

Kinesiology Association of Saskatchewan (KAS)
Bylaws

May 2024

Kinesiology Association of Saskatchewan

Definitions

- (1) **AGM** means annual general meeting of the members;
- (2) **Board of Directors** means the board of the directors of the corporation;
- (3) **Corporation** means Kinesiology Association of Saskatchewan, a corporation incorporated under Part II of the Canada Corporations Act;
- (4) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (5) “**Directors**” means a director of the Corporation described in Article V. Section 1 (iv) (a) –(h);
- (6) “**Directors at Large**” means those Directors described in Article V. Section 1 (iv) (l);
- (7) **Member(s)** means a member of the Corporation and includes Active Members, and Student members;
- (8) **Officer(s)** means an officer of the Corporation as described in Article V, Section 1 (iii) (A) – (B);
- (9) **Person** includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;
- (10) **Voting member(s)** means member.

Article I. Organization

- (i) The name of the Association shall be the Kinesiology Association of Saskatchewan, hereinafter called the Association or KAS.
- (ii) The Fiscal year of the Association shall be February 1 to January 31 of each year.

Article II. Objectives

Section 1 – Purpose

- (i) The purpose of the association is to represent Kinesiology at a provincial level and to be a strong voice in the recognition, promotion, and growth of the profession of Kinesiology.

Section 2 – Aims

- (i) Advocacy/lobby: To be recognized as the united voice for the profession of Kinesiology in Saskatchewan.
- (ii) Membership Services: To coordinate and strengthen membership services.
- (iii) Build public awareness and support: To advance public awareness of Kinesiology in Saskatchewan and to give Saskatchewan residents a complete understanding of how Kinesiology can improve their lives.

Article III. Members

Section 1 – Categories

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of the following categories:

- (i) **Professional Kinesiologist**, which, upon application and acceptance by the Executive Committee, shall be comprised of individuals who practices Kinesiology, has achieved academic standards (a 4 year university degree in Kinesiology, Physical Education, Physical Activity studies or another Kinesiology-based program); have a successfully completed an examination process, if applicable; meets the continuing education requirements; complies with the code of ethics and carries proper professional liability insurance for Kinesiology practice. The Professional MAY HOLD a current certification such as CSEP, ACSM or NSCA. (not mandatory) (referred to herein as Professional Kinesiologist);
- (ii) **Associate Members**, an individual who has a university degree or college diploma in Kinesiology, Physical Education, Physical Activity studies or another Kinesiology-based program, who is not currently employed or engaged in the practice of Kinesiology, who meets the requirements of Professional Membership and has no intention of practicing for the duration of the year, however still wishes to be kept informed and take part in the activities of KAS. This category MAY ALSO INCLUDE those individuals who have certification such as stated above;
- (iii) **Student Members**, which, upon application and acceptance by the Executive Committee, shall be comprised of individuals currently enrolled in fulltime or part-time Kinesiology/Exercise science studies in a post-secondary institution and wishes to be informed or take part in the activities of KAS (referred herein as Student Members);
- (iv) **Academic Members**, which, upon resolution of the Executives Committee, shall be comprised of any individual who is currently employed by a post-secondary institution in a teaching and/or research capacity and wishes to be informed and/or take part in the activities of KAS and does not practice Kinesiology, that is, performing acts outside from its current employment.

Section 2 – Rights of and Conditions of Membership

- (i) To be a Professional Kinesiologist member – an individual must meet all qualification requirements:
 - a. An individual who has graduated from an accredited Kinesiology program and is eligible for registration as a kinesiologist in Saskatchewan;
 - b. An individual who has successful completed an examination and/or other requirements as recognized by the board.
- (ii) Only current Members shall be entitled to vote at meetings of the association.
- (iii) The following shall be exceptions to the above voting procedures:
 - a. There shall be no voting by proxy.
- (iv) The Executive Committee shall determine in its sole discretion, annually, not later than May 30 in each year, which applications for membership it will accept for the then current financial year, provided that the Executive Committee may in its sole discretion, accept, applications for membership at any time throughout the year.

Section 3 – Membership Renewals

- (i) Annual dues for all categories of membership in KAS shall be set from time to time by the Board of Directors, subject to approval at the Annual General Meeting by the majority of members present.
- (ii) Annual dues do not include the registration fees for the Annual Education Day
- (iii) There will be no refund of annual dues to any member who resigns, is expelled or whose membership is terminated for any other reason.
- (iv) Those Members described in Article III section 1 (i),(ii),(iii) and (iv) shall, upon acceptance be the Executive Committee of the application for membership, become Members for the balance of the financial year in which they are accepted as Members. Members shall renew not later than December 31 in each year.
- (v) Professional Kinesiology Members must hold and provide proof of professional liability insurance from a provider through either the Canadian Kinesiology Alliance (CKA) or the Canadian Society for Exercise Physiology (CSEP) that covers the scope of practice in their area(s) of work.

Section 4 – Evidence of Membership

- (i) The Association may issue physical or electronic membership cards or certificates as evidence of membership in the Association.
- (ii) It shall be clearly stated to the membership, the rights, privileges, restrictions, and conditions that constitute membership interest of each category of member.

Article IV. Withdrawal or Cancellation of Membership

- (i) The Member may withdraw from the Corporation by delivering a written resignation to the Corporation and delivering a copy of the same with the Executive Director of the Corporation.
- (ii) Any Member may be removed as a Member by resolution of the Board of Directors, where the Board of Directors determines that the conduct of the Member has been considered detrimental to the best interests of the Corporation having regard to guidelines issued from time to time by the Board of Directors with respect to conduct to the Members, (i.e. KAS Code of Ethics) provided that, any member who is proposed to be removed shall be provided with reasonable notice of such proposed removal and an opportunity to be heard before the Executive Committee.
- (iii) Failure of a Member to pay membership dues within a reasonable time period shall result in the termination of membership.

Article V. Officers, Directors, and Management

Section 1 – Composition

- (i) The property and business of the Corporation shall be managed and operated on behalf of the membership by the Board of Directors. The Board shall consist of up to twelve (12) members. Directors shall be individuals, eighteen (18) years of age or older, with the power under law to contract. A Director shall be required to be a current Member in good standing with the Corporation.
- (ii) The Officers of KAS shall be:
 - (A) the Chair
 - (B) the Chair-Elect
- (iii) The Board of Directors of KAS shall be:

- (A) the Chair
 - (B) the Chair-Elect
 - (C) Rehab Chair
 - (D) Health and Fitness Chair
 - (E) Continuing Education Chair
 - (F) High Performance Chair
 - (G) Member Services Chair
 - (H) Marketing Chair
 - (I) **Up to 4 members at large**
- (iv) The Board of Directors may appoint an Executive Director to run the daily affairs of the Association as directed.

Section 2 – Terms of Office

- (i) The term of office for Directors shall be a period of two (2) years effective from the date of the AGM at which they are declared elected, except as indicated in article V. section 2 (iv).
- (ii) **The Chair shall serve no more than two (2) total terms of one (1) year each. The Chair must be re-elected for the second term, even if it is subsequent to their first term.**
- (iii) **Within reasonable effort, the terms of office for Directors shall be staggered in such a way that half of the Directors' terms conclude each year. That is, five (5) Directors are to be elected in any given year, and the remaining five (5) Directors are to be elected the following year.** The Chair-Elect shall be elected every year.
- (iv) An officer or director ceases to hold office when:
 - (A) The Director dies or resigns,
 - (B) The Director ceases to be a resident of Saskatchewan,
 - (C) The Director becomes disqualified: see Non-Profit Corporations Act; subsection 89(1),
 - (D) The Director ceases to be a member of KAS
 - (E) A **bona fide** letter of resignation is received by the Executive Director and/or Chair and accepted by the Board of Directors
 - (F) If at a meeting of the Board of Directors a resolution is passed by eight (8) or more Directors that a **Director or Officer** be removed from office, provided that any Director which is proposed to be removed shall be provided with reasonable notice of such removal and an opportunity to be heard before the Board of Directors, and provided further that, if any of the Executive Committee are removed, they shall be removed as a Director and Officer from the respective office which such individual holds.
- (v) Should a vacancy **occur**, the Board of Directors may by resolution fill the vacancy by appointment to complete the term; or it may fill such vacancy by a by-election under the rules established for that purpose, Article V Section 3 (vi).
- (vi) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such, provided that a Director may be paid reasonable expenses incurred in the performance of their duties.

Section 3 – Nominations and Elections of Officers and Directors

- (i) The Board of Directors shall be elected by majority of the Voting Members through Open Nominations and vote to be completed at the AGM.
 - a. The AGM may be held and attended in person or via appropriate virtual conferencing platform.
- (ii) Nominations for the Board of Directors should be seconded by current Member (however this is not necessary) and it should be known beforehand if the person to be nominated is eligible and is willing to serve.
- (iii) After each nomination the Chair repeats the name to the assembly. The Chair closes nomination when no further nominations come forward from the assembly.
- (iv) After nominations are closed, the vote is taken on each nominee and position in the order in which they were nominated. Voting is taken by a simple voice vote (viva voce).
- (v) Terms of office shall last two (2) years, taking effect and concluding at the close of the Annual General Meeting (AGM) for each year, depending on the nature of the term, unless as described under article V, section 2 (iv).
- (vi) Any by-election made necessary by article V, section 2 (iv) shall be carried out as soon as possible under rules previously established or as developed by terms of reference approved by the Board of Directors. The next Board of Directors meeting immediately following a by-election shall certify as elected those candidates receiving a majority vote at the by-election and notify all members of by-election results. The newly elected Director will serve the balance of the fiscal year in which they were elected and the entirety of the following year until the AGM.
- (vii) The Executive Committee may, upon the approval of the Board Directors, develop terms of reference and special rules as deemed necessary for the smooth conduct of the Association. Any permanent changes made necessary must be ratified as per Article X.

Section 4 – Duties of Officers and Directors

- (i) The Chair shall ensure that all orders and resolutions of the Board of Directors are carried into effect.
- (ii) The Chair shall preside at all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by by-law from time to time. The Chair shall have a casting vote at meetings of the Members and Board of Directors.
- (iii) The Chair appoints chairpersons of committees with approval of the Board unless otherwise provided for in the bylaws;
- (iv) The Chair will call special Board or general meetings when required;
- (v) The Chair will call special meetings of KAS, upon written petition of not less than fifteen (15) percent of the Active Members in accordance to article VIII, section 1 (viii) or a special meeting of the Board upon request of a majority of the Board of Directors;
- (vi) The Chair directs the activities of the Executive Director
- (vii) The Chair acts as an ex-officio member of all committees
- (viii) With the approval of the Board of Directors, the Chair may issue directives and establish temporary policies or procedures not otherwise specifically covered by the articles during the interim periods between AGMs;
- (ix) The Chair delegates the Chair-Elect or a member of the Board to represent themselves in their absence;
- (x) The duties of the Chair-Elect shall be to have the power and prerogative of the Chair, in the absence of the Chair, at meetings of KAS members or Board of Directors;
- (xi) In case of the Chair's death, resignation or removal from office, the Chair-elect will assume the role

of the Chair until the pre-determined end of the previous Chair's term. Following the end of the original Chair's term, they will resume their duties as Chair-Elect and finish their previously-elected term.

- (xii) The Chair-Elect will perform such other duties as may be required by the Chair;
- (xiii) The Executive Director shall ensure that an accurate record of all receipts and disbursements of the Association are kept at all times;
- (xiv) The Executive Director shall prepare an annual Budget, and present same to the Board of Directors for approval prior to the AGM; As well prepare a financial statement for regular Board meetings. If applicable, prior to the AGM have the appointed auditor prepare a financial statement for presentation at the AGM;
- (xv) The Executive Director will ensure that the annual return under the Non-Profit Corporations Act section 236, is completed on the prescribed form and submitted to the Director of the Corporations Branch by the prescribed date;
- (xvi) The duties of all other Officers shall be such as the terms of their appointment require or as may be specified by the Board of Directors from time to time;

Article VI. Executive Director

Section 1 – Responsibilities

- (i) The Executive Director is appointed by the Board of Directors, article v, section1 (i). Their term of office shall be continued until such time the Executive Director retires, resigns, or is dismissed for just cause. The Executive Director shall carry on the day-to-day affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors.

Section 2 – Power

- (i) The Executive Director shall, upon consultation with the Executive Committee, have the power to employ and dismiss such employees as the Board of Directors may deem necessary, and approve payment of salary as set out in the employees manual which is reviewed from time to time by the Executive Committee and approved by the Board of Directors.

Article VII. Committees

- (i) The Chair may, with the approval of the Board of Directors, appoint or dissolve from time to time, such standing and/or ad hoc committees as they may deem necessary to carry on efficiently the affairs of the Association.
- (ii) Persons appointed to chair a committee shall appoint the members of their respective committee and notify the Chair and the Executive Director in writing the names and addresses of the committee members within one month of receiving notice of being appointed chairperson.
- (iii) All committees shall be issued an organization and terms of reference manual and shall be governed by the said terms of reference. The terms of reference can be reviewed annually by the Board of Directors and amended where necessary. Committee chairpersons are to be notified of any amendments to the terms of reference.

Article VIII. Meetings

Section 1 – Annual General Meeting

- (i) There shall be an Annual General Meeting of the Kinesiology Association of Saskatchewan for the certification of all elected officers, approval of reports from the officers and committee and to transact such other business as shall legally come before it;
- (ii) Notice of the time and place of a meeting of members shall be sent not less than fifteen (15) days prior to the meeting
- (iii) The AGM is to be held within 90 days of the fiscal year end, with the time and date to be set by the Board of Directors;
- (iv) The site of the AGM shall be selected by the Board of Directors **with reasonable advanced notice**. The Board of Directors shall request invitations from various parts of the province.
- (v) The order of business at the AGM shall be as follows
 - a. Approval of the agenda
 - b. Adoption of the minutes of the previous AGM
 - c. Business arising out of the minutes
 - d. Chairperson's report of the year's proceedings
 - e. Reports from
 - 1. Executive Director
 - 2. Directors
 - 3. Chairpersons of the Standing committees
 - 4. Financial Statements/Report
 - f. Unfinished business
 - g. New Business
 - h. Resolutions
 - i. Election of officers and directors
 - j. Adjournment

The order of business may be changed by a majority vote of the voting delegates present.

- (vi) **Only business on the agenda shall be accepted at the AGM of KAS unless a notice of motion has been delivered to the Executive Director three (3) working days prior to the meeting. This provision may be waived by a two-thirds (2/3) vote of those present and eligible to vote at the meeting.**
- (vii) Fifteen percent (15%) or more voting delegates, Active Members in good standing with the Corporation, shall constitute a quorum to transact any business duly presented at the AGM of KAS.
- (viii) Special general meetings of KAS may be called any time by the Chair, upon approval of the Board of Directors, or upon a petition in writing of fifteen (15) percent of the Active Members or upon request of a majority of the Board of Directors (article v, section 4 v).

Section 2 – Board of Directors Meetings

- (i) The Board of Directors shall hold a minimum of five meetings annually as follows:
 - (A) one, immediately prior to the AGM at the same place;
 - (B) one immediately following the AGM at the same place and

- (C) the dates and sites of any other meetings as deemed necessary by the Board.
- (ii) A formal notice of meeting and agenda shall normally be sent by **electronic** mail to the Board of Directors no later than ten (10) days prior to the meeting.
- (iii) The quorum for all Board of Directors meetings shall be one half plus one (1) of the authorized directors.

Section 3 – Executive Committee Meetings

- (i) The Chair may, at anytime call an Executive Committee meeting. One half plus one (1) of the executives shall constitute quorum.

Article IX. Resolution

- (i) Resolutions submitted to the AGM must be in accordance with the terms of reference adopted by the Board of Directors.
- (ii) All resolutions submitted prior to the AGM shall be reproduced and distributed to the members in attendance.
- (iii) Written resolutions will be presented to the AGM in the order of their submission to the committee. That is:
 - (A) Resolutions submitted prior to February 1;
 - (B) Resolutions received between February 1 and the AGM meeting;
 - (C) Resolutions arising from the floor at the AGM
- (iv) All resolutions at the AGM require a mover and a seconder who:
 - (A) are voting delegates
 - (B) must be in attendance to present their resolutions

Article X. Amendments

- (i) The Board of directors may by resolution amend, repeal, or **introduce** any by-laws that regulate the activities and affairs of KAS.
- (ii) The Board of Directors shall submit any such by-law, or any amendment or repeal thereof, to the next meeting of the members duly called for this purpose, and the members may, by ordinary resolution, confirm, reject, or amend the by-law. The amendment to pass must receive a two-thirds (2/3) majority of in favour votes from the voting delegates present at the Annual General Meeting.
- (iii) Any such by-law, or any amendment or repeal of any by-law, is effective from the day the resolution of the Board of Directors until confirmed, or confirmed as amended, or rejected by the members.
- (iv) If any such by-law, amendment or repeal is rejected by the members or if the Board of Directors does not submit any by-law, amendment or repeal to the next meeting of the members, the by-law, amendment or repeal ceases to be effective. No subsequent resolution of the Board of Directors to introduce, amend, or repeal a provision of any by-law having substantially the same purpose or effect is effective until it is confirmed.
- (v) All proposed amendments or repeals by the general membership must be submitted to the Board of Directors sixty (60) days prior to the Annual General Meeting for subsequent distribution to the active members (30) days prior to the Annual General Meeting.
- (vi) Upon confirmation by the members, any changes to the by-laws, amendments, or repeals shall be

electronically distributed and forwarded to each member.

Article XI. Finances

- (i) If applicable, an auditor may be appointed. In the event that a financial audit is deemed necessary through a vote of the Board members or at the discretion of the Officers, an audit shall be conducted.
- (ii) The auditor shall audit the books and accounts of KAS and prepare an annual financial statement for presentation at the Annual General Meeting. The annual financial statement shall be for the period ending the previous fiscal year end prior to the Annual General Meeting.
- (iii) If applicable, the financial review and audit process may be waived if KAS has not made over \$100,000 of gross profit in that fiscal year. This process requires a two-thirds (2/3) majority vote in favour from the Members and is to be conducted at each Annual General Meeting for the following fiscal year. The process to waive the financial review must be in accordance with the Saskatchewan Non-profit Corporations Act, 2022, S. 13-7.