

Catholic Health Association
of Saskatchewan

Bylaws
Governing the Association



1702 - 20th Street West, Saskatoon SK S7M 0Z9

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ARTICLE I - NAME

The organization shall be known as the **Catholic Health Association of Saskatchewan**, hereinafter referred to as the **Association**. The official abbreviation of the name shall be **CHAS**.

ARTICLE II - MISSION

The Catholic Health Association of Saskatchewan is committed to perpetuating and promoting the healing ministry of Jesus Christ.

The Association affirms that human life is a gift to be respected from conception through death and fosters the spiritual dimension as an integral part of health and healing.

Through collaboration with the membership, the Association provides leadership and resources in ethics, education, mission, pastoral care and social justice.

ARTICLE III - OBJECTIVES

- 3.1 To provide creative collaborative leadership in the healing ministry of the Catholic Church.
- 3.2 To be a liaison among owners, Bishops of Saskatchewan, Catholic facilities, government, organizations/agencies, parishes and individuals.
- 3.3 To identify and respond to ethical concerns consistent with the Health Care Ethics Guide as approved by the Canadian Conference of Catholic Bishops.
- 3.4 To develop, sponsor and present educational programs and provide resources in ethics, mission, pastoral care and social justice.
- 3.5 To uphold the principle of Christian stewardship, the Catholic Health Association will be financially viable in fulfilling its objectives.

ARTICLE IV - MOTTO AND PATRONESS

- 4.1 The motto of the Association shall be:
"THE COMPASSION OF CHRIST COMPELS US".
- 4.2 The Association shall be under the patronage of **Our Lady of Good Counsel**.

ARTICLE V - MEMBERSHIP

- 5.1 The membership shall consist of Institutional, Affiliate, Associate, Personal and Honourary categories as hereinafter defined.
- 5.2 "Institutional Membership" and "Institutional Member" mean the category of membership conferred upon Catholic health care institutions which agree to support the Mission of the Association.
- 5.3 "Affiliate Membership" and "Affiliate Member" mean the category of membership conferred upon any healthcare organization which agrees to support the Mission of the Association; but is not eligible to become an institutional member.
- 5.4 "Associate Membership" and "Associate Member" mean the category of membership conferred upon any organized group which supports the Mission of the Association.
- 5.5 "Personal Membership" and "Personal Member" mean the category of membership conferred upon persons who are interested in health care and support the Mission of the Association.

- 5.6 "Honourary Membership" and "Honourary Members" are the Catholic Bishops of Saskatchewan, and persons who have been granted such membership by the Board. Honourary members of the Association shall be exempt from payment of membership fees.
- 5.7 Applications for membership must be approved by the Board whereupon such memberships shall become effective.
- 5.8 The annual dues for all categories of membership shall be determined by the Board based upon such formulae as the Board may implement from time to time subject to approval by the Annual Assembly and become effective January 1st following.
- 5.9 Membership shall cease:
- (i) if the member has not renewed the membership and paid the applicable annual fee prior to June 30;
 - (ii) if the member resigns by written notice to the Executive Director; or
 - (iii) if the member no longer qualifies for membership in accordance with these By-laws.
- 5.10 The Board may deny membership or terminate membership of any member at its absolute discretion.
- 5.11 Membership in the Association is not transferable.

ARTICLE VI - ASSEMBLY OF THE ASSOCIATION

- 6.1 The Association shall hold an Annual Assembly once each calendar year.
- 6.2 Written notice shall be sent to all members at least 30 days prior to the Assembly. Such notice in one or more issues of any official Association publication at least 30 days prior to the date of such Assembly shall be deemed to be sufficient notice.
- 6.3 The purpose of the Annual Assembly is to receive the reports of the President, Executive Director, Secretary-Treasurer, Auditors Standing Committees, and Project Charters; to elect directors as prescribed, to appoint Auditors and to transact any other business of the Association.
- 6.4 A Special Assembly of the Association may be held for such purpose as determined by resolution of the Board.
- 6.5 For a Special Assembly, at least fifteen (15) days notice shall be given, which may be by telephone, facsimile, letter or E-mail.
- 6.6 Notice of any Assembly or any irregularity in the calling thereof may be waived by any member.
- 6.7 The Assembly shall consist of the Directors, the delegates or their alternates appointed by institutional, affiliate and associate members and all honorary and personal members present.
- 6.8 Only institutional, affiliate and associate members may assign a delegate to carry their votes.
- 6.9 Authorization of institutional, affiliate and associate voting delegates shall be made in writing to the Executive Director of the Association prior to the Assembly.

- 6.10 The Association Membership shall be entitled to the following number of votes at Assemblies:
- | | |
|-----------------------|---|
| Institutional Members | 4 |
| Affiliate Members | 2 |
| Associate Members | 1 |
| Personal Members | 1 |
| Honorary Members | 1 |
- 6.11 Delegates and members must be present at the Assembly to vote.
- 6.12 Resolutions may be submitted to the Executive Director by a member prior to an Assembly and may also be proposed at the Assembly in accordance with the process established by the Board of Directors prior to each Assembly.

ARTICLE VII - VOTING AT ANNUAL ASSEMBLY

- 7.1 All those eligible to vote shall have a voice in the affairs of the Association. Voting shall be done by a show of voting cards. Only when the votes are equal, but not otherwise, the Chairperson shall exercise his/her vote.
- 7.2 Any three (3) members of the Board of Directors may call for a vote by written ballot on a question, which in their opinion, affects the Mission of the Association.
- 7.3 Business questions arising at meetings of the Association which require a vote will be decided by a majority of votes with the exception of 16.1.
- 7.4 A declaration by the President that a resolution has been carried unanimously or by any particular majority or lost or not carried by any particular majority shall be conclusive evidence of the fact.
- 7.5 A detailed count and record of votes for or against resolutions shall be required only if requested by a delegate.
- 7.6 Provided that a majority of the members of the Board of Directors is present, twenty (20) delegates shall constitute a quorum at an Assembly. No business shall be transacted unless the requisite quorum shall be present at the commencement of such meeting.

ARTICLE VIII - BOARD OF DIRECTORS

- 8.1 The business and the affairs of the Association shall be managed by the Board of Directors of not more than twelve (12) directors composed of:
- (i) the Past President
 - (ii) 8 directors elected by the members
 - (iii) a representative of the Saskatchewan Bishops
 - (v) a maximum of two (2) Directors appointed at the option of the Board.
- 8.2 Newly elected Board Members must become personal members of the Association.
- 8.3 Nominations to the Board of Directors shall be made to the Nominating Committee by the membership. In addition to the nominations put forward by the Nominating Committee, nominations may be made from the floor at the Annual Assembly.
- 8.4 The required number of Directors shall be elected by the voting delegates and members at the Annual Assembly of the Association.

- 8.5 The election of Directors shall be decided by secret ballot and in the case of an equality of votes the Chairman of the Nominating Committee shall have a second or casting vote in addition to the vote to which the Chairman is entitled as a Director. A declaration by the Chairman of the Nominating Committee that a person has been elected shall be conclusive evidence of that fact.
- 8.6 Two members of the Nominating Committee or their designates shall act as scrutineers. The candidates receiving the largest number of votes will be declared elected.
- 8.7 The Directors shall hold office for a term of two (2) years, with the exception of 8.8.
- 8.8 The term of office of each Director shall commence immediately following the Annual Assembly. Each Director may serve no more than three (3) consecutive terms (six (6) years) and is eligible for re-election following an interval of one (1) year. An exception may be made for the elected officers who may be appointed by the Board on a year-to-year basis but not to exceed two (2) years.
- 8.9 The office of a Director shall be vacated if the Director:
- (i) submits a written notice to the Chairperson that he or she has resigned
 - (ii) misses two regular meetings of the Board in any 12 month period without just cause
 - (iii) has been removed from the Board subject to 8.10
- 8.10 Any Director shall be subject to removal by a resolution of the Board passed by a majority of votes cast by the members of the Association at a special meeting called for that purpose.
- 8.11 Any vacancy occurring among the Directors shall be filled by the Board of Directors as remain in office. The person so appointed to fill a vacancy of the Board shall hold office for the balance of the unexpired term of the vacating Director. A partial term of one (1) year or less is not considered in reckoning consecutive terms.
- 8.12 After the appointment and election of Directors at an Annual Assembly, no notice shall be necessary to the Directors of the first meeting of the Board to be held immediately following such meeting in order to legally constitute the same, provided that a quorum of Directors is present.
- 8.13 Meeting of the Directors may be held wherever the Board may from time to time determine. The President or any two Directors may at any time instruct the Secretary-Treasurer to convene a meeting of the Board.
- 8.14 Reasonable notice of any and every meeting of the Board shall be given to the Directors, provided always that such meetings may be held at any time without formal notice if all the Directors are present. Non-receipt of notice by any Director shall not invalidate the proceedings of the meeting so long as such notice was sent to the Director. Any Director may at any time waive notice for any Board meeting and may ratify and approve of any or all proceedings taken at the meeting.
- 8.15 A majority of the Directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided by a majority of votes cast. Only when the votes are equal, but not otherwise, the Chairperson shall exercise his/her vote. Less than a quorum of Directors shall have the power to adjourn the meeting until a quorum can be present.
- 8.16 The Board shall be the executive body of the Association and shall have full authority to

- act on behalf of the Association in all matters related to the conduct of its affairs, subject to the limitations of the policies of the Association and such other conditions as may be herein specifically provided.
- 8.17 The Board shall meet for the conduct of business at least four times a year and may regulate the appointment of an Executive Director, conditions of employment, duties and remuneration of a staff member(s), the collection and disbursement of Association funds, and such other matters as it may deem necessary or desirable for the advancement of the Mission of the Association or for the management of its affairs.
- 8.18 The business of the Association shall be carried on without financial gain to its members and Directors, and any profits or other accretions of the Association shall be used in promoting its Mission and objectives.
- 8.19 No Director of the Association shall be liable or answerable for any debt, liability, or obligation of the Board or of the Association or in respect of any act or omission of the Board or of the Association, its Directors, Officers, members, employees, servants or agents, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Director's respective office or trust.
- 8.20 Every Director, Officer, member or employee of the Board or of the Association or any other person who has undertaken any liability on behalf of the Board or of the Association shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
- (i) All costs, charges, or expenses whatsoever which such Directors, Officers, members, employees or other persons sustain or incur in or about any action, suit, or proceeding which is brought, commenced or prosecuted against them for or in respect of any of the duties or their office except such costs, charges or expenses as are occasioned by their own wilful neglect or default;
 - (ii) All costs, charges, or expenses which they sustain or incur in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE IX – COMMITTEES AND PROJECT CHARTERS OF THE BOARD

- 9.1 There shall be an Executive Committee composed of the Officers of the Association, the Bishops' representative and the Executive Director.
- 9.2 The Executive Committee shall:
- (i) transact all business of the Board between Board meetings subject to such restrictions as may be established by the Board
 - (ii) exercise the full powers of the Board in all matters of emergency
 - (iii) study, advise and make recommendations to the Board on any matter as directed by the Board
 - (iv) shall report all action taken to the Board at its next meeting
- 9.3 The Board shall annually review all committees and project charters and continue, discontinue, and constitute such committees project charters as they may determine to facilitate the affairs of the Association.
- 9.4 The Board shall appoint the Chairpersons of the committees and Project Charter Team Leaders, approve the membership and terms of references.

- 9.5 The President and the Executive Director shall be members ex-officio of each Standing Committee but the Executive Director shall have no vote on any Committee unless expressly authorized to vote by resolution of the Board.
- 9.6 Committees may meet for the transaction of business, adjourn, and otherwise regulate their meetings as they see fit, provided however, that a majority of the members of each such Committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a Committee shall be decided by a majority of votes Only, when the votes are equal, not otherwise, the Chairperson of the Committee shall exercise his/her vote.
- 9.7 The Committees and Project Charter Teams shall perform such duties and have such responsibilities as the Board may from time to time assign them within the subject area as indicated by their respective terms of reference, and every Committee member and Project Charter Team member shall serve without remuneration therefore, and shall be subject to removal by resolution of the Board.

ARTICLE X - OFFICERS

- 10.1 The Board shall annually, at its first meeting following the election of Directors, elect from its members a President, a Vice-President, a Secretary-Treasurer.
- 10.2 The Officers of the Association shall consist of Past President, President, Vice-President, Secretary-Treasurer.
- 10.3 The election of a President, a Vice-President and a Secretary-Treasurer shall be made by ballot, unless such Officers are elected by acclamation.
- 10.4 The term of office for the Officers of the Association shall be one (1) year. A Director may not ordinarily serve more than two terms in an office.
- 10.5 So long as a quorum of Directors remains in office any vacancy among the Officers of the Board may be filled by such Directors as remain in office, except that the Vice-President shall automatically become President in the event of the death, resignation, or incapacity of the President.
- 10.6 Any Director elected pursuant to Section 10.5, to fill a vacancy among the Officers of the Board shall hold office for the remainder of the unexpired term of the vacating Officer.
- 10.7 The President shall possess and may exercise such powers and shall perform such duties as may from time to time be assigned by the Board, and without limitations, the President shall, when present, preside at all meetings of the Assembly, the Board, and the Executive Committee; shall be a member ex-officio of all Committees of the Board; shall sign all documents requiring the signature of the President; and report to each Annual Assembly the activities of the Association.
- 10.8 The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the President and shall assist and may exercise such other powers and perform such other duties as may from time to time be assigned by the Board. It is the duty of the Vice-President to learn all of the duties and responsibilities of the President, in the normal expectation that the Vice-President will become the next President.

- 10.9 The Secretary-Treasurer shall ensure that:
- (i) all proper notices are given for meetings
 - (ii) all minutes and records of meetings are kept
 - (iii) all books, record contracts, documents, belonging to the Association are kept in safe custody
 - (iv) a full and accurate account of receipts and disbursements of the Association be kept
 - (v) regular accounts of the financial transactions of the Association are provided to the Executive Committee, the Board and an auditors report to the Members at the Annual Assembly
 - (vi) a true and proper list of the paid-up members is maintained
 - (vii) the names of the Officers and of the Board of Directors is forwarded to the Catholic Health Association of Canada immediately following elections
 - (viii) other duties as may be determined by the Executive Committee be carried out
- 10.10 The Executive Director shall:
- (i) be the Chief Executive Officer of the Association
 - (ii) not be a Director
 - (iii) be a non-voting member of all committees except as provided in Section 9.5
 - (iv) administer the business and affairs of the Association in accordance with all the applicable legislation constituting documents and the By-laws
 - (v) perform such duties as the Board may from time to time request
 - (vi) be subject to the authority and direction of the Executive Committee during the intervals between Board meetings
 - (vii) be responsible for the countersigning of cheques
 - (viii) keep custody of the Corporate Seal
- 10.11 In case of the absence or the inability to act of any officer of the Association, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any other Director for the time being.
- 10.15 Officers elected/appointed by the Board may be removed from office at any time by resolution of the Board.

ARTICLE XI - CONFLICTS OF INTEREST

- 11.1 A Board Member who has a financial or personal interest on any matter, shall declare the details of such interest and abstain from the discussion and vote on such matter.
- 11.2 Neither the Auditor nor the Solicitor for the Association shall be eligible for membership on the Board, but may attend Board Meetings at the request of the Board.
- 11.3 No information concerning the Association or any health care facility shall be divulged by a Board Member or any Employee of the Association except at the direction of the Board or in pursuance of Association duties.

ARTICLE XII - RULES OF ORDER

- 12.1 Any questions of procedure at or for any Assembly, or any Meeting of the Board or of a Committee which have not been provided for in these Bylaws shall be determined by the Chairman of the meeting in accordance with Bournot's Rules of Order.

ARTICLE XIII- BISHOPS' REPRESENTATIVE

- 13.1 There shall be a priest named every two (2) years by the Bishops of Saskatchewan to be the representative of the Bishops to the Association.

ARTICLE XIV- EXECUTION OF INSTRUMENTS

- 14.1 Contracts, documents, or any other instruments in writing requiring execution by the Association may be executed by the Association under its common seal and the hands of the President or the Vice-president and any other Director or such other Officer as the Board may from time to time appoint either to sign writings generally or to sign specific contracts, documents, and instruments in writing and all such contracts, documents, and instruments in writing so executed shall be binding upon the Association without further authorization of formality. The Board may from time to time by resolution appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contract documents or instruments, agreements, release, receipts, and discharges for the payment of money or other obligations.

ARTICLE XV - MISCELLANEOUS MATTERS

- 15.1 The fiscal year shall terminate on June 30 of each year.
- 15.2 No Director shall receive remuneration from the Association for services but a Director shall be reimbursed for reasonable expenses incurred in the performance of Association duties.
- 15.3 The Board by resolution may authorize the reimbursement of reasonable expenses incurred by any person in the performance of duties undertaken at the Board's request.
- 15.4 The Association shall not be responsible for any expenses of delegates and alternate delegates of representatives of Institutional, Affiliate, Associate, Personal or Honourary Members or other representatives associated with attendance at any assembly unless otherwise provided by resolution of the Board.
- 15.5 The seal, circular in form and bearing the name of the Association, shall be the seal of the Association, provided however, that the Board may from time to time by resolution adopt any other seal as the seal of the Association.
- 15.6 Honorary officers may from time to time be appointed by resolution of the Assembly or by resolution of the Board.

ARTICLE XVI - AMENDMENTS

- 16.1 Subject to 16.3, These Bylaws may only be amended or repealed by a resolution of the Board and the approval of two-thirds (2/3) majority of votes cast at any Assembly. These Bylaws and any amendment or repeal thereof shall become effective upon the obtaining of all necessary approvals.
- 16.2 A Notice of Motion to amend the Bylaws should be submitted to all members or to institutional member only in the event that Article 16.3 applies, not less than one (1) month

prior to the Annual Assembly with the opportunity for the membership to request a complete copy of the amendments.

- 16.3 In the case of a resolution to amend or repeal Articles I, III, IV and V of the Bylaws only those members holding Institutional Memberships shall have a right to vote on the resolution. The amendment or repeal of those Articles requires the approval of two-thirds (2/3) majority of the Institutional Members.

ARTICLE XVII - DEFINITIONS

For these Bylaws:

- 17.1 **"Association"** means the Catholic Health Association of Saskatchewan.
- 17.2 **"Board"** means the Board of Directors of the Catholic Health Association of Saskatchewan.
- 17.3 **"Catholic"** means Roman Catholic and Greek Catholic or under the spiritual jurisdiction of the Pope (in conjunction with the Canadian Conference of Catholic Bishops).
- 17.4 **"Assembly"** means the Annual and Special Meetings of the Directors, the delegates or alternate delegates as named by the institutional, associate and affiliate members and honorary and personal members present.
- 17.5 **"Delegate"** means a person entitled to vote at an Annual or Special Assembly of the Association.
- 17.6 **"Director:"** means a member of the Board.
- 17.7 **"Fiscal Year"** shall be July 1 - June 30.
- 17.8 The term **"Constitution"** shall mean the Articles of Incorporation of the Association enacted from time to time.

ARTICLE XVIII - HEAD OFFICE OF THE CORPORATION

- 18.1 The Head Office or the principle office of the Association shall be in the Province of Saskatchewan.

ARTICLE XIX - DISSOLUTION

- 19.1 In the event of dissolution of the Catholic Health Association of Saskatchewan, all remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada as may be decided by the Board of Directors.

ARTICLE XX - INTERPRETATION

- 20.1 Whenever reference is made in any such Bylaw or resolution to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof as the case may be.
- 20.2 In the event of any uncertainty as to the interpretation of any provision of the Bylaws, the decision thereon of the Board of Directors of the Association shall be final.