

*The Saskatchewan College of Dietitians (SCD)*

**ADMINISTRATIVE BYLAWS**

CONTENTS

1	Title		FINANCIAL AND ADMINISTRATIVE
2	Definitions		MATTERS
	COUNCIL MEMBERS	14	Fiscal year
3	Number and composition	15	Banking
4	Term of office	16	Investments
5	Eligibility to hold office	17	Financial review
6	Removal or suspension from office	18	Remuneration and reimbursement
	OFFICERS AND EMPLOYEES	19	Seal of the college
7	Chair	20	Execution of college documents
8	Vice-Chair		COMMITTEES
9	Executive director/registrar	21	Establishment
	MEETINGS OF THE COLLEGE		TRANSITIONAL
10	Council meetings	22	Council members previously elected or appointed
11	SCD Meetings		
12	Quorum	23	Repeal
13	Meeting procedures		APPENDIX A
			Seal

## **Title**

1 These bylaws may be referred to as *The SCD Administrative Bylaws, 2025*.

## **Definitions**

2 In these bylaws:

- a) “Act” means *The Dietitians Act, 1997*;
- b) “registrant” means a person who is registered as a member of the college;
- c) “voting registrant” means a registrant who is registered in the full practicing membership category.
- d) “SCD” means the Saskatchewan College of Dietitians.

## **COUNCIL MEMBERS**

### **Number and composition**

3(1) For the purposes of subsection 7(2)(a) of the Act, the council consists of at least 4 and not more than 6 persons appointed by the council on the recommendation of the governance committee.

(2) Each year the council shall appoint a member of council other than a person appointed pursuant to section 8 of the Act as chair and vice-chair.

### **Term of office**

4(1) The term of office for council members appointed as per subsection 7(2)(a) of the Act, is three years.

(2) No person appointed as per subsection 7(2)(a) of the Act may hold office on council in any capacity or capacities for more than 8 consecutive years.

### **Eligibility to hold office**

5(1) Subject to subsection (2), only a member in good standing is eligible for appointment or to continue to hold office on council.

(2) The following persons are not eligible for appointment or to hold or continue to hold office on the council:

- (a) a person who is employed by SCD or was employed by SCD in the previous five years;
- (b) a person who holds a governance position with an employer of members or a union representing members;
- (c) a person who is not reasonably available to attend meetings of council;
- (d) a person who fails to comply with the *Council Code of Conduct* as adopted by council from time to time;
- (e) a person who has been convicted of an indictable offence under the *Criminal Code* (Canada).

### **Removal or suspension from office**

6(1) Council may, by a resolution supported by a two-thirds majority, remove a member of council, other than one appointed pursuant to section 8 of the Act, before the expiry of their term of office, where it is satisfied that the member of council has become ineligible to continue to hold office as described in section 5.

(2) Where a complaint alleging that the member of council has engaged in conduct that constitutes professional incompetence or professional misconduct is received by SCD, the council may, by resolution supported by a two-thirds majority, suspend the member of council pending the resolution of the complaint.

(3) The executive director shall ensure that a motion to remove or suspend a member of council is provided to the council, including the member to whom the motion relates, at least 14 days prior to the council meeting at which the motion is to be considered.

## **OFFICERS AND EMPLOYEES**

### **Chair**

7(1) The chair shall preside over all meetings of the college and council and generally exercise control and supervision over the affairs of council and the college.

(2) If a vacancy occurs in the office of chair:

(a) the vice-chair shall assume the role and duties of the chair; or

(b) if there is no vice-chair, the council shall appoint a member-at-large to assume the role and duties of the chair.

### **Vice-chair**

8 The vice-chair shall act in the absence of the chair and perform any other duties that may be assigned by the council or the chair.

### **Executive director/registrar**

9(1) The executive director/registrar shall perform all duties imposed on the executive director and registrar by the Act, the bylaws and the council.

(2) The executive director/registrar is an *ex officio*, non-voting member of all SCD committees, other than the professional conduct committee and the discipline committee.

## **MEETINGS OF THE COLLEGE**

### **Council meetings**

10(1) Council shall meet at the call of the chair or as determined at the previous meeting of council.

(2) The chair shall call a council meeting to be held within 14 days following the receipt by the chair of the written request of three council members.

(3) At least four meetings of council must be held between the annual general meetings of SCD.

(4) Meetings of the council may be held in person or by electronic or virtual means, or by a combination of both.

#### **SCD Meetings**

11(1) The SCD annual general meeting shall be held in each fiscal year at a time and place in Saskatchewan determined by council.

(2) For the purposes of subsection 6(4) of the Act, notice of SCD meetings shall be sent by ordinary mail or email to the postal address or email address shown in SCD's records.

(3) Meetings of SCD may be held in person or by electronic or virtual means, or by a combination of both.

#### **Quorum**

12(1) A quorum for a meeting of the council consists of a majority of the voting members of the council present at the meeting.

(2) A quorum for a meeting of SCD consists of the members present at the meeting.

#### **Meeting procedures**

13 (1) In all matters not regulated by these Bylaws, the most current edition of Procedures for Meetings and Organizations by M. Kaye Kerr and Hubert King shall be followed.

(2) Notwithstanding subsection (1), the rules and procedures may be amended or suspended at any annual and special meeting by a majority vote of the voting registrants present.

## **FINANCIAL AND ADMINISTRATIVE MATTERS**

#### **Fiscal year**

14 The SCD fiscal year is from April 1 in one year to the last day of March the following year.

#### **Banking**

15 Council shall keep bank accounts in one of the chartered banks or credit unions of Canada and shall deposit in those accounts all monies received for and on account of the college.

#### **Investments**

16 Council may only invest surplus or reserve funds in investments that trustees are allowed to invest in pursuant to *The Trustee Act*.

#### **Financial review**

15 Council shall annually appoint a professional accountant, who is neither a member of council nor an employee of SCD, to conduct a financial review or audit of the accounts and transactions of SCD.

#### **Remuneration and reimbursement**

16(1) Members of the council, excluding those appointed pursuant to section 8 of the Act, are entitled to remuneration and reimbursement for expenses rendered to the college in an amount determined by council.

(2) Committee members, excluding those appointed pursuant to section 8 of the Act may, at the discretion of council, be paid honoraria and are entitled for remuneration and reimbursement for

expenses in an amount determined by council.

### **Seal of the college**

**17(1)** The SCD seal is the seal whose imprint is affixed to these bylaws as Appendix A.

(2) No person shall place the SCD seal on any document unless authorized by the registrar or by resolution of council.

### **Execution of college documents**

**18** Documents to be executed on behalf of the SCD shall be signed:

- (a) by the chair and the executive director and sealed with the SCD seal; or
- (b) pursuant to any delegation of signing authority by council.

## **COMMITTEES**

### **Establishment**

**19(1)** Where the council establishes committees pursuant to subsection 12(1) of the Act or in accordance with these bylaws:

- (a) the committees shall perform their duties under the direction of council;
- (b) a majority of committee members constitutes a quorum; and
- (c) committee members may, at the discretion of the council, be paid honoraria and are entitled to reimbursement for expenses in accordance with the rates set by council.

(2) Council shall make all appointments to all committees and shall designate the chairpersons and alternates, if any.

(3) Council shall establish terms of reference for each committee that it appoints, which shall include provisions relating to:

- (a) membership and terms of appointment;
- (b) designation of the chair;
- (c) quorum requirement; and
- (d) mandate.

(4) All committee appointments, other than the committees established by the Act, are for a term of one year and are renewable.

(5) Any committee members whose conduct or activities are detrimental to or inconsistent with the objectives of SCD may be removed or suspended from the committee by a two-thirds vote of council.

## **TRANSITIONAL**

### **Council members previously elected or appointed**

- 22** Notwithstanding any other provision of these bylaws, members of council previously elected or appointed in accordance with the SCD bylaws repealed by these bylaws continue to hold office until the expiration of the term for which they were elected or appointed.

## **REPEAL**

### **Repeal**

- 23** All former general administrative bylaws of the SCD are repealed.

APPENDIX A

SCD Seal

