beginning Publisher Members.

3.02 Established Publisher Membership is open to all firms, partnerships, individuals, proprietorships or institutions which meets the following qualifications:

- (a) Have their chief office of business in Saskatchewan;
- (b) Are at least 80 percent owned by persons who are Canadian citizens, or permanent residents who have held that status for more than six years; or who are fully owned or controlled by institutions or associations chartered in Canada which are at least 80 percent

controlled by persons who are Canadian citizens, or permanent residents who have held that status for more than six years.

- (c) Are effectively controlled as to their managerial, editorial, and financial decisions by persons who are residents in Saskatchewan, and are Canadian citizens, or permanent residents who have held that status for more than six years;
- (d) Publish original Canadian books as a primary function of their business or, being a cultural or educational organization, have publishing original Canadian books as an important part of their business;
- (e) Have in print not less than four (4) original Canadian titles and an on-going publishing program of not less than one (1) title a year, providing that those who fail to produce one (1) book in the previous year be given one (1) year grace status, or an opportunity to establish that they have remained active in the industry by maintaining titles in print and active sales/promotional activity of those titles, and having future publications in active development.
- (f) Have been in operation for at least two (2) years from the date of publication of their first title.
- (g) Subscribe to and are willing to work on behalf of the objectives of the SPG as set out in ARTICLE II above.

3.03 How to Become an Established Publisher Member

- (a) SPG staff will refer publishers who are eligible for Established Publisher Membership to the Board each year before the Annual General Meeting.
- (b) All candidates for Established Publisher Membership which, upon investigation by the Board, are determined to meet the criteria set forth in Article 3.02 above, shall be approved.
- (c) Candidates for Established Publisher Membership, which, in the view of the Board, fail to meet the criteria of Article 3.02, above, shall be rejected by the Board. Rejected candidates may appeal the Board's decision by requesting that their application be referred to a vote of the Established Publisher Members only; Established Publisher Membership shall be granted to all candidates who receive a majority of the votes cast.

3.04 Developing Publisher Membership

- (a) Developing Publisher Membership is open to all firms, partnerships, individuals, proprietorships, or institutions which, while supporting the objectives of the SPG as set forth in Article II above meets all the criteria of Established Publisher Membership specified in Article 3.02, above, except for (d), (e), and (f); retain the publication of Canadian books as a significant part of their function; and have in print two or three (2 or 3) Canadian titles published or actively promoted within the last three (3) years.
- (b) All candidates for Developing Publisher Membership which, upon investigation by the Board, are determined to meet the criteria set forth in Article 3. 04 above, shall be approved.
- (c) Candidates for Developing Publisher Membership which, in the view of the Board, fail to meet the criteria of Article 3.04, above, shall be rejected by the Board. Rejected candidates may appeal the Board's decision by requesting that their application be referred to a vote of the entire membership. Developing Publisher Membership shall be granted to all candidates who receive a majority of the votes cast.

(d) Publishers with two or three titles in print are Developing Publisher Members. Publishers with fewer than two titles in print are Beginning Publisher members.

3.05. Beginning Publisher Membership is open to all individuals, firms, partnerships, individuals, proprietorships, or institutions, which while supporting the objectives of the SPG as set forth in Article II above meets all the criteria of Established Publisher Membership specified in Article 3.02, above, except for (d), (e), and (f); retain the publication of Canadian books as an important part of their function; and which have in print or in development one (1) Canadian title.

3.06 Non-Publisher Membership is open to all individuals, firms, partnerships, individual proprietorships, or institutions which support the objectives of the SPG as set forth in Article II, above.

3.07 Withdrawal of membership in the SPG may be made at any time and is effective immediately upon receipt of notice in writing. No refund of membership fees shall be made.

3.08 Membership in the SPG may be terminated for cause by a vote in favour of expulsion by at least three-quarters of the voting members present at an Annual or Special General Meeting for which the consideration of the membership status has been given at least 14 days notice.

Article IV BOARD OF DIRECTORS

4.01 Officers of the SPG shall consist of a President, Vice President, Treasurer, and Past-President. These Officers, who must be Established Publisher Members, shall form the Executive Committee.

4.02 The Board of Directors shall consist of the Officers set forth in 4.01, above, and up to three (3) Members at Large.

4.03 The Board of Directors shall be elected by a majority vote of SPG members at the Annual General Meeting for a term of two years, with a limit of four consecutive terms per director per position. There shall be a minimum of two staggered positions on the board each year.

4.04 There shall be no remuneration for sitting on the SPG Board of Directors beyond the reimbursement of expenses properly incurred in the undertaking of SPG business.

Article V MEETINGS

5.01 The annual General Meeting of the SPG shall be held once during each year, on a

date fixed by the Board of Directors.

5.02 Notice of the Annual General Meeting shall be sent by post or by electronic mail (with receipt required) to each member no fewer than fourteen (14) days prior to the meeting, and shall state the place, date, time, and agenda thereof.

5.03 A quorum at the Annual General Meeting shall consist of at least three (3) members of the Board of Directors and the Established Publisher Members present.

5.04 The Board of Directors shall meet at least four (4) times annually, not including meetings of the Board of Directors that may be convened immediately before and immediately after the Annual General Meeting.

5.05 A quorum at a Board of Directors meeting shall consist of three board members and at least one table officer.

5.06 Special General Meetings shall be convened by the President or Acting President, giving two weeks notice, on written request, signed by no fewer than three (3) Established Publisher Members of the SPG, and that meeting shall take place no more than thirty (30) days from the date of the receipt of the request.

5.07 A quorum of a Special General Meeting shall consist of at least three (3) members of the Board of Directors and any Established Publisher Members present.

5.08 Meetings of the full membership may be called from time to time by the Board of Directors to discuss matters of general interest, and to provide an opportunity for the membership to advise the Board. All members in good standing with the SPG are entitled to attend.

5.09 At any meeting of members, the vote from each Established Publisher Member firm in good standing shall be counted as two (2) votes, and the vote from each Developing member firm in good standing shall be counted as one (1) vote, provided such right to vote may be exercised only by the official representative(s) or alternate of the member, or, in the absence of both, by a proxy for such member duly appointed in writing by the member. A form of proxy or a reminder of the right to use a proxy should be attached to the notice of meeting going to all members. Any proxy brought to a Membership meeting may be examined to ensure Proxy holders are voting according to instructions.

5.10 The quorum at a Membership meeting shall be determined by the number of people attending the meeting in person. At no time shall the number of votes brought to a meeting by proxy represent more than 50% of the persons in actual attendance at the meeting. The form of proxy will be set by the SPG Board from time to time as required.

Article VI RESPONSIBILITIES OF OFFICERS

6.01 The President shall preside at meetings of the SPG and of its Board of Directors. The President is an *ex officio* member of all SPG committees, assists staff with the preparation of agenda for meetings, initiates Board meetings when necessary to carry out the business of the SPG, delegates responsibilities when necessary to other members of the Board,

communicates with staff on a regular basis, reviews all primary organizational documents and where required, is the primary signatory for the organization on contracts, memorandums of agreement, letters, and other documents.

6.02 The Vice President presides at meetings of the SPG and its Board of Directors when the President is unavailable, signs all manner of documents on behalf of the SPG when delegated to do so, or when the President is unable to, assists in the preparation of the agenda, initiates meetings and generally takes on the responsibilities of the President, when the President so delegates or is otherwise unable to perform these duties. The Vice President can be one of the three signing authorities for the SPG's financial operations.

6.03 The Treasurer assumes responsibility for all financial records and papers of the SPG, and supervision of all monies belonging to the SPG. The Treasurer must be one of the three signing authorities for the SPG's financial operations and may be delegated as a signatory and representative by the President or Vice President. The Treasurer delivers an overview of the SPG's financial status at each Annual General Meeting. The Treasurer reviews the audited financial statements and auditor's report annually, ensures the appointment of an appropriate auditor annually, and works with the Staff to ensure the financial operations of the SPG carry on smoothly and successfully. The Treasurer assists Staff in preparing the annual budget and revising the budget.

6.04 The Past President shall be a voting member of the Board of Director on all matters lying exclusively within the purview of the Board of Directors, and shall advise the President and members of the current Board on all matters that concern the SPG. The Past President shall represent the SPG, when called upon, either formally or informally.

6.05 The Member(s) at Large may be any member of SPG, provided that no more than one position in total shall be filled by a Beginning Publisher Member or a Non-publisher Member in any given year. The Member at Large shall function as a full member of the Board with voice and vote.

Article VII MEMBERSHIP RIGHTS, PRIVILEGES AND FEES

7.01 Established Publisher Members have the right to vote at General meetings of the SPG, and they shall be entitled to two (2) votes per member at such meetings. Established Publisher Members are eligible to serve on the Board of Directors as Officers or Members at Large with full voice and vote.

7.02 Developing Publisher Members have the right to vote at General meetings of the SPG, and they shall be entitled to one (1) vote per member at such meetings. Developing Publisher Members are eligible to serve on the Board of Directors as Members at Large with full voice and vote.

7.03 Beginning Publisher Members shall be entitled to attend General meetings of the SPG. They shall not be entitled to vote.

7.04 Non-Publisher Members shall be entitled to attend General meetings of the SPG. They shall not be entitled to vote.

7.05 One position on the board may be filled by a Beginning Publisher Member or a Non-Publisher Member in any given year.

7.05 Whether Established, Developing, Beginning, or Non-Publisher, all Members shall receive copies of minutes of general meetings and newsletters; and the members may receive further information that the SPG may from time to time release.

7.06 Membership fees shall be determined for each fiscal year by a majority vote of the Annual General Meeting upon recommendation of the Board of Directors, and shall be due and payable thirty (30) days after issue of invoice each year. For the first year of membership, the fee shall be prorated to the beginning of the next fiscal year.

7.07 In order to maintain membership in good standing, dues must be fully paid in accordance with 7.01.

Article VIII FINANCIAL YEAR

8.01 The financial year of the SPG shall end on 31 March each year. A financial statement shall be prepared prior to the Annual General Meeting each year by a person or persons appointed from time to time.

Article IX CONSTITUTIONAL AMENDMENT

9.01 The Constitution of the SPG may be amended at an Annual General Meeting, provided that a notice of motion to so amend has been filed with the President not fewer than ten (10) days prior to such Annual General Meeting. An amendment of the constitution shall be effected only with the support of two-thirds of the members voting at the annual General Meeting.