



Alberta College of
Speech-Language Pathologists
and Audiologists

Hear. Speak. Connect.

Bylaws

Adopted by ACSLPA Council on July 27, 2002

Amended Sep 13, 2003; Sep 19, 2009;
Jan 21, 2012; Sep 20, 2014; Sep 12, 2015;
June 3, 2017

A NOTE ON AMENDMENTS

Where the bylaws have been amended, whether through addition, revision, or repeal, this is noted in the affected area.

- If the note pertains to addition of a new item, the adoption and effective date(s) will be noted.
- If the note pertains to a revision to an existing item, it will include the original adoption date as well as any subsequent revision date(s), and the effective date of the most current revision.
- If the note pertains to deletion of an existing item, it will include the original adoption date, any subsequent revision date(s), as well as the repeal and effective date(s). For consistency, the affected Part, Section, or subsection number(s) will not be deleted in the case of a repeal, and subsequent Parts, Sections, or subsections will not be renumbered.

Where an entire Part or Section has been amended, the note will be left justified and located immediately below the affected Part or Section heading.

Where a subsection has been amended, the note will be right justified and located immediately below the affected subsection.

In all cases, the date used in the amendment note will be the month and year of the Council meeting at which the amendment was approved.

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PART I

DEFINITIONS AND APPLICATION

1.1 Bylaws in Force

These Bylaws are enacted by the Council of the Alberta College of Speech-Language Pathologists and Audiologists pursuant to section 132 of the *Health Professions Act*.

1.2 Definitions

The following definitions shall apply to all parts of these Bylaws:

- 1.2.1 “Act” means the *Health Professions Act* as amended, or any statute substituted for it;
- 1.2.2 “Audiologist” means a person who is registered as an Audiologist under the Act and Regulation;
- 1.2.3 “Bylaws” means the Bylaws of the Alberta College of Speech-Language Pathologists and Audiologists;
- 1.2.4 “College” means the Alberta College of Speech-Language Pathologists and Audiologists;
- 1.2.5 “Council” means the Council of the College;
- 1.2.6 “Councillor” means an elected or appointed member of Council;
- 1.2.7 “Fiscal Year” means the period between January 1 and December 31;
- 1.2.8 “In Camera” means a meeting or portion of a meeting closed to Persons specified at the discretion of Council or the committee holding the meeting;
- 1.2.9 “Member” means a Person who is a member of one of the categories of members described in Part II of these Bylaws;
- 1.2.10 “Non-Regulated Member” means a Person who is a member of the College in a non-regulated category of membership;
- 1.2.11 “Officers” means the Officers of the College pursuant to these Bylaws who are Councillors of the College that fill the offices of President and Vice President;
- 1.2.12 “Policy” means a formal statement of a principle or rule that applies to the College Council, employees, committees and/or Members;
- 1.2.13 “Practice Permit” means the permit that is issued by the College to a Regulated Member that is a requirement under the Act and Regulation for practice as a speech-language pathologist or audiologist in Alberta;
- 1.2.14 “Public Member” means a person appointed by the Lieutenant Governor in Council in the Alberta Legislature to be active an member of Council or on a committee or tribunal pursuant to the Act;

- 1.2.15 “Register” means the register of member information established by Council and maintained by the Registrar;
- 1.2.16 “Registrar” means the Registrar hired by Council;
- 1.2.17 “Regulated Member” means a person who is a registered member of ACSLPA in a regulated category of membership;
- 1.2.18 “Regulation” means the *Speech-Language Pathologists and Audiologists Profession Regulation*, as amended, or any Regulation substituted for it;
- 1.2.19 “Special General Meeting” means any General Meeting of the College other than an Annual General Meeting;
- 1.2.20 “Special Resolution” means a resolution passed at a properly convened General Meeting of the College by more than 2/3 of the votes cast on that resolution;
- 1.2.21 “Speech-Language Pathologist” means a person who is registered as a Speech-Language Pathologist under the Act and Regulation.

1.3 **Interpretation**

Words indicating the singular number also include the plural, and vice-versa.

1.4 **Headings for Reference Only**

The headings of these Bylaws are for ease of reference only and shall not affect in any way the meaning or interpretation of the Bylaws.

1.5 **Bylaws Subject to Act and Regulation**

All provisions of these Bylaws are subject to the provision of the Act and Regulation, whether or not any provision of this Bylaw is expressly stated to be so subject. All terms which are contained in the Bylaws and which are defined in the Act or the Regulation shall have the meanings given to such terms in the Act or the Regulation.

1.6 **Objectives of the College**

The objectives of the College are to regulate the professions of speech-language pathology and audiology in Alberta pursuant to the Act and the Regulation and to administer and manage the affairs of the College in accordance with the Bylaws, Policies, Standards of Practice and Code of Ethics.

PART II

REGISTRATION AND MEMBERSHIP

2.1 **Categories**

Registration shall consist of all members of the College in a regulated member category. Membership shall consist of all members in a non-regulated member category.

2.2 Regulated Member Categories

The following Regulated Member categories are established in the College:

- 2.2.1 General Register Member;
- 2.2.2 Courtesy Member; and
- 2.2.3 Non-Practicing Member.

2.3 General Register Member

The category of registration in the College designated as General Register Member may be granted to a person who meets the following criteria:

- 2.3.1 the Member must have met the requirements for registration as a speech-language pathologist or audiologist as set out in the Act and Regulation;
- 2.3.2 the Member's fees, dues or levies in the College must be paid in full; and
- 2.3.3 the Member must complete the prescribed forms.

2.4 Courtesy Register Member

The category of registration in the College designated as Courtesy Register Member may be granted only for the time necessary to complete the purpose for which courtesy registration is granted, for an aggregate of no more than twelve (12) months within a twelve- (12-) month period, to a person who meets the following criteria:

- 2.4.1 the Member is entitled to practice as a speech-language pathologist or audiologist in a jurisdiction outside Alberta;
- 2.4.2 the Member establishes to the satisfaction of the Registrar that the member is trained and competent in one or both of the professions;
- 2.4.3 the Member desires registration for the purpose of:
 - 2.4.3.1 conducting a speech-language pathology or audiology training course or clinical presentation at an approved teaching site;
 - 2.4.3.2 conducting or engaging in a research program;
 - 2.4.3.3 conducting or engaging in an accreditation program; or
 - 2.4.3.4 demonstrating equipment or techniques to be used in direct clinical care.
- 2.4.4 the Member's fees, dues or levies in the College must be paid in full; and
- 2.4.5 the Member must complete the prescribed forms.

2.5 **Non-Practicing Member**

The category of registration in the College designated as Non-Practicing Member may be granted to a person who is not currently engaged in active professional practice and meets the following criteria:

- 2.5.1 the Member must have previously been registered as a speech-language pathologist or audiologist under the Act and Regulation;
- 2.5.2 the Member must not hold a current practice permit;
- 2.5.3 the Member's fees, dues or levies in the College must be paid in full; and
- 2.5.4 the Member must complete the prescribed forms.

2.6 **Non-Regulated Membership Categories**

Council may establish non-regulated membership categories. Council shall determine the conditions, terms and rights of these membership categories by Policy.

2.7 **Continuity of Membership**

- 2.7.1 Any person who was a Member in the full membership category when the College was established shall continue to be a Member on the General Register in the appropriate profession upon continuous payment of the prescribed fee, even if the person does not otherwise fulfill the membership criteria set out in Regulation. Such a Member is deemed to have been issued a practice permit by the Registrar. The Member shall be subject to all other provisions of the Regulation and these Bylaws as applicable.
- 2.7.2 Any person who was designated as an Out of Province, Retiree/Honourary or Non-Practicing Member when the College was established shall continue to be a Non-Regulated Member upon continuous payment of the prescribed fee. Council shall establish a category of non-regulated membership for these members, and shall set, within Policy, ongoing requirements of membership.

2.8 **Practice Permit Renewal**

- 2.8.1 A Regulated Member must submit a completed renewal application and fees for a Practice Permit for the coming year on or before December 1 of each year.
- 2.8.2 Upon receipt of a renewal application for a Practice Permit, the Registrar, or his/her designate, or Registration Committee must, as soon as possible, consider the application, make a decision, and notify the applicant of the decision.
- 2.8.3 Persons who have not renewed their Practice Permit shall hold none of the privileges of a Regulated Member on the General or Courtesy Registers.

2.9 **Request to Transfer Membership Categories**

- 2.9.1 Transfer from the General Register to any other category of registration or membership may occur at any time during the membership year. A Member who

wishes to transfer from the General Register to any other category of registration or membership must send such a request to the Registrar.

- 2.9.2 To transfer to the General Register from another registration or membership category, the Member shall make written application to the Registrar, pay the appropriate fees, dues or levies and must meet the current registration requirements. The Registrar may approve, deny or defer the request until the applicant meets the necessary requirements for transfer to the General Register.

2.10 **Cancellation of Registration and Practice Permit**
(adopted and effective 06/2017)

Registration or membership in the College may be cancelled:

- 2.10.1 The Registration Committee may direct the Registrar to cancel a regulated member's practice permit and registration on being satisfied that the member has not complied with conditions imposed in accordance with the *Health Professions Act* within the time specified.
- 2.10.2 The Competence Committee may direct the Registrar to cancel a regulated member's practice permit and registration on being satisfied that the member has not complied with conditions imposed for the completion of continuing competence program requirements within the time specified.

2.11 **Suspension of Registration or Membership**

Registration or membership in the College may be suspended:

- 2.11.1 upon the recommendation of the Hearing Tribunal pending the outcome of proceedings by the Hearing Tribunal with respect to the member's conduct;
- 2.11.2 as a result of disciplinary action;
- 2.11.3 as a result of nonpayment of fees; or
- 2.11.4 as a result of failure or refusal to comply with the requirements for registration or membership as stated in sections 2.3, 2.4, 2.5 or 2.6.

PART III

REINSTATEMENT

3.1 **Reinstatement of Registration – Regulated Members**

A former Regulated Member whose registration was cancelled under the Act, except for under Part 4 of the Act, may make application for reinstatement of registration, practice permit, or both, to the Registrar by submitting:

- 3.1.1 the prescribed form(s) required by Council;

- 3.1.2 reinstatement fees, dues or levies, as set by Council;
- 3.1.3 evidence of meeting the requirements for current qualifications, as stated in the Regulation;
- 3.1.4 any other required information or documents as determined by Council;
- 3.1.5 evidence of meeting the requirements for professional liability insurance and good character and reputation, as stated in the Regulation; and
(adopted and effective 06/2017)
- 3.1.6 if the former member has a prior decision of the Hearing Tribunal on their record with the College, evidence satisfactory to the Registration Committee that all Orders of the Hearing Tribunal have been complied with or satisfied, or
(adopted and effective 06/2017)
- 3.1.7 if the former member had conditions on their registration or practice permit when it was cancelled, evidence that they have complied with the conditions, or if they have not yet complied, acknowledgement that they will comply with the conditions within a specified time upon reinstatement.
(adopted and effective 06/2017)

3.2 **Reinstatement Decision – Regulated Members**

As soon as reasonably possible, the Registrar or, at his/her discretion, the Registration Committee, shall consider an application for reinstatement and must:

- 3.2.1 approve the application; or
 - 3.2.1.1 defer approval of the application until the applicant has successfully completed any requirements prescribed by the Registrar or the Registration Committee; or
- 3.2.2 refuse the application.

3.3 **Approval, Refusal or Deferral – Regulated Members**

If the Registrar or the Registration Committee approves, refuses or defers an application for reinstatement of a former Regulated Member's registration, practice permit, or both, the Registrar or the Registration Committee must advise the applicant of the decision in the manner required by Policy and provide reasons for the decision.

3.4 **Reinstatement of Membership – Non-Regulated Members**

A former Non-Regulated Member whose membership was cancelled may make application for reinstatement to the Registrar by submitting:

- 3.4.1 the prescribed form(s) required by Council;
- 3.4.2 reinstatement fees, dues or levies set by Council; and

3.4.3 any other required information or documents as determined by Council.

3.5 **Reinstatement Decision – Non-Regulated Members**

As soon as reasonably possible, the Registrar or, at his/her discretion, the Registration Committee, shall consider an application for reinstatement and must:

3.5.1 approve the application; or

3.5.2 defer approval of the application until the applicant has successfully completed any requirements prescribed by the Registrar or the Registration Committee; or

3.5.3 refuse the application.

3.5.4 Approval, Refusal or Deferral – Non-Regulated Member

If the Registrar or the Registration Committee approves, refuses or defers an application for reinstatement of a Non-Regulated Member's membership, the Registrar or the Registration Committee must advise the applicant of the decision in the manner required by Policy and provide reasons for the decision.

PART IV **REGISTERS AND RECORDS**

4.1 **Registers**

The Registrar shall maintain Registers for each of the regulated categories of General Register, Courtesy Register and Non-Practicing Member for both speech-language pathologists and audiologists, and for non-regulated membership categories.

4.2 **Information on Register of Regulated Members**

Council shall establish by Policy all information that must be contained on the Register of regulated members. The Policy shall state all information required in accordance with the Act and Regulation, as well as all additional information required by the College.

4.3 **Information on Register of Non-Regulated Members**

Council shall establish by Policy all information that must be contained on the Register for each category of Non-Regulated Members.

4.4 **Form of Registers**

The Registers established under the Act, Regulation and Bylaws may be maintained in a written form or by means of an electronic record or otherwise.

4.5 **Amending Information**

No information on the Registers may be altered, amended, deleted or added to except in accordance with the direction of the Registrar or his/her designate.

4.6 **Copy of Information**

Upon written request, a Member shall be given a copy of the appropriate Register that relates to that Member.

PART V **PRIVILEGES OF MEMBERS**

5.1 **Privileges of Regulated Members on the General Register**

Regulated Members on the General Register shall be entitled to all privileges and services of the College, including the right to:

- 5.1.1 use the profession-specific titles/abbreviations protected in the Act;
- 5.1.2 attend and participate in discussions at General Meetings of the College;
- 5.1.3 vote on matters affecting the College;
- 5.1.4 be elected to fill a voting position on Council;
- 5.1.5 serve on the Registration Committee, Competence Committee; and
- 5.1.6 be appointed as a member of a Hearing Tribunal or a Complaint Review Committee.

5.2 **Privileges of Regulated Members on the Courtesy Register**

Regulated Members on the Courtesy Register shall be entitled to all privileges and services of the College, including the right to:

- 5.2.1 use the profession-specific titles/abbreviations protected in the Act; and
- 5.2.2 attend and participate in discussions at General Meetings of the College.

5.3 **Privileges of Regulated Members on the Non-Practicing Register**

Regulated Members on the Non-Practicing Register shall be entitled to all privileges and services of the College, including the right to:

- 5.3.1 attend and participate in discussions at General Meetings of the College; and
- 5.3.2 vote on matters affecting the College.

5.4 **Privileges of Non-Regulated Members**

Non-Regulated Members shall be entitled to all privileges and services of the College, as established by Council in Policy.

PART VI

OBLIGATIONS OF MEMBERS

6.1 **Comply with Legislated Acts, Regulation and Bylaws**

Each Member shall comply with Legislated Acts, including the *Health Professions Act*, the Regulation and these Bylaws.

6.2 **Pay Fees**

Each Member shall pay to the College all fees, dues and levies assessed on the Member together with any penalties as may be approved or as established in these Bylaws.

6.3 **Comply with Requirements of the Continuing Competence Program**

Each Member shall comply with the requirements of the Continuing Competence Program.

6.4 **Provide Information for Register or Record**

Each Member shall provide to the Registrar any information identified in the Act, Regulation and Bylaws that is to be contained in the Register for that Member.

6.5 **Maintain Information**

Each Member shall advise the Registrar of any changes to the information contained in the Register with respect to that Member within a reasonable time of such change.

6.6 **Answer Practice or Discipline Inquiries**

Any Member that is required to appear before or reply to inquiries from any person or committee, tribunal or panel authorized under the Act shall appear when directed to do so and reply to all inquiries promptly and forthrightly and to the best of their knowledge.

6.7 **Ethical and Professional Conduct**

Members shall at all times conduct themselves in accordance with the Code of Ethics, Standards of Practice and Advisory Statements of the College.

PART VII

FEES, DUES AND LEVIES

7.1 Fees

Council shall:

- 7.1.1 set amounts of the fees for Practice Permits and the different categories of registration and membership;
- 7.1.2 set initial registration application fees; and
- 7.1.3 create Policies establishing the time for a Member to pay the fees and set terms and conditions that Council deems appropriate.

7.2 Changing Categories of Membership

If the fee for the category of membership the Member is transferring to is higher than the fee for the category of membership the Member is transferring from, then the Member shall pay an additional fee for the category of membership the Member is transferring into. Notwithstanding the above, the total membership fees paid by a Member in a membership year shall not exceed the fees set for that year in the category of membership with the highest fees of all the categories of membership in which the Member was enrolled during the membership year in question.

7.3 Failure to Make Assessment

The omission, failure or inability of Council, before the expiration of any fiscal year, to fix the assessments for that or for the next year, shall not be deemed a waiver or modification in any respect of the provisions of these Bylaws, or release the Member or Members from their obligations to pay the fees for that or any subsequent year, but the fees fixed for the preceding year shall continue until new fees are fixed.

7.4 Determine Fees

Council shall determine the fees and publish any changes to fees sixty (60) days prior to the renewal date.

- 7.4.1 Registration Application Fees - A fee shall be assessed and charged for investigation and processing for every person that applies for registration. A fee may be charged each time that an individual applies for registration or requests a review of a refused application.
- 7.4.2 Registration and Practice Permit Renewal Fees – Registration and Practice Permit renewal fees shall be assessed annually.
- 7.4.3 Membership Fees – A fee shall be assessed annually for non-regulated membership categories.

- 7.4.4 Appeal Fees – Council may establish reasonable fees for initiating any appeal of a decision of the College. Council may choose to reimburse the Appeal Fee in the event that the appeal is determined to be valid.
- 7.4.5 Other Fees - Additional registration or Practice Permit fees for specific situations may be assessed if done so as established by Council in Policy.
- 7.4.6 Special Assessment – If the amounts estimated in the budget for the annual assessment prove inadequate for any reason, Council may levy a further fee or such further fees as required.
- 7.4.7 A fee structure to accommodate new graduates may be established by Council.

7.5 **Due Date**

- 7.5.1 Registration application fees are due upon application to the College.
- 7.5.2 Practice Permit renewal and membership fees for the coming year are due on or before December 1 of each year.
- 7.5.3 Special assessments are due when determined by Council.
- 7.5.4 Each Member shall receive (30) days notice before payment is due in the manner established in Policy.

7.6 **Failure to Pay Fees**

- 7.6.1 Members shall pay all fees, dues and levies.
- 7.6.2 The Registrar may refuse registration, may suspend or may cancel the registration and/or practice permit of any Regulated Member who does not pay their annual fees or special assessment when due.
- 7.6.3 Members who have not paid their annual assessment by December 1 in any year or who default on any other fees, dues or levies shall be given notice that their registration and practice permit shall be cancelled if the required fees are not paid within thirty (30) days of the notice being sent.
- 7.6.4 The Registrar may refuse membership of any Non-Regulated Member who does not pay their annual fees or special assessment when due. Non-Regulated Members who have not paid their annual assessment by December 1 in any year, or who default any other fees, dues or levies, shall be given notice that their membership shall be cancelled if the required fees are not paid within thirty days of the notice being sent.

7.7 **Refunds**

No Member is entitled to a refund of fees, dues or levies of any type for any reason, except as set out in the annual fee structure approved by Council.

PART XIII

DUTIES AND POWERS OF THE COLLEGE

The College is a corporation under the Act and shall carry out its activities pursuant to the Act in a manner that protects and serves the public interest.

8.1 Governance

The College shall be governed by Council in accordance with the Act, Regulation, Bylaws and Policies of the College.

8.2 Collect Fees

The College shall collect and receive all fees, dues and levies assessed and paid by Members in accordance with Part VII of these Bylaws.

8.3 Deposit and Invest Funds

The College shall deposit or invest all monies collected in any of the following, as established by Council in Policy.

- 8.3.1 A chartered bank, trust company, or province of Alberta Treasury Branch so long as all monies deposited or invested in each institution are insured against loss by the Canadian Deposit Insurance Corporation;
- 8.3.2 Securities, the payment of the principal and interest of which is guaranteed by the Government of Canada or the government of a province of Canada.

8.4 Pay Accounts

The College is entitled to make use of all revenues received from registration and membership fees and other sources to carry out the affairs and activities on behalf of the College.

8.5 Borrowing

The College may borrow, raise, or secure the payment of money in such manner as Council may think fit and grant such security as may be required.

8.6 Retain Documents

The College shall ensure proper retention and destruction of contracts, agreements, certificates, approvals and other valuable documents in the possession of the College in accordance with legislation and as established by Council in Policy.

8.7 Charge Fees for Documents

The College may charge a reasonable fee to the Person they provide any document to for the expense the College incurs in producing and providing any documents required under the Act, Regulation or these Bylaws.

8.8 **Maintain Insurance**

The College shall at all times keep and maintain in force:

- 8.8.1 physical damage insurance on assets of the College to the full replacement value thereof without deduction for depreciation;
- 8.8.2 general liability insurance, directors and officers insurance and all other forms of insurance as established by Council in Policy.

8.9 **Benefit Programs**

The College may provide awards and establish scholarships, fellowships or any other educational incentive or benefit program considered appropriate on behalf of the College.

8.10 **Seal of the College**

The College shall have a seal, which shall have inscribed thereon "Alberta College of Speech-Language Pathologists and Audiologists". The seal shall be kept in the custody of the Registrar of the College on behalf of the College.

PART IX **COUNCIL**

9.1 **Duties and Powers**

Council shall:

- 9.1.1 govern the College, exercising all of the powers and duties granted to a governing Council under the Act;
- 9.1.2 establish the governance Policies of the College; and
- 9.1.3 operate within the terms and conditions of the Act, Regulation, Bylaws and Policies.

9.2 **Composition of Council**

The members on Council shall be a minimum of eight (8) and a maximum of twelve (12) as follows:

- 9.2.1 not fewer than six (6) and no greater than nine (9) Members on the General Register.
- 9.2.2 public members appointed in accordance with the Act, which shall be not less than 25% of the voting members of Council.

9.3 **Procedure for Election of Councillors**

The procedure for nominating and electing Councillors shall be in accordance with ACSLPA Bylaws.

9.4 **Nominations Committee**

9.4.1 Council shall appoint a Nominations Committee composed of at least two Members who are on the General Register on or before July 1st of each year.

(adopted 07/2002, revised and effective 06/2017)

9.5 **Nominations**

Each Member entitled to vote may send in nominations to the Chair of the Nominations Committee. Each nomination must be endorsed by at least three Members entitled to vote, together with the nominated person's consent to act, if elected.

9.6 **Eligibility**

A Member is eligible for election to Council if that Member:

- 9.6.1 is in the General Register registration category;
- 9.6.2 is not currently subject to any disciplinary or incapacity proceedings; or
- 9.6.3 is not currently serving as a director, officer, or employee of a related professional association or labour union.

9.7 **Nominations for Councillor**

The Nominations Committee will endeavor to ensure that a minimum of one Councillor is a speech-language pathologist and one Councillor is an audiologist whenever possible.

9.8 **Close of Nomination**

The closing date shall be on or before September 15th of each year, after which no further nominations shall be received.

(adopted 07/2002, revised and effective 06/2017)

9.9 **Lack of Nominations**

In the event that:

- i) a sufficient number of nominations is not received; or
- ii) a Member becomes disqualified from being a candidate; or
- iii) a Member withdraws as a candidate;

then, Council may nominate one or more Regulated Members to be a candidate for election to Council at any time prior to the closing of the polls. Failure to advise Members of such a nomination shall not disqualify any candidate so nominated.

(adopted 07/2002, revised and effective 06/2017)

9.10 **Acclamation**

If, on the date nominations close, there is only one candidate nominated for a vacancy on Council, the Chair of the Nominations Committee shall declare the nominee for that office or position elected by acclamation and no vote for these offices or positions is required to be held.

(adopted 07/2002, revised 09/2015, revised and effective 06/2017)

9.11 **Voting Procedure**

The Chair of the Nominations Committee must supervise and administer all Council elections and may establish procedures, consistent with these Bylaws for that purpose. In the event of any irregularity or dispute with respect to any nomination, ballot or election, the decision of the Chair of the Nominations Committee is final. The decision must be announced to the membership by means approved by Council.

- 9.11.1 The polls shall be open for a period of at least 30 calendar days, and shall close by October 15 of each year.

(adopted 07/2002, revised 09/2015, revised and effective 06/2017)

9.12 **Tie Votes**

In the case of a tie vote, the Chair of the Nominations Committee must decide between the tied candidates by lottery.

9.13 **Ballots**

The Chair of the Nominations Committee shall destroy all of the ballots as soon as possible after the announcing the results of the election.

(adopted 07/2002, revised 09/2015, revised and effective 06/2017)

9.14 **Shortage of Councillors**

If, at an election of Councillors, all vacancies on Council are not filled, the Members elected to Council may appoint the additional Councillors required to meet the minimum number of Councillors required under these Bylaws.

9.15 **Term of Office**

- 9.15.1 The term of office for an elected Councillor is two years.
- 9.15.2 The term of office for an appointed public member is three years, unless otherwise directed by the Lieutenant Governor in Council in the Alberta Legislature.
- 9.15.3 An elected Councillor is eligible for election for a maximum of three (3) consecutive terms.
- 9.15.4 The newly-elected Councillors shall take office at the commencement of the next fiscal year and shall hold office until the expiry of their term.

9.16 **Vacancy**

Where a vacancy occurs on Council, Council may appoint a person to fill that position for the remainder of the former Councillor's term or they may choose to leave that office vacant. If such vacancy results in less than six (6) Regulated Members, the Public Members shall be no less than two.

9.17 **Resignation from Council or Deemed Vacancy**

9.17.1 The position of an elected Councillor shall be resigned if the Councillor resigns at any time by delivering a notice in writing to the President or designate; the resignation shall take effect immediately upon receipt of the notice.

9.17.2 The position of an elected Councillor shall be deemed to be vacant if the Councillor:

9.17.2.1 becomes insolvent or falls into arrears greater than thirty (30) days in payment of any fees, dues or levies assessed by the College;

9.17.2.2 is found in contravention of the Act, the Regulation, or these Bylaws;

9.17.2.3 becomes of unsound mind, mentally incompetent or dies;

9.17.2.4 is convicted of an indictable offence;

9.17.2.5 moves from a regulated to a non-regulated category of membership; or

9.17.2.6 is absent from two (2) meetings of Council per fiscal year without permission of Council and it is resolved at a subsequent meeting of Council that the Councillor's position be vacated.

9.18 **Removal from Council**

9.18.1 The members of the College may, by special resolution at a General Meeting, remove any Councillor from Council. A vacancy created by the removal of a Councillor may be filled at the General Meeting at which the Councillor is removed.

9.18.2 Members of the College who are entitled to vote may requisition a Special General Meeting of the College for the purpose of removing any Councillor from Council in the manner prescribed for requisitioning meetings set out in these Bylaws.

9.19 **Election of Officers**

9.19.1 Council shall elect annually, from among the College's currently elected Councillors, a President and a Vice President.

9.19.2 The election of Officers shall occur prior to announcing the results of the election.
(adopted 07/2002, revised 09/2015, revised and effective 06/2017)

9.19.3 The term of office for an Officer shall be for the duration of one fiscal year.

9.19.4 An officer may be re-elected by Council as many times as is allowed by the term of office for a Councillor, as defined in Bylaws.

9.20 **President**

The President shall:

- 9.20.1 be a Regulated Member of the College;
- 9.20.2 attend meetings of Council;
- 9.20.3 be the chief elected officer of the College and, as such, shall exercise general supervision and administration over the governance of the College;
- 9.20.4 preside over General Meetings and meetings of Council and shall be Chair of such meetings;
- 9.20.5 serve as or designate a Councillor as a non-voting member of all committees of Council except for the Complaint Review Committee and Hearing Tribunals and panels thereof;
- 9.20.6 have a casting vote to decide any question before the College or Council where there is a tie vote other than the election of Councillors; and
- 9.20.7 perform all other duties that may be prescribed by Council.

9.21 **Vice President**

The Vice President shall:

- 9.21.1 be a Regulated Member of the College;
- 9.21.2 attend meetings of Council;
- 9.21.3 in the absence or disability of the President, or if the President requests, perform the duties and exercise the powers of the President;
- 9.21.4 automatically succeed to the office of President in the event of the disqualification or resignation of the President;
- 9.21.5 oversee various committees designated by Council; and
- 9.21.6 perform all other duties as assigned by Council.

9.22 **Councillor**

A Councillor shall:

- 9.22.1 be a Regulated Member of the College;
- 9.22.2 attend meetings of Council; and
- 9.22.3 perform other duties as assigned by Council.

9.23 **Public Members on Council**

9.23.1 Council shall prescribe the duties of the Public Members on Council, subject to the Act; and

9.23.2 Public Members shall be entitled to vote on every matter before Council.

9.24 **Indemnification of Members, Employees and Others**

The College shall indemnify every Councillor, Registrar, Committee member, officer or employee and their heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred by her/him for every act done in good faith, honestly and in the best interests of the College, in connection with any actions, suit or proceeding to which she/he may be made a party by reason of her/his being or having been a Councillor, Registrar, officer or employee of the College except to the extent such losses, costs and expenses are attributable to the negligence or willful misconduct of the party in question. All liability, losses, damages, costs and expenses incurred or suffered by the College by reason of, or arising out of, or in connection with the foregoing indemnification provision shall be treated and handled by the College as an expense of the College.

PART X **POWERS OF COUNCIL**

10.1 **Governing the College**

In accordance with the Act, Council shall manage and conduct the business and affairs of the College and exercise the rights, powers and privileges of the College in the name of and on behalf of the College.

10.2 **Employ Registrar**

Council shall appoint a Registrar for the purposes of the Act. The Registrar shall perform duties of the College, subject always to the control and direction of Council of the College in accordance with the Act, Regulation, Bylaws, and Policies.

10.2.1 Council may appoint an Interim Registrar to perform the duties, powers and functions of the Registrar when the Registrar is absent or unable to act, or when there is a vacancy in the office of the Registrar.

10.2.2 Council shall enter into a contract with the Registrar which shall specify terms and conditions of employment.

10.2.3 Council shall complete a performance review of the Registrar at least once annually. The Registrar's contract and remuneration shall also be reviewed at that time.

10.2.4 Council shall establish a position description for the position of Registrar.

10.3 **Delegate Powers**

Council may delegate to persons, committees or employees such of its powers and duties as it thinks fit, except the power to make Regulations or Bylaws and to adopt a Code of Ethics or Standards of Practice, and at any time revoke such delegation.

10.4 **Appoint Members to Committees or Boards**

Council shall appoint members to the committees and boards established under the Act, Regulation and these Bylaws and shall designate the Chair, Vice Chair and their alternates, if necessary, of all such committees and boards.

10.5 **Approve Programs**

Council shall establish and maintain, for the purposes of registration, a register of approved university programs.

PART XI **DUTIES OF COUNCIL**

11.1 **Keep Minutes**

Council shall cause minutes to be kept of its proceedings and meetings which shall be kept in the office of the College.

11.2 **Determine Policies**

Council shall determine and approve Policies of the College. Copies of Policies will be provided to regulated members upon request.

11.3 **Signing Authority**

Signing authority for the College shall be established by Council in Policy.

11.4 **Financial Oversight**

11.4.1 Council shall exercise oversight of the financial affairs of the College.

11.4.2 Council shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the College.

11.4.3 Council shall cause to be prepared proper accounts relating to all monies of the College for each Annual General Meeting.

11.4.4 The financial records and accounts of the College shall be audited at least once per year. Council shall make available copies of the report of the auditor to Members as part of the Annual Report. Council shall appoint an auditor by October of each year.

11.4.5 Council shall enact Policies to guide the financial operations of the College.

11.5 **Determine Fees**

Council shall determine the fees to be collected from the Members for the governance, management and conduct of the College affairs.

11.6 **Appointments**

Council must provide for the appointment of:

- 11.6.1 a Hearings Director;
- 11.6.2 a Complaints Director; and
- 11.6.3 members to a membership list consisting of no less than four (4) Members from the General Register to be used for appointing members to both Hearing Tribunals and Complaint Review Committees.

11.7 **Hears Appeals**

- 11.7.1 Council or a panel of Council hears appeals of the following:
 - i) registration decisions;
 - ii) practice permit renewal decisions;
 - iii) decisions of hearing tribunals; and
 - iv) directives with respect to assessing the potential incapacity of a Regulated Member.
- 11.7.2 Council may arrange for a panel comprised of Councillors to hear appeals pursuant to Part 4 of the Act.

11.8 **Conflict of Interest**

Council shall establish a conflict of interest Policy for Councillors.

11.9 **Code of Ethics and Standards of Practice**

- 11.9.1 Council shall adopt a Code of Ethics and Standards of Practice for the professions of speech-language pathology and audiology after it has reviewed and considered the comments from a review by those Members entitled to vote and obtained approval from the Minister.
- 11.9.2 Council shall periodically appoint a committee to review the Code of Ethics and Standards of Practice for the professions.

11.10 **Compensation**

Councillors shall be eligible for compensation and reimbursement when conducting college business. Procedures for compensation and reimbursement are established by Council in Policy.

11.11 **Enforcement**

Council shall, without limitation of its other duties and powers, exercise and perform the powers and duties of the College for enforcement of the Bylaws as provided herein.

PART XII **GENERAL MEETINGS OF THE COLLEGE**

(adopted 07/2002, revised 09/2015, repealed 06/2017)

PART XIII **MEETINGS OF COUNCIL**

13.1 **Regular Council Meetings**

A Regular Council Meeting is any meeting of Council for which two weeks notice is provided to Councillors and to Members. Notice shall be provided in the manner required as established by Council in Policy.

- 13.1.1 Council may establish a regular time and place for its meetings. A copy of any resolution by which it is determined to hold such periodic meetings shall be sent to each Councillor. No other notice is required for any such periodic meeting, except where these Bylaws require the purpose of the meeting or the business to be transacted at the meeting to be specified.
- 13.1.2 Council shall, at least three (3) times per year, conduct a Regular Council Meeting to transact the College's business.
- 13.1.3 If Council changes the date, time, or place of a regular Council meeting, it must provide at least 48 hours notice of the change.

13.2 **Special Council Meetings**

A Special Council Meeting is any meeting of Council for which the notice requirement of a regular meeting set in section 13.1 of these Bylaws has not been met.

- 13.2.1 Special meetings of Council may be called by, or at the request of, the President or any three (3) Councillors. The person or persons who call a special meeting may designate any place within the province of Alberta as the place for holding any special meeting of Council. At any Councillor's request, that meeting may take the form of a conference call.
- 13.2.2 Notice of the time, date and place of a special meeting of Council shall be given to each Councillor not less than forty-eight (48) hours before the time when the meeting is to be held.
- 13.2.3 A special meeting may be held with less than forty-eight (48) hours notice if 2/3 of the whole Council agrees to this in writing before the beginning of the meeting.

- 13.2.4 Special Council Meetings shall be considered an emergency provision to address specific matters which are time dependent, and cannot wait for a Regular Council Meeting. The matter or matters to be discussed shall be stated within the notice calling the Special Council Meeting.
- 13.2.5 No other matter other than that stated in the notice calling the Special Council Meeting may be transacted at the meeting.

13.3 **Procedural Policy**

Council shall establish a Procedural Policy which addresses:

- 13.3.1 parliamentary rules;
- 13.3.2 determining the meeting Chair;
- 13.3.3 voting procedures; and
- 13.3.4 rules governing distance attendance.

13.4 **Quorum**

No business shall be transacted at any meeting of Council unless a quorum of Councillors entitled to vote is present at the time when the meeting proceeds to business. A quorum for a meeting of Council consists of one-half (1/2) of the members of Council or, where one-half of Councillors is not a whole number, the whole number which is closest to and greater than one-half of the members of Council.

13.5 **Written Resolutions**

A written resolution of Council signed by all Councillors entitled to vote has the same effect as a resolution of Council adopted at a meeting of Council duly convened and held.

13.6 **Members May Attend Council Meetings**

Members are entitled to attend Council meetings, except for any part in a meeting that is held In Camera.

- 13.6.1 The College shall notify Members of Council meetings as established by Council in Policy.
- 13.6.2 Members shall be entitled to make brief scheduled submissions respecting relevant matters during the portion of the agenda when new business is dealt with or when Council solicits submissions.
- 13.6.3 Rules governing Member submissions shall be established by Council Policy.
- 13.6.4 Members are not entitled to vote.

PART XIV

REGULATORY COMMITTEES AND TRIBUNALS

Regulatory Committees and Tribunals are established pursuant to the Act.

14.1 Terms of Reference

14.1.1 Council shall establish a Terms of Reference for all Regulatory Committees and Tribunals which define:

- 14.1.1.1 Composition;
- 14.1.1.2 Roles and responsibilities;
- 14.1.1.3 Procedural guidelines; and
- 14.1.1.4 Reporting requirements.

14.2 Removal from a Regulatory Committee or Tribunal

Council may remove any committee Chair or member of a regulatory committee, with the exception of Public Members, as deemed necessary.

PART XV

CONTINUING COMPETENCE

15.1 Mandate

Council shall establish and operate a continuing competence program in accordance with the Act and Regulation. Participation in the continuing competence program is a requirement for all Regulated Members on the General Register and is a requirement for renewal or reinstatement of a Practice Permit.

PART XVI

PUBLICATION OF INFORMATION

16.1 Publication of Information Respecting a Complaint or Ratified Settlement

Information respecting a complaint and a ratified settlement may be published or distributed. The publication may reveal the identity of the investigated person or the complainant, or both, if it is authorized to do so by the ratified settlement.

16.2 Publication of Information on Orders of Hearing Tribunals

If, under Part 2 or Part 4 of the Act, a Regulated Member's Practice Permit is suspended or cancelled, or if conditions are imposed on a Regulated Member's Practice Permit, the Registrar/CEO may publish or distribute this information.

PART XVII

MISCELLANEOUS PROVISIONS

17.1 Severable

The provisions hereof shall be deemed independent and severable, and the invalidity in whole or in part of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect as if such invalid portion had never been included herein.

17.2 Amendment of Bylaws

- 17.2.1 Council shall periodically appoint a Bylaw Review Committee to review the Bylaws.
- 17.2.2 The Bylaw Review Committee shall review the Bylaws and prepare a report to Council recommending any changes they feel appropriate or necessary.
- 17.2.3 Council shall publish this report in any manner it sees fit to solicit feedback from the membership.
- 17.2.4 Council shall add to, amend or repeal, in whole or in part, the Bylaws after it has reviewed the report and considered any input received from the Members, provided such input is received within a reasonable period of time from Council's request for input.
- 17.2.5 Amendments of the Bylaws must be approved by Council.