

Bylaws of

ASSOCIATION OF THE CHEMICAL PROFESSION OF SASKATCHEWAN

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Approved by the ACPS Board (November 21, 2012) and approved by the ACPS Membership at the December 8, 2012 meeting. As revised at the August 25, 2014, June 24, 2015, June 21, 2017 and at the June 25, 2018 annual meetings of members.

1. DEFINITIONS

In these and all other bylaws of the association, unless the context otherwise requires or specifies:

- a. “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 association shall be read as referring to the amended provisions;
- b. “the association” means Association of the Chemical Profession of Saskatchewan, which may also from time to time be referred to as the ACPS
- c. “the directors”, “board” and “board of directors” means the directors of the association for the time being;

- d. “professional chemist” means an individual granted the right to this title by a provincial professional chemist association, under the authority granted to it by its province of incorporation. This shall include Chartered Chemists who are members of the Association of the Chemical Profession of Ontario, and members of the Ordre des chimistes du Québec. Provisional membership in the Association of the Chemical Profession of Saskatchewan does not, at this time, imply or designate title as a professional chemist;
- e. 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;
- f. all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- g. words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- h. “member” means a regular member or an associate member.

2. OBJECTIVES

The objectives of the Association are:

1. To ensure that our members meet the high standards of professional competence and ethics needed for protection of industry and the public.
2. To increase the knowledge, skills and proficiency of our members in all things relating to chemistry.
3. To foster greater general interest in chemistry and a better understanding of the chemical profession among other professions, industry and the public at large.
4. To provide a recognized voice for professional chemists in Saskatchewan.
5. To promote among students a recognition of the importance of the study of chemistry.
6. To improve the standards of excellence in research, investigation, education, and publicity as they pertain to the profession
7. To this end, the ACPS will work to develop of a provincially recognized professional association that will:

- a. Provide formal legal recognition for the professional activity of chemists in the Province of Saskatchewan
- b. Ensure that our members meet the high standards of professional competence and ethics needed for the protection of industry and the public.
- c. To make the profession of increasing service to industry and the public;
- d. To maintain high standards of competence, integrity and ethics within the profession;
- e. To provide for the recognition and mobility of professional chemist credentials from other jurisdictions;
- f. To improve the conditions under which members of the profession are working within the province;

3. FISCAL YEAR

The fiscal year of the corporation shall end on the 31st day of March in each year.

4. MEMBERSHIP

- a. The membership of the association shall consist of regular members, associate members and discretionary members.
 - i. A regular member is any individual with a four-year B.Sc. in Chemistry from the University of Regina or the University of Saskatchewan, or a four-year B.Sc. in Chemistry from a Chemistry Institute of Canada accredited undergraduate program, and two years of work experience as a chemist. Alternatively, any individual who is currently registered as a Professional Chemist in another province of Canada is also eligible for admission to membership as a regular member. Regular members are entitled to all privileges of membership including the right to vote at meetings of members.
 - ii. An associate member is any individual who is actively and currently working towards the criteria for regular membership. An associate

member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as a director.

- iii. A discretionary member is any person falling outside the scope of the membership criteria listed in sections (i) and (ii) provided such person is not engaged in activities contrary to the goals and objectives of the association. A discretionary member shall receive only those benefits, rights and privileges of membership granted by the Board to discretionary members.
- b. Membership in the association is provisional, and does not confer professional chemist status. Membership status will be reviewed when the association establishes criteria for recognition as a professional chemist and a process is established for evaluating these criteria.
- c. Membership Dues -
 - a. Members of the association shall be required to pay an annual membership fee in order to remain a member in good standing of the association.
 - b. Unless otherwise ordered by the Board, the annual membership fee shall become due and owing annually on January 1st of each year.
 - c. Membership fees are not refundable.
 - d. The Board shall fix an annual membership fee for each category of membership and may vary its amount from time to time.
 - e. The Board may in its discretion fix a late renewal fee for each category of membership and vary its amount from time to time.
 - f. A member who does not pay his or her annual membership fee by the annual renewal date prescribed by the Board, shall pay in addition to the annual membership fee a late renewal fee, if the Board has set one.
- d. Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member by resolution of the directors.
- e. Termination of Membership –
 - a. A member's rights, privileges and interests in the association cease upon termination of membership in the association.
 - b. Membership in the association is terminated when:

- i. the member resigns pursuant to subsection (c);
 - ii. the member is required to resign or the member's membership is terminated pursuant to subsection (d); or
 - iii. the member dies.
- c. Any member may resign from membership in the association at any time by submitting a resignation, in writing, to the Board.
- d. Any member may be required to resign by an affirmative vote of at least two-thirds of the Board or by an affirmative vote of at least two-thirds of the members on the grounds that the member:
 - i. having been held by a court of competent jurisdiction to have violated some law (whether statutory, regulatory or policy in force as if enacted as a statute or regulations), has thereby subjected the association or another member to criticism or adverse publicity;
 - ii. for failure to comply with the by-laws or Articles; or
 - iii. for any other reason,

provided that notice of such proposed action and the reasons therefore are given to the member at least thirty days in advance and the member is given the opportunity to be heard at the meeting at which the action is to be taken; and provided further that nothing herein shall be interpreted to prohibit any member at any time and on any issue from taking a position or following a course of action at variance with that of the association.

- f. Standards of Conduct and Competency – The Board may from time to time prescribe standards of conduct, including a code of ethics and standards of competency for registered members of the Association. Members of the Association shall follow the standards of conduct and the standards of competency prescribed by the Board.
- g. Membership not Transferable – Membership in the association shall not be transferable or assignable.
- h. Members shall promptly notify the association of a change of address and maintain a current e-mail address with the association, which will be used for all official communications by the association.

5. MEETINGS OF MEMBERS

- a. An annual meeting of members shall be held in the month of June in each year at a time and place to be fixed by the previous annual meeting or by the directors.
- b. Special meetings
 - i. The president, or any three directors, may direct the secretary to call a special meeting of members at any time but shall do so upon the written request of at least 5% of the regular members.
 - ii. All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditors report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
 - iii. No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- c. The secretary shall send a notice of the time and place of a meeting of members by electronic email, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
- d. Voting
 - i. Votes at meetings of members may be given either personally or by proxy
 - ii. No regular member is entitled to more than one vote on any questions.
 - iii. Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- e. Ten regular members, counted as those personally present or participating electronically at the opening of a meeting or those represented by proxy, shall constitute a quorum.
- f. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

- g. Proxy votes will be allowed provided the proxy is registered with the secretary prior to the commencement of any meeting where the proxy is to be exercised.
- h. Electronic participation in the membership meetings, by telephone or other synchronous means, may be arranged at the discretion of the board. Directions on accessing electronic participation shall be distributed with the meeting notice.

6. DIRECTORS

- a. The directors shall manage the activities and affairs of the association.
- b. The board of directors shall consist of up to eight members.
- c. Directors shall be elected at the annual meeting.
- d. Directors hold office until the conclusion of their term at the annual meeting at which an election of directors occurs.
- e. Subject to (d), the term of office of a director shall be determined by the board at the time of election but shall not exceed 2 years.
- f. The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- g. Where there is a vacancy on the board of directors and;
 - i. where there is a quorum of directors, the remaining directors;
 - a. may exercise all the powers of the directors; or
 - b. may fill the vacancy until the next annual meeting;
 - ii. where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.
- h. Any remuneration paid to directors must be approved by the regular membership.
- i. Every director shall be given, by letter, telephone or otherwise, at least 5 days notice of every meeting of directors.
- j. Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express

purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

- k. The quorum at board meetings shall be a majority of the board.

7. OFFICERS

- a. The board of directors shall:
 - i. Designate the offices of the association, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the association to them.
 - ii. At the first board meeting following an annual meeting of the Association, the board shall elect from among its number a president, vice-president, secretary and treasurer. These officers shall hold office until the close of the next annual meeting of the Association or their earlier resignation or removal by the Board. The same person may hold the offices of secretary and treasurer.

8. FINANCIAL DISCLOSURE

- a. The directors shall place before the members at every annual meeting:
 - i. financial statements for the year ended not more than 4 months before the annual meeting;
 - ii. the report of the auditor, if any; and
 - iii. any further information respecting the financial affairs of the association.
- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- c. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d. The association shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

9. AMENDMENTS TO BYLAWS

- a. The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the association.
- b. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c. A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- d. If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

10. LIQUIDATION AND DISSOLUTION

The remaining property of the association shall, in the course of liquidation and dissolution, be transferred equally amongst the local sections of the Chemical Institute of Canada in the province of Saskatchewan.