



NEWFOUNDLAND & LABRADOR

CONSTITUTION AND BY-LAWS

Amended: June 2019

Table of Contents

ARTICLE 1	NAME AND ADDRESS.....	2
ARTICLE 2	OBJECTIVES.....	2
ARTICLE 3	MEMBERSHIP.....	2
ARTICLE 4	REVENUE AND DEFENSE FUNDS.....	3
ARTICLE 5	GOVERNMENT AND STRUCTURE.....	3
ARTICLE 6	BIENNIAL GENERAL MEETING / SPECIAL MEETING.....	4
ARTICLE 7	BOARD OF DIRECTORS.....	6
ARTICLE 8	EXECUTIVE OFFICERS' COMMITTEE.....	6
ARTICLE 9	ON-SITE REPRESENTATIVES.....	7
ARTICLE 10	DUTIES AND RESPONSIBILITES.....	7
ARTICLE 11	NOMINATIONS AND ELECTIONS.....	9
ARTICLE 12	COLLECTIVE BARGAINING.....	13
ARTICLE 13	FINANCE COMMITTEE AND INTERNAL AUDIT COMMITTEE.....	14
ARTICLE 14	CONSTITUTION COMMITTEE.....	15
ARTICLE 15	PAID POSITIONS OF THE ASSOCIATION.....	15
ARTICLE 16	PROFESSIONAL SERVICES.....	16
ARTICLE 17	DISCIPLINE.....	16
ARTICLE 18	DISSOLUTION.....	17
ARTICLE 19	PROCEDURE.....	17
ARTICLE 20	THE SEAL.....	17
ARTICLE 21	AMENDMENT OF THE CONSTITUTION.....	17
ARTICLE 22	LIABILITY.....	18
ARTICLE 23	GENERAL.....	18
ARTICLE 24	INTERPRETATION.....	18
Appendix A	19
Appendix B	20
Appendix C	21

**CONSTITUTION AND BY-LAWS OF
THE ASSOCIATION OF ALLIED HEALTH PROFESSIONALS
NEWFOUNDLAND & LABRADOR
AMENDED: June 2019**

ARTICLE 1 NAME AND ADDRESS

- 1.01 The organization shall be known as the “Association of Allied Health Professionals: Newfoundland and Labrador”, and shall hereinafter be referred to as the “Association”.
- 1.02 The business address of the Association shall be such address in the Province of Newfoundland and Labrador as the Board of Directors may from time to time designate by resolution.

ARTICLE 2 OBJECTIVES

- 2.01 To act as the bargaining agent of all members of the Association, and on behalf of such members to regulate relations between members of the Association and their employers, or organizations of employers.
- 2.02 To promote the interest and well being of members in Newfoundland and Labrador, and to establish and maintain the best possible standards of remuneration and working conditions.
- 2.03 To settle all disputes which may arise between employees and employers or organization of employers, by negotiations.
- 2.04 To participate in, or assist sites, groups of sites, or individual members of the Association, in dispute resolutions arising out of collective agreements entered into by the Association.
- 2.05 To respect the rights of other unions or associations to strike, and in the event of such strike refrain from performing any duties outside those defined for the members of the Association.
- 2.06 To promote membership in the Association, and to organize eligible employee groups for purposes of collective bargaining.

ARTICLE 3 MEMBERSHIP

- 3.01 Any person employed in a Health Profession or related service operating within the Province of Newfoundland and Labrador, who is employed in a classification requiring a qualification from a Post-Secondary Educational Institute or a Professional Regulatory Body, is eligible for active membership in the Association.
- 3.02 Any person who has at heart the objectives set forth in the Constitution may join the Association as an Associate member with rights but without rights to vote or hold office. He/she shall pay such fees as are designated for associate membership.

- 3.03 While on approved leave, (excluding members in management positions for more than two years), active membership in the Association shall be maintained by notifying the Association office.
- 3.04 A member in good standing is one who complies with the provisions contained in the Constitution and By-Laws of the Association.

ARTICLE 4 REVENUE AND DEFENSE FUNDS

- 4.01 There shall be bi-weekly membership dues for active members, except for those members on approved leave as per Article 3.03. These membership dues shall be determined by the Board of Directors, and shall be subject to review at the Biennial General Meeting or Special Meeting. Dues will commence with the first pay period following the date of employment.
- 4.02 There shall be an annual fee for Associate membership in the Association, and it shall be determined by the Board of Directors.
- 4.03 Funds of the Association shall also be derived from any donations, grants, bequests, or other form of transfer of funds or properties from any charitable, educational or other source, which may be acceptable by the Association.
- 4.04 The Association may, by resolution of the Board of Directors, borrow such amount of money as is necessary for the conduct of affairs of the Association.
- 4.05 The fiscal year of the Association shall end on December 31st each calendar year.
- 4.06 The Association shall have the right to levy assessments for special purposes upon its members, provided that any such assessment must first be approved by the Board of Directors and confirmed at the next Biennial General Meeting or Special Meeting.
- 4.07 The Association shall administer a Defense Fund in accordance with policies and regulations established by the Board of Directors. The fund shall be funded in the main by:
 - (a) a per capita amount taken from the regular dues of the members. Such amount will be determined and approved at the Biennial General Meeting;
 - (b) interest income earned by the Fund; and
 - (c) Special Contributions from time to time, such as accrued operating surpluses.

ARTICLE 5 GOVERNMENT AND STRUCTURE

- 5.01 The government and structure of the Association shall be as follows:
 - 1. The Biennial General Meeting, or Special Meeting (as per Article 6.06)
 - 2. The Board of Directors
 - 3. The Executive
 - 4. On-Site Representatives

- 5.02 Subject to the express provision of the Constitution and By-Laws, all legislative, executive, judicial and administrative powers of the Association shall be vested in the following order (when in session):
1. the Biennial General Meeting
 2. the Special Meeting
 3. the Board of Directors
 4. the Executive
- 5.03 Immediately upon assuming an elected office of the Association as a member of the Executive, Board of Directors or as an On-Site representative, such members will take an Affirmation of Office as included in Appendix C.

ARTICLE 6 BIENNIAL GENERAL MEETING / SPECIAL MEETING

- 6.01 The regular general meeting of the Association shall be held every two (2) years and shall be known as the Biennial General Meeting. It shall be held in the second quarter of odd numbered calendar years at a time and place to be determined by the Executive.
- 6.02 The Biennial General Meeting, or Special Meeting as per Article 6.06, shall be the legitimate source of all authority of the Association.
- 6.03 (a) Credentialed Delegates to the Biennial General Meeting shall be based on the following:
1. Executive (Incoming & Outgoing)
 2. Regional Board Members (as per Article 7.04) (Incoming & Outgoing)
 3. On-Site Representatives (as per Article 9.01)
 4. Five spaces per region (where possible) will be reserved for additional credentialed delegates. In the event that these spaces are not used by members of each region, the spaces can become available to any other active members.
- (b) A minimum of 8% (eight per cent) of active members will be required for the BGM to proceed.
- (c) Additional delegates to the Biennial General Meeting shall be accepted through a call for Expressions of Interest for Delegate standing to the Committee on Nominations and Elections as per Article 6.03 (a) 4. The selection of additional delegates shall be completed six (6) weeks prior to the date of the Biennial General Meeting.
- 6.04 Each member of the Association in good standing, whether delegate or not to the Biennial General Meeting, shall be entitled to voice at the Meeting. Credentialed delegates shall be entitled to voice and vote. Each credentialed delegate shall be entitled to one vote, and there shall be no votes by proxy.
- 6.05 Fifty percent plus one (i.e., a majority, 50+1%) of credentialed delegates for the Biennial General Meeting must be present to constitute a quorum for the transaction of business. In the event of no quorum the incoming Executive (as per Article 8.04) shall reschedule the Meeting within one month, and it shall be held within four months of postponement. If there is no quorum for the second scheduled Meeting the Executive shall reschedule at their discretion.

- 6.06 Special meetings of the Association shall be called by direction of a regular Biennial General Meeting, or by order of the Board of Directors, or by the Executive, or by the written request of ten percent (10%) of the membership of the Association. Notice of such Special Meeting shall be given within two weeks of any such resolution or written request being delivered to the President or Secretary. The Special Meeting shall be held within one month of giving such notice, except in cases where amendments to the Constitution are proposed; in such case, the Special Meeting will be held within four months of the initial notice being served. Representation to the Special Meeting, and the rules of quorum and voting, shall be on the same basis as the regular Biennial General Meeting.
- 6.07 Subject to Article 6.05, the Biennial General Meeting or Special Meeting shall act by resolution passed by a simple majority of credentialed delegates present except when voting on constitutional amendment(s), at which time, a two-thirds (2/3) majority vote of the credentialed delegates will apply as per Article 21.
- 6.08 Any voting of the Association in the Biennial General Meeting or Special Meeting shall be done by show of hands, unless the Chairperson otherwise directs, or unless otherwise requested and approved by those credentialed delegates in attendance. Voting on resolutions shall be organized and controlled by the Secretary of the Association or a person or persons designated by him/her.
- 6.09 Unless otherwise specified, any decision made by the Biennial General Meeting or Special Meeting shall take effect immediately upon adjournment of the Meeting, except amendments affecting the organization of the Association in which no more than 180 days shall apply as per Article 21.03.
- 6.10 The President's report shall be submitted to the Biennial General Meeting to give an account of the activities of the Association for the past term. Copies of the report shall be available at the Meeting, and shall be available upon request to any member following the Meeting. A summary of the President's report shall form part of the Minutes of the Biennial General Meeting.
- 6.11 An audited statement of receipts and disbursements, together with the auditors' reports, shall be submitted by the Treasurer to the Biennial General Meeting. Copies of the reports shall be available at the Meeting, and shall be available upon request to any member following the Meeting. A summary of the financial statements shall form part of the Minutes of the Biennial General Meeting.
- 6.12 All committees of the Association, functioning during the past term, shall submit a report to the Biennial General Meeting. Copies of the reports shall be available at the Meeting, and shall be available upon request to any member following the Meeting. A summary of each committee report shall form part of the Minutes of the Biennial General Meeting.

- 6.13 Credentialed delegates will receive the approved minutes of the previous Biennial General Meeting prior to the current Meeting and the approved minutes will be made available to other members of the Association on request.
- 6.14 Draft minutes of the Biennial General Meeting or Special Meeting shall be sent to all Credentialed Delegates within ninety (90) days following the Meeting.
- 6.15 Credentialed Delegates to the Biennial General Meeting or Special Meeting shall be reimbursed for lost wages and reasonable expenses in accordance with AAHP policies.

ARTICLE 7 BOARD OF DIRECTORS

- 7.01 The Board of Directors shall consist of:
 - (1) Provincial President
 - (2) Two Vice-Presidents (as designated in Appendix A)
 - (3) Secretary
 - (4) Treasurer
 - (5) Eight Regional Directors (as designated in Appendix B)
- 7.02 The Board of Directors shall meet at the call of the President at least two times annually. Upon the request of more than half of the Regional Board Members the President shall call a meeting, to be held within one month of such request. The Association's Executive Director (as per Article 15.01) shall attend and participate in meetings of the Board of Directors.
- 7.03 (a) A quorum for a meeting of the Board of Directors shall be a majority of the Board, and must include four of the Regional Board members. Official action may be taken by a simple majority vote of those present. The President shall be entitled to a vote. The Executive Director is not entitled to a vote.

(b) Subject to the rules of quorum and majority vote set out in 7.03(a) and other express provisions of the AAHP Constitution and By-Laws, when not in session the Board of Directors may act on all matters of any nature within their authority via mail, fax, e-mail, telephone or teleconference as requested by the President or his/her designate using either of these communications media, or any other form of communications as may be agreed to by the Board. All such cases shall constitute action of the Board of Directors as though it were a formal session, and shall be reviewed at the next meeting and recorded as part of the minutes.

ARTICLE 8 EXECUTIVE OFFICERS' COMMITTEE

- 8.01 The Executive shall consist of the President, Two Vice-Presidents (as designated in Appendix A), Secretary and Treasurer.
- 8.02 The Executive shall meet at the call of the President at least ten times annually, or more frequently as may be required. Upon the request of three Committee members, the President shall call a meeting, to be held within two weeks of such request. The Executive Director shall attend and participate in meetings of the Executive.
- 8.03 (a) When the Biennial General Meeting, Special Meeting, and Board of Directors are not in session, the Executive shall have vested in them all powers of the Association, save

and except those matters specifically reserved in the Constitution as being invested in the Biennial General Meeting, Special Meeting, or Board of Directors.

(b) When in session a majority (three) of the members of the Executive shall constitute a quorum. Official action may be taken only with the approval of three members of the Committee. The President shall be entitled to a vote. The Executive Director is not entitled to a vote.

(c) When not in session the Executive may act on all matters of any nature within their authority via mail, fax, e-mail, telephone or teleconference as requested by the President or his/her designate using either of these communications media, or any other form of communications as may be agreed to by the Board. All such cases shall constitute action of the Board of Directors as though it were a formal session and shall be reviewed at the next meeting and recorded as part of the minutes.

ARTICLE 9 ON-SITE REPRESENTATIVES

- 9.01 There shall be an On-Site Representative for each site (hospital/clinic/nursing home/facility/agency/location) having five or more members of the Association. There shall be one on-site representative for every fifty (50) members or portion thereof at each site. Sites with less than five members, for the purpose of having an On-Site Representative, will be included or grouped with other site(s), as determined by the Executive in consultation with the Board Member for the Region.
- 9.02 On-Site Representatives shall be elected for a two-year term by members of the site in which he/she is employed, effective the date of his/her election (as per Article 11.03).
- 9.03 In the event that an On-Site Representative vacates his/her position during his/her term, there shall be a new election within 45 days following the vacancy, for the remainder of the term. However if the vacancy occurs in the year of the next Biennial General Meeting and prior to that meeting, then there shall be an appointment to the position within thirty (30) days following the vacancy, by the Regional Board Member responsible for that site, for the duration of the term.

ARTICLE 10 DUTIES AND RESPONSIBILITIES

- 10.01 The Regional Board Director shall:
- (a) communicate on a regular basis with all site representatives in his/her region;
 - (b) report to the Executive, as required, on activities of sites within his/her region;
 - (c) report to the Board of Directors on activities of sites within his/her region;
 - (d) bring concerns of sites within his/her region to the attention of the Board of Directors and/or Executive;
 - (e) participate on committees of the Association when appointed by the Executive, Board of Directors and/or the President; and
 - (f) attend meetings of the Board of Directors and any other meetings as deemed necessary by the Board, or Executive, or President, subject to Article 7.02.

10.02 The duties of the Executive are as follows:

President

The President shall exercise supervision over the affairs of the Association, and shall have the responsibility of carrying out the policies of the Association. It shall be the duty of the President to call and chair all meetings as custom and parliamentary usage require. The President shall have the sole authority to interpret the Constitution, subject to appeal to the Board of Directors, or to the Biennial General Meeting or Special Meeting. The President shall be the Chairperson of the Negotiating Committee, and may be an ex-officio member of committees except the Disciplinary Committee and Committee on Nominations and Elections. The President shall be the main spokesperson for the Association, but may appoint a designate to fulfill this responsibility on his/her behalf. The President will prepare and present a report to the Biennial General Meeting giving an account of the activities of the Association for the preceding term. The President shall have responsibility for supervision of the Executive Director with respect to his/her role in the day-to-day management of the Association's ongoing operations when the Executive and Board of Directors are not in session.

Vice-Presidents

The Vice-Presidents shall assume the duties of the President as may be required and/or designated by the President, Executive or Board of Directors.

The Vice-Presidents shall attend meetings of the Board of Directors and the Executive, (as per Article 7 and 8 respectively), and any other meetings as deemed necessary by the Board of Directors, or Executive, or President. A Vice- President shall chair meetings of the Association in the absence of the President.

Treasurer

The Treasurer shall attend meetings of the Board of Directors and the Executive, (as per Article 7 and 8 respectively), and any other meetings as deemed necessary by the Board of Directors, or Executive, or President. He/she will be Chairperson of the Finance Committee hereinafter provided. The Treasurer is also responsible for ensuring that an accurate account of all financial transactions of the Association is kept, and he/she shall provide a financial statement of the Association at the Biennial General Meeting, and upon request at any time, to the Executive, Board of Directors, or members.

Secretary

The Secretary shall be responsible for ensuring that accurate records of the membership of the Association are kept on file at the Association's office, and ensuring that minutes of all general meetings, and Board of Directors and Executive meetings are recorded and distributed as necessary. The Secretary shall ensure that all records shall be available at the office of the Association for inspection by any member during regular business hours. He/she is responsible for the organization and voting process during the Biennial General Meeting or Special Meeting.

10.03 Executive members may be required to participate on Committees of the Association as determined by the President.

10.04 The President, Vice-Presidents, Secretary and Treasurer shall be trustees of the

Association during their terms of office in the positions aforementioned and as such shall have the rights, powers and obligation of trustees as provided in, and be governed by the Trade Union Act, R.S.N. 1970 c 377, S.5 or as amended from time to time.

10.05 The On-Site Representative shall:

- (a) hold regular meetings with the members assigned to his/her position and inform members of activities of the Association;
- (b) orientate new members to the Association and its objectives by reviewing the Collective Agreement and Constitution;
- (c) liaise between the employees and the Board of Directors and/or the Executive;
- (d) represent employees of his/her site in meetings with the Employer on all matters pertaining to working conditions, policies, the Collective Agreement, and any other employment related issues;
- (e) report to the Board Member for his/her region on activities within the site; and
- (f) attend the Biennial General Meeting, or Special Meeting, as a voting delegate.

ARTICLE 11 NOMINATIONS AND ELECTIONS

11.01 There shall be a Committee on Nominations and Elections for the Association. It shall be comprised of two or more members appointed by the Board of Directors or Executive by October 15th of the year of the Biennial General Meeting. The Committee shall appoint a chairperson from among themselves. The Committee shall act for up to two years. Members of the Committee will not be eligible for election to the Board of Directors or Executive. Members of the Committee on Nominations and Elections may be elected as On-Site Representatives.

11.02 Nominations, elections and appointments for positions on the Board of Directors shall be conducted as follows:

- (a) Elections for positions on the Board of Directors shall be conducted between April 15th and May 15th in each year as follows:
 - (i) Odd calendar years for the positions of President, Vice President Rural, Secretary, 2 Regional Directors for Metro, the Regional Director for Outreach, and the Regional Director for Clarenville/Bonavista; and
 - (ii) Even calendar years for the positions of Vice President Metro, Treasurer, 2 Regional Directors for Metro, the Regional Director for Burin, and the Regional Director Avalon Rural.
 - (iii) The Board will conduct a random draw to determine the first two Regional Directors positions for Metro in the first election period following the 2019 Biennial General Meeting.
- (b)
 - (i) All Board Directors will serve for a two-year term, commencing July 1st immediately following the relevant Nomination and Election period, and ending June 30th, two years after.
 - (ii) Board Directors may serve for multiple consecutive terms, subject to the

processes outlined in all other clauses within Article 11.02.

- (iii) A Board Member may not hold multiple Board positions concurrently.
- (c) All active Members in good standing with the Association are eligible for nomination and election to positions on the Board subject to specific experience requirements for the following Executive positions:
 - (i) A candidate for President must have served at least two years on AAHP's Board of Directors or Executive; and
 - (ii) Candidates for the Vice Presidents, Treasurer and Secretary positions should ideally have served at least one year on AAHP's Board of Directors.

In the event that candidates with these qualifications are not nominated by the end of the first call for nominations, nominations will be received from the General Membership.

- (d) Notice of nominations and elections shall be sent to all members of the Association by no later than January 15th prior to each election period. Nomination forms must be completed and returned to the Committee by February 15th.
- (e) In the event no nominations have been received for a particular position per 11.02 (d), the Committee on Nominations and Elections shall issue a second call for nominations for vacant positions by February 20th. Nomination forms must be completed and returned to the Committee by March 15th.
- (f) In the event that only one person has been nominated for any position by March 15th, that person shall be elected by acclamation.
- (g)
 - (i) Subject to receipt of eligible nominations per 11.02 (c) (d), (e), and (f) the Committee on Nominations and Elections shall confirm that each nominee wishes to stand for the office as stated on his/her nomination form by March 25th.
 - (ii) A candidate may only accept a nomination for one Board position per election period.
- (h) Ballots with a list of candidates for each position up for election shall be sent to active members of the Association by April 15th in the year of the election as follows:
 - (i) All active members of the Association at large for the positions of President, Secretary and Treasurer;
 - (ii) All active members of the Association within the designated region(s), per Annex A, for the positions of Vice President Metro and Vice President Rural; and
 - (iii) All active members of the Association within the designated region(s), per Annex B, for the Regional Board Director positions.
- (i) Ballots for all positions on the Board of Directors must be returned by May 15th to the Committee on Nominations and Elections in the applicable election year. The

Committee shall conduct an official count within 15 working days, and candidates may have scrutineers present during the counting of ballots. The candidate with the largest number of votes shall be declared the winner and all candidates will be notified of the results on the day of the count. Successful candidates shall assume office as per Article 11.02(b).

- (j) In the event no nominations are received for a Board position as per 11.02 (a), (d) and (e), the Board of Directors may appoint a Member to the position in accordance with 11.02 (m)(iii).
- (k)
 - (i) Board members whose positions are up for nomination and election per 11.02 (a), may submit a nomination for their current position and any other Board position, subject to 11.02(c). However, the Board member shall only accept a nomination for one position per 11.02(g).
 - (ii) A Board member who accepts a nomination for another Board Position and declines the nomination for their current position per the above, shall continue to serve on the Board in their current role until the end of their term, regardless of the outcome of the nomination and election process. Per 11.02(b), if they are the successful candidate for the other position, they will assume the new position on July 1st, otherwise their term as a Board Director will end at that time.
- (l)
 - (i) Board members whose positions are not up for nominations and elections in a given period per 11.02 (a), may submit nominations for any Board positions that are up for nomination and election in the period, subject to 11.02(c). In cases where a Board member has submitted multiple nominations, they shall only accept a nomination for one position per 11.02(g).
 - (ii) If the Board member is the successful candidate for another Board position per the above, they shall assume the new position per 11.02 (b) and vacate their existing position as of that date. Should the Board member not be successful in their nomination for another position, they will continue to serve in their current role until the end of their original term.
- (m) A Board position vacated by a Board Member within the first 12 months of their term shall be filled as follows:
 - (i) The Nominations and Elections Committee will conduct and complete a “Special Election” for the position within 70 days of the vacancy. This may be carried out in conjunction with a regularly scheduled nomination and election process per 11.02(a) if vacancy arises in the period.
 - (ii) All requirements for the regular nomination and election periods, including eligible voters for a designated position, will be adhered to except that:
 - a. only one nomination call will be required;
 - b. the dates for the nomination and election opening and closing will be determined by the Committee within the 70 days noted above; and
 - c. the successful candidate will assume office immediately upon

completion of the Special Election and serve for the remaining balance of the term of the position.

- (iii) In the event there is no nominee for the position during the Special Election, the Board may proceed to appoint a member to the position as outlined in 11.02(n).
- (n) A Board position vacated by a Board Member within the last 12 months of their term shall be filled according to the position as follows:
 - (i) If the position is a Regional Director position, the Board shall issue an expression of interest to active members within the region outlined in Annex B and appoint a member to the position within 45 days following the vacancy, for the lesser of the remaining balance of the term, or for the term the vacancy associated with an appointment under 11.02(n)(ii) below.
 - (ii) If the vacancy is an Executive position, an appointment will be made by and from the Board of Directors within 30 days following the vacancy. In the event more than one Board member is interested in filling the vacancy, the Board of Directors will conduct a vote to select the appointee as per Article 7.03 (a). The Board may choose to back fill the vacancy created as a result of the appointment as per the current clause or (i) above.
 - (iii) Any Board member that is appointed to a position under (ii) above, may resume serving in the original Board position at the end of the appointment term provided there has been no regular nomination and election process held for the position per 11.02(a) during the appointment period.

11.03 Nominations and elections for the On-Site Representatives shall be conducted as follows:

- (a) The nomination and election process for On-Site Representatives will be coordinated by the Nominations and Elections Committee, or designate, in the year of the Biennial General Meeting.
- (b) Notice of nominations and elections shall be sent to all members of the Association by no later than January 20th. Nomination forms must be completed and returned to the Committee by February 15th.
- (c) In the event that only one person has been nominated by February 15th, that person shall be elected by acclamation.
- (d) Each On-Site Representative will be elected by the members assigned to the position during a meeting to be held at designated site(s) between March 1st and March 31st. If no nomination has been made for a particular On-Site Representative by February 15th, nominations will be accepted from the floor during this meeting.
- (e) In the event that no nominations have been made for a particular On-Site Representative per 11.03 (b) or 11.03 (d), the Committee on Nominations and Elections, in conjunction with the appropriate Regional Board Member, shall be empowered to approach individual members directly to determine their willingness to assume the position. A member that accepts the position of On-Site Representative under these conditions will be elected by acclamation.

11.04 Upon petition of twenty-five percent (25%) of members eligible to elect any particular Officer, Director, or On-Site Representative, a mail in vote shall be conducted by the Committee on Nominations and Elections to determine whether the Officer, Director, or Representative is to be removed from office. A majority of the members eligible to vote shall be required to remove him/her from office.

ARTICLE 12 COLLECTIVE BARGAINING

- 12.01 There shall be a Negotiating Committee of the Association. Its membership shall be comprised of the President (chair of the Negotiating Committee), Chief Negotiator, and at least five other members appointed by the Board of Directors. Notice of the establishment of the Negotiating Committee will be sent to the membership, and appointments to the Committee may be from those members expressing interest in writing. However, the Executive reserves the right to appoint members and/or additional resources to the Negotiating Committee, outside the expressions of interest in writing, to ensure optimal representation. The Negotiating Committee shall establish policy guidelines for collective bargaining purposes, and shall be responsible for the organization and co-ordination of the negotiation of a Collective Agreement with employers.
- 12.02 The Negotiating Committee shall consult with the Board of Directors to formulate the outline of the Collective Agreement.
- 12.03 Notice and call for proposals for the Collective Agreement shall be sent to all members at a time to be determined by the Negotiating Committee. The Negotiating Committee shall present a list of tentative proposals for negotiations to the Executive prior to engaging in formal negotiations.
- 12.04 The Negotiating Committee shall have the authority to develop strategies and priorities in negotiations as it deems necessary, in order to secure the best possible Collective Agreement for the members of the Association.
- 12.05 The Negotiating Committee shall notify the Executive of the status of negotiations on a regular basis. The Negotiating Committee will further recommend to the Executive acceptance or rejection of a tentative agreement.
- 12.06 The Executive shall take any recommendations under advisement and shall present the tentative agreement to the Board of Directors. The Board shall determine whether or not to submit the tentative agreement to the membership for voting.
- 12.07 When the tentative agreement is presented to the membership for a vote, the Board of Directors shall recommend rejection or acceptance of the tentative agreement.
- 12.08 When a tentative agreement is submitted to the membership for ratification, each member shall be provided with a summary of the features of the tentative agreement.
- 12.09 Voting on a tentative agreement will be conducted by secret ballot. The Executive shall decide the venue of voting (i.e. mailout, site or regional meetings or combination of both).
- 12.10 All active members in good standing shall be entitled to vote on a tentative agreement.
- 12.11 The tentative agreement will be deemed to have been either accepted or rejected by a simple majority (50% + 1) of those actually voting. If the tentative agreement is accepted,

the Executive shall then be deemed to have full authority to execute the Collective Agreement. If the tentative agreement is rejected, the Executive shall advise the membership and the Negotiating Committee as to the next course of action to be taken in negotiations.

- 12.12 Any amendment to the Collective Agreement must be approved by the Board of Directors, who at its discretion may decide to conduct a vote, for acceptance or rejection, by the membership affected by such amendment.

ARTICLE 13 FINANCE COMMITTEE AND INTERNAL AUDIT COMMITTEE

13.01 There shall be a Finance and Internal Audit Committee of the Association. Its membership shall be composed of the Treasurer (chair), the Executive Director, and at least two other active members of the Association as the Executive may appoint from the general membership. The appointed members cannot be representatives of the Board of Directors or Executive.

13.02 The Finance and Internal Audit Committee shall be responsible for making recommendations, providing information and delivering reports to the Executive and the Board of Directors with respect to the financial planning and management of the Association, for purpose of carrying out the work of the Association. This includes, but is not necessarily limited to:

- Recommendations for the setting of fees for the Association and investments towards the Defense Fund;
- Preparing and submitting recommendations for a two-year forecasted budget in the year of the Biennial General Meeting and annual interim budgets in off-years from the General Meeting. Said budgets shall include funding allocations for operating, strategic initiatives, capital and reserves budgets aligned with the Association's business plan as may be required;
- Providing Interim/Quarterly budget reports outlining year-to-date performance against planned expenditures, explanations of variances and recommendations for budget revisions/amendments where necessary;
- Conducting an Internal Audit and reviewing all financial policies on a two-year schedule and preparing recommendations for developing/amending policies related to financial management as may be required;
- Identifying and reporting materially significant financial planning, management and reporting in a timely manner;
- Overseeing the Association's external audit functions, including:
 - i. setting the external auditor selection and evaluation criteria;
 - ii. making recommendations for the appointment of an external auditor;
 - iii. overseeing the coordination of the work of the external auditor;
 - iv. reviewing the external auditor's report and Letter to Management to identify potential issues, effectiveness and completeness;
 - v. ensuring communication and reporting lines between the Executive Director, staff and the Finance and Internal Audit committee; and
 - vi. submitting the external auditor's report to the Board of Directors and Internal Audit Committee for final approval and adoption.

The Finance and Internal Audit Committee shall meet a minimum of four times per year.

ARTICLE 14 CONSTITUTION COMMITTEE

- 14.01 There shall be a Constitution Committee of the Association. It shall be chaired by a member of the Board of Directors or Executive. Other members of the Committee shall be appointed from the Association's active membership by the Board of Directors. The Constitution Committee shall meet a minimum of once per year.
- 14.02 The Constitution Committee shall be responsible for the continuing review of the Constitution and By-Laws of the Association. The Committee shall make recommendations to the Board of Directors with respect to the amendment of the Constitution and By-Laws.
- 14.03 Proposed amendments to the Constitution, as recommended by the Constitution Committee, shall be put forward in the manner provided for in Article 21.
- 14.04 The Constitution Committee shall be consulted, for a non-binding opinion, of the intent of any article of the Constitution when constitutional interpretation issues arise.

ARTICLE 15 PAID POSITIONS OF THE ASSOCIATION

- 15.01 The Board of Directors shall hire an Executive Director to manage and direct the day-to-day business and affairs of the Association. He/she shall be responsible to, and report to, the Board of Directors. The Executive Director will be responsible to, and report to, the Executive and the President as designated by the Board of Directors when it is not in session. The Executive Director shall attend and participate in meetings of the Board and Executive and, as such, may perform some or all of the functions of the Executive Officers of the Association as may be designated.
- 15.02 The Executive shall make recommendations to the Board of Directors on the employment of any other permanent or temporary positions, in addition to the Executive Director, to carry out the administration of the affairs of the Association, including such persons' duties and responsibilities, terms of employment, rates of pay, working conditions and any other employment related issues.
- 15.03 Subject to Article 15.02, the Board of Directors shall authorize the funding of positions as it may deem necessary to carry out the administration of the affairs of the Association.
- 15.04 The Executive shall review all permanent positions as may be required and make recommendations to the Board of Directors regarding duties and responsibilities, terms of employment, rates of pay, working conditions, and any other employment related issues. The Board of Directors shall have the authority to approve any recommended changes to paid positions.
- 15.05 The Board of Directors may, after a hearing by the Board of Directors, dismiss for just cause any employee of the Association by a majority vote of the Board of Directors.

ARTICLE 16 PROFESSIONAL SERVICES

- 16.01 There shall be an Auditor of the Association who shall not be a member or employee of the Association, and shall be retained by the Board of Directors. The Auditor shall conduct an audit, minimally on a biennial basis, for the two fiscal years immediately preceding the Biennial General Meeting and his/her reports shall be presented by the Treasurer at the Biennial General Meeting.
- 16.02 The Board of Directors shall retain such legal council to act as Legal Advisor to the Association, or on behalf of the Association, as it deems necessary and appropriate.

ARTICLE 17 DISCIPLINE

- 17.01 Every member of the Association is guilty of an offence against the Constitution and By-Laws who:
- (a) violates any provision of the Constitution and By-Laws, or does any act contrary to them, or fails to do any act required by them; and/or
 - (b) obtains membership through fraudulent means or misrepresentation for himself or herself or others; and/or
 - (c) willfully publishes or circulates verbally or otherwise among the membership false reports or misrepresentations concerning any member of the Association in respect of any matter connected with the affairs of the Association; and/or
 - (d) acts in a manner inconsistent with the objects of the Association as set out in this Constitution; and/or
 - (e) refuses to respect a picket line during a legal strike by the Association.
- 17.02 Any member who commits any of the offence(s) listed in this Article may be reprimanded, fined to a maximum amount equal to the amount of six months dues, removed from office, suspended, or expelled from the Association.
- 17.03 (a) Any charge under this Article against a member must be sent in writing to the Secretary of the Association within thirty (30) days after the violation has been discovered. The Secretary, or his/her designate, shall notify the accused by registered mail of the nature of the charges and the date and place of the hearing into the charges within two (2) weeks after receipt of the complaint and at least two (2) weeks prior to the hearing.
- (b) A special Disciplinary Committee of not less than three (3) or more than five (5) members of the Association, randomly selected by the Committee on Nominations & Elections, shall hear the charges and evidence and shall make its recommendations on the basis of a secret ballot. The Board of Directors shall vote upon any recommendations made by that Committee. The President shall not vote or participate in any disciplinary hearing.

- 17.04 At hearings under this article, every member is entitled to a fair hearing for all offences involving reprimands, suspension or expulsion, but is not entitled to a hearing of disciplinary matters relating to non-payment of fines, dues, or assessments. The accused shall have the right to appear at such hearing, produce and cross-examine the witnesses, and to be represented by anyone of his/her choice for that purpose.
- 17.05 If the accused is not satisfied with the decision of the Board of Directors, he/she may apply in writing for an appeal, stating the grounds of the appeal, to the President of the Association. Notice of such appeal together with the grounds of appeal must be given within two (2) weeks of the decision of the Board of Directors, and the decision of the President on the appeal shall be final.

ARTICLE 18 DISSOLUTION

- 18.01 This Association shall be dissolved when required by the laws of the Province of Newfoundland and Labrador, or one (1) year after the date on which the Association is no longer a bargaining agent or when all outstanding financial and legal matters are settled, whichever the earlier.
- 18.02 Upon dissolution and realizing of the assets of the Association, and after the payment of the just debts of the Association remaining proceeds may be: paid to or distributed among all active members of the Association on a shared, per capita basis provided sufficient funds are available to address related administrative costs; given or transferred to some other institution(s) having objectives similar to the objectives of the Association; or, they may be donated to a local charitable organization as determined by the Board of Directors at the time of dissolution.

ARTICLE 19 PROCEDURE

- 19.01 Except where otherwise provided by the Association in this Constitution any By Laws all matters of procedure at any meeting of the Association shall be decided in accordance with Roberts Rules of Order, Newly Revised.

ARTICLE 20 THE SEAL

- 20.01 The Association shall have a common seal which shall be under the control of the Executive, and the responsibility of its custody and its use from time to time shall be determined by the Executive provided that the seal may be affixed to any document at any time in the presence of any two members of the Executive, one of whom shall be the President or the Secretary.

ARTICLE 21 AMENDMENT OF THE CONSTITUTION

- 21.01 Subject to Article 6.05, the Association may amend, alter, add to, or appeal any part or parts of the Constitution and By-Laws at the Biennial General Meeting, or Special Meeting, of the Association upon a two-thirds majority vote of the voting delegates present. However, before any such resolutions may be voted on in the meeting, at least thirty (30) days notice of motion of the amendment must be given by mail to the active members of the Association.

Any member of the Association may propose an amendment to the Constitution, and proposed amendments shall be brought to the attention of the Constitution Committee in writing.

- 21.02 Amendments approved at the Biennial General Meeting or Special Meeting shall take effect immediately, except in the case of amendments affecting the organization of the Association.
- 21.03 Any amendments affecting the organization of the Association shall be overseen by the most recent Board of Directors as soon as possible following the Biennial General Meeting or Special Meeting, and no more than 180 days following the Meeting.
- 21.04 Notwithstanding the above provisions of this article the Board of Directors shall be empowered to make accommodating amendments to articles of the Constitution when the Meeting amends an article and inadvertently omits a necessary accommodating amendment to another article.

ARTICLE 22 LIABILITY

- 22.01 No member of the Association in his/her individual capacity shall be liable for any debt or liability of the Association.
- 22.02 The Association shall indemnify and save harmless from personal liability any member of the Board of Directors, or any person appointed or employed by the Association, from personal liability, incurred by such person, in the administration of the affairs of the Association, provided that such protection shall extend only to persons properly authorized and acting bona fide in the interest of the Association.

ARTICLE 23 GENERAL

- 23.01 Members working on Association business shall be reimbursed for lost wages and reasonable expenses in accordance with policies set by the Executive.
- 23.02 In addition to the aforesaid Committees of the Association, the Board of Directors or Executive shall appoint other committees, as it deems necessary. Such committees shall perform functions as the Board of Directors or Executive may direct, and shall be advisory to the Board of Directors and Executive.
- 23.03 The Board of Directors or Executive may recommend honoraria for members working on Association business, with approval at the next Biennial General Meeting or Special Meeting.

ARTICLE 24 INTERPRETATION

- 24.01 For greater certainty in the interpretation of this Constitution and By-Laws, it is deemed that words imparting the singular in number or the feminine in gender shall include the plural in number and the masculine in gender and the body corporate or politic wherever the context so requires.

Appendix A

The two Vice-Presidents shall be designated as Eastern (Urban) and Rural and shall represent the following defined geographical areas:

Urban includes the area from Witless Bay north to Cape St. Francis, and west to Seal Cove, and Bell Island.

Rural: Includes all areas outside the urban catchment area.

Appendix B

There shall be five regions for the Board of Directors, with four directors elected from Region 1 and one director elected from each of the other 4 regions.

Regions shall be defined as follows:

1. St. John's Metropolitan: the area from Witless Bay north to Cape St. Francis, and west to Seal Cove, and Bell Island (4 Board Members)
2. Avalon: the remainder of the Avalon Peninsula, west to Come by Chance (1 Board Member)
3. Burin Peninsula: the area from Swift Current (inclusive) and all areas south on the Peninsula (1 Board Member)
4. Clarenville/Bonavista: the area from Goobies (inclusive) west to Port Blandford (inclusive), and the Bonavista Peninsula (1 Board Member)
5. Eastern Health Outreach Service Sites: all locations outside of Regions 1 through 4 above (west of Port Blandford and Labrador) where Eastern Health provides services including Labrador, Corner Brook, Gander and Grand Falls- Windsor.

Appendix C

Appendix C: Affirmation of Office for the Association of Allied Health Professionals Newfoundland and Labrador

I, _____, promise that as an Officer of the Association of Allied Health Professionals Newfoundland and Labrador, to promote, foster and show loyalty and protect the interests of the Association for the ensuing term. I have read and accept the roles and responsibilities for my position as outlined in the Association's Constitution and By-Laws and I will perform my duties of my office to the best of my ability. At the close of my official term I will return all assets and/or relevant materials of the Association in my possession to the Association office.

Signature

Date