Bylaws

Bylaws

Revised June 2020.

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ARTICLE I | INTERPRETATION

(1) In these and all other by-laws of the Association, unless the context otherwise requires or specifies:

(a)" **Act**" means *The Non-Profit Corporations Act, 1995*, SS 1995, C-n-4.2 of Saskatchewan, as amended and any statute enacted in substitution therefore from time to time;

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(b) " **AGM**" or " **Annual General Meeting**" means the Annual General Meeting held by the association each year;

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(c) " **Articles**" means the articles of the Association as from time to time amended or restated;

(d) **"Association"** or **"PAS"** means The Pharmacy Association of Saskatchewan Inc.(e) " **Board**", " **the Directors**", and " **Board of**

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(d) " **Committee**" means a standing committee, task force, ad hoc committee or working group established by the Board by resolution;¶

Directors" means the duly elected or appointed Directors of the Association at the applicable time;

(f) " **Bylaws**" means the Bylaws of the Association, as amended or restated from time to time, and is in force and effect;

(g) " **Committee**" means a standing committee, task force, ad hoc committee or working group established by the Board by resolution;

(h) " **CSHP** " means Canadian Society of Hospital Pharmacists.

(i) " **Member**" means a person having a membership in the Association;

(j)" **Member in good standing**": means a member who:

- is current with all membership dues;
- is not currently subject to discipline pursuant to Section 3.3; and
- is compliant with all Bylaws, policies, procedures, rules, and regulations of the Association;

(k) " **Observer** " means a designated student member representative who may attend Board meetings and participate in discussions, but shall :

(i) be excluded from in-camera sessions;
(ii) have no voting privileges on the Board; and
(iii) not be permitted to serve as an Officer.

(l) " **Regular Meetings** " has the meaning as described in Section 5.18.

(m) " **written**" and "**in writing**" includes printing, typewriting, lithographing, emailing and other modes of representing or reproducing words in visible form, and which may be communicated by facsimile;

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Deleted: (h) " **Board**", " **the Directors**", and " **Board of Directors**" means the duly elected or appointed Directors of the Association at the applicable time;¶

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(2) All terms contained in the Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;

(3) Words importing a singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number or aggregate of persons;

(4) The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof; or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

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ARTICLE II | MEMBERSHIP

2.1 **Classes of Membership**

The membership classes of the Association shall consist of the following:(a) Active Member;
(b) Pharmacy Technician Member
(c) Joint PAS/CSHP Member;
(d) Affiliate Member;
(e) Auxiliary Member;
(f) Retired Pharmacist Member; and
(g) Student Member.

2.2 **Qualifications and Rights of Classes of Membership:**
The following rights and privileges attached to each class of membership are as follows:

(a) Active Member:

(i) Any person who is registered and licensed as a pharmacist in Saskatchewan may apply to become an Active Member.
(ii) An Active member has voting rights.

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(iii) An Active Member may serve as a Director.

(b) Pharmacy Technician Member:

(i) Any person who is registered and licensed as a pharmacy technician in Saskatchewan may apply to become a Pharmacy Technician Member.

(ii) A Pharmacy Technician Member has voting rights.

(iii) A Pharmacy Technician Member may serve as the Pharmacy Technician Representative on the Board of Directors.

(c) Joint PAS/CSHP Member:

(i) Any person who is registered and licensed as a pharmacist in Saskatchewan and who holds a current and valid membership in the Canadian Society of Hospital Pharmacists may apply to become a Joint PAS/CSHP Member.

(ii) A Joint PAS/CSHP Member has voting rights.

(iii) A Joint PAS/CSHP Member may serve as a Director.

(d) Affiliate Member:

(i) Any person who is registered as practicing or non-practicing pharmacist in any Canadian province or territory and is employed directly or indirectly in the profession of pharmacy and who has an interest in the conduct of the profession in Saskatchewan may apply to become an Affiliate Member.

(ii) An Affiliate Member does not have voting rights.

(iii) An Affiliate Member cannot serve as a Director.

(e) Auxiliary Member:

(i) Any person who is not a pharmacist and has an interest in the profession and affairs of the Association.

(ii) An Auxiliary Member does not have voting rights.

(iii) An Auxiliary Member cannot serve as a Director.

(f) Retired Pharmacists Member

(i) Any person who has permanently ceased to practice pharmacy may apply to become a Retired Member.

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(ii) A Retired Member does not have voting rights.
(iii) A Retired Member cannot serve as a Director.

(g) Student Member

(i) Any person who is currently enrolled in the College of Pharmacy & Nutrition at the University of Saskatchewan may apply to become a student member.
(ii) A Student Member does not have voting rights.
(iii) A Student Member may serve as a Director only in the capacity of an Observer pursuant to section 5.6(d)

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2.3 **Becoming a Member:**
The Board may, by resolution, approve the admission of a person as a Member of the Association. A person may also be admitted as a Member in such other matters as may be prescribed by the Board by resolution.
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ARTICLE III | MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 **Setting of Membership Dues:**
The board shall establish the membership dues payable by each class of membership on a yearly basis.

3.2 **Payment of Membership Dues:**
Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within (1) calendar month of the membership renewal date, a Member shall be considered in default.

3.3 **Termination of Membership:**
Membership in the Association shall be terminated when:

(a) a Member dies;

(b) a Member fails to maintain any qualifications for his or her applicable class of membership as described in Section 2.2 of these Bylaws;

(c) the Member resigns by delivering a written resignation to the chair of the Board of the Association or the CEO, in which case such resignation shall be effective on the date specified in the resignation and the Member is responsible for all fees payable up to and including the date of resignation;

(d) the Member is expelled in accordance with Section. 3.4 below or its membership is otherwise terminated in accordance with the Articles or Bylaws;

(e) the Member's term of membership expires

(f) the Member fails to pay membership dues to the Association within six (6) months after receiving written notice of Members dues being payable; or

(g) the Association is liquidated or dissolved under the Act. Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

3.4 **Discipline of Members:**

(1) The Board shall have the authority to suspend or expel any Member from the Association for any one or more of the following grounds:

(a) violating any provision of the Articles, Bylaws, Code of Conduct or written policies of the Association;

(b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;

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(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

(2) In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the Chair or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, or such other officer as may be designated by the Board, the Chair may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

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ARTICLE IV | ADMINISTRATION

4.1 **Registered Office:**

The Association may from time to time by resolution of the Board change the location of the registered office of the Association to another place in Saskatchewan.

4.2 **Corporate Seal:**

The seal of the Association shall be such as the Board may by resolution from time to time adopt.

4.3 **Financial Year:**

The financial (fiscal) year of the Association shall terminate on such day in each year as the Board may from time to time by resolution determine.

4.4 **Signing Officer:**
The signing officers of the Association shall be the Chair, Vice-Chair, and CEO. The Chair of the Governance Committee may serve as a signing officer in the absence of the Chair and Vice-Chair.

4.5 **Bank Accounts:**
The funds of the Association shall be kept in a Canadian chartered bank or trust company or credit union in an account under the name of the Association and be managed with prudence, in accordance with the Act and any applicable laws.

4.6 **Appointment of Auditor:**
The Auditor shall be appointed at the AGM and shall remain in that capacity until the next AGM. The Auditor must be certified to audit the accounts of the Association under all relevant laws and in no case shall an officer or Director of the Association be appointed as an Auditor.

4.7 **Financial Statements:**
On an annual basis, the Auditor shall prepare audited financial statements, which shall be provided to the membership in advance of the annual meeting held in accordance with section 9.1.

4.8 **Execution of Contracts:**
Any officer or any Director may sign certificates and similar instruments on the Association's behalf with respect to any factual matters relating to the Association's business and affairs, including certificates certifying copies of the Articles, Bylaws, resolutions and minutes of the meetings of the Association, subject to the foregoing:

(a) Deeds, transfers, assignments, contracts, obligations and other instruments shall be signed on behalf of the Association by the CEO, together with any one other Director or officer of the Association. All

deeds transfers, assignments, contracts, obligations and other instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

Any signing officer or Director may affix the corporate seal to any instrument requiring the same.

Any resolution of the Directors or Members of the Association and any documents and other instruments in writing requiring execution on behalf of the Association may be executed in separate counterparts, and all such executed counterparts, when taken together, shall constitute one resolution, document or other instrument in writing as the case may be. The Association and the Directors and Members shall be entitled to rely on delivery of any executed resolution of the Directors or Members of the Association or any executed document or other instrument in writing by electronic delivery in portable document format (".pdf") and such facsimile or electronic .pdf copy shall be legally effective to create a valid and binding resolution, document or other instrument in writing as the case may be.

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ARTICLE V | DIRECTORS

5.1 **Numbers of Directors:**

Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number and not more than the maximum number of Directors provided in the Articles.

5.2 **Composition of the Board:**

(1) More than one (1) up to a maximum of fourteen (14) members shall be elected to serve as Directors pursuant to the qualifications set out in section 5.4.

(2) at least one of the of the elected board members shall be the Pharmacy Technician Representative on the Board of Directors. The

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Pharmacy Technician Representative must also be a pharmacy technician member and shall be elected pursuant to section 5.6.

5.3 **Quorum:**
Subject to Sections 5.11, 5.12, and 5.13, the quorum for the transaction of business at any meeting of the Board shall consist of at least fifty (50%) of the Directors of the Association, or such greater or lesser number of Directors as the Board may from time to time determine. Despite a quorum being present at the opening of any meeting of Directors, the Directors present shall cease to proceed with the business of the meeting as soon as a quorum is no longer present at the meeting. If a quorum is not present at the opening of any meeting of Directors, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business other than as provided in these Bylaws or in the Act until a quorum is present.

5.4 **Qualifications:**
The following persons are disqualified from being a Director of the Association:

(a) a Member who is not an Active Member, a Pharmacy Technician Member nor a Joint PAS/CSHP Member;

(b) A member who is not in good standing;

(c) Member who is less than 18 years of age;

(d) a Member who is of unsound mind and has been found so by a court of Canada or elsewhere;

(e) a Member who is not an individual; or

(f) a Member who is currently legally bankrupt

(2) All Directors, including elected and appointed directors, shall be Canadian citizens or residents.

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(3) All Directors shall be a resident of or licensed to practice as a pharmacist in Saskatchewan.

(4) A Director appointed pursuant to Section. 5.7 is not required to be a Member of the Association.

5.5 **Consent to Act:**
A person who is elected or appointed a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director, unless:

(a) he or she was present at the meeting when he or she was elected or appointed and did not refuse to act as a Director; or

(b) if he or she was not present at the meeting when he or she was elected or appointed, he or she consented to act as a Director in writing before his or her election or appointment or within 10 days after it, or he or she has acted as a Director pursuant to the election appoint.

5.6 **Election and Term:**
(1) Members of the Association with voting privileges shall, through an online electronic meeting held in accordance with the electronic meeting requirements of these By-laws, elect Directors to hold office for a term of three (3) years.

(2) A Member may serve as an elected Director for two consecutive terms. After two consecutive terms, a Member must wait a minimum of one(1) year before running for another term as Director, unless the person was appointed as a Director pursuant to Section 5.10 or qualifies for an extension in order to serve out their term as Chair pursuant to section 5.6(c).

(3) Notwithstanding any other provision of these Bylaws, the Board in its discretion may extend a Director's term of office on the Board for up to

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two years beyond the time limit permitted under section 5.6 in order to allow the director to complete their term as Chair of the Association.

(4) The number of Directors to be elected at any such meeting shall be the number of Directors whose term of office has expired or then expires unless the Directors of the Members otherwise determine. The terms of Directors are staggered such that up to a third of the Director positions shall be up for election each year.

5.7 **Appointed Directors:**

(1) In addition to the elected Directors, the Board may appoint the following to the Board to occupy the following positions and serve as Directors by virtue of being representatives of specific organizations:

(a) Representative appointed by the College of Pharmacy and Nutrition, University of Saskatchewan;

(b) Representative appointed by the Canadian Society of Hospital Pharmacists – Saskatchewan Branch; and

(c) The Member who has been appointed as the Association's representative to the Canadian Pharmacists Association.

(d) Student Member Representative (Observer) as elected by the Students of the College of Pharmacy and Nutrition, University of Saskatchewan, so long as the elected person is a pharmacy student and not a nutrition student. Student Member Representatives:

(i) may attend Board Meetings and participate in discussions.

(ii) shall not be a voting member of the Board.

(2) In addition to the above appointed Directors, the Board may appoint to the Board a member at large who may or may not be a Member and who, according to the needs of the Association as determined by the

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Members may only serve as Director for two (2) terms.¶

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Board in its full discretion, possesses skills that will supplement those of the existing complement of Directors on the Board.

(3) Appointed Directors shall serve for as long as they are appointed by their nominating home organization to serve as the organization's representative on the PAS board, or as long as they hold the role within their organization that includes the obligation to serve on the PAS Board.

(4) The PAS Board at its discretion can extend an Appointed Director's term on the PAS Board for up to six months after their position in or appointment by their nominating home organization ceases.

(5) An Appointed Director shall have the same right to vote at Board meetings as an elected director.

5.8 **Removal of Directors:**
Subject to the Act, the Members may, by ordinary resolution passed at a special meeting based on at least one of the criteria set out in section 3.4, remove any Directors from the office and the vacancy created by such removal may be filled at the meeting of the Members at which the Director was removed or, if not so filled, may be filled by the Directors in accordance with section 5.10.

5.9 **Ceasing to Hold Office:**
A Director ceases to hold office when:

(a) his or her term ends;

(b) he or she dies;

(c) he or she is removed from office by the Members pursuant to Section 5.8;

(d) he or she ceases to be qualified for election as a Director pursuant to Section 5.4; or

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(e) when his or her time written resignation is sent or delivered to the Association, of if a time is specified in such resignation, at the time, so specified, whichever is later; or

(f) he or she misses three (3) or more Regular Meetings of the Board held pursuant to section 5.18 within a 12-month period.

5.10 **Vacancies:**
Subject to the act, a quorum of the Board may fill a vacancy of the Board by a majority of the Board. In the absence of a quorum of the Board, the Board shall forthwith call a special meeting of the Members to fill the vacancy. If the Board fails to call such a meeting or if there are no such Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy hold office for the unexpired term of his or her predecessor and shall be eligible for re-election without having to respect the waiting period set out in Section 5.6.

5.11 **Action by the Board:**
The Board shall manage or supervise the management of the affairs and business of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and which are not by the Act or other statute, the Articles, the Bylaws or any special resolution of the Association expressly directed or required to be done in some other manner. Subject to Sections 5.12 and 5.13, the powers of the Board may be exercised by a meeting at which quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

5.13 **Participation in Meeting:**
A Director may participate in a meeting of the Board by electronic means, telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director

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Deleted: 5.12 **Canadian Representation:**¶
Subject to the act, the Board shall not transact business at a meeting, other than filling a vacancy in the Board, unless at least one-quarter of the Directors present are resident Canadians, except where:¶
(a) a resident Canadian Director who is unable to be present approves the business transacted at the meeting in writing or by telephone or other communications facilities; and¶
(b) the number of resident Canadian Directors present at the meeting, together with any resident Canadian Directors who gives his or her approval under clause (a), totals at least one-quarter of the Directors present at the meeting.¶

participating in such a meeting by such means is deemed to be present at the meeting.

5.14 **Place of Meetings:**
Meetings of the Board may be held at any place within Saskatchewan.

5.15 **Calling of Meetings:**
Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair of the Board, the Vice-Chair, or any two Directors may determine. Provided always that should more than one of the above named call a meeting at or for substantially the same time there shall be held only one meeting and such meeting shall occur at the time and place determined by, in order of priority, the Board, the Chair or the President.

5.16 **Notice of Meeting:**
Notice of the time and place of each meeting of the Board shall be given in the manner provided in Article 9 hereof to each Director not less than forty-eight (48) hours before the time when the meeting is to be held; provided that meetings of the Board may be held at any time without formal notice if all the Directors are present (including present by way of telephone participation) or if all the absent Directors waive notice and consent to the meeting being held.
A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified, including any proposal to:

(a) submit to the Members any question or matter requiring approval of the Members;
(b) fill a vacancy among the Directors or the office of auditor;
(c) appoint additional Directors;
(d) approve any annual financial statements; or
(e) adopt, amend or repeal Bylaws.

A Director may, in any manner, waive notice of or otherwise consent to a meeting of the Board; and attendance of a Director at a meeting of

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Directors is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called.

5.17 **Adjourned Meeting:**
Any meeting of the Board may be adjourned from time to time by the Chair of the meeting, with the majority consent of the Board, to an announced time and place, and no notice of the time and place for the holding of the adjourned meeting need to be given to any Director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat.
The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

5.18 **Regular Meetings:**
The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. Minutes shall be taken at each board meeting. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Directors forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.19 **Chair and Vice-Chair:**
The Chair of the Board, or, in his or her absence, the Vice-Chair, shall be Chair of any meeting of the board. If none of the said officers are present, the Directors present shall choose one of their number to be chair.

5.20 **Casting Votes:**

At all meetings of the Board, every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair shall not be entitled to a second or casting vote.

5.21 **Resolution in Writing:**
Any resolution consented to in writing by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall relate back to any date therein stated to be the effective thereof.

5.22 **Conflict of Interest:**
A Director or officer shall not be disqualified from his or her office, or be required to vacate his or her office, by reason only that he or she is a party to, or is a Director or officer of or has a material interest in any person who is party to, or is a contract of material transaction or proposed material contract or material transaction with the Association of subsidiary thereof. Such a Director or officer, shall, however, disclose the nature and extent of his or her interest in the contract or transaction at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the Board or Members for approval even if such contract or transaction is one that in the ordinary course of the Association's business would not require approval by the Board or Members. Subject to the provisions of the Act, a Director or officer shall not by reason only of his or her office be accountable to the Association or its Members for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the Director's or officer's interest therein.

5.23 **Remuneration and Expenses:**
The Directors shall be paid such remuneration for their services as the Board may from time to time determine. The Directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Directors from

serving the Association in any other capacity and receiving remuneration.

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ARTICLE VI | COMMITTEES

6.1 **Establishment of Committees:**
The Board may establish a Committee, however, designated, and delegate to such Committee any of the powers of the Board except those which, under the Act, a Committee has no authority to exercise.

6.2 **Composition of a Committee:**
The composition and the mandate of a Committee shall be determined by the Board. Membership of any Committee must be approved by a majority of the Board.

6.3 **Procedure:**
Unless otherwise determined herein or by the Board, each Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its Chair and to regulate its procedure.

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ARTICLE VII | OFFICERS

7.1 **Officers of the Association:**
(1) The Officers of the Association shall be:

(a) Chair;

(b) Vice-Chair;

(c) Chair of the Governance Committee; and

(d) Chief Executive Officer (CEO).

~~(e) Past Chair.~~

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(2) All officers shall also be Directors of the Association, with the exception of the CEO.

(3) An Appointed Director cannot be elected as an officer.

7.2 **Election and Appointment of Officers:**
The officers shall be elected or appointed as follows:

(a) Chair – To be elected by a majority vote of the Directors present at the first meeting of the Directors following an election of Directors. The term of office for the Chair shall be one (1) year. Any Directory elected as Chair may not hold the office of Chair more than two (2) consecutive terms unless the Board determines otherwise.

(b) Vice-Chair – To be elected by a majority vote of the Directors present at the first meeting of the Directors following an election of Directors. The term of office for the Vice-Chair shall be one (1) year. Any Director elected as Vice-Chair may not hold the office of the Vice-Chair for more than two (2) consecutive terms unless the Board determines otherwise.

(c) Chair of the Governance Committee – To be elected by a majority vote of the Members of the Governance Committee. The term of office for the Chair of the Governance Committee shall be one (1) year.

(d) Chief Executive Officer – To be appointed by the Board for a term set by the Board.

Deleted: (e) Past Chair – Notwithstanding any other provisions of these Bylaws, and as may be authorized by the Board in its discretion, to continue serving as an officer of the Association for a period of one year immediately following her or his term of office as Chair regardless of whether the Director's term of office would otherwise expire at the end of the year in which the Director serves as Chair. The term of office of the Past Chair shall be one (1) year.

7.3 **Duties and Power of Officers:**
The duties and power of the officers of the Association are as follows:

(a) Chair – The Chair shall preside at all meetings of the Boards and the Members at which he or she is present. The Chair may attend or participate in any Committee meetings he or she chooses, and/or as defined by the Terms of Reference of the Board Committees. During the

absence or disability of the Chair, his or her duties shall be performed and his or her powers exercised by the Vice-Chair. The Chair may have such other duties and powers as the Board may specify.

(b) Vice-Chair – The Vice-Chair shall assist the Chair. During the absence or disability of the Chair, the Vice-Chair shall perform his or her duties. The Vice-Chair may have such duties and powers as the Board may specify.

(c) Chair of the Governance Committee – The Chair of the Governance Committee shall preside at all meetings of the Governance Committee. The Chair of the Governance Committee may have such other duties and powers as the Board may specify.

(d) Chief Executive Officer – The CEO shall have general supervision of the business and affairs of the Association, and he or she shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.

7.4 **Powers and Duties of Other Officers:**
The powers and duties of the all other officers shall be such as the terms of their engagement call for or as the Board or the CEO may specify.

Deleted: (e) Past Chair – The Past Chair shall assist the Chair. During the absence of both the Chair and Vice-Chair, the Past Chair shall perform the duties of the Chair. The Past Chair may have such other duties as the Board may specify.¶

7.5 **Variation of Powers and Duties:**
The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

7.6 **Terms of Employment and Remuneration:**
The terms of employment and the remuneration of officers appointed by the Board shall be settled by it from time to time. The fact that any officer is a Director or Member of the Association shall not disqualify him or her from receiving such remuneration as an officer may be determined.

7.7 **Conflict of Interest:**

An officer shall disclose his or her interest in any material contract or material transaction or proposed material contract or material transaction with the Association in accordance with section 5.22.

7.8 **Agents and Attorneys:**
The Board shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers of management or otherwise (including the power to sub- delegate) as may be thought fit.
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ARTICLE VIII | PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 **Limitation of Liability:**
Every Director and officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to

act in accordance with the Act and the regulations there under or from liability for any breach thereof.

No act or proceeding of any Director or officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or officer or Board.

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors, internal accountants or other responsible officials and shall not be responsible or held liable for any loss or damage resulting from the paying of any dividends or otherwise acting upon such statement or report.

8.2 **Indemnity:**
Subject to the limitations set forth in the Act or otherwise at law, and in the addition to any existing provisions which may be contained in the Association's Articles, the Association shall to the fullest extent possible indemnify any Director or officer of the Association, a former Director or officer of the Association, or any other person who acts or has acted at the Association's request as a Director or officer of a body of corporate of which the Association is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Association or any such body corporate) and his or her or her heirs and other personal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which he was made a party by reason of being or having been a Director or officer of the Association or such body corporate and any costs related thereto, including legal costs and disbursements on a solicitor and his or her own client basis, if:

(a) he or she has acted honestly and in good faith with a view to the best interests of the Association: and

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(b) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this clause shall limit the right of any person entitled to claim any indemnity apart from the provisions of this clause. If the Association is required to seek out approval for any such indemnity, it shall do so promptly at its own expense.

8.3 **Insurance:**
Subject to the limitations contained in the Act, at the discretion of the Board, having regard to the financial position of the Association and the risks incurred by the Board, the Association may, to the extent is available at rates considered reasonable by the Board, purchase and maintain insurance for the benefit of any person referred to in Section. 8.2 against any liability incurred by him, as the Board may from time to time determine.
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ARTICLE IX | MEETINGS OF MEMBERS

9.1 **Annual Meetings:**
The annual meeting of Members shall be held at such time in each year and, subject to the Act and to Section 9.4, at such place as the Board or the Chair of the Board, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, appointing auditors and for the transaction of such other business as may be properly brought before the meeting.

9.2 **Special Meetings:**
The Board or the Chair of the Board shall have the power to call a special meeting of Members at any time.

9.3 **Special Business:**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements and auditor's report, fixing the number of Directors for the following year, an election of Directors and reappointment of the incumbent auditors, is deemed to be special business.

9.4 **Requisition of Meeting:**
The Members of an Association whose membership interests carry not less than five per cent (5%) of the rights to vote at a meeting of Members sought to be held may requisition the Directors to call a meeting of Members for the purposes stated in the requisition. The requisition is to state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Association. On receiving the requisition, the Directors shall immediately call a meeting of members to transact the business stated in the requisition. If the Directors do not call a meeting within twenty-one (21) days after receiving the requisition, any Member who signed the requisition may call the meeting.

9.5 **Place of Meetings:**
Meetings of Members shall be held at the registered office of the Association of elsewhere in the municipality in which the registered office is situated or, if the Board shall so determine, at some other place in Saskatchewan or, if all the Members entitled to vote at the meeting so agree, at some place outside of Saskatchewan.

9.6 **Notice of Meetings:**
Notice of the time and place of each meeting of Members shall be given no less than 15 days or no more than 50 days before the date of the meeting to each Director, to the auditor and to each Member who at the close of business on the record date for notice is entered in the membership register as a Member having the right to vote at the meeting. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors, and/or re-appointment of the incumbent auditor

shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members.

9.7 **Record Date for Notice:**
The Board may fix in advance a date, preceding the date of any meeting of Members by not more than 50 days and not less than 15 days, as a record date for the determination of the Members entitled to notice of or to vote at the meeting. If not such record date is fixed, the record date for the determination of the Members entitled to receive notice of the meeting shall be at the close of business on the last business day immediately preceding the day on which the notice is sent or, if no notice is sent, shall be the day on which the meeting is held.

9.8 **Chair:**
The Chair of any meeting of Members shall be the Chair of the Board, or in his or her absence, the Vice-Chair. If no such officer is present within fifteen minutes from the time fixed for the holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair.

9.9 **Persons Entitled to be Present:**
The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

9.10 **Quorum:**
A quorum for the transaction of business at any meeting of Members shall be at least fourteen (14) Members present, whether in person or by electronic means. If a quorum is present at the opening of any meeting

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of Members, the Member(s) present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the Member(s) present or represented may adjourn the meeting to a fixed time and place but may not transact any other business other than as provided in these Bylaws or in the Act until a quorum is present.

9.11 **Right to Vote:**
Every person named in the list of Members entitled to vote shall be entitled to vote at a meeting to which such list relates.

9.12 **Votes to Govern:**
At any meeting of Members, every question shall, unless otherwise required by the articles or Bylaws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to a second or casting vote.

9.13 **Show of Hands:**
Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.14 **Ballots:**

On any question proposed for consideration at a meeting of members, any Member entitled to vote at the meeting may require or demand a ballot, either before or on the declaration of the result of any vote by show of hands. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, to vote at the meeting upon question, and the result of the ballot so taken be the decision of the Members upon the said question.

9.15 **Admission or Rejection of a Vote:**
In case of any dispute as to the admission or rejection of a vote, the Chair shall determine the same and such determination made in good faith shall be final and conclusive.

9.16 **Adjournment:**
If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of an adjournment. If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

9.17 **Participation in Meetings:**
Subject to the Act, a Member or any other person entitled to attend a meeting of Members may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other, and a person participating in such a meeting by those means is deemed to be present at the meeting. If the Directors or the Members of the Association call a meeting of Members, the Directors or the Members, as the case may be, may determine the meeting shall be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Notwithstanding Sections 9.13 and 9.14, a vote at any meeting of Members may be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility, if the Association makes such a communication facility available. Any person participating in a meeting of Members by electronic means, telephone or other communication facilities as provided in this clause and entitled to vote at the meeting may vote, in accordance with the Act, by electronic means, telephone or other communication facility that the Association has made available for that purpose.

9.18 **Resolution in Writing:**
A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.
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ARTICLE X | EFFECTIVE DATE

10.1 **Effective Date:**
This or her Bylaw shall come into force when made by the Board in accordance with the Act.
ENACTED by the Board effective the _____ day of _____, 2020.
CONFIRMED by the Members in accordance with the Act effective the _____ day of _____, 2020.
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ATTACHMENT A | COMMITTEES

Internal Committees of the Board
Internal Committees of the Board assist the Board in effectively managing Board business. These are:

Governance Committee

Objective: To assist the Board in maintaining good governance policies including Board and committee terms of reference; Board Code of Conduct; orientation and succession planning.

Audit and Finance Committee
Objective: To assist the Board in carrying out its fiduciary duties in managing the finances of the Association by carrying out scrutiny of financial documents and planning

Compensation Committee
Objective: To establish and monitor performance expectations for the CEO and, determine appropriate compensation.
Policy Committees of the Board
Policy Committees shall address matters impacting the practice of the profession of pharmacy in Saskatchewan. These are:

Economics Committee
Objective: To negotiate all pharmacy contracts on behalf of the membership.

Professional Practice Committee
Objective: To act as an advisory committee to the Board on subjects affecting professional practice.

Operational Committees
Operational Committees shall work with the CEO on operational issues impacting on the functions of the Association. These are:

Conference Committee
Objective: To plan and organize the PAS annual conference in conjunction with PAS office staff. To receive nominations and recommend recipients for various honours and awards to be presented at the annual conference.

Advisory Committee of Past Chairs

Objective: To provide advice on issues as requested by the Board. No decision can be made by this committee. The committee shall consist of the chair, CEO, and past chairs who have undertaken in writing to be bound by confidentiality with respect to discussions and shared documents.

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