



CONSTITUTION AND BY-LAWS

Amended: May 2011

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**CONSTITUTION AND BY-LAWS OF
THE ASSOCIATION OF ALLIED HEALTH PROFESSIONALS
NEWFOUNDLAND & LABRADOR**

AMENDED: May 2011

ARTICLE 1 NAME AND ADDRESS

1.01 The organization shall be known as "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

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 Provincial 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 Provincial 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 Provincial 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 June 30th in each 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.

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 Provincial Board of Directors
3. The Executive Officers' Committee
4. On-Site Representatives

5.02 All legislative, executive, judicial and administrative powers of the Association shall be vested in the Biennial General Meeting when in session, or in the Special Meeting, and when the Meeting is not in session shall be vested in the Provincial Board of Directors or Executive Officers' Committee, subject to the express provision of the Constitution and By-Laws.

ARTICLE 6 BIENNIAL GENERAL MEETING / SPECIAL MEETING

6.01 The regular general meeting of the Association shall be held every two years, and shall be known as the Biennial General Meeting. It shall be held in the fourth quarter of even numbered calendar years, at a time and place to be determined by the Provincial Board of Directors.

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 Officers (Incoming & Outgoing)
2. Regional Board Members (as per Article 7:04)(Incoming & Outgoing)
3. On-Site Representatives (as per Article 9.01)
4. Additional delegates for each region will represent at least ten per cent (10%) of the membership for that Region by a process to be determined by the Board of Directors.

(b) Credentialed Delegates to the Biennial General Meeting shall receive notice of the time and place at least one month prior to the date of the 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) 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 Officers' Committee (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 Officers' Committee 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 Provincial Board of Directors, or by the Executive Officers' Committee, or by the written request of ten percent 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 passes 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.

Draft minutes of the Biennial General Meeting or Special Meeting shall be sent to all credentialed delegates within ninety (90) days following the Meeting.

*6.14 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 PROVINCIAL BOARD OF DIRECTORS

7.01 The Provincial Board of Directors shall consist of:

- (1) Provincial President
- (2) Two Vice-Presidents (as designated in Appendix A)
- (3) Secretary
- (4) Treasurer

(5) Seven Regional Directors (as designated in Appendix B)

7.02 The Provincial Board of Directors shall meet at the call of the President at least two times annually. He/she may call meetings more often. Upon the request of more than half of the Board Members he/she 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 Provincial Board of Directors.

7.03 (a) A quorum for a meeting of the Provincial 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) When not in session the Board of Directors may act on all matters of any nature requiring Board action by letter, fax, e-mail, telephone or teleconference. When the President desires action by the Board of Directors, he/she may contact the members by writing, faxing, e-mail, or telephoning them, or by setting up a teleconference. Such action so taken by the members of the Board shall constitute action of the Board of Directors as though it were a formal session, and it shall be reviewed at the next meeting and shall be part of the minutes. The rules of quorum and majority vote set out in 7.03(a) shall apply to such action, but it shall be the responsibility of the President to contact all available Board Members.

7.04 Regional Board Members shall be elected in the year of the Biennial General Meeting for a two year term (as per Article 11.02). Each Regional Board Member shall be elected from and by members employed in each designated region (as outlined in Appendix B). He/she shall take office effective October 1st of the year of the Biennial General Meeting.

7.05 Board Members shall not be eligible to hold Executive Office positions concurrently.

7.06 In the event that a Regional Board Member vacates his/her position during his/her term, there shall be a new election within 45 days following the vacancy, for the duration of the term. If the vacancy occurs in the year of the next Biennial General Meeting and prior to that Meeting, members of the Region will be notified of the vacancy and a call for Expression of Interest will be sent out, following which an appointment will be made by the Provincial Board of Directors within 30 days following the vacancy.

ARTICLE 8 EXECUTIVE OFFICERS' COMMITTEE

8.01 The Executive Officers' Committee shall consist of the Provincial President, Two Vice-Presidents (as designated in Appendix A), Secretary and Treasurer.

8.02 The Executive Officers' Committee shall meet at the call of the President at least monthly from September to June, The President may call meetings more often. Upon the request of three Committee members he/she shall call a meeting, to be held within two weeks of such request. The Executive Director shall attend and participate in meetings of the Committee.

8.03 (a) When the Biennial General Meeting, Special Meeting, and Provincial Board of Directors are not in session, the Executive Officers' Committee 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 Officers' Committee 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 Officers' Committee may act on all matters of any nature requiring Committee action by letter, fax, e-mail, telephone or teleconference. When the President desires action by the Executive Officers' Committee, he/she may contact the members by writing, faxing, e-mail, or telephoning them, or by setting up a teleconference. Such action so taken by the members of the Committee shall constitute action of the Executive Officers' Committee as though it were a formal session, and shall be reviewed at the next meeting and shall be part of the minutes. The rules of quorum and majority vote set out in 8.03(b) shall apply to such action, but it shall be the responsibility of the President to contact all available Committee members.

8.04 Executive Officers shall be elected in the year of the Biennial General Meeting for a two year term (as per Article 11.02). The Provincial President Secretary and Treasurer shall be elected by the membership at large. Each Vice-President shall be elected from and by members employed in each area of province (as outlined in Appendix A). The Executive Officers' Committee shall take office effective upon the conclusion of the Biennial General Meeting. In the event that there is no quorum for the Meeting the Committee shall take office effective the first scheduled date of the Biennial General Meeting.

*8.05 In the event that an Executive Officer vacates his/her position during his/her term, there shall be a new election within 45 days following the vacancy, for the duration of the term; if the vacancy occurs in the year of and prior to the Biennial General Meeting an appointment will be made by and from the Provincial Board of Directors within 30 days following the vacancy. In the event more than one person is interested in filling this vacancy an election will occur within the members of the Board of Directors.

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 each 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 Officers' Committee in consultation with the Board Member for the Region. There shall be one on site representative for every 50 members or portion thereof at each site.

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 duration of the term; 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 Provincial Board Director shall:

- (a) communicate on a regular basis with all site representatives in his/her region;
- (b) report to the Executive Officers, as required, on activities of sites within his/her region;
- (c) report to the Provincial 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 Provincial Board of Directors and/or Executive Officers;

(e) participate on committees of the Association as determined by the Executive Officers' Committee and/or appointed by the President;

(f) attend meetings of the Provincial Board of Directors to be held at least two times yearly, and any other meetings as deemed necessary by the Board, or Executive Officers' Committee, or President.

10.02 The duties of the Executive Officers are as follows:

Provincial 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 Provincial 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. He/She shall be the main spokesperson for the Association, but may from time to time appoint a designate. 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.

*Vice-Presidents

The Vice Presidents shall assume the duties of the President as required or designated. The Vice-Presidents shall attend meetings of the Provincial Board of Directors and the Executive Officers' Committee, (as per Article 7 and 8 respectively), and any other meetings as deemed necessary by the Provincial Board of Directors, or Executive Officers' Committee, 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 Provincial Board of Directors and the Executive Officers' Committee, (as per Article 7 and 8 respectively), and any other meetings as deemed necessary by the Board, or Executive Officers' Committee, 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 Officers' Committee, Provincial 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 Associations office, and ensuring that minutes of all general meetings, and Board and Executive meetings are recorded and distributed as necessary. He/She shall ensure that all records shall be available at the offices of the Association for inspection by any member during regular business hours. He/she is responsible for organizing and voting in the Biennial General Meeting or Special Meeting.

10.03 Executive Officers 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 in the site 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 Provincial Board of Directors and/or the Executive Officers' Committee;

(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;

(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 Provincial Board of Directors or Executive Officers' Committee by March 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 Provincial Board of Directors or Executive Officers' Committee. Members of the Committee on Nominations and Elections may be elected as On-Site Representatives.

11.02 Nominations and elections for the Provincial Board of Directors and Executive Officers' Committee shall be conducted as follows:

(a) A candidate for any position must be a member in good standing of the Association.

*(b) A candidate for President must have served at least two years on a Provincial Board of Directors or Executive Officers' Committee. In the event that such a candidate is not nominated by the end of the first call for nominations (June 30), nominations will be received from the General Membership.

(c) Notice of nominations and elections shall be sent to all members of the Association by no later than May 30^h of the year of the Biennial General Meeting.

(d) Nomination forms must be completed and returned to the Committee by June 30th. In the event no nominations have been received for a particular position, the Committee on Nominations and Elections shall issue a second call for nominations for vacant positions. Following the second call, in the event no nominations are received, the Provincial Board of Directors shall appoint a person to the position.

(e) The Committee shall confirm that the nominee wishes to stand for the office as stated on the nomination form. In the event that only one person has been nominated for a position by June 30^h, that person shall be elected by acclamation. In the event that no nominations have been submitted for a particular position, the Committee on Nominations and Elections shall issue a second call for nominations for vacant positions. Following the second call, in the event no nominations are received, the Provincial Board of Directors shall issue a second call for nominations for vacant positions. Following the second call, in the event no nominations are received, the Provincial Board of Directors shall appoint a person to the position.

(f) Ballots with a list of candidates for President, Secretary and Treasurer shall be sent to each active member of the Association by September 15th. Ballots with a list of candidates for the Vice-Presidents and the Provincial Board of Directors for each region shall be sent to each active member in the region for each position by September 15th.

*(g) Ballots for the Executive Officers' Committee and Provincial Board of Directors must be returned by October 15th to the Committee on Nominations and Elections. The Committee on Nominations and Elections shall conduct an official count within 5 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 8.04.

11.03 (a) On-Site Representatives will be elected by members of the site in which they are employed at a meeting to be held at each site between September 1st and September 30th of the year of the Biennial General Meeting. In the event that only one person has been nominated by September 30th that person shall be elected by acclamation. Arrangements for such meetings and elections will be co-coordinated by the Nominations and Elections Committee or designate. In the event that no nominations have been made for a particular On-Site Representative by September 30th, 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 stand for election.

*(b) Nominations for the On-Site Representative will be accepted in writing no later than one week prior to the scheduled On-site Meeting date when the vote will occur. Nominations will only be accepted from the floor at the On-Site meeting in the event that no nominations have been received by the nomination deadline one week prior to the On-site meeting.

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.

11.05 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. Each region (as per Appendix B) may have a minimum of ten per cent (10%) of the regions total membership included as additional delegates. The selection of additional delegates shall be completed by October 1st.

ARTICLE 12 COLLECTIVE BARGAINING

12.01 There shall be a Negotiating Committee of the Association. Its membership shall be comprised of the Provincial President (chair of the Negotiating Committee), Chief Negotiator, and at least five other members appointed by the Provincial Board of Directors. Notice of the establishment of the Negotiating Committee will be sent to the membership, and appointments to the Committee shall be from those members expressing interest in writing. 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 Provincial 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 Officers' Committee 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 Officers' Committee of the status of negotiations on a regular basis. The Negotiating Committee will further recommend to the Executive Officers' Committee acceptance or rejection of a tentative agreement.

12.06 The Executive Officers' Committee shall take any recommendations under advisement and shall present the tentative agreement to the Provincial 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 Provincial 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 Officers' Committee 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 accepted if a simple majority of those actually voting accept the provisions of the tentative agreement. The Executive Officers' Committee shall then be deemed to have full authority to execute the Collective Agreement.

12.12 The tentative agreement will be deemed to have been rejected if a simple

majority of those actually voting reject the provisions of the tentative agreement. If the tentative agreement is rejected, the Executive Officers' Committee shall advise the membership and the Negotiating Committee as to the next course of action to be taken in negotiations.

12.13 Any amendment to the Collective Agreement must be approved by the Provincial 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

13.01 There shall be a Finance Committee of the Association. Its membership shall be composed of the Treasurer (chair), the Executive Director, and at least two other members of the Association as the Executive Officers' Committee may from time to time appoint.

13.02 The Finance Committee shall be responsible for long range financial planning, as well as the raising of monies from among the membership of the Association for purpose of carrying out the work of the Association. The Finance Committee shall advise the Executive Officers' Committee and the Provincial Board of Directors on the setting of fees for the Association, and all financial matters relating to the Association.

ARTICLE 14 CONSTITUTION COMMITTEE

*14.01 There shall be a Constitution Committee of the Association. It shall be chaired by a member of the Provincial Board of Directors or Executive Officers' Committee, and its membership shall be composed of such other active members of the Association as the Provincial Board of Directors may from time to time appoint.

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.

ARTICLE 15 PAID POSITIONS OF THE ASSOCIATION

15.01 The Provincial Board of Directors shall appoint 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 shall attend and participate in meetings of the Board and Executive Officers' Committee and, as such, may perform some or all of the functions of the Secretary and Treasurer of the Association.

15.02 The Executive Officers' Committee shall advise and recommend to the Provincial Board of Directors on the employment of any other persons, 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 Provincial Board of Directors shall authorize the employment of such persons as it may deem necessary to carry out the administration of the affairs of the Association.

15.04 The Executive Officers' Committee shall review all paid positions from time to time and make recommendations to the Board regarding duties and responsibilities, terms of employment, rates of pay, working conditions, and any other employment related issues. The Board shall authorize any recommended changes to paid positions.

15.05 The Provincial Board of Directors may, after a hearing by the Board, dismiss for just cause any employee of the Association by a majority vote of the Board.

15.06 Where possible, employees of the Association shall be paid according to the A.A.H.P. Collective Agreement's salary scales, and shall also be governed by the terms and conditions of the Collective Agreement unless other terms of employment and benefits are agreed to by the Provincial Board of Directors and the employee.

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 appointed by the Executive Officers' Committee. In the event that the Auditor should resign or otherwise be unable to carry out his/her duties, the Executive Officers' Committee shall appoint a new Auditor until the following Biennial General Meeting or Special Meeting. The Auditor shall conduct an audit once every year and his/her reports shall be presented by the Treasurer to the Biennial General Meeting.

16.02 The Provincial Board of Directors shall appoint such legal council to act

as Legal Advisor to the Association, or on behalf of the Association, in respect of all matters which the Board or Executive Officers' Committee may from time to time direct, 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;

(b) obtains membership through fraudulent means or misrepresentation for himself/herself or others;

(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;

(d) acts in a manner inconsistent with the objects of the Association as set out in this Constitution;

(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 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 as 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 Provincial 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 Provincial 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 Provincial 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.

18.02 Upon dissolution and realizing of the assets of the Association, and after the payment of the just debts of the Association, the proceeds shall be distributed as directed in a meeting of the members at the time of such 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 Officers' Committee, and the responsibility of its custody and its use from time to time shall be determined by the Executive Officers' Committee provided that the seal may be affixed to any document at any time in the presence of any two members of the Executive Officers, 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 Provincial 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 Provincial 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.

22.01 The Association shall indemnify and save harmless from personal liability any member of the Provincial 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 from time to time by the Executive Officers' Committee.

23.02 In addition to the aforesaid Committees of the Association, the Provincial

Board of Directors or Executive Officers' Committee shall appoint other committees, as it deems necessary. Such committees shall perform functions as the Provincial Board or Executive Officers' Committee may direct, and shall be advisory to the Provincial Board and Executive Committee.

23.03 The Provincial Board of Directors or Executive Officers' Committee 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 (St. John's Metropolitan), and Eastern (rural), and shall represent the following defined geographical areas:

Eastern (St. John's Metropolitan) includes the area from Witless Bay north to Cape St. Francis, and west to Seal Cove, and Bell Island.

Eastern(rural) includes the remainder of the Avalon Peninsula, and west to Port Blandford, and the Burin and Bonavista Peninsulas.

Appendix B

There shall be four regions for the Provincial Board of Directors, with four directors elected from Region 1, and one director elected from each of the other seven 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. **Clarendville/Bonavista:** the area from Goobies (inclusive) west to Port Blandford (inclusive), and the Bonavista Peninsula (1 Board Member)

