

PSYCHOLOGY ASSOCIATION OF SASKATCHEWAN CORP.

CONSTITUTION AND BYLAWS

VISION STATEMENT

Psychology Association of Saskatchewan Corp. promotes excellence in the discipline of psychology, the delivery of psychological services, enhanced services for members, advocacy within the Province of Saskatchewan and public awareness of psychological services.

VALUES

The values of Psychology Association of Saskatchewan Corp. acknowledge the diverse needs of Saskatchewan people and communities: dignity of the individual and community, responsible caring, integrity in our relationships and responsibility and accountability to Association.

As an organization, our values reflect our concern with issues related to the: welfare of the individual, public benefit, social equity, cultural inclusiveness, quality of life, empowerment (compassion and respect), sensitivity and promotion of community and quality of practice of psychology.

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CONSTITUTION

The name of the Association shall be the **Psychology Association of Saskatchewan Corp.**

The head or principal address of the Association shall be at the City of Regina, in the Province of Saskatchewan, at such place as the Executive Council of the Association may from time to time designate by resolution.

The "Registered Office" of the Association shall be the address of the Secretary.

For certain purposes (meetings and election of council), Northern and Southern districts of Saskatchewan may be recognized. This division is based solely upon geography and will in no way restrict the participation of any member in any of the activities of the Association.

Notwithstanding the foregoing, the activities of the Association shall be conducted in accordance with the provisions set down in the Non-Profit Corporations Act.

The objectives of the Association are:

- (a) To represent the professional interests of registered doctoral and registered psychologists in the Province of Saskatchewan.
- (b) To encourage and promote the advancement of psychological research, education, and training in the Province of Saskatchewan.
- (c) To promote interest in programs, scientific data, and professional issues pertaining to all disciplines of psychology within the Province of Saskatchewan.
- (d) To increase public awareness of psychology and psychological services in Saskatchewan.
- (e) To identify areas in need of common action by means of studies, reports and public education, and to pursue action in these areas for psychologists and the public of Saskatchewan.
- (f) To encourage communication and collaboration with other disciplines.
- (g) To establish and maintain liaison with other provincial, national, and international organizations pertaining to psychology.
- (h) To include any other activity which may be considered to further all disciplines of psychology as a profession and to promote human welfare.
- (i) To receive, hold and use all money and other property subscribed or in any other manner acquired for the furtherance of the objectives of the Association.

BYLAWS

PREAMBLE

WHEREAS the general memberships of the Psychological Society of Saskatchewan and the Saskatchewan Educational Psychology Association Incorporated voted to amalgamate and form the Psychology Association of Saskatchewan Corp.

WHEREAS the Psychology Association of Saskatchewan Corp. is empowered under The Non-Profit Corporations Act, 1995 to make bylaws:

ARTICLE 1 – TITLE

1. These bylaws may be cited as the Bylaws of the Psychology Association of Saskatchewan Corp.

ARTICLE 2 – INTERPRETATION

2. In this Constitution and these and all other bylaws of the Psychology Association of Saskatchewan Corp., unless the context otherwise requires or specifies:

- (a) “Annual General Meeting” means the Annual General Meeting of the Psychology Association of Saskatchewan Corp.;
- (b) “Association” means the Psychology Association of Saskatchewan;
- (c) “Act” means *The Non-profit Corporations Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- (d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- (e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (f) “member” means a regular member, student member, honorary member or an affiliate member;
- (g) “council” refers to the duly elected Executive Council of the Association;
- (h) words imparting the singular shall include the plural, and words importing the feminine gender shall include the masculine and vice versa;
- (i) the word “person” shall include firms and corporations;
- (j) whenever references are made in any bylaw or any special resolution of the Association or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such bylaw, statute or section thereof as the case may be.
- (k) “meeting” refers to any meeting that is in person, via telephone conference call, email or through any other electronic media.
- (l) written notice shall mean to include paper and/or email notification.

ARTICLE 3 – MEMBERSHIP

A person who qualifies for membership in accordance with the following shall not 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 or political views or affiliation.

3. (1) The membership of the Association shall consist of:

- (a) Full Members;
- (b) Affiliate Members;
- (c) Honorary Members;
- (d) Student Members.

(2) All members are entitled to all privileges of membership including the rights to vote.

(3) Full, Honorary and Student members have the right to hold office.

4. Joint Membership Arrangements:

Council may enter into arrangements with other associations concerning joint membership and fees providing membership requirements are maintained and membership is in good standing.

5. Qualifications for membership shall be:

Full Member: any resident of Saskatchewan who meets **at least one** of the following criteria is eligible for admission to full membership with the Association:

- (a) registration with the Saskatchewan College of Psychologists;
- (b) holds a Master's or Doctoral degree based on a course of studies in any area of psychology; and/or
- (c) holds a Baccalaureate degree with significant psychological content or equivalent, and has been involved in the provision of psychological services on a fulltime basis.

Affiliate Member – any person eligible for full membership, student membership, or honorary membership and who resides outside the Province of Saskatchewan may be admitted to affiliate membership. Similarly, any person not eligible for full membership, student membership, or honorary membership, yet interested in furthering the activities of the Association may be admitted to affiliate membership, at the discretion of the council.

Student Member – any resident of Saskatchewan enrolled as a fulltime or part-time student in a graduate or undergraduate program of psychology may be admitted to student membership;

Honorary Member – any retired resident of Saskatchewan who has been a full member in good standing of the Association may be admitted to honorary membership.

All current (2010-2011) full members, of the Psychological Society of Saskatchewan and the Saskatchewan Educational Psychological Association Incorporated, in good standing will be converted into membership in and to the Psychology Association of Saskatchewan Corp. in accordance with the Amalgamation Agreement.

6. All issues related to the interpretation of eligibility for membership shall be resolved by council;
7. Any person who is eligible for admission to membership shall:
 - (a) make application for membership on the designated form;
 - (b) be sponsored by a Full Member in good standing;
 - (c) make payment for the current year dues as prescribed by council;
 - (d) have his/her qualifications reviewed by the registrar; and
 - (e) have his/her membership ratified at the next scheduled council meeting.
8. Any person whom council deems as not eligible for admission to membership shall:
 - (a) be informed by council of the option to withdraw his/her application; or
 - (b) have his/her eligibility for membership reviewed by council; and
 - (c) provide on request of the Registrar, professional references or proof of student status, academic qualifications or involvement in psychological work, as needed for the review.
9. Membership in good standing in the Association may be maintained irrespective of registration or employment.
10. Resignation of membership:
 - (a) any member may resign from the Association by making their intention known in writing to the Registrar;
 - (b) any member who has not renewed membership within two months of the renewal date shall be deemed to have resigned;
 - (c) reinstatement shall be conditional upon the satisfaction of any debts owed to the Association;
 - (d) a lapse of more than two consecutive years will require application for membership.

11. A Register of all members will be maintained:
- (a) the Registrar shall hold a list of all members including details of the class of membership, full name and address of members, the date of admission to membership, and the date any person ceases to be a member;
 - (b) the Registrar shall make this list available to council for council business;
 - (c) Council shall ensure that information about a person or member on the Register list is not released without the written consent of the person or member, except for the purposes of insurance.
12. Revocation of membership:
- (a) a member's conduct is unanimously judged by council to be contrary to the purposes of the Association;
 - (b) an explanation by the member of his/her actions is not deemed satisfactory by council, or the member is unable or refuses to make an explanation of his/her conduct; and
 - (c) Council requests the resignation of a member because of unsatisfactory explanation; or
 - (d) Members present at a regular or special meeting vote by secret ballot two thirds to revoke the membership of the person, following a ten day notice prior to the meeting to the person and membership and an opportunity for the person to present his/her case at the meeting prior to the vote.
13. Any council member whose eligibility for membership in the Association is questioned because of conduct shall declare himself/herself in conflict of interest and shall not participate in any council deliberations regarding the issue.
14. Any person, whose membership is revoked, may reapply for membership in accordance with the procedures outlined by the council at the time the membership was revoked.
15. Upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

ARTICLE 4 – MEETINGS OF THE MEMBERS

16. The originating meeting shall be the first annual meeting of the Association.
17. An annual general meeting of the members shall:
- (a) be held within the first six (6) months of the fiscal year end on a date and in a place to be selected by Council;
 - (b) business at the annual general meeting shall include:
 - (a) Minutes of the previous annual general meeting and subsequent special meetings;

- (b) a treasurer's report;
 - (c) reports of committees;
 - (d) communications;
 - (e) general business;
 - (f) appointment of auditors;
 - (g) election of officers;
 - (h) adjournment.
- (c) the President shall act as chairperson of the annual general meeting and all special meetings. In his/her absence, or inability to act, the President-Elect shall be chairperson.
- (d) Written notice of the annual general meeting shall be given to members at least thirty (30) days prior to the date of the meeting.
- (e) Fifteen (15) Members present in person shall constitute a quorum. If there is no quorum, the President shall adjourn the meeting to an appropriate time and all business shall be set aside until such time as a quorum is present;
18. Special Meetings shall include:
- (a) Special meetings may be scheduled by Council or by the President at the request of three (3) Executive Council members with the purpose of the requested meeting; or
 - (b) A special general meeting of the Association may be called by the President and will be called by the President on the written request of five Full or Honorary Members;
 - (c) In the case of special business, notice thereof shall be given in the notice calling the meeting. Such notice must be in writing and must precede the meeting by at least two weeks.
19. Any meetings, except the Annual General Meeting may be held by telephone conference calls or through any type of electronic media. Council members who participate are considered to be present for the meeting.
20. Notices for non-scheduled meetings shall be given by telephone, fax, mail, or e-mail within a reasonable time frame. The Council may waive notice of the meetings provided that all Executive Council Members are in agreement.
21. The Executive Council shall hold a minimum of four (4) meetings per year.
22. Meetings of the Executive Council are open to all members.

ARTICLE 5 – ELECTIONS

24. Elected positions shall include:

- (a) President-Elect;
- (b) Secretary;
- (c) Registrar/Treasurer;
- (d) Members-at-Large (2 to 10).

The term of office for each Executive position shall be one (1) year. A retiring Officer or Director shall be eligible for re-election unless his/her office has been vacated under Article 32 and 33.

25. Nominations shall include:

A nominations committee chaired by the Past President or another member of council appointed by council in the event the Past President is unable to serve. The nominations committee shall be a standing committee of Council. The committee will be responsible for issuing a call for nominations not less than six weeks before the annual general meeting; nominating persons for vacant positions if necessary; determining qualifications of persons standing for office; and preparing a ballot to be mailed at least three weeks before the date of that annual general meeting.

26. Ballots shall:

Be mailed a minimum of three weeks in advance of the annual general meeting and must be returned in advance of the meeting. Ballots will be counted during the annual general meeting and persons will be declared elected on the basis of a plurality of ballots cast. In the event of an equality of votes, the successful candidate shall be chosen by drawing lots.

27. In the event of insufficient nominations prior to the annual general meeting, the elected council may appoint such volunteers as may come forward at the annual general meeting or thereafter.

ARTICLE 6 – EXECUTIVE COUNCIL

28. Executive Council shall consist of:

- (a) President;
- (b) Past-President;
- (c) President-Elect;
- (d) Registrar/Treasurer;
- (e) Secretary;
- (f) Members-At-Large (2 to 10);
- (g) Non-voting Representatives – Saskatchewan College of Psychologists, Health Psychologists of Saskatchewan, etc;

- (h) University of Regina and University of Saskatchewan Student (Clinical and Educational) Non-voting Representatives.

At least one council member must be from an educational setting and one from a clinical setting.

29. Eligibility for Council includes:

All Full, Honorary and Student members in good standing may be elected to Council. Full and Honorary members in good standing have the right to vote at Executive Council meetings.

30. Duties of Council shall include:

Setting policies; directing the general activities of the Association; managing all routine business of the Association including but not restricted to planning of meetings; ratification of applications for membership; and enforcement of policies and Ethical Standards and Guidelines and imposition of such disciplinary measures as deemed appropriate.

31. Meetings of Council shall:

- (a) meet before each general meeting and from time to time as the President shall direct;
- (b) four (4) elected members of Council, including either the President or President-Elect constitutes a quorum of all Council meetings.

32. Nonattendance of Council Members:

A Council member who fails to attend four consecutive Council meetings shall be deemed to have resigned from Council. Council, unanimously, may vest in an ex-officio the rights, privileges, and responsibilities of the person deemed to have resigned for the remainder of the term of that office.

33. Removal of Council Members:

The office of an Officer or Director shall be vacated if he/she:

- (a) be removed from office by resolution of the membership;
- (b) shall cease to be a member of this Association.

ARTICLE 7 – COMMITTEES

Council by resolution may appoint and discharge a Committee as may be deemed advisable from time to time. Such Committees shall be authorized to act within the terms of their appointments and shall report to Council. Committee chairpersons, if not members of Council, may be added to Council, ex-officio and without vote.

ARTICLE 8 - FINANCE

38. Books and Records

The Treasurer/Registrar of the Association shall keep permanent, up-to-date records of all financial transactions to be reconciled with the bank statements. The signing officers for the Association shall be determined by Council. Two (2) signatures are required for all cheques. A report of the Association's financial standing be made regularly to council, and a written report be made to the membership at the Annual General Meeting.

39. Audit

The Accounts of the Association shall be audited or reviewed by an auditor at least every twelve months and not more than ninety days prior to the Annual General Meeting. This financial statement shall be certified by two members of the executive and shall be reported by the auditors.

40. Appointment of Auditors

Auditors shall be nominated by Council and their appointment approved by the membership at the Annual General Meeting.

41. Fiscal Year

The fiscal and membership year of the Association shall be April 1 to March 31 of the following year.

ARTICLE 9 - LIABILITY OF EXECUTIVE COUNCIL MEMBERS

42. The Association indemnifies and holds harmless each Director, Officer, or Committee member from and against all costs, damages, or expenses whatsoever that arise or results from any act or omission done honestly, in good faith and in the discharge of the person's duties on behalf of the Association. For greater clarification, the provisions of this Article do not provide indemnification for acts outside the person's duties on behalf of the Association or acts relating to fraud, dishonesty or those done in bad faith.

43. The Members shall not hold the Directors, Officers, representatives of the Executive Council, or Committee Members, or any other Member of the Association acting on their behalf individually and/or collectively liable for the decisions and/or actions taken in good faith on behalf of the Association.

ARTICLE 10 - ADMINISTRATION

44. No remuneration will be paid to Executive Council members other than reimbursement for reasonable expenses incurred on behalf of the Association and in the conduct of Association business, in accordance with current Council expense policies or special Council approval.

45. Council shall be responsible for preparing and filing an “Annual Return” as provided for in *The Non-Profit Corporations Act, 1995*. Such return shall be filed on or before the 31st day of May in each calendar year.

ARTICLE 11 - AMENDMENTS

46. Revision of Constitution and Bylaws

Notice of amendment to the Constitution and Bylaws shall be in the hands of the members of the Association at least thirty (30) days prior to an annual meeting. The Constitution and Bylaws of the Association may be amended by resolution passed at an Annual General Meeting, Special General Meeting, or mail vote by a two-thirds (2/3) majority of those members voting.

47. The amended Bylaws take effect after approval of the notice of amendment and registration of such amendment. Amended Bylaws shall be binding on the Association and its members.

ARTICLE 12 - RULES OF ORDER

48. Except where otherwise specifically provided in these Bylaws, “21st Century Robert’s Rules of Order”; Edited by the Princeton Language Institute, Laurie E. Rozakis, Ph.D., Compiler and Ellen Lichtenstein, Special Consultant, shall govern all procedural matters at all meetings of the Association, the Executive Council, and all committees.

ARTICLE 13 - DISSOLUTION

49. The Association does not pay any dividends or distribute its property among its members. If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any members receive any assets of the Association.

50. In regards to the Harriet Kaplan Fund, the fund will become the responsibility of the Association upon amalgamation. In the event of dissolution, the fund will be distributed back to the Kaplan family, or given to another registered and incorporated charitable organization that has similar goals and objectives.

51. THE SEAL