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CONSTITUTION

ARTICLE 1 - NAME

The name of the association shall be Health Sciences Association of Saskatchewan.

ARTICLE 2 - LOCATION

The head office of the Association shall be designated from time to time by a resolution of the Executive Council.

ARTICLE 3 - OBJECTS OF THE ASSOCIATION

The objects of the Association are as follows:

- (a) To seek certification as the certified bargaining agent of all Members of the Association employed in the health sciences and on behalf of such Members to regulate relations between Members of the Association and their employers, or organizations of employers.
- (b) To organize persons engaged in health science professions or occupations in the provision of health care in the Province of Saskatchewan into units of the Association.
- (c) To bargain collectively on behalf of its Members with employers and further, to apply to the Labour Relations Board for certification as the bargaining agent on behalf of its members or a group of its members, pursuant to the provisions of the Saskatchewan Trade Union Act.
- (d) To participate in or assist units of the Association in the resolution of disputes arising with employers or organizations of employers.
- (e) To promote the social and economic well-being and interests of persons employed in the health sciences in Saskatchewan and to establish and maintain the best possible standards or remuneration and working conditions consistent with the continuation of high standards of patient care.

- (f) In consultation with the professional associations of all member groups, to support the improvement of services provided by the health sciences professions and occupations and to advance the scientific, educational, professional and economic welfare of all members of the health sciences professions and occupations.
- (g) To create a Strike Services Committee in the event of a legal strike.

BY-LAWS

ARTICLE 1 - INTERPRETATION

1.1 Defined Terms

In the Constitution and in these By-laws, unless there is something in the subject matter or context inconsistent therewith, the following terms and expressions will have the following meanings:

- (a) **“Annual Convention”** means the annual general meeting of the Members of the Association;
- (b) **“Association”** means the Health Sciences Association of Saskatchewan;
- (c) **“Board of Governors”** means the elected body described in Article 8 hereof;
- (d) **“By-laws”** means these By-laws, as from time to time amended, restated or replaced;
- (e) **“Collective Agreement”** means a contract of employment negotiated between the Association and an employer from time to time;
- (f) **“Constitution”** means the Constitution of the Association, as from time to time amended or restated;
- (g) **“Executive Council”** means the governing body of the Association elected in accordance with Section 4.4 for the time being;
- (h) **“Executive Director”** means the Executive Director of the Association hired from time to time in accordance with Article 7 hereof;
- (i) **“Health Region”** means a health region in the Province of Saskatchewan as determined by the Government of Saskatchewan from time to time;
- (j) **“Members”** means persons granted membership in the Association in accordance with Article 2 hereof;

- (k) **“President”** means the senior elected officer of the Association further and better described in Section 6.1 hereof; and
- (l) **“Regional Council”** means a council established from time to time pursuant to Article 8 of these By-laws.

1.2 Interpretation

- (a) The division of the Constitution and By-laws into articles, sections, paragraphs, subparagraphs and clauses and the insertion of headings are for convenience of reference only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- (b) Words importing the singular number only will include the plural and vice versa; words importing the feminine gender will include the masculine and neuter genders and vice versa and words importing persons will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons.
- (c) The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

ARTICLE 2 - MEMBERSHIP

2.1 Eligibility

- (a) Any person employed in a health sciences profession or occupation providing health care in the Province of Saskatchewan is eligible for membership in the Association.
- (b) A person eligible for membership shall apply, in writing, to the Executive Council to become a member of the Association.
- (c) The Executive Council may refuse membership for reasonable cause.
- (d) No person may be refused membership in the Association nor any of the rights, privileges or benefits thereof by reasons of race, creed, religion, colour, sex, sexual orientation, family status, marital status, disability, age, nationality, ancestry,

place of origin, receipt of public assistance, political views or affiliation or any other discriminatory grounds.

2.2 Professional Or Occupational Group

Individuals or groups of individuals admitted to membership subsequent to 1982 may, at the discretion of the Executive Council, be designated to the most appropriate existing professional or occupational group or to a 'composite' group. Such designation shall be done in consultation with the affected person(s); however, the decision of the Executive Council shall be final.

2.3 Classes Of Membership

- (a) There shall be two classes of Members, namely active and non-active, as follows:
 - (i) Subject to any restrictions contained in the Constitution and these By-laws, each Member who has paid the initiation fee and all monthly membership dues and special assessments shall be an active Member with full rights to vote and hold office.
 - (ii) Subject to any restrictions in the Constitution and these By-laws, each Member who is not paying all monthly membership dues and special assessments shall be a non-active Member and will not be eligible to vote or hold office.
- (b) Notwithstanding the generality of paragraph 2.3(a) hereof, any Member who is on an approved leave of absence from their employer shall continue to be an active Member (even though such Member may not pay monthly membership dues during such leave) with full rights to vote; however, such Member shall not have the right to hold office in accordance with Article 6 hereof.

2.4 Initiation Fees And Dues

- (a) The initiation fees for admittance of Members, the monthly membership dues and any special assessments shall be determined from time to time by the Executive Council.
- (b) In the event that a Member ceases employment and is subsequently re-employed within two (2) years by an employer covered by a Collective Agreement of the

Association or is on an approved leave of absence, no new initiation fee shall be levied.

ARTICLE 3 - MEETINGS OF MEMBERS

3.1 Annual Convention

The Annual Convention of the Association shall be held within eight (8) weeks of the fiscal year-end of the Association in each year.

3.2 Special Meeting

The Executive Council may call a special meeting of the Members at any time and, in any event, shall call a special meeting of the Members upon the written request of not less than ten (10%) percent of the Members of the Association.

3.3 Notice Of Meeting

Notice of the time and place of a meeting of Members shall be sent not less than 15 calendar days before the meeting in the manner provided in Article 13 hereof. The notice shall specify the nature of the matters and the resolutions to be presented to the meeting.

3.4 Delegate Status, Attendance And Voting

- (a) For the purposes of these By-laws, the term "delegate" shall refer to a delegate duly elected or deemed to be elected as such in accordance with these By-laws and, if any duly elected delegate is not available to act as a delegate in accordance with these By-laws, the term "delegate" shall include the first available alternate duly elected as such in accordance with these By-laws, unless the context requires otherwise.
- (b) All Members may attend all meetings of Members, however, only delegates shall be entitled to vote on matters at such meetings. Each delegate shall be entitled to one (1) vote.
- (c) Each member of the Executive Council is an automatic delegate.
- (d) Each Health Region with up to and including 100 active Members shall be entitled to elect one (1) delegate to attend

and vote at meetings of Members. Each Health Region with more than 100 active Members shall be entitled to one (1) additional delegate for each additional 100 active Members or portion thereof.

- (e) All active Members who form a part of a Health Region are entitled to be elected as a delegate for such Health Region.
- (f) All elected delegates shall attend the meeting for which they have been elected as a delegate, shall act in the best interests of the Association and shall report back to such Health Region on the significant results of such meeting.
- (g) The Executive Director shall provide sufficient notice to the members within each Health Region of the candidates for delegates for such region prior to the meeting for which such delegates are to attend to allow the members of such region to vote for such delegates. Voting for delegates shall be by mail-in ballot, as contemplated in these By-laws. Any nominee(s) not elected as a delegate shall stand as an alternate in order of the greatest number of votes received.

3.5 Quorum Requirements

A quorum for any meeting of Members shall be constituted only if fifty-one (51%) percent of the delegates for such meeting are present. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned. A meeting shall be deemed to be adjourned whenever a quorum is not present, whether a quorum was present at the start of the meeting or not. No formal business may be attended to in the absence of a quorum.

3.6 Chair Of Meeting

The President, or in her absence, the Vice-President, in both of their absences, the President's designate, shall preside as chair of every meeting of the Members. If there is no such chair, or if at any meeting she is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the members of the Executive Committee present will endorse someone of their number to be Chair of the meeting.

3.7 Resolutions

- (a) Subject to subsections (b) and (c) hereof, all resolutions to be

presented to a meeting of the Members must be received by the Secretary of the Association at least sixty-five (65) days before the meeting or they will not be considered at the meeting. Resolutions for consideration at a meeting may be submitted by the Executive Council, the Board of Governors or a group of not less than ten (10) active Members of the Association. The Secretary shall present all resolutions to be considered at a meeting of the Members to Executive Council before inserting such resolutions into the notice of meeting. The notice of the meeting shall specify Executive Council's support or lack of support for such resolution and the reasons for such support or lack of support.

- (b) A resolution may be submitted from the floor of the meeting if it arises from circumstances that prevented the resolution from being submitted in the normal manner and it is submitted immediately prior to the commencement of the meeting to the Chair of the meeting. The Chair shall forward such resolution to the Executive Committee members present at such meeting. Such members shall determine if there were sufficient circumstances that prevented such resolution from being submitted in the normal manner. The decision of such members shall be final and conclusive as to whether the resolution may be submitted from the floor of the meeting.
- (c) A resolution dealing with constitutional changes, as contemplated by Article 18 hereof, or budgetary matters, as contemplated by Section 15.2 hereof, may not be submitted from the floor of the meeting. Such matters must be submitted in the manner contemplated in these By-laws.

3.8 Voting

- (a) Voting at a meeting of Members shall be by show of hands, except where a motion to have a secret ballot vote is passed.
- (b) Subject to the provisions of Robert's Rules of Order regarding challenging the decision of the Chair at the meeting, a declaration by the Chair of the meeting, upon advice from the scrutineers of the meeting, that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, and the result of the vote so taken and declared shall be the decision of the Members upon such question.

3.9 Adjournment

The Chair of the meeting may, with the consent of the majority of Members present at the meeting, adjourn any meeting of Members from time to time to a fixed time and place.

3.10 Mail-In Ballot

With the exception of the Annual Convention and subject to the provisions of these By-laws, the Executive Committee may elect, in lieu of a meeting of the Members, to have any matter brought before the Members by means of a mail-in ballot. Ballots shall be distributed, either by regular mail or courier to all Members entitled to vote at least 15 days prior to the date scheduled for the completion of such vote. Each Member entitled to vote shall be entitled to submit their ballot, either by regular mail or courier, on or before the date scheduled for the completion of such vote. The Secretary of the Association shall be responsible for the tallying of such ballots. Unless otherwise provided herein, in the case of any vote conducted by ballot, the matter will be considered to be passed upon approval by a simple majority of eligible ballots received.

ARTICLE 4 - EXECUTIVE COUNCIL

4.1 Executive Council Composition

There shall be an Executive Council composed of the President of the Association and one or more representatives from each professional, occupation or 'composite' group which has Members in the Association in a manner determined by the Executive Council.

4.2 Powers

When the Annual Convention is not in session, subject to the provisions of these By-laws, the Executive Council shall manage and supervise the affairs and business of the Association and may exercise all such legislative, executive, judicial and administrative powers and do all such acts and things as may be exercised or done by the Annual Convention when in session.

4.3 Term Of Office

Each member of the Executive Council shall be elected for a two-year

term, unless such member resigns, ceases to be an active Member of the Association, changes professional, occupational or composite group or misses three (3) consecutive Executive Council meetings without appointing an alternate in her place, in accordance with Section 5.3, or misses four (4) consecutive Executive Council meetings, regardless of whether such member appointed an alternate in her place.

4.4 Election Of Executive Council

- (a) Each active Member shall be eligible for nomination and election to the Executive Council by the professional, occupational or 'composite' group to which they have been assigned.
- (b) Each active Member who has completed at least one (1) full two (2) year term on Executive Council at any time shall be eligible for nomination and election as President of the Association by all Members of the Association. Nominees do not have to be but may be current members of Executive Council.
- (c) Election of members of the Executive Council shall be alternated in a manner determined by the Executive Council such that approximately half of the Executive Council shall be elected in any one year.
- (d) The Executive Council shall cause nomination papers showing the name of the nominee, the professional, occupational or 'composite' group seat for which the Member is nominated, or if such Member is nominated as President, and the name of the nominator, to be distributed to the Members of the Association on or about September 1st of each year, for those positions subject to election that year. Such nomination papers shall be returned to the head office of the Association by the last working day in September. Where more than one (1) nomination is received for a professional, occupational or 'composite' group, or for President, the Executive Council shall cause the Executive Director to create an elections process for Members to elect an Executive Council member or the President through a mail-in ballot. Ballots will be distributed immediately to all Members eligible to vote for a contested seat, and shall be returnable at least five (5) calendar days prior to the Annual Convention. Candidates may appoint a scrutineer to be present when the ballots are counted. The Executive Director

shall be responsible for the tallying of such ballots. The qualification of each ballot shall be the sole discretion of the Executive Director.

- (e) In the event the candidate elected for President is an existing member of Executive Council, she will resign her professional, occupational or 'composite' group seat on Executive Council to serve as President. The vacancy shall be filled in accordance with Section 4.5 hereof.

4.5 Vacancy

- (a) Where there is a vacancy or vacancies on the Executive Council, the remaining members:
 - (i) may exercise all the powers of the Executive Council; and
 - (ii) may appoint an interim member to represent the professional, occupational or 'composite' group whose seat has been vacated;

each for so long as a quorum of the Executive Council remains in office. The interim member appointed under clause (ii) hereof shall sit until a regular member is elected in accordance with paragraph 4.5(b) or at the next annual election process, as the case may be.

- (b) In the event of a vacancy on the Executive Council with one (1) year or more remaining in the term of the vacant position:
 - (i) The Executive Council shall cause nomination papers to be distributed to the members of the professional, occupational or 'composite' group affected, or in the case of President, to all active Members of the Association, as soon as practicable. Such nomination papers shall be returned within thirty (30) calendar days. The Executive Council shall cause the Executive Director to create an election process in general accordance with paragraph 4.4(d). The person so elected shall sit for the remainder of the term of her predecessor.
 - (ii) If no nominations are received and the seat would not ordinarily be open in the next general election, then the seat will become open for a one (1) year term in the next general election.

4.6 Special Representatives

The Executive Council may, from time to time, allow any Member the status of ex-officio member of the Executive Council for a given time period, for purposes of augmenting representation for a given unit of Members. This Member shall be elected from within the affected unit. Such Member shall be responsible for conducting informational meetings for the unit following each Executive Council meeting from time to time, as the need arises.

4.7 Duties Of Members Of The Executive Council

- (a) Every member of the Executive Council, in exercising her powers and discharging her duties, shall:
 - (i) act honestly and in good faith with a view to the best interests of the Association;
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (iii) promote the goals and objectives of the Association.
- (b) Every member of the Executive Council shall:
 - (i) comply with the Constitution and these By-laws;
 - (ii) use her best efforts to attend all Executive Council meetings or appoint an alternate in her place, in accordance with Section 5.3;
 - (iii) be willing to stand for election to the offices of Vice-President, Secretary and Treasurer and shall be willing to serve on committees;
 - (iv) be accountable to the professional, occupational or 'composite' group they represent and keep such group informed of pertinent decisions;
 - (v) represent, at the provincial level, the opinions and concerns of their professional colleagues who are Members of the Association;
 - (vi) serve as a liaison between the Association and the

professional, occupational or 'composite' group they represent; and

- (vii) present to the Association the ideas and suggestions of the professional, occupational or 'composite' group they represent and speak for the Association to these groups when requested by the Association.

4.8 Save Harmless

The Association shall indemnify and save harmless from personal liability any member of the Executive Council, the President of the Association and any person appointed by the Executive Council from personal liability incurred by such person acting in such capacity, provided that such protection shall extend only to persons acting *bona fide* in the interest of the Association.

ARTICLE 5 - MEETINGS OF THE EXECUTIVE COUNCIL

5.1 Meetings

Meetings of the Executive Council and of any committee of the Executive Council may be held at any place within or outside of Saskatchewan with the approval of the Executive Council. A meeting of the Executive Council may be called by the President or any member of the Executive Council at any time, and, in any event, no less than four (4) times per year. The Executive Director shall, upon direction of any of the foregoing, send notice of a meeting of the Executive Council in accordance with Section 5.2 hereof.

5.2 Notice

- (a) Notice of the time and place of each meeting of the Executive Council will be given in the manner provided in Article 13 hereof to each member of the Executive Council, not less than seven (7) business days before the time when the meeting is so held; provided that notice of the time and place of each meeting may be given at the prior Executive Council meeting, and such notice will be sufficient notice to those members present, and provided that meetings of the Executive Council or of any committee of the Executive Council may be held at any time without formal notice if a

quorum of members are present (including present by way of telephone participation) and consent to the holding of the meeting without notice.

- (b) Notice of any meeting of the Executive Council or any irregularity in any meeting or in the notice thereof may be waived by any member in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

5.3 Alternates

- (a) Members of the Executive Council who are unable to attend any meeting of the Executive Council shall delegate another Member (who is a member of the same professional, occupational or 'composite' group) the right to attend the meeting of the Executive Council and to exercise any powers which the Executive Council member may have exercised at the meeting.
- (b) Written authorization from the Executive Council member shall be considered adequate to enable the alternate member to attend the meeting of the Executive Council.

5.4 Quorum

Unless otherwise determined by a resolution of the Executive Council, a quorum for any meeting of the Executive Council shall consist of two-thirds (2/3) of the Executive Council. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned. A meeting shall be deemed to be adjourned whenever a quorum is not present, whether a quorum was present at the start of the meeting or not. No formal business may be attended to in the absence of a quorum.

5.5 Conduct Of Meeting

The President, or in her absence the Vice-President, shall chair every meeting of the Executive Council, but if at any meeting the Chair of the meeting is not present within thirty (30) minutes after the time appointed for holding the same, the members of the Executive Committee present may choose one of their number to be Chair of the meeting.

5.6 Approval Of Matters

Unless otherwise provided in these By-laws, decisions of the Executive

Council will be determined by a simple majority of votes of the members present. For the purposes of voting on any resolution, the President shall have the right to vote with the other members of the Executive Council.

5.7 Participation By Telephone, Etc.

With the consent of the Chair of the meeting of the Executive Council, a member of the Executive Council or any person entitled to attend at a meeting of the Executive Council may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by those means shall be considered present at the meeting.

5.8 Resolutions In Writing

A resolution in writing, signed by all the members of the Executive Council entitled to vote on that resolution at a meeting of the Executive Council or committee of the Executive Council, is as valid as if it had been passed at a meeting of the Executive Council or committee of the Executive Council. Resolutions in writing contemplated by this section may be signed in several counterparts, which counterparts together will constitute a single resolution in writing.

ARTICLE 6 - OFFICERS

6.1 President

- (a) The President is the senior elected officer of the Association who has the following powers and duties which may be exercised or performed in person or by delegation:
 - (i) Presides at all meetings, conventions and conferences except Regional Council meetings.
 - (ii) Is the chief representative of the Association.
 - (iii) Is the primary spokesperson for the Association with respect to the Association's policies, health care issues and all other matters as determined by Executive Council.

- (iv) Is Chair of the Executive Committee and an ex-officio member of all committees.
 - (v) Is the Chief Executive Officer of the Association.
 - (vi) Keeps the Vice-President informed of matters necessary to assume the duties of President.
 - (vii) Ensures that policies and decisions of Annual Conventions and the Executive Council are carried out.
 - (viii) Reports to the Executive Council and the Annual Convention.
 - (ix) Ensures that the Constitution and By-laws are upheld.
 - (x) May be a signing officer.
- (b) The Executive Council may remove the President by a vote of at least three-quarters (3/4) of the Executive Council sitting at a special meeting called by the Vice-President or any two (2) members of the Executive Council. This meeting may only be called after a vote of non-confidence by at least two-thirds (2/3) of the Executive Council attending a regular Executive Council meeting.

6.2 Election Of Vice-President, Secretary And Treasurer

- (a) Any member of Executive Council is eligible to hold office as Vice-President, Secretary or Treasurer.
- (b) The Vice-President, Secretary and Treasurer shall be elected by a majority vote of the Executive Council at the first Executive Council meeting following the Annual Convention.
 - (i) When there are more than two nominees for the positions of Vice-President, Secretary or Treasurer and a majority vote is not achieved, then the nominee with the least number of votes will be removed from the election. Voting shall continue until a majority vote is achieved.
- (c) Each officer shall hold office for a one (1) year term, unless such member resigns, ceases to be an active Member, is on an approved leave of absence from her employer or ceases

to be a member of Executive Council.

- (d) Any office may be declared vacant by a vote of two-thirds (2/3) of the Executive Council.
- (e) Any vacancy in an office shall be filled by a majority vote of the Executive Council for the remaining term.

6.3 The Vice-President

The Vice-President:

- (a) Assumes the duties of the President at the President's request or in the President's absence.
- (b) May be a signing officer.
- (c) Is a member of the Executive Committee.

6.4 The Secretary

The Secretary:

- (a) Ensures an accurate and true record of the membership is kept.
- (b) Ensures that accurate records are kept of all official proceedings of the Association.
- (c) May be a signing officer.
- (d) Is a member of the Executive Committee.

6.5 The Treasurer

The Treasurer:

- (a) Ensures an accurate record of all financial transactions of the Association is kept and makes recommendations to the Executive Council for approval.
- (b) Chairs the Finance Committee.
- (c) Has the books and accounts of the Association verified by the auditor at least annually and presents an audited report and statement to the Annual Convention.
- (d) Reviews banking and investment practices in consultation

with the Finance Committee on an annual basis and makes recommendations to the Executive Council for approval.

- (e) Facilitates the preparation of a budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year for approval by the Executive Council in accordance with Section 15.2 hereof.
- (f) Is a signing officer and selects other signing officers.
- (g) Is a member of the Executive Committee.

ARTICLE 7 - EXECUTIVE DIRECTOR

The Executive Council, or a committee thereof, shall from time to time hire an Executive Director. The Executive Director shall act under the direction of the Executive Council, be responsible for the day to day administration of the Association and report to Executive Council on the day to day administration of the Association as and when it is necessary or desirable or requested by the Executive Council.

ARTICLE 8 - REGIONAL COUNCILS

8.1 Regional Councils

If Members in any health region want to form a Regional Council, such members shall petition the Executive Council to constitute the Members of such health region a Regional Council. The Executive Council may delegate to the Regional Council the authority to act on behalf of members constituting the Regional Council on matters of local concern, subject to Executive Council approval. Regional Councils shall be governed by and subject to the terms of reference for Regional Councils approved by the Executive Council from time to time.

8.2 Duties Of Regional Council Officers

Regional council officers shall provide a liaison between the members of the Regional Council and the Executive Council and the Executive Director and shall be responsible for the coordination of the activities of the members of the Regional Council and to make such recommendations and reports and carry out such other duties as may be required to assist the Executive Council and Executive Director in the organization, management and operation of the affairs of the

Association. Each officer of each Regional Council shall conduct their affairs in a manner consistent with the objects of the Association and shall act and carry out their duties in accordance with such policies as may be established by the Executive Council from time to time. A regional council officer may be removed from office by the Executive Council for just cause.

8.3 Stewards

A Regional Council may petition the Executive Council to receive direction from the Executive Council on the election, training and duties of stewards. No stewards shall be elected without the approval of Executive Council. If stewards are elected in a health region, it shall be the discretion of any Member if such Member shall be represented by such steward(s).

ARTICLE 9 - BOARD OF GOVERNORS

9.1 Board Of Governors

- (a) Any Member having served at least four (4) years on Executive Council, at least two (2) of which were served as an officer, shall be eligible for election to the Board of Governors.
- (b) Each member of the Board of Governors shall be elected for a seven (7) year term, unless such member resigns or ceases to be an active Member of the Association.
- (c) The Executive Council shall elect, by simple majority, members to the Board of Governors on nominations duly received at the first meeting of the Executive Council following the Annual Convention.

9.2 Chairperson Of The Board Of Governors

The Board of Governors shall elect a Chairperson to serve for a term of three (3) years.

9.3 Duties Of The Board Of Governors

- (a) **The Constitution and By-laws:**
The Board of Governors shall provide guidance and counsel

to the Executive Council on all such constitutional matters brought before the Executive Council and shall vote on all constitutional matters in accordance with Section 18 (b) hereof.

(b) Administrative Assistance:

The Board of Governors shall provide guidance and counsel to the Executive Council on all matters within the administration of the Association.

(c) The Executive Director:

The Board of Governors shall review the performance and duties of the Executive Director and make recommendations to the Executive Council.

(d) The Budget:

The Board of Governors shall review and provide guidance and counsel to the Executive Council on all budgetary matters brought before the Executive Council and shall vote on all budgetary matters in accordance with Section 15.2 hereof.

(e) The Membership:

Any Member requiring further consideration from the Association pertaining to membership in the Association shall address such consideration to the Board of Governors for a hearing before a joint sitting of the Board of Governors and the Executive Council, excepting those matters provided in Article 12 – Discipline.

9.4 Attendance At Executive Council Meetings

Any member of the Board of Governors may attend a duly called meeting of the Executive Council, without voting powers, for any of the aforementioned purposes.

ARTICLE 10 - COMMITTEES

10.1 Committees

- (a) The Executive Council may establish standing and special committees whose members will hold their offices at the will

of the Executive Council. Standing committees are those committees that are intended to be in existence from year to year. Special committees are those committees that are formed for a specific purpose and are intended to be dissolved upon the completion of such purpose. The Executive Council shall determine the duties and powers of such committees, subject to these By-laws.

- (b) The Executive Council may appoint any member of the Board of Governors to a committee established by the Executive Council. Any member of the Board of Governors will have full voting powers, with the exception of the Finance and Constitutional Committees where they would serve as an ex-officio member.
- (c) The Chairperson of each standing committee and of such other special committees shall be elected by the Executive Council. Each Chairperson so appointed shall, within one month of her appointment, select members for such committee according to the terms of reference of such committee as adopted by the Executive Council from time to time or as the Executive Council may otherwise direct from time to time. The majority of the members of each committee shall be active Members of the Association and, whenever possible and reasonable, no more than one person from any professional or occupational group shall act as a member of a committee. The Chairperson of each committee shall file the names of the committee members with the Secretary of the Association. For the purposes of sitting on committees, members of the Board of Governors will be deemed to be sitting in their capacity as a member of the Board of Governors, and not in their capacity as a member of any particular professional or occupational group.

10.2 Duties

Unless otherwise directed by the Executive Council, the duties of the committees shall be deemed advisory.

ARTICLE 11 - COLLECTIVE AGREEMENTS

11.1 Negotiation Of The Provincial Collective Agreement

- (a) The Executive Council shall elect a chairperson of the

Negotiating Committee who, in turn, shall select its members, the majority of whom must be active Members of the Association, in accordance with the terms of reference for the Negotiating Committee as adopted by the Executive Council from time to time or as the Executive Council may otherwise direct from time to time.

(b) The Negotiating Committee shall:

- (i) be responsible for negotiating the Provincial Collective Agreement with employers or organizations of employers;
- (ii) communicate with members of each of the professional, occupational and 'composite' groups to formulate the outline of a Collective Agreement satisfactory to each of the groups; and
- (iii) report regularly during negotiations to the Executive Council for directions and make recommendations to only the Executive Council with regard to the terms and conditions of the Provincial Collective Agreement between the Association and any employer or organization of employers.

11.2 Negotiation Of Other Collective Agreements

The Association may, in such manner as the Executive Council may direct from time to time, negotiate other collective agreements between employers or organizations of employers and Members of the Association who are members of other collective bargaining units.

11.3 Ratification Of Collective Agreements

The Executive Council shall have the sole responsibility for recommending acceptance or rejection of the terms of any collective agreement to the members of the applicable collective bargaining unit and shall cause to be organized a ratification meeting or meetings in locations throughout the province to facilitate ratification of any collective agreement. Ratification of a collective agreement shall be by a simple majority of the voting Members from whom ballots are returned on a ratification mail vote conducted by the Association. Ballots shall be distributed to all members of the applicable bargaining unit and each such member shall have one vote in respect of such collective agreement.

ARTICLE 12 - DISCIPLINE

12.1 Charges

(a) A Member who has reasonable grounds to believe that another Member has committed one of the following acts or the President, on behalf of the Association, where the Association has reasonable grounds to believe that a Member has committed one of the following acts:

- (i) violated any provision of the Constitution or these By-laws;
- (ii) obtained membership through fraudulent means or misrepresentation;
- (iii) wilfully published or circulated, verbally or otherwise, among the Members false reports or misrepresentations concerning any Member of the Association in respect of any matter connected with the affairs of the Association;
- (iv) acted in a manner inconsistent with the objects of the Association set out in the Constitution; or
- (v) worked during a legal work stoppage (unless specifically authorized by a decision of the Executive Council);

may prefer a charge against the Member in accordance with the procedure set out in this Article.

(b) No member of Executive Council or Board of Governors may be charged under this Article for actions taken or omitted to be taken by the Executive Council or Board of Governors as a whole, to the extent such members are acting honestly and in good faith with a view to the best interests of the Association at the time such action is taken or omitted to be taken.

12.2 Form Of Charges

All charges must be set out in writing and delivered to the Secretary of the Association. Charges must contain the following information:

- (a) Name, address, telephone number and signature of person making charge.

- (b) Name of Member charged.
- (c) Facts which form the basis of the charge.
- (d) The portion of the Constitution or these By-laws which is alleged to have been violated.
- (e) Whether the person making the charge has personal knowledge of the facts and, if not, where the information is derived from.

12.3 Time For Bringing Charges

A charge shall be delivered to the Secretary not later than thirty (30) calendar days after the date on which the person making the charge knew or ought to have known of the action or circumstances giving rise to the charge.

12.4 Notice To Person Charged

- (a) The Secretary shall, as soon as practicable after receiving a charge, notify the person charged by mail, ensuring proof of delivery, and provide that person with a copy of the charge received.
- (b) The Secretary shall, in the same notice, require the person charged to provide a written response to the charge, which response may be limited to admitting or denying the charge. Such response shall be provided within fifteen (15) working days of the charge being mailed to the Member.

12.5 Investigator

When a charge has been received, the Secretary shall ask the Executive Council to appoint an investigator who may or may not be a Member of the Association. That investigator shall make a preliminary investigation of the charges and for this purpose may consider such evidence and facts which are considered relevant. Upon conclusion of the investigation, the investigator shall recommend to Executive Council whether the charges have sufficient merit to warrant proceeding to trial in whole or in part. The Executive Council shall determine by simple majority whether the charges have sufficient merit to warrant proceeding to trial in whole or in part.

12.6 Trial

- (a) Where the Executive Council has determined that the charges have sufficient merit to warrant a trial, the Executive Council shall appoint a special disciplinary committee comprised of not less than three (3) nor more than five (5) persons, who may or may not be Members of the Association, excluding the President, will be appointed to hear the charges (referred to in this Article as the “hearing panel”).
- (b) The hearing panel will hear and receive evidence in accordance with the following principles:
 - (i) Members have the right to know the charges against them and to have the necessary particulars of those charges.
 - (ii) Members must be given reasonable notice of the charges prior to any hearing and must be given reasonable notice of the hearing date.
 - (iii) The hearing must be conducted in substantial compliance with the intent and purpose of the Constitution and these By-laws.
 - (iv) Charged Members and Members bringing charges will have the right to call evidence, introduce documents, cross-examine witnesses and make submissions.
 - (v) The trial must be conducted in good faith and without actual bias.
 - (vi) The hearing panel is not bound by the strict rules of evidence, however, any verdict reached must be based on the actual evidence adduced and not influenced by any matters outside the scope of the evidence.
 - (vii) A charged Member and a Member making the charge have a right to counsel.

12.7 Decision

- (a) Upon conclusion of the hearing, the hearing panel shall, as soon as practicable, publish a written decision and forward it to the Executive Council, the Member bringing the charge

and the Member charged.

- (b) Where the Member charged has been found guilty, the hearing panel shall decide the appropriate level of discipline considering all of the circumstances. If appropriate, the hearing panel may seek further submissions from the parties before imposing any discipline. Discipline may include the following:
 - (i) A written warning.
 - (ii) Removal from office or position in the Association.
 - (iii) A fine not in excess of \$25,000.
 - (iv) Suspension or expulsion from Association membership.
 - (v) Any other measure deemed appropriate or necessary by the Executive Council.

12.8 Expenses

- (a) The Executive Council, in its sole and unfettered discretion, may reimburse Members and/or witnesses for expenses incurred in respect of any discipline matters.
- (b) Should expenses be incurred by the Association as a result of processing a charge and the process is not completed due to the Member(s) bringing charges not participating in the hearing, the Association may bill the Member(s) to recoup the costs.

12.9 Appeal

The charged Member has the right to appeal any decision of the hearing panel to the Board of Governors. Any such appeal must be submitted in writing to the Board of Governors within one month of mailing of the decision of the hearing panel to the Member's address on file with the hearing panel. Any appeals may only be brought on questions of law. The Board of Governors shall request written submissions from all interested parties, which submissions shall be made within one month of the request for same. The Board of Governors shall consider the written submissions of the parties on questions of law only and shall, within one month of receipt of all written submissions which are submitted within the applicable time periods,

render its decision which shall be final and binding on the parties. In the case of a suspension or expulsion from Association membership, the penalty will not be implemented in such a manner that it affects a Member's employment pending resolution of an appeal.

ARTICLE 13 - NOTICES

13.1 Notices

Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the By-laws will be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to her latest address as shown on the records of the Association, or if mailed to him or her at her said address by prepaid ordinary or airmail, or if sent to him or her by facsimile or other means of electronic communication. A notice so delivered will be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed will be deemed to have been given on the fourth (4th) business day following the date of mailing; a notice so sent by facsimile or other means of electronic communication will be deemed to have been given on the date the sender receives the facsimile or other electronic communication answer back confirming receipt by the recipient. The Secretary of the Association may change or cause to be changed the recorded address, facsimile number or any other electronic address or number of any Member in accordance with any information which he or she reasonably believes to be reliable.

13.2 Computation Of Time

In computing the time when notice must be given under any provision requiring a specific number of hours, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

ARTICLE 14 - FISCAL YEAR

Unless otherwise ordered by the Executive Council, the fiscal year of the Association shall terminate on September 30TH of each year.

ARTICLE 15 - FINANCIAL AFFAIRS

15.1 Accounts And Records

The Executive Council shall cause to be kept the proper records and accounts of all transactions of the Association.

15.2 Budget

Each year, at the first Executive Council meeting following the Annual Convention, the Finance Committee shall submit to the Executive Council a proposed budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year for approval by the Executive Council. The approved budget shall be ratified by the Board of Governors by a simple majority. All special appropriations exceeding the provisions of the annual budget shall be submitted to the Executive Council for approval and ratified by the Board of Governors by a simple majority. Whenever the annual budget and special appropriations are not ratified by the Board of Governors, then a joint meeting of the Executive Council and the Board of Governors shall be held to resolve the matters before them and, failing any agreement being reached, then the matters shall be placed before the Members of the Association at a special meeting or the annual Convention, whichever shall come first.

15.3 Financial Statements

- (a) The Executive Council shall, by a simple majority, approve the quarterly unaudited and annual audited financial statements of the Association.
- (b) A member of the Finance Committee shall place before the members at every Annual Convention:
 - (i) financial statements for the most recent fiscal year ended before the Annual Convention;
 - (ii) the report of the auditor; and
 - (iii) any further information respecting the financial affairs of the Association.
- (c) The Association shall have available at each Annual Convention a copy of its annual audited financial statements and report of the auditor. Any Member may also request a copy of the Association's most recent annual audited financial

statements and report of the auditor. No financial statement shall be released or circulated unless it has been approved by the Executive Council and is accompanied by the report of the auditor.

15.4 Auditor

The auditor of the Association shall be appointed yearly at the Annual Convention.

15.5 Remuneration

- (a) Any Member who incurs expenses while engaged in the business of the Association (as approved by the Executive Council), including loss of wages while on Association business, shall be eligible for reimbursement of those expenses deemed legitimate by the Executive Council. The rates for reimbursement such as travel, meals and accommodations shall be determined by the Executive Council from time to time. To be eligible for reimbursement, such Member shall give to the Treasurer of the Association a complete itemized account of all expenses, including all required receipts.
- (b) Each member of Executive Council shall serve as such without remuneration; provided, however, that any member of Executive Council may be reimbursed for expenses incurred in the course of carrying out her duties as per Finance Committee guidelines, as approved by the Executive Council from time to time, and may be remunerated for services performed for or on behalf of the Association, as approved by the Executive Council from time to time.

15.6 Authorization Of Funds

All cheques of the Association must bear the signatures of any two (2) officers of the Association as selected by the Treasurer from time to time.

15.7 Borrowing Powers

The Association may, by resolution of the Annual Convention, a special meeting or the Executive Council, borrow such amounts of money as are necessary for the conduct of the affairs of the Association and give such security as may be necessary.

15.8 Liquidation And Dissolution

The remaining property of the Association shall, in the course of a liquidation and dissolution of the Association, be distributed to the Members as determined by the Executive Council.

ARTICLE 16 - LIABILITY OF MEMBERS

No Member of the Association shall, in her personal capacity, be liable for any debt or liability of the Association.

ARTICLE 17 - PROCEDURE

Except where otherwise provided by the Association in these By-laws, all matters of procedure at any meeting of the Association or Executive Council shall be decided in accordance with Robert's Rules of Order, revised.

ARTICLE 18 - CONSTITUTIONAL AND BY-LAW AMENDMENTS

- (a) Any member of the Board of Governors or any member of the Executive Council may receive a proposed constitutional resolution from a Member of the Association. Such proposed resolution shall be presented to the next meeting of the Executive Council.
- (b) All constitutional resolutions passed by two-thirds (2/3) of the Executive Council shall be ratified by the Board of Governors by a simple majority and, subject to compliance with Section 3.7 hereof, shall be submitted to the Members of the Association at the next Annual Convention of Members. The delegates at such Annual Convention may, by two-thirds (2/3) majority, confirm or reject the constitutional resolution, with or without minor variations. Where the delegates propose to confirm or reject the proposed constitutional resolution with a substantive variation, such resolution shall, firstly, be referred back to the Executive Council, for their approval, and the Board of Governors, for ratification, in accordance with the foregoing prior to being re-submitted to the Members at the

next Annual Convention in compliance with Section 3.7 hereof. The delegates at such Annual Convention may, by two-thirds (2/3) majority, confirm or reject the revised constitutional resolution, with or without minor variations or confirm or reject the proposed revised constitutional resolution with a substantive variation in accordance with the above.


- (c) Whenever a constitutional resolution is not ratified by the Board of Governors, such resolution shall be considered by the Executive Council and Board of Governors at a joint meeting; and failing any agreement being reached, the resolution shall be referred to the Members of the Association at the next Annual Convention. The delegates at such Annual Convention may, by two-thirds (2/3) majority, accept or reject the constitutional resolution in accordance with paragraph 18(b) hereof. The submission of any constitutional resolutions to the Members of the Association shall indicate whether such constitutional resolution has been ratified by the Board of Governors.

CONSTITUTION AND BY-LAWS

APPROVED NOVEMBER 20, 2004
AMENDED NOVEMBER 17, 2007

DECLARATION OF CONSTITUTION AND BY-LAWS

We declare the Constitution and By-laws of the Health Sciences Association of Saskatchewan to be approved and to read as herein presented, having been approved by resolution of Executive Council on June 8, 2004, and passed in every case by a majority of two-thirds (2/3) at a meeting of the General Membership, November 20, 2004, to be effective November 20, 2004.



Chris Driol, President



Mary Spurr, Secretary

