

BY-LAWS RELATING TO THE ACTIVITIES AND OPERATIONS OF THE NOVA SCOTIA REGULATED HEALTH PROFESSIONS NETWORK

Final – Approved April 25, 2013

1. INTERPRETATION

- 1.1 References in this document to the Act, Regulations and By-Laws refer to the *Regulated Health Professions Network Act*, the Regulated Health Professions Network Regulations made thereunder, and these By-Laws.
- 1.2 These By-Laws may be cited as the *Regulated Health Professions Network By-Laws*.

2. DEFINITIONS

- 2.1 In these By-Laws,
 - (a) "Act" means the *Regulated Health Professions Network Act*, S.N.S. 2012, c. 48;
 - (b) "Council" means the Council of the Network established under the Act;
 - (c) "Larger Members" means the College of Licensed Practical Nurses of Nova Scotia, the College of Physicians and Surgeons of Nova Scotia, the College of Registered Nurses of Nova Scotia, the Nova Scotia College of Pharmacists, and the Provincial Dental Board of Nova Scotia;
 - (d) "Network" means the Nova Scotia Regulated Health Professions Network incorporated under the *Act*;
 - (e) "Network Member" means a body incorporated to govern the regulated health profession as listed in the Schedule to the *Act*;
 - (f) "Network representative" means the Chief Executive Office, Registrar, Executive Director, Administrator or Person holding a similar position with a Network Member;
 - (g) "Smaller Members" means all other Network Members that are not Larger Members.

3. CORPORATE SEAL

- 3.1 The seal of the Network shall be prescribed by the Council and shall have the words "Nova Scotia Regulated Health Professions Network, incorporated 2013" endorsed thereon.

4. HEAD OFFICE

4.1 The head office of the Network shall be maintained within the Province of Nova Scotia and located as to reasonably carry on the business of the Network.

5. EXECUTION OF DOCUMENTS

5.1 Documents to be executed on behalf of the Network shall be signed by such persons as designated by resolution of the Council.

6. EXECUTIVE COMMITTEE AT THE TIME OF PROCLAMATION OF THE ACT

6.1 The Executive Committee at the time of proclamation of the Act shall consist of the Network representatives from the following Network Members:

- (a) College of Licensed Practical Nurses of Nova Scotia;
- (b) College of Occupational Therapists of Nova Scotia;
- (c) College of Physicians and Surgeons of Nova Scotia;
- (d) College of Registered Nurses of Nova Scotia;
- (e) Nova Scotia College of Pharmacists; and
- (f) The Nova Scotia Dietetic Association.

6.2 The Executive Committee in place at the time of proclamation of the *Act* shall remain in place until the first election to be held in accordance with these By-Laws, which must take place no later than two years following the proclamation of the *Act*, at a time to be determined by the Council.

6.3 A quorum of the Executive Committee shall consist of any four members of the Executive Committee.

6.4 The members of the Executive Committee at the time of proclamation of the Act shall elect the first Chair of the Network, who shall hold office until the first election to be held in accordance with these By-Laws.

7. ELECTED EXECUTIVE COMMITTEE FOLLOWING PROCLAMATION

- 7.1 The Executive Committee to be elected at the first and subsequent elections under these By-Laws shall consist of five (5) Network representatives comprised as follows:
- (a) the Chair of the Network, elected in accordance with these By-Laws;
 - (b) one Network representative from the Larger Members, elected in accordance with these By-Laws;
 - (c) one Network representative from the Smaller Members, elected in accordance with these By-Laws; and
 - (d) two other Network representatives at large, elected in accordance with these By-Laws.
- 7.2 A quorum of the Executive Committee shall consist of any three members of the Executive Committee.
- 7.3 The Executive Committee shall meet between Council meetings and at such other times as determined by the Committee, and shall perform such functions as set out in a policy approved by Council.
- 7.4 At the first election after the proclamation of the *Act*, the members of the Executive Committee elected at this first election shall remain on the Executive Committee for the following terms:
- (a) The Chair of the Network shall be elected in accordance with By-Law 9 to hold office for a term of two years, and the person elected to the role of Chair shall serve on the Executive Committee;
 - (b) The Network representative elected under Article 7.1(b) shall hold office for an initial term of three years following proclamation of the *Act*, and for subsequent elections the elected Network representative shall hold office for a term of two years;
 - (c) The Network representative appointed under Article 7.1(c) shall hold office for an initial term of two years following proclamation of the *Act*, and for subsequent elections the elected Network representative shall hold office for a term of two years;
 - (d) One Network representative at large appointed under Article 7.1(d) shall run for and hold office for an initial term of one year following proclamation of the *Act*, and for subsequent elections the elected Network representative shall hold office for a term of two years;

- (e) The remaining Network representative at large appointed under Article 7.1(d) shall run for and hold office for an initial term of two years following proclamation of the Act, and for subsequent elections the elected Network representative shall hold office for a term of two years;

8. CHAIR OF THE NETWORK

- 8.1 The Chair shall:
 - (a) unless otherwise delegated, preside at all meetings of the Council, the Annual General Meeting, and any Special Meetings of the Network;
 - (b) perform all acts related to the office;
 - (c) act as the official spokesperson for the Network unless this function is otherwise delegated.
- 8.2 The Chair shall hold office for two years, and shall be eligible for re-election to the position of Chair for a maximum of three consecutive terms.
- 8.3 In the event the Chair is unable to act in the role of Chair, the Executive Committee shall appoint an Acting Chair, pending the election of a new Chair in accordance with By-Law 9.
- 8.4 The Chair shall not vote at any meeting of the Executive Committee or Council, except in the case of a tie, where the Chair shall cast the deciding vote. Despite the foregoing, the Chair is eligible to cast a vote in any election held under Article 9.

9. NOMINATIONS COMMITTEE AND ELECTIONS

- 9.1 The Nominations Committee for the first election shall consist of the Executive Committee in place at the time of the proclamation of the *Act*, plus one additional Network representative appointed by Council.
- 9.2 For subsequent elections, the Nominations Committee shall consist of the Executive Committee then in place, plus one additional Network representative appointed by Council.
- 9.3 The Nominations Committee shall prepare an initial list of nominees from the Network Representatives for any vacancies on the Executive Committee, not less than 45 days prior to the date of the Annual General Meeting at which the election is to be held.
- 9.4 The initial list of nominees shall be sent by the Administrator to each Network representative not less than 21 days prior to the date of the Annual General Meeting.

- 9.5 The list of nominees shall include nominees to fill all positions eligible for election.
- 9.6 In addition to the list of nominees advanced by the Nominations Committee, any Network representative may be nominated for any open position, where at least two other Network representatives support the nomination in writing, at least 14 days prior to the date of the Annual General Meeting.
- 9.7 At least 10 days prior to the date of the Annual General Meeting the Administrator shall send the final list of nominees to each Network representative, if different from the initial list sent under Article 9.4.
- 9.8 Each Network representative is eligible to cast one vote for the position of Chair, if open for election, and one vote for the position of any remaining Executive Committee members for which elections are being held.
- 9.9 Voting shall take place secretly, either by ballot paper or electronically, as determined by Council.
- 9.10 A Network representative shall complete and return their ballot to the Administrator, and the ballot must be received by the Administrator no later than 48 hours prior to the commencement of the Annual General Meeting. The Administrator shall appoint a scrutineer who is not a Network Representative, but who may be a regulated health professional, to assist in the counting of the ballots.
- 9.11 The person having the highest number of votes for each position shall be elected, and in the case of a tie, an election shall be held by secret ballot at the Annual General Meeting, with the names of only the individuals who received tie votes being placed on the ballot for purposes of breaking the tie.
- 9.12 In the case of a vote at an Annual General Meeting, the Chair shall not vote except to break a tie.
- 9.13 The Administrator shall destroy the ballots following the recording of the election results provided that a motion is made and approved by a majority vote at the Annual General Meeting and further provided that no Network representative has made an objection as to the voting procedure that would necessitate the retention of the ballots in order to deal with such objection.
- 9.14 If there are insufficient nominees for the eligible positions, or if, at the date of the Annual General Meeting, any one or more nominees are withdrawn from the election resulting in no nominee being available for election, nominations may be made from the floor with the consent of the nominee, and an election held by secret ballot at the Annual General Meeting.
- 9.15 Despite any provisions of these By-Laws, where a vacancy exists for any member of the Executive Committee, the Council may appoint another Network representative to serve in such vacant position with the consent of such Network

representative. Where the vacant position arises under Article 7.1(b) or (c), the person appointed to fill such position must meet the criteria for that position.

10. RULES FOR VOTING

The Executive Committee may make rules for voting that are not inconsistent with these By-Laws.

11. TERM OF OFFICE

- 11.1 Members of the Executive Committee elected at the first election shall hold office for such term as set out in Article 7.4.
- 11.2 Upon the expiry of the terms of the Executive Committee elected at the first election, members of the Executive Committee shall hold office for a period of two years, and are eligible to serve for a maximum of 3 consecutive terms.

12. ANNUAL GENERAL MEETINGS

- 12.1 The Council shall hold an Annual General Meeting of the Network each year at such time and place determined by the Executive Committee, with an agenda approved by the Executive Committee.
- 12.2 The Agenda must include the following:
- (a) approval of the minutes of the previous Annual General Meeting;
 - (b) report of the Chair and Administrator;
 - (c) the Network's annual report, which shall include the Network's financial statements;
 - (d) business arising from the previous annual general meeting;
 - (e) elections;
 - (f) any matters requiring a vote; and
 - (g) any other matters as determined by the Executive Committee.
- 12.3 At least 30 days prior to the Annual General Meeting, Network representatives and the Minister shall be issued the notice of the meeting, indicating the time and place of the meeting, the agenda for the meeting, and any additional materials as determined by the Executive Committee.
- 12.4 A vote is passed at an Annual General Meeting by a majority of Network representatives in attendance, if a quorum is present.

12.5 A quorum at an Annual General Meeting shall be a majority of the Network representatives.

13. SPECIAL MEETINGS

13.1 Special meetings of the Network may be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called at the request of:

- (a) the Executive Committee; or
- (b) at least 20% of the Network representatives.

13.2 At least 14 days prior to a Special meeting, notice shall be issued to each Network representative and the Minister indicating the time, place and the business to be transacted at the meeting. Other business shall not come before the meeting.

13.3 A vote is passed at a Special Meeting by a majority of Network representatives in attendance, if a quorum is present.

13.4 A quorum at a Special Meeting shall be a majority of the Network representatives.

14. MEETINGS OF COUNCIL

14.1 The Council shall meet regularly throughout the year, and not less than quarterly.

14.2 At least 14 days prior to a Council meeting, notice shall be issued to each Network representative and the Minister indicating the time, place and the business to be transacted at the meeting.

14.3 A quorum for a meeting of the Council is a majority of the Network representatives.

14.4 A vote is passed at a Council meeting by a majority of the Network representatives in attendance, if a quorum is present.

15. PROCEDURES AT MEETINGS

15.1 Unless otherwise specified in these By-Laws, proceedings of all meetings shall be conducted according to *Robert's Rules of Order* (latest edition).

15.2 Any meetings conducted pursuant to these By-Laws, with the exception of the Annual General Meeting, may be conducted by teleconference or other electronic means.

15.3 The accidental omission to deliver notice of a meeting to any person entitled to receive notice does not invalidate proceedings at that meeting.

16. NOTICES

- 16.1 All notices that are required to be issued pursuant to these By-Laws shall be deemed to be issued on the date such notices or materials are sent by the most appropriate method including mail, courier, electronic communication or any other form of issuance.

17. COMMITTEES

- 17.1 The Council shall appoint a Nominations Committee, which shall perform the functions as set out in Article 9.
- 17.2 The Council shall appoint an Audit Committee consisting of two Network representatives who do not sit as members of the Executive Committee, together with one person who is not a Network representative but who has financial expertise, which shall perform the functions as determined by Council.
- 17.3 In addition to Committees established under these By-Laws, Council may appoint other committees to perform such duties as determined by Council.
- 17.4 Unless otherwise prescribed by these By-Laws, committee appointments are for a term of one year, and may be renewed for such additional terms as determined by Council.
- 17.5 Committee appointments are made by Council, and Council shall appoint the Chair of each Committee.
- 17.6 The majority of the membership on the committee shall constitute a quorum for all committees, unless otherwise specified in these By-Laws.
- 17.7 Any committee may conduct meetings by mail, electronic or such other means as determined by the Committee Chair.
- 17.8 Each Committee Chair shall prepare and submit an annual report of its activities to the Council, not later than 45 days prior to the distribution of the Annual Report.
- 17.9 A committee member may be removed by a majority vote of the Council.
- 17.10 Expenditures by any committee shall be limited to those funds approved in the annual budget of the Network, unless further approval of the Executive Committee has been obtained.
- 17.11 The quorum for a committee meeting shall be a majority of the committee members.

18. ADMINISTRATOR

- 18.1 The Administrator shall perform such duties as set in the *Act*, Regulations and these By-Laws, and such other duties as determined by Council.
- 18.2 The Administrator shall report to and be accountable to the Council, through the Chair.
- 18.3 The Administrator shall serve in an ex officio capacity on the Executive Committee and on Council.
- 18.4 In the event of the office of the Administrator being vacant, the Executive Committee shall make a temporary appointment until a successor is appointed by the Council.

19. FEES FOR NETWORK MEMBERS

- 19.1 The fees for membership at the time of coming into force of the Act are:
 - (a) \$2000.00 for each of the Larger Members;
 - (b) \$500.00 for each of the Smaller Members.
- 19.2 The Executive Committee shall at least 60 days prior to the Annual General Meeting, determine whether any changes in fees will be proposed for voting at the Annual General Meeting.
- 19.3 Despite Article 19.2, where the Executive Committee believes it is necessary to change fees at a time other than at the Annual General Meeting, it may call a Special Meeting for such purpose.
- 19.4 Any changes to the annual fees for membership in the Network shall be voted on at the Annual General Meeting or at a Special Meeting of the Network.
- 19.5 Fees shall be payable on such date as determined by the Executive Committee.
- 19.6 In the event fees are not paid by the due date, the Network Member remains a Network Member, but its Network representative loses any and all voting rights available to that member or its representative under the *Act*, the Regulations or the By-Laws.

20. PROCESS FOR AMENDING BY-LAWS, REGULATIONS AND ACT

- 20.1 In the event any amendment is sought to the *Act*, Regulations or By-Laws, the proposed amendment shall be initiated by or brought to the attention of the Executive Committee for consideration.
- 20.2 The Executive Committee shall ensure that consultation with respect to the proposed amendment takes place with all Network representatives and such other

persons, groups or organizations as the Executive Committee may deem appropriate.

- 20.3 Voting shall take place with respect to any proposed amendment of the *Act*, Regulations and By-Laws, at the Annual General Meeting or a Special Meeting, as determined by the Executive Committee.
- 20.4 Where a majority of Network Members vote in favour of amending the By-Laws, the By-Laws shall be deemed amended as of the date of the vote.
- 20.5 Where the majority of Network Members do not vote in favour of amending the By-Laws, the amendment shall be defeated.
- 20.6 Where the majority of Network Members vote in favour of proposed amendments to the Regulations or *Act*, the Executive Committee shall provide this information to appropriate government representatives to seek the amendments that have been approved.
- 20.7 Despite the provisions of this Article, the Network Members and Network Representatives agree and acknowledge that amendments to the Act or the Regulations may be initiated and approved by representatives of government.