

## Proposed SCD Administrative Bylaws 2025

**\*\*We are requesting to repeal the existing admin bylaws and replace with the proposed.**

Existing Bylaw (to be repealed, not in order)	Proposed Bylaw	
<p><b>Title</b> 1 These Bylaws may be cited as <i>The SCD Administrative Bylaws, 2024.</i></p> <p><b>Definitions</b> 2 In these Bylaws:</p> <p style="padding-left: 20px;">“<b>Act</b>” means <i>The Dietitians Act</i>;</p> <p style="padding-left: 20px;">“<b>registrant</b>” means a person who is registered as a member of the college;</p> <p style="padding-left: 20px;">“<b>voting registrant</b>” means a registrant who is registered in the full practising membership category.</p> <p style="text-align: center; padding: 10px 0;"><b>BOARD</b></p> <p><b>Number to be elected</b> 15 For the purposes of subsection 7(2) of the Act, the total number of members of the board to be elected is six, including:</p> <p style="padding-left: 20px;">(a) the president-elect who succeeds to the office of president; and</p> <p style="padding-left: 20px;">(b) five members-at-large.</p>	<p><b>Title</b> 1 These Bylaws may be cited as <i>The SCD Administrative Bylaws, 2025.</i></p> <p><b>Definitions</b> 2 In these Bylaws:</p> <p style="padding-left: 20px;">“<b>Act</b>” means <i>The Dietitians Act</i>;</p> <p style="padding-left: 20px;">“<b>registrant</b>” means a person who is registered as a member of the college;</p> <p style="padding-left: 20px;">“<b>voting registrant</b>” means a registrant who is registered in the full practising membership category.</p> <p style="text-align: center; padding: 10px 0;"><b>COUNCIL MEMBERS</b></p> <p><b>Number and composition</b> 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.</p> <p>(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.</p>	<p>No change in this section, other than to update the year.</p> <p>No change to the definitions.</p> <p>Throughout the document board is replaced by council as that is consistent with the terminology used in the Regulated Health Professions Act.</p> <p>Reduction in the total number of SCD members (dietitians) on council from 7 to 6. This includes the chair and aligns us with the 1/3 public: 2/3 profession ratio that will be required under the Regulated Health Professions Act. The bylaw identifies a range (maximum of 6, minimum of 4) to allow the council to continue to operate if for some reason not all council positions are filled.</p> <p>Council members will no longer be elected by members but will be appointed by council. Bylaws related to elections are removed. SCD members will apply for council positions and governance committee will make recommendations to the council who will officially make the appointments.</p>

<p><b>Term of office</b>  <b>16</b>(1) Each member-at-large holds office for a period of two years commencing at the close of the annual meeting at which they are elected until the close of the second annual meeting following that election.</p> <p>(2) The president-elect succeeds to the office of president at the end of the first year following their election and holds office as president for two years thereafter.</p> <p>(3) No person may be elected to the same position on the board for more than three consecutive terms of office.</p> <p style="text-align: center;"><b>ELECTIONS</b></p> <p><b>Timing</b>  <b>23</b>(1) Elections for members of the board are held at the annual meeting of members.</p> <p>(2) Elections for president-elect are held in 2025 and every two years thereafter.</p> <p>(3) Elections for two of the member-at-large positions are held in odd years and for three of the member-at-large positions in even years.</p> <p><b>Eligibility for nomination</b>  <b>24</b> Only voting registrants, other than employees of the college, are eligible to be nominated for election or to hold or to continue to hold office.</p> <p><b>Nominations</b>  <b>25</b>(1) The Chair of the Nominations Committee appointed by the board shall send a call for nominations to all members at least 45 days prior to the annual meeting.</p>	<p><b>Term of office</b>  4(1) The term of office for council members appointed as per subsection 7(2)(a) of the Act, is three years.</p> <p>(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.</p> <p><b>Eligibility to hold office</b>  5(1) Subject to subsection (2), only a member in good standing is eligible for appointment to or to hold or to continue to hold office on council.</p> <p>(2) The following persons are not eligible for appointment or to hold or continue to hold office on the council:</p> <p>(a) a person who is employed by SCD or was employed by SCD in the previous five years;</p> <p>(b) a person who holds a governance position with an employer of members or a union representing members;</p> <p>(c) a person who is not reasonably available to attend meetings of council;</p> <p>(d) a person who fails to comply with the <i>Council Code of Conduct</i> as adopted by council from time to time;</p> <p>(e) a person who has been convicted of an indictable offence under the <i>Criminal Code</i> (Canada).</p> <p><b>Removal or suspension from office</b></p>	<p>Rather than a President and president-elect being elected by members, a chair and vice-chair will be chosen from amongst the professional (eg. dietitians) on council.</p> <p>Rather than 3 X two-year terms (6 years total), change to three-year term and limit of 8 consecutive years. The longer term is recommended because sometimes it can take a year or more to orientate and understand how council operates. 8 years max will allow for 2 terms X 3 years plus an option for extension if needed for continuity/succession</p> <p>Expansion of eligibility criteria to include b-e which align with best practices in regulatory governance related to functionality and reducing actual/potential/perceived conflict of interest.</p> <p>A governance position with an employer of members refers to someone that sits on a board for a provincial or national professional association or union. This does not include those that volunteer on an operational committee for a professional association.</p> <p>The potential conflict of interest with individuals holding <u>governance positions</u> in union/employer is their duty to that organization may influence their decisions or actions as a board member with the regulator.</p>
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- (2) All nominations must be received in writing by the Nominations Committee no later than 15 days before the annual meeting.
- (3) If there are insufficient nominations to require a vote to be held, the Nominations Committee shall declare those nominated to be acclaimed to office and no vote need be conducted.
- (4) If an election is required, voting registrants will be notified at least 14 days prior to the annual meeting and provided with voting instructions.

**Conduct of election**

- 26(1)** Voting is conducted electronically using a secure means that is accessible to all voting registrants.
- (2) The election of members of the board is decided by a plurality of the votes cast.
- (3) If an election results in a tie, the president shall cast the deciding vote.

**OFFICERS AND EMPLOYEES**

**President**

**18(1)** The president shall preside over all meetings of the college and the board and generally exercise control and supervision over the affairs of the board and the college.

- 6(1) The 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 the council and the college.

To align with best practices in governance, addition of a new section to identify how a council member can be removed or suspended from office.

Change in terminology from president to chair to align with best practices in regulatory governance. President is thought to be more closely aligned with association vs. regulatory governance. Eliminate president-elect/past-president positions and replace with vice-chair position. References to Board replaced by Council per RHPA.

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

(a) the president-elect shall assume the role and duties of the president; or

(b) if there is no president-elect, the board shall appoint a member-at-large to assume the role and duties of the president.

**President-elect**

**19** The president-elect shall act in the absence of the president and perform any other duties that may be assigned by the board or the president.

**Members**

**20** All members of the board shall:

(a) attend and participate in board meetings;

(b) sit on committees of the board; and

(c) perform any other duties that may be assigned to them by the board.

**Public appointees**

**21** The public appointees shall:

(a) represent the views of the public on matters before the board;

(b) report to the board on public concerns; and

(c) perform any other duties that may be assigned by the board.

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

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

**Executive director/registrar**

**9(1)** The executive director/registrar shall perform all duties imposed on the

The vice-chair does not necessarily transition to the chair position on council. The vice-chair would be appointed by council for a specific duration.

The section on members and public appointee responsibilities and duties was removed as didn't offer a lot of value. The specifics of duties of all council members is set out in the Board Governance Manual.

**Registrar**

22 The registrar shall perform the duties imposed on the registrar by the act and the bylaws and shall:

- (a) carry out the policies established by the board pertaining to the management and administration of the college; and
- (b) perform any other duties that may be assigned by the board.

executive director and registrar by the Act, the bylaws and the council., and shall:

- (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) The council shall meet at the call of the chair or as determined at the previous meeting of the 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 the 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 meeting shall be held in each fiscal year at a time

Allows the executive director/registrar instead of the president to be an ex-officio member of all SCD committees, other than the statutory committees. This allows the executive director/ registrar to oversee the operations of the organization.

Other than noted below, provisions for meetings are unchanged, just appear in different order:

Removed the requirement for council to meet within 30 days of AGM as elections will not necessarily longer take place at the annual meeting.

Increase the length of time for special meetings to occur from 10 to 14 days.

Wording to permit meetings (council and annual general meetings) to occur in person or by electronic or virtual means or a combination of both.

Remove reference to past-president as that position will be eliminated.

<p style="text-align: center;"><b>MEETINGS</b></p> <p><b>Meetings</b>  <b>17(1)</b> The board shall meet at least four times between annual meetings, the first of which must be held within 30 days of the annual meeting.</p> <p>(2) Special meetings of the board may be called on two days' notice:</p> <p style="padding-left: 40px;">(a) by the president;</p> <p style="padding-left: 40px;">(b) on the request of three or more members of the board by the president within 10 days of receiving the request.</p> <p>(3) A notice of a special meeting shall specify the business to be considered and no other matters may be brought before the meeting.</p> <p>(4) The immediate past-president of the college shall be invited to attend all meetings of the board as an <i>ex officio</i> non-voting member.</p> <p>(5) Registrants may attend board meetings but are not entitled to speak or vote and will be excluded from the <i>in camera</i> portion of the meeting.</p> <p>(6) The quorum for any board meeting is a majority.</p> <p><b>Annual meeting</b>  <b>9</b> The annual meeting of the college shall be held at the time and place and in the manner determined by the college at a previous meeting or, failing such</p>	<p>and place in Saskatchewan determined by the council.</p> <p>(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.</p> <p>(3) Meetings of SCD may be held in person or by electronic or virtual means, or by a combination of both.</p> <p><b>Quorum</b>  <b>12(1)</b> A quorum for a meeting of the council consists of a majority of the voting members of the council present at the meeting.</p> <p>(2) A quorum for a meeting of SCD consists of the members present at the meeting.</p>	<p>Clarify that the time/place of annual meeting is to be set by the council and remove reference to the 14 day time for notice. Include wording so that meeting can occur in person or by electronic or virtual means or combination of both.</p> <p>Quorum section re-organized and is applicable to both council meetings and meeting of members.</p>
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determination, as determined by the board.

**Special meetings**

**10** For the purposes of clause 6(2)(b) of the Act, the number of registrants required to demand a special meeting is the number equal to 10% of the voting registrants.

**Notice**

**11** Notice of an annual or special meeting shall be mailed to registrants at the address appearing in the register of the college, or by email or fax where requested by a registrant, at least 14 days prior to the date of the meeting.

**Quorum**

**12** Quorum for any meeting of registrants is the number of registrants who are in attendance at the meeting.

**Voting**

**13(1)** Each full practising registrant is entitled to one vote with respect to the business of the college.

(2) A voting registrant not in attendance at an annual or special meeting may appoint another voting registrant as proxy.

**Procedures**

**14(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 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 members present.

**FINANCIAL AND ADMINISTRATIVE**

Section on voting removed. It is not needed as the definition already specifies who is a voting member and meeting procedures clarify the process for approving a motion.

Meeting procedures unchanged.

<p>meeting by a majority vote of the voting members present.</p> <p><b>Fiscal year</b> 4 The fiscal year of the college is the period commencing on April 1 in one year and ending on March 31 in the following year.</p> <p><b>Banking</b> 5 The board 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.</p> <p><b>Investments</b> 7 The board may only invest surplus or reserve funds in bonds of the Government of Canada or of the Province of Saskatchewan or in guaranteed investments with a Canadian chartered bank or credit union.</p> <p><b>Audit</b> 8(1) The registrants shall appoint an auditor at each annual meeting.</p> <p>(2) The auditor shall annually audit the college's books and accounts and furnish a report to the board for presentation at each annual meeting.</p>	<p style="text-align: center;"><b>MATTERS</b></p> <p><b>Fiscal year</b> 14 The SCD fiscal year is from April 1 in one year to the last day of March the following year.</p> <p><b>Banking</b> 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.</p> <p><b>Investments</b> 16 Council may only invest surplus or reserve funds in investments that trustees are allowed to invest in pursuant to <i>The Trustee Act</i>.</p> <p><b>Financial review</b> 17 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.</p> <p><b>Remuneration and reimbursement</b> 16(1) Members of council, excluding those appointed pursuant to section 8 of the Act, are entitled to remuneration and reimbursement</p>	<p>No changes to fiscal year or banking.</p> <p>The investment section is updated with more contemporary wording related to where council can invest surplus or reserve funds. The details about limiting to GIC can be specified in policy vs. having in bylaws.</p> <p>Recent changes have removed the requirement for non-profit organizations to have an annual audit. The wording is updated to state that we can do either a review or an audit. Updated wording so council appoints the accountant instead of being appointed at the annual meeting by members. Placed parameters on who council may be appointed.</p>
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<p><b>Seal</b>  <b>3</b> The seal of the college is the seal whose imprint is affixed to these Bylaws as Appendix A.</p> <p><b>Execution of documents</b>  <b>6</b> Documents to be executed on behalf of the college shall be signed by any two of the president, the registrar, and a member-at large appointed by resolution of the board.</p> <p style="text-align: center;"><b>COMMITTEES</b></p> <p><b>General</b>  <b>27(1)</b> Where the board establishes</p>	<p>for services rendered to the college in an amount determined by council.</p> <p>(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 reimbursement for expenses in an amount determined by council.</p> <p><b>Seal of the college</b>  17(1) The SCD seal is the seal whose imprint is affixed to these bylaws as Appendix A.</p> <p>(2) No person shall place the SCD seal on any document unless authorized by the registrar or by resolution of the Council.</p> <p><b>Execution of college documents</b>  18 Documents to be executed on behalf of the SCD shall be signed:</p> <p>(a) by the chair and the executive director and sealed with the SCD seal; or</p> <p>(b) pursuant to any delegation of signing authority by council.</p> <p style="text-align: center;"><b>COMMITTEES</b></p> <p><b>Establishment</b>  19(1) Where the council establishes committees pursuant to subsection 12(1) of the Act or in accordance with these bylaws:</p> <p>(a) the committees shall perform their duties under the direction of the council;</p>	<p>Addition of a section on remuneration and reimbursement. The rates for honorariums and mileage previously existed in policy only.</p> <p>Allows for a digital seal to be used. Identifies who provides authorization for using the seal.</p> <p>Addition to recognize signing authority of a person delegated by council for execution of college documents.</p>
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<p>REPEAL AND COMING INTO FORCE</p> <p><b>Repeal</b> <b>28</b> <i>The Saskatchewan Dietitians Association Administrative Bylaws, 2022</i> are repealed.</p> <p><b>Coming into force</b> <b>29</b> In accordance with subsection 13(2) of the Act, these Bylaws come into force when they are made by the board.</p>	<p><b>Council members previously elected or appointed</b> 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.</p> <p><b>REPEAL</b></p> <p><b>Repeal</b> 23 All former general administrative bylaws of the SCD are repealed.</p>	<p>Addition of section recognizing transitional council that identifies that current council members will remain on council until their term of office ends.</p>
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