



Constitution of Physical and Health Education Saskatchewan

Incorporated in 2021

Approved May 17, 2022

1. Interpretation
 - a. Unless the context otherwise requires, expressions defined in this constitution, or any statutory amendment or modification thereof, shall have the meaning so defined.
2. Name of Professional Growth Network
 - a. The name of this professional growth network shall be **PHYSICAL AND HEALTH EDUCATION SASKATCHEWAN** referred to hereafter as PHE Sask. The constitution and policies of PHE Sask. are consistent with *The Teachers' Federation Act, 2006*, and the STF bylaws and policies.
 - b. PHE Sask. represents a merger between the Saskatchewan Physical Education Association (SPEA) and the Saskatchewan Health Educators Association (SHEA) to form a new organization, the professional growth network PHE Sask. The legal operating name of SPEA will continue to exist, with PHE Sask. being the operating entity.
3. Affiliations
 - a. PHE Sask. shall be affiliated with the Saskatchewan Teacher's Federation as a professional growth network.
 - b. PHE Sask. may be affiliated with a national organization. The professional growth network may pay a membership fee.
4. Representation
 - a. Any representation which PHE Sask. wishes to make to any organization, persons, government, department or other agency outside the Saskatchewan Teachers' Federation, shall be conducted through the regular channels of the Federation as provided for under Section 36 of *The Teachers' Federation Act, 2006*.
5. Statement of Purpose
 - a. To support and enhance the professional growth of members regarding promotion and support of quality physical education which will provide the foundation for active healthy lifestyles, wellness, recreation and sport at all levels of the education system.
 - b. To offer advice and recommendations to the provincial executive and committees, (e.g., coordinating committee) on matters affecting physical education.
6. Membership
 - a. Regular Members
 - i. Members of the Federation.
 - ii. Non-members of the Federation.

- iii. All members are entitled to vote.
 - iv. All members may be elected as directors.
 - b. Associate Members
 - i. Members who are entitled to the same rights as regular members but shall not be entitled to be elected as directors.
- 7. Fees
 - a. PHE Sask. may levy a membership fee to non-members of the Federation and/or associate members.
 - b. All fees to be levied upon its members by PHE Sask. must be approved through a vote at a meeting that is open to all members.
 - c. Every member of the Federation must pay to PHE Sask. any fee that is duly levied.
- 8. Rules of Procedure
 - a. All meetings of PHE Sask. shall be conducted in accordance with any set of rules of order as agreed upon by the board. Any change from this practice shall be communicated at the start of the meeting.
 - b. Notwithstanding anything contained in this constitution, the board may determine that a general meeting, or meeting of the directors be held entirely by means of telephonic, electronic or other communications facility. In the event such a meeting is to be held, the directors shall, notwithstanding anything contained in this constitution, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. The procedures shall be communicated to participants prior to the meeting commencing.
 - c. The directors may authorize absent individuals to electronically attend meetings that are being held in person.
- 9. Governance
 - a. Annual General Meeting
 - i. Annual general meetings shall be held at least once in every calendar year and not more than 15 months after the last preceding annual general meeting, at such time and place as may be determined by the directors.
 - ii. The annual general meeting shall consist of:
 - 1) Calling the meeting to order.
 - 2) Adoption of the agenda.
 - 3) Minutes from the previous meeting.
 - 4) Report of directors.
 - 5) Approval of the audited financial statement.
 - 6) Approval of constitution amendments.
 - 7) Approval of the proposed budget.
 - 8) Approval of any membership fee.
 - 9) Election of the President Elect every second year.
 - 10) Other business as determined by the board.
 - 11) Adjournment.
 - iii. Quorum shall be at least 50 percent of the directors and all members present at the meeting.
 - iv. The directors may convene a special general meeting of the professional growth network at any time.

- v. Notwithstanding 9.a.i, the board may, in exigent circumstances, delay, postpone or reschedule the annual general meeting to a date, place and time to be determined by the board.
- b. Board of Directors
- i. "The directors," "board" and "board of directors" mean the directors of the professional growth network.
 - ii. There shall be a board of directors consisting of such persons who may be elected by the members at the annual general meeting.
 - iii. The minimum number of directors of the network shall be five (5) and the maximum number of directors shall be 15.
 - iv. The majority of directors shall be Federation members.
 - v. A meeting of directors may be called at any time by the president or by a vice-president and the secretary shall, when directed by any of the foregoing, call the meeting.
 - vi. The directors shall manage the activities of the network. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office. A quorum shall consist of a majority of the directors.
 - vii. The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings.
 - viii. Responsibilities of the board include:
 - 1) Determine the officers required and their associated responsibilities.
 - 2) Develop or amend and approve policies and processes to guide decision making.
 - 3) Establish the strategic direction of the professional growth network.
 - 4) Monitor and evaluate the:
 - a) Fiscal position of the network.
 - b) Compliance with applicable legislation, bylaws and policies.
 - c) Trends and developments that may affect the network.
 - d) Develop and approve a proposed budget.
 - e) Review and evaluate audits and reviews of financial statements.
 - 5) Liaise with other education sector stakeholders.
 - 6) Determine supports and services available to members and the implementation of such activities.
 - 7) Provide an annual report.
 - 8) Provide the Federation with any documentation required.
- c. Committees
- i. PHE Sask. may appoint standing, working or ad hoc committees that it finds necessary to support the work of the network.
 - ii. The directors may delegate any of their powers to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations that may from time to time be imposed upon it by the directors. Such committees shall be composed of one (1) or more directors and may include one (1) or more members who are not directors but who have been appointed to the committee by the board.
10. Officers
- a. The directors shall elect from among themselves such officers as they think appropriate, which may include a president, vice-president, secretary and treasurer, or any combination thereof. The persons holding such offices, besides fulfilling any duties assigned to them by the directors, shall have such powers as are usually incidental to their office.

- b. The board, in its discretion, may remove any officer of the professional growth network. Until such removal, each officer appointed by the board shall hold office until a successor is appointed, or until that person's earlier resignation.
- c. Every officer who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as an officer of the network shall, in writing, disclose to the president the fact and nature and the extent of the conflict.
- d. President
 - i. The president shall preside at all meetings of the board and of the members of the professional growth network; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- e. Secretary
 - i. The secretary shall enter or cause to be entered in records kept for that purpose, minutes of all meetings of the board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; shall be the custodian of all books, papers, records, documents and instruments belonging to the professional growth network, except when another officer, agent or staff person has been appointed for that purpose; and shall have such other powers and duties as the board may specify.
- f. Treasurer
 - i. The treasurer shall keep proper accounting records and shall be responsible for the deposit of money, safekeeping of securities and disbursement of funds of the professional growth network, except when another officer, agent or staff person has been appointed for that purpose; shall render to the board whenever required an account of all their transactions as treasurer and of the financial position of the network; and shall have such other powers and duties as the board may specify.

11. Financial Matters

- a. Auditors
 - i. An individual who is not a member of the professional growth network shall be appointed annually, at the annual general meeting by the membership based on board recommendation, to conduct an audit or review of the financial records of the network and prepare a financial statement. The annual general meeting shall receive the financial statement for each year.
 - ii. The auditor appointed will hold office until the next annual general meeting and will audit the accounts and financial statements for reporting to the members. The board of directors may fill any casual vacancy in the position of auditor occurring between annual general meetings, and will at all times determine the auditor's remuneration.
 - iii. The directors shall lay before each annual general meeting of members a financial statement and the report of the auditor, if any, to the members thereon. The financial statement shall:
 - 1) Be approved by the board of directors and signed by two (2) of them.
 - 2) Cover a period that ended not more than six (6) months before the annual general meeting.
 - 3) Be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it.
 - 4) Be made up of the following:

- a) Statement of profit and loss for each period.
 - b) Statement of surplus for each period.
 - c) Statement of source and application of funds for each period.
 - d) Balance sheet as at the end of each period with each statement.
- b. Remuneration and Expenses
- i. No director shall receive any remuneration for acting as such. However, a director may be reimbursed for their expenses incurred on behalf of the professional growth network as a director.
 - ii. The board shall reimburse officers and members for expenses incurred according to rates and policies approved by the board.
 - iii. All expenses require board approval prior to payment unless the board designates such approval to another individual.
 - iv. Motions involving expenses of \$1,000 or more shall require a two-thirds majority approval.
- c. Signing Authority
- i. Three (3) directors shall have signing authority. All payments of monies shall require at least two (2) signatures. Individuals shall not sign for payments to themselves.
- d. The fiscal year shall be from April 1 to March 31 of the following year.
- e. The professional growth network shall establish financial policies that clearly define the administration and management of expenses, conflicts of interest, payments and other matters, which ensure financial practices are transparent and accountable based on generally accepted accounting principles.

12. Elections

- a. In circumstances where the election of directors cannot be held prior to the expiration of the term of office for directors, the members of the board whose terms are set to expire, will have their terms of office extended until after the general meeting of the membership at which the regular election takes place.
- b. The procedure for election of the board of directors shall be established in policy.

13. Removal from the Board

- a. A member of the board may be removed for:
 - i. Behaving in a manner contrary to the codes and standards of the teaching profession.
 - ii. Failing to carry out the duties of the office.
 - iii. Missing four (4) or more meetings of the board.
- b. The process for removal shall include the following:
 - i. A notice of motion shall be presented to all directors at least three (3) working days prior to a board meeting.
 - ii. At the board meeting, a motion to remove the director must be presented and approved by at least 80 percent of the voting members present.
 - iii. An approved board motion to remove an officer requires approval by a simple majority at a general assembly meeting.
- c. The following conditions shall prevail in all proceedings related to removal from office:
 - i. A notice of motion shall be presented to the professional growth network membership at least three (3) full days ahead of the general assembly.
 - ii. An opportunity shall be provided to the subject(s) representatives and to the mover of the motion to address both the board and general assembly.
 - iii. No motion of the board to remove a director from office shall stand for over 30 days without the calling of a general assembly.

14. Amendments

- a. Amendments to the constitution of the professional growth network may be approved by a two-thirds vote of its members present and voting at a general meeting.
- b. A notice of motion to amend the constitution must be given to members in writing at least one (1) day prior to the general meeting.
- c. Amendments to the constitution approved by the general meeting are not effective until approved by the Federation.
- d. All amendments, provisions, policies and constitution changes shall be consistent and in accordance with STF legislation, bylaws and policies.

15. Dissolution

- a. The professional growth network may be dissolved by a vote of the membership and/or by the Federation.
- b. The board will determine the best way to dispose of any assets to a Saskatchewan-based organization or group, consulting with members as necessary. In the event that no provision has been made, all assets will be provided to the Federation.
- c. The board will determine the best way to dispose of any records and archival material based on the records and retention policy of the network.