

SSOT Administrative Bylaws Office Consolidation as of March 8, 2021

NOTE:

This consolidation includes the SSOT Administrative Bylaws approved at the 1997 annual meeting and the amendments approved at all subsequent annual meetings.

This consolidation is not official but is prepared for convenience of reference. Amendments to the SSOT Administrative Bylaws, originally approved by the membership at the 1997 annual meeting, have been incorporated into the original bylaw for convenience of reference.

Technically, the original bylaw and the amendments to it, as each of them was originally made by Council and approved by the membership at an annual meeting, should be consulted for all purposes of interpretation and application of the law.

In order to preserve the integrity of the original documents, errors that may have appeared are reproduced in this consolidation.

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BYLAW I – COUNCIL

Section 1 – Composition

The affairs of the society shall be managed by the council which shall be composed of:

- (a) elected members with voting power who shall be the president, registrar, secretary-treasurer, three members-at-large, and a president-elect, all of whom shall be the officers of the society; and
- (b) public appointee(s) with voting power appointed by the Lieutenant Governor in Council.

Section 2 – Eligibility

Any member of the society who meets the SSOT Continuing Competency Program requirements with the exception of restricted licence members and society employees shall be eligible for election to the council.

Section 3 – Term of Office

- 1 The term of office for the elected members of council shall be two years.
- 2 The term of office for all elected members of council shall commence at the first business meeting which must occur within one month of the annual meeting.
- 3 The council shall request the replacement or reappointment of a public appointee prior to the expiry of each public appointee's term.

Section 4 – Removal of Officers

- 1 The membership or council may, by a majority vote, remove an officer from the council if the member:
 - (a) consistently fails or refuses to perform duties as assigned according to the Act, bylaws, and policies and procedures;
 - (b) is absent for more than three business meetings of the council between annual meetings; or
 - (c) is not acting in the best interest of the society.
- 2 The membership or council shall, by a majority vote, remove an officer from the council if the member:
 - (a) allows his/her membership in the society to lapse; or
 - (b) is subject to some form of disciplinary action by the discipline committee.

Section 5 – Council Meetings

- 1 Business meetings of the council shall be held at least six times between annual meetings.
- 2 The first business meeting of the council shall occur within one month of the annual meeting.
- 3 Special meetings of the council may be called:

- (a) by the president with two days notice prior to the meeting; or
- (b) by the president within ten days of a request for a special meeting by two or more members of the council.

4 A notice of a special meeting shall specify the business to be considered thereat. No other matters shall be brought before such a meeting except by the unanimous vote of the voting members present.

5 The general membership may attend council meetings, but they shall have no voting privileges during these meetings.

6 Council shall appoint a recording secretary.

7 Quorum for any council meeting shall be a majority of the voting members of the council.

Section 6 – President

The president shall:

- (a) preside at all meetings of the society, and of the council;
- (b) perform all acts and deeds pertaining to this position;
- (c) exercise general control and supervision over the affairs of the council and the society; and
- (d) be an ex-officio, non-voting member of all committees with the exception of the professional conduct committee and the discipline committee.

Section 7 – President-Elect

The president-elect shall:

- (a) in the absence of the president, perform the duties of the president;
- (b) perform such duties as may be assigned by the council and the president; and
- (c) succeed to the office of president.

Section 8 – Registrar

The registrar shall:

- (a) perform those duties and functions provided for by the Act and these bylaws with respect to membership, licensing and registration of members of the society; and
- (b) perform such other duties as may be assigned by the council.

Section 9 – Secretary-Treasurer

The secretary-treasurer shall:

- (a) perform duties and functions provided for by the Act and these bylaws; and
- (b) perform such other duties as may be assigned by the council.

Section 10 – Members-at-Large

- 1 The members-at-large shall perform such duties as may be assigned by the council.
- 2 In the absence of the president and president-elect, a member-at-large shall be appointed by the council to perform the duties of the president.

Section 11 – Public Appointees

The public appointees shall:

- (a) represent the views of the public on matters before the council;
- (b) report to council on public concerns; and
- (c) perform such duties as may be assigned by council.

Section 12 – Signing Authority

- 1 Signing officers of the society shall be appointed annually by the council and shall be the president, secretary-treasurer and one other officer.
- 2 No less than two signing officers of the society shall sign cheques, contracts, security instruments and other legal documents affecting the society.

BYLAW II – ELECTION OF OFFICERS

Section 1 – Nominations

- 1 All nominations must be received in writing by the chair of the nominations committee. Nominations from the floor at the annual meeting may be accepted.
- 2 All nominations must be accompanied by a signed consent from the nominee, or where the nomination has arisen from the floor, verbal consent from the nominee.

Section 2 – Election

- 1 Election of officers shall take place at the annual meeting.
- 2 An election for president-elect shall take place every year and an election for President will only take place in years where the president-elect position was vacant previously.
- 3 An election for secretary-treasurer shall take place in odd calendar years.
- 4 An election for registrar shall take place in even calendar years.
- 5 An election for two members-at-large shall occur in odd calendar years and for one member-at-large in even calendar years.

Section 3 – Voting

- 1 Only practising members of the society shall have a vote.
- 2 Every voting member shall be entitled to one vote with respect to business of the society.
- 3 Voting shall be done by secret ballot during the elections at an annual meeting.
- 4 Proxy votes shall not be accepted for elections.

Section 4 – Vacancies

- 1 If a vacancy occurs in the president position, the president-elect shall assume the role and duties of the president.
- 2 If a vacancy occurs in the president position in a term where there is no president-elect, a member-at-large currently on council shall be appointed by the council to assume the role and duties of the president.
- 3 If a vacancy occurs in the position of registrar or secretary-treasurer, council shall appoint a member of the society to assume the role and duties for the remainder of the term.
- 4 If a vacancy occurs in a member-at-large position, council shall appoint a member of the society to assume the role and duties for the remainder of the term.

BYLAW III – MEETINGS OF THE SOCIETY

Section 1 – Annual Meeting

- 1 An annual meeting of the society shall be held in each calendar year at a time and place that may be determined by the society at a previous annual meeting or, failing such determination, at a time and place as determined by council.
- 2 Notice of the annual meeting shall be mailed to the members of the society at the address appearing in the register at least 60 days prior to the date of the annual meeting.
- 3 The annual report shall be mailed to members of the society at the address appearing in the register at least 14 days prior to the date of the meeting.
- 4 Council shall appoint a recording secretary for the meeting.

Section 2 – Special Meetings

- 1 Council may call a special meeting of the society as required at a time and place decided upon by the council.
- 2 The council shall call a special meeting of the society on the written request of at least 15 percent of voting members.
- 3 Notice of a special meeting shall be mailed to the members of the society at the address appearing in the register of the society at least 14 days prior to the date of the special meeting and shall state the business to be considered at such a meeting.
- 4 Council shall appoint a recording secretary for the meeting.

Section 3 – Mail ballots

- 1 Council may authorize a mail ballot for any purpose deemed necessary with the exceptions of election of council, approval of or changes to bylaws, and approval of or changes to the annual budget.
- 2 Council shall establish the rules and procedures for the conduct of the mail ballot.

Section 4 – Quorum

The quorum for any annual or special meeting of the society shall be the number of voting members present.

Section 5 – Voting

- 1 A voting member shall be defined as a practising member of the society.
- 2 Each voting member shall be entitled to one vote.
- 3 All questions voted on at a meeting or through a mail ballot of the society, except as otherwise specified for bylaws in the Act, section 13, shall be decided by a majority of the votes of the voting members present.
- 4 A voting member not in attendance at an annual or special meeting may appoint another voting member as proxy for all issues with the exception of election of the council. A voting member shall not act as proxy for more than one absent member. The proxy vote shall be conducted in accordance with established rules and procedures.

Section 6 – Meeting Rules and Procedures

- 1 In all matters not regulated by these bylaws, the most current edition of *Call to Order: Meeting Rules and Procedures for Non-Profit Organizations* by Herb Perry shall govern.
- 2 The rules and procedures may be amended or suspended at any annual and special meeting by a majority vote of the voting members at the annual or special meeting.

BYLAW IV – FISCAL POLICY

Section 1 – Fiscal Policy

- 1 The fiscal year of the society shall be March 1 to the last day of February.
- 2 An independent accredited accountant shall be appointed at the annual meeting; the accountant's review engagement report shall be available at the next annual meeting and be part of the annual report.

Section 2 – Remuneration and Reimbursement

- 1 Officers of the council are entitled to such remuneration for services rendered to the society as council members and to reimbursement for expenses as determined yearly at the annual meeting.
- 2 The council may establish remuneration payable to committee members, society members and non-members representing the society in an official capacity.
- 3 Committee members and society representatives shall be reimbursed for reasonable expenses incurred in the course of their duties.

BYLAW V – CONTRIBUTIONS, DONATIONS, SCHOLARSHIPS AND BURSARIES

- 1 Council may receive and accept contributions, donations or bequests to the society and shall utilize those funds as it sees fit for the purposes of the society subject to any conditions which might accompany such contributions, donations or bequests.
- 2 Council may create such scholarships or bursary programs as it sees fit. Council may define terms as to eligibility and qualifications. No scholarship or bursary program shall be created from the general operating revenues of the society without the prior approval of the membership at an annual meeting.
- 3 Council may contribute to established scholarships or bursary programs as it sees fit.

BYLAW VI – COMMITTEE STRUCTURE

Subject to and unless otherwise provided in the Act and the bylaws,

Section 1 – Structure

1 The council shall establish for all committees:

- (a) terms of reference;
- (b) membership and term of appointment;
- (c) chair;
- (d) quorum requirement; and
- (e) budget allocation.

2 Each committee shall:

- (a) perform its duties subject to the direction of council;
- (b) meet as frequently as required to fulfil its terms of reference;
- (c) maintain minutes of all meetings; and
- (d) report to the council on the business of each meeting of the committee.

3 Members of a committee may be members of the society, public appointees and/ or public representatives.

4 The council shall make all committee appointments.

5 Unless the chairperson is elected or named in the bylaws, the council shall appoint the chairperson.

6 Unless otherwise specified in the Act or bylaws, all committee appointments shall be for a term of two years and may be renewed or extended at the discretion of council. (*amended*)

7 All members of committees shall have voting power, unless otherwise specified.

8 Quorum for a committee shall be the majority of its members.

9 All committees shall appoint a recording secretary.

10 The president or designate shall be an ex-officio member of all committees.

Section 2 – Removal

1 The committee or council may, by a majority vote, remove a committee member if the committee member:

- (a) consistently fails or refuses to perform duties as assigned according to the Act, bylaws, and policies and procedures;
- (b) is not acting in the best interest of the society; or
- (c) is a member of the society, and:
 - i) allows his/her membership in the society to lapse; or
 - ii) is subject to some form of disciplinary action by the discipline committee.

2 In the case of a public appointee, as per section 8 of the Act, the committee or council shall obtain the approval of the minister prior to removal of the public appointee from a

committee.

BYLAW VII – STANDING COMMITTEES – Repealed

BYLAW VIII – SPECIAL COMMITTEES – Repealed

BYLAW IX – AD HOC COMMITTEES – Repealed

BYLAW X – STATUTORY COMMITTEES Note: this provision is a regulatory bylaw and is included in the Consolidation of the SSOT Regulatory Bylaws.

BYLAW XI – CONFLICT OF INTEREST

1 Conflict of interest in matters involving society representatives, shall include:

- (a) elected members of council;
- (b) members appointed to serve as delegates, committee members or committee chairs; and
- (c) employees of the society acting in an official capacity.

2 Members serving in an official capacity as council members, committee members or representatives of the society shall declare a conflict of interest in matters under discussion, business of the society or in decisions taken in which they have a vested interest.

3 It shall be the responsibility of the presiding officer to ensure that members identifying a conflict of interest shall leave the meeting during considerations of the pertinent issue and the departure of the member shall be recorded by the secretary of the meeting.

4 Members who represent the society shall not assume a position if a conflict of interest is identified.

5 A conflict of interest may be defined as, but is not limited to the following:

- (a) where the member is involved in negotiating wages and/or employment contracts, or completing performance appraisals for society staff who may be related to that member;
- (b) where the member is involved in determining/reviewing credentials and registration/licensing eligibility for an applicant or another member who may be related to that member;
- (c) where the member is involved in the investigation and/or discipline process affecting another member who may be related to that member; and
- (d) where the member or family member might personally or financially benefit from decisions or information gained from involvement on council or committees.