

By-Laws

Nova Scotia College of Audiologists and Speech-Language Pathologists

last updated: [February 7, 2019](#)

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**By-Laws Relating to the Activities and Operation of the
Nova Scotia College of Audiologists and Speech-Language Pathologists**

References in this document to the Act, regulations and by-laws, refer to the *Audiologists and Speech-Language Pathologists Act, S.N.S. 2015, c.* and regulations and by-laws made under that Act.

PART 1 – DEFINITIONS

- 1.1** In these by-laws, words that are not otherwise defined in Article 1.2 shall have the same meaning as set out in the Act and regulations.
- 1.2** In these by-laws:
- 1.2.1 "Active Member" means a Member who holds a practicing licence or a restricted practicing licence
- 1.2.2 "in good standing" means a Member who has paid all required fees and has had no disciplinary findings within the past 5 years
- 1.2.3 "general meeting" means a meeting of all members of the College

PART 2 – COLLEGE SEAL

2.1 Seal

The seal of the College shall be kept by the Registrar.

PART 3 – MANAGEMENT OF THE COLLEGE

3.1 Office

The office of the College shall be at such place in the Province as the Board shall from time-to-time determine.

3.2 Forms

Any forms required pursuant to the Act, the regulations or the by-laws shall be as approved by the Registrar.

3.3 Fiscal Period

The fiscal year of the College shall end on the 31st day of December in each year.

3.4 Signing Authority

- 3.4.1 The signing officers of the College with respect to financial matters including cheques, investments and bills of exchange are any two of the members of the group consisting of the four members of the Executive Committee and the Registrar.
- 3.4.2 The signing officers of the College with respect to contracts, leases, memoranda of understanding and other agreements binding the College are any two of the members of the group consisting of the four members of the Executive Committee and the Registrar.
- 3.4.3 Notwithstanding 3.3.1 the Registrar may authorize expenditures up to a maximum of \$2,500.

3.5 Auditors

- 3.5.1 The Board shall appoint an auditor to audit the books and accounts of the College and to comment on the accuracy of the annual financial statements of the College.
- 3.5.2 The auditor shall hold office from the date of appointment until a successor is appointed.
- 3.5.3 The audited Financial Statements must be presented to the Finance Committee in March of each year. The Finance Committee must present the Financial Statements to the Board for approval prior to the annual general meeting each year.
- 3.5.4 The Board shall submit to each annual general meeting of the members of the College the audited financial statement of the College's operations for the past fiscal year.

PART 4 – BOARD

4.1 Board Composition

- 4.1.1 The Board of the College shall consist of the Registrar who is a non-voting member of the Board, and the following voting members:
 - 4.1.1.1 Seven members who are members of the College (including the President, Past President, President-Elect, and four members at large):
 - 4.1.1.1.1 two of whom are audiologists and two of whom are speech-language pathologists; and

4.1.1.1.2 at least two of whom are practicing in an education setting and at least two of whom are practicing in a healthcare setting; and

4.1.1.1.3 Four public representatives, who are appointed by the Governor in Council

4.1.2 College Officers

4.1.2.1 The following are the officers of the College:

4.1.2.1.1 The President

4.1.2.1.2 The President-Elect

4.1.2.1.3 The Past President

4.1.2.1.4 The Treasurer

4.1.3 The Past President

The President shall assume the position of Past President upon succession of a new President.

4.1.4 The President

The President-Elect shall succeed to the office of President, upon completion of the incumbent President's term.

4.1.5 The President-Elect

4.1.5.1 If for any reason a vacancy occurs in the presidency of the College, the President-Elect shall assume the presidency for the balance of the unexpired term.

4.1.5.2 If the President-Elect also assumes the presidency during his/her term as President-Elect, he/she shall then serve as President for the ensuing year.

4.1.5.3 The President-Elect shall be elected by the membership prior to the annual general meeting.

4.1.6 The Treasurer

4.1.6.1 Upon completion of the election process for the Board in a year when a new Treasurer is due to be elected by the Board, the Nominating

Committee shall recommend the name of one Board member as Treasurer for approval by the Board;

- 4.1.6.2 The Board, upon receipt of the recommendation from the Nominating Committee, shall elect the Treasurer.

4.2 Other Appointments

The Board may appoint such other officers or agents of the College at such remuneration, and for such term of office, as the Board considers necessary to assist it in carrying out its duties pursuant to the Act. In addition, in the absence, death, incapacity or other unavailability of the Registrar, the Board may appoint an acting Registrar, who shall exercise the powers and duties of the Registrar for such term and under such conditions as the Board may direct.

4.3 Board Code of Conduct

Members of the Board and its committees must behave in an ethical and businesslike manner and must abide by any policies approved by the Board respecting the conduct of Board members.

4.4 Resignation or Removal of Members of the Board

A member of the Board ceases to hold office when:

- 4.4.1 the member resigns as a member of the Board by submitting a letter of resignation delivered to the President. Such resignation shall be effective immediately, unless otherwise determined by the President;
- 4.4.2 the member ceases to be a member in good standing of the College;
- 4.4.3 the member is absent from two consecutive meetings of the Board or more than 25% of the scheduled meetings annually, unless excused by the Chair of the Board; or
- 4.4.4 the Board, by a two-thirds majority vote of members casting votes following a properly constituted meeting, determines that the member of the Board should be removed from office for breaching the Act, regulations, by-laws or the Board's Code of Conduct.

PART 5 – MEETINGS OF THE BOARD

5.1 Holding of Meetings of the Board

- 5.1.1 The Board shall meet at least three times in each calendar year.

- 5.1.2 The President shall preside as Chair at all meetings of the Board and of the College.
- 5.1.3 Where the President is absent from a meeting, the President-Elect or, in the President-Elect's absence, the Past President shall preside at the meeting.
- 5.1.4 Except in the event of an equal number of votes being given for and against a resolution at any meeting, the President or other presiding officer shall not vote.

5.2 Conduct of Board Meetings

- 5.2.1 Unless otherwise provided for in these By-Laws, proceedings of all meetings and the manner of voting shall be conducted according to *Roberts' Rules of Order* (latest edition).
- 5.2.2 Any Board meetings conducted pursuant to the Act, regulations or by-laws may be conducted via the internet, teleconference, video conference or other electronic means.
- 5.2.3 Except where otherwise specified in the Act, Regulations, or By-laws, any issue to be decided at a Board meeting must be decided by majority vote. Motions must be seconded.
- 5.2.4 At all meetings of the Board, a motion will be considered passed when a majority of those present vote in the affirmative.
- 5.2.5 The Chair shall only cast a vote in the case of a tie.
- 5.2.6 The Board may vote on motions outside of meetings of the Board by electronic vote.

5.3 Quorum

- 5.3.1 For the purpose of a Board meeting, a majority of the Board constitutes a quorum. Where there is a vacancy in a position, such vacancy does not count in determining a quorum."
- 5.3.2 When there is no quorum present within thirty minutes after the time for which a meeting is called, the President or the President-Elect, or in their absence the Registrar, shall adjourn the meeting to some other time, and the Registrar shall give Board members notice of the time and place of the adjourned meeting.

5.4 Fixing the Time and Place for Regular Meetings of the Board

Scheduled meeting dates for the following year will be circulated to Board members for approval at the last Board meeting of the year. Upon approval, members shall be immediately provided with a schedule of meeting dates for the upcoming year.

5.5 Notification of Meetings

- 5.5.1 A package of preparatory meeting materials as required will be sent to each Board member so as to arrive no later than one week in advance of the Board meetings.
- 5.5.2 Despite Article 5.5.1, where information arrives later than one week in advance of the Board meeting, the Board may waive the one-week notice and proceed to consider the matter.
- 5.5.3 Special meetings of the Board may be called as the need arises. The Registrar will contact each member of the Board, where possible, at the contact information provided by the Board member, to give notification of a special meeting of the Board. Preparatory materials for these meetings will be forwarded to Board members as much in advance of the meeting as possible.

PART 6 – COMMITTEES APPOINTED BY THE BOARD

6.1 Committees of the Board

The Board may appoint annually such committees from among members of the Board, the College, or the public, as the Board considers necessary to assist it in carrying out its duties pursuant to the Act.

6.2 Standing Committees

- 6.2.1 In addition to the statutory committees appointed pursuant to the Act and the regulatory committees appointed pursuant to the regulations, the following are Standing Committees of the Board of the College:
 - 6.2.1.1 Executive Committee;
 - 6.2.1.2 Finance Committee;
 - 6.2.1.3 Nominating Committee; and
- 6.2.2 In addition, the Board may from time to time appoint such other committees as the Board may determine.

- 6.2.3 The Board shall appoint the Chair of each Committee, and may appoint a Vice-Chair of each Committee.

6.3 Terms of Reference

The Board shall establish terms of reference for each of its committees which stipulate:

- 6.3.1 the Committee's mandate, including powers, duties and responsibilities of the committee;
- 6.3.2 reporting authority;
- 6.3.3 membership;
- 6.3.4 frequency of meetings; and
- 6.3.5 quorum.

6.4 Executive Committee

In addition to and notwithstanding the Terms of Reference set for the Executive Committee, the Executive Committee may exercise all of the powers and shall perform all the duties of the Board with respect to any matters that the Board may delegate to it or that in the opinion of the Executive Committee require immediate attention. The Executive Committee will be comprised of the President, President-Elect, Past President, and Treasurer.

6.5 Quorum

Despite any provision of these By-Laws, where the quorum for a Committee is not stipulated in its Terms of Reference, the Act or regulations, the quorum shall be a majority of the members of the Committee.

6.6 Conduct of Committee Meetings

Any committee meetings may be conducted via the internet, teleconference, video conference or other electronic means.

6.7 Notification of Meetings

- 6.7.1 A package of preparatory meeting materials as required will be sent to each committee member so as to arrive no later than one week in advance of the committee meetings.
- 6.7.2 Despite Article 6.7.1, where information arrives later than one week in advance of the committee meeting, the committee may waive the one-week notice and proceed to consider the matter.

6.8 Committee Code of Conduct

Members of the Board and its committees must behave in an ethical and businesslike manner and must abide by any policies approved by the Board respecting the conduct of Board members.

6.9 Termination of Committee Appointments

A member of a committee ceases to hold office when:

- 6.9.1 the member's term on a committee has expired;
- 6.9.2 the member resigns as a member of the committee by submitting a letter of resignation delivered to the Chair of the committee. The resignation shall be effective immediately unless otherwise determined by the Chair;
- 6.9.3 the member ceases to be a member in good standing of the College;
- 6.9.4 the member is absent from two consecutive meetings or more than 25% of the scheduled meetings annually, unless excused by the Chair of the committee; or
- 6.9.5 the Board by a two-thirds majority vote of Board members casting votes following a properly constituted meeting, determines that the member of the committee should be removed from the committee for breaching the Act, regulations, by-laws or the Code of Conduct applicable to committee members.

PART 7 – ELECTIONS

7.1 Term of Office

- 7.1.1 The term of office for the Past President, President, and President-Elect shall be one year and shall begin at the close of the annual general meeting that follows the counting of the ballots at which the member takes office.
- 7.1.2 The term of office of the remaining elected members shall be two years and shall begin at the close of the annual general meeting at which the member is elected.
- 7.1.3 The term of office of the Treasurer shall be one year and shall start once elected at the first Board meeting following the annual general meeting.
- 7.1.4 Notwithstanding Article 7.1.2, in the first election only, the President, President-Elect, two members for a 2-year term, and three members for a 1-year term will be elected to provide a staggering of terms of Board members.

- 7.1.5 There shall be no limit on the number of consecutive terms an individual may serve as a Board member.

7.2 Transition

- 7.2.1 At the time of the proclamation of the Act, members serving on the Executive of the Speech and Hearing Association of Nova Scotia shall become the Board of the College, pending elections.
- 7.2.2 The first election shall be held as soon as is reasonable, but no later than the first annual general meeting following the proclamation of the Act. The date for the election shall be fixed by the Board. Members shall receive the notice and a call for nominations a minimum of 4 weeks prior to the deadline for the casting of votes.
- 7.2.3 The manner of voting shall be determined by the Board but shall not permit proxy voting.

7.3 Election Date

For all elections subsequent to the first election, the Board shall fix a date prior to the annual general meeting upon which the next election of Board members shall be held and the hour on that day fixed as the deadline for receipt of ballots.

7.4 Eligibility to Vote

The following are eligible to vote for Board members:

- 7.4.1 Each person who is an Active Member on the date fixed for receipt of nominations, is eligible to vote for Board members.

7.5 Extent of Right to Vote

A Member of the College who is eligible to vote may vote for as many candidates for the Board as there are vacancies to be filled for the position(s).

7.6 Eligibility for Nomination

- 7.6.1 The following Members are eligible for nomination as Board members:
- 7.6.1.1 Each person who is an Active Member and is eligible to vote for Board members.
- 7.6.2 In addition to the requirements set out in Article 7.6.1, a Member must consent to the nomination in writing. Members can nominate themselves or be nominated by at least one voting member.

7.7 Nominations

- 7.7.1 A nomination must be received by the Registrar no later than the date fixed by the Nominating Committee for receipt of nominations.
- 7.7.2 The Nomination Committee shall make all efforts to ensure that those who are nominated are representative of the work settings (i.e., healthcare, education and private practice) and fulfill the requirements of the Act. Notwithstanding Article 7.2.2 pertaining to the first elections, at least 3 weeks before the date fixed for receiving nominations in any election, and 8 weeks prior to the annual general meeting, the Registrar shall send a communication to every eligible voting member via email:
- 7.7.2.1 advising of the election date;
 - 7.7.2.2 seeking nominations;
 - 7.7.2.3 advising of the last date for receiving nominations; and
 - 7.7.2.4 enclosing the nomination form approved by the Registrar.

7.8 Insufficient Number of Candidates

Where at the close of receipt of nominations, the number of candidates nominated is either less than the number of Board members to be elected, or does not meet the Board composition criteria in the Act and these by-laws, the Nominations Committee shall, as soon as practical, nominate from amongst the eligible members a sufficient combination of consenting candidates so that the Board composition required by the Act and the by-laws may be filled.

7.9 Election by Acclamation

Where at the close of receipt of nominations the number of nominated candidates equals the number and composition of Board members to be elected for that position, the candidate(s) so nominated shall be declared duly elected and the Registrar shall write to the candidate(s) confirming the election.

7.10 Election by Voting

- 7.10.1 Elections shall take place in a manner determined by the Board. Voting may be by electronic means. Proxy voting is not permitted.
- 7.10.2 Where at the close of receipt of nominations there are more candidates than positions such that an election is needed, within 2 weeks the Registrar shall email every member of the College eligible to vote for that position, at the email address listed with the College for that member, providing information

on the form of voting as approved by the Board and the deadline by which ballots shall be received.

- 7.10.3 The Registrar shall act as Returning Officer and shall receive ballots up to the hour and date fixed as the deadline for submission of ballots. Any ballots received thereafter shall be declared invalid.
- 7.10.4 In the event of a paper ballot, the Registrar shall appoint two scrutineers who are public representatives to be in attendance when the Registrar counts ballots or performs a re-count.
- 7.10.5 Following the deadline for submission of ballots, the Registrar shall determine the results of the election. In the case of only one position open for election, the candidate with the majority of votes cast for that position and who fulfills the composition required by the Act shall be declared elected. In the case of an election for two positions on the Board, the two candidates holding the highest and second highest number of votes who fulfill the required composition shall be declared elected.
- 7.10.6 In the event of a tie vote, the Registrar shall immediately conduct a recount, and if the result is not altered, the Registrar shall place a ballot marked for each of the two candidates with the greatest number of votes into a container. The Registrar shall then draw a ballot from the container and declare elected the candidate whose name was drawn.
- 7.10.7 The ballots used at an election shall not be destroyed until all petitions pursuant to Article 7.11 in respect of the election have been decided and, until that time, shall be retained by the Registrar, in connection with the election.
- 7.10.8 The results of the election will be announced at the Annual General Meeting.

7.11 Petition against Election

- 7.11.1 A person may petition the Board against the election of a person to the Board by filing a petition with the Registrar within five business days after the election.
- 7.11.2 The petitioner shall state in the petition the grounds on which the election is disputed.
- 7.11.3 The petitioner shall serve a copy of the petition upon the person whose election is disputed.
- 7.11.4 Where a petition is filed with the Registrar pursuant to Article 7.11.1, the Board shall hold an inquiry and if

7.11.4.1 the election is found to contravene these by-laws, or is otherwise contrary to law; or

7.11.4.2 the person is found not to be eligible to be elected to the Board,
shall order that a new election be held.

7.11.5 An inquiry held pursuant to Article 7.11.4, may be conducted in any manner which the Board deems appropriate, and does not require the Board to take evidence under oath, or to provide opportunities for personal attendance. The decision of the Board, following the holding of an inquiry shall be final.

7.12 Certain Elections Held by Registrar

The Registrar:

7.12.1 in the case of a failure for any reason to elect the required number of Board members; or

7.12.2 subject to Article 4.1.5, in the case of a vacancy occurring from the death, unavailability or resignation of a member of the Board, or from any other cause outlined in Article 4.4,

shall cause an election to be held, if more than 4 months before the next Board election, within sixty days for the purpose of filling the vacancy. The election shall be held in accordance with the provisions of Article 7.10.

7.13 Filling Vacancy

7.13.1 Notwithstanding Article 7.12.2, where a vacancy occurs for any reason the Board will fill the vacancy. The term of office shall be the remainder of the unexpired term of such position.

PART 8 – MEETINGS OF THE MEMBERS

8.1 Annual General Meeting

8.1.1 There shall be an annual general meeting of the members of the College at such time and place as the Board determines. The annual general meeting may be conducted via the internet, teleconference, video conference or other electronic means.

8.1.2 15 Active Members of the College shall be considered quorum.

8.1.3 The manner of voting shall be determined by the Board and not in contravention of the By-laws. Proxy voting shall not be permitted.

- 8.1.4 A motion will be considered passed when a majority of those present vote in the affirmative.
- 8.1.5 The Chair may only vote in the case of a tie.
- 8.1.6 An annual report shall be:
 - 8.1.6.1 published on the College's website before the annual general meeting for review by the membership;
 - 8.1.6.2 distributed in any other manner as directed by the Board; and
 - 8.1.6.3 include a report by the College's auditor.
- 8.1.7 The agenda for the annual general meeting shall be prescribed by the Board. No issues other than those included on the agenda may be considered. The agenda shall include the following:
 - 8.1.7.1 approval of the minutes of the previous annual general meeting;
 - 8.1.7.2 business arising from the minutes;
 - 8.1.7.3 President's Report;
 - 8.1.7.4 Auditor's Report;
 - 8.1.7.5 Resolutions as needed that have been submitted to the Board in writing no later than 60 days prior to the annual general meeting. A resolution shall only be considered when it is consistent with the objectives of the Act and within the jurisdiction of the College. Where a resolution has been passed the Board shall act upon the resolution in a manner that is consistent with the objects of the Act and within the jurisdiction of the College;
 - 8.1.7.6 Report of the Professional Conduct Committee, reporting on the investigations and hearings of the College, prepared by the Chair of the Investigative Committee;
 - 8.1.7.7 Report of the Nominating Committee;
 - 8.1.7.8 new business;
 - 8.1.7.9 any other matters as determined by the Board.
- 8.1.8 At least 21 days prior to the meeting date, members shall be issued the notice of the meeting, indicating the time and place of the meeting, options for

remote participation, and the agenda for the meeting, and copies, if any, of proposed resolutions.

8.2 Special General Meeting

- 8.2.1 Special general meetings of the College shall be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called:
- 8.2.1.1 by at least two-thirds majority vote of the Board; or
 - 8.2.1.2 upon receipt of written requests from a minimum of 10% of the number of members in the College.
- 8.2.2 Requests shall include the subject(s) to be considered.
- 8.2.3 A resolution shall only be considered when it is consistent with the objectives of the Act and within the jurisdiction of the College. Where a resolution has been passed the Board shall act upon the resolution in a manner that is consistent with the objects of the Act and within the jurisdiction of the College.
- 8.2.4 The Board shall set the date for the special meeting within 21 business days of the request for the meeting under Article 8.2.1.
- 8.2.5 Notice of the special meeting, indicating the time, place and the business to be transacted at the meeting shall be given to each member at least 15 business days in advance of the special meeting. A special general meeting may be conducted via the internet, teleconference, video conference or other electronic means.
- 8.2.6 25 Active Members of the College shall be considered quorum.
- 8.2.7 A motion will be considered passed when a majority of those present vote in the affirmative.
- 8.2.8 The only business that can be conducted at a special meeting is the business for which notice has been given.

PART 9 – AFFILIATION

9.1 Categories of Affiliation

- 9.1.1 The following are the categories of affiliation:
- 9.1.1.1 associate;
 - 9.1.1.2 non-active;

- 9.1.1.3 life;
- 9.1.1.4 student;
- 9.1.1.5 honorary.

9.2 Associate Members – Criteria and Permitted Activities

- 9.2.1 A member is entitled to become an associate member if the member meets all of the following criteria:
 - 9.2.1.1 the member was at one time eligible for a licence;
 - 9.2.1.2 the member is not subject to any disciplinary finding that would prohibit them from engaging in the practice of audiology or speech-language pathology in any jurisdiction;
 - 9.2.1.3 the member is not engaging in the practice of audiology or speech-language pathology in the Province;
 - 9.2.1.4 the member has paid the applicable fee.
- 9.2.2 An associate member may do all of the following:
 - 9.2.2.1 attend and participate in, but not vote at, meetings of the College;
 - 9.2.2.2 serve as a member on any committee of the College, but is not eligible for election to the Board;
 - 9.2.2.3 receive all official College publications.

9.3 Non-Active Members – Criteria and Permitted Activities

- 9.3.1 A person is entitled to become a non-active member if the person meets all of the following criteria:
 - 9.3.1.1 the person is a former member whose name is not currently on any roster;
 - 9.3.1.2 the person is not an associate member.
- 9.3.2 A non-active member is entitled to attend and participate in, but not vote at, meetings of the College.

9.4 Life Members – Criteria and Permitted Activities

- 9.4.1 A life membership may be granted by resolution of the Board to a member who has rendered distinguished or valuable service to the profession.
- 9.4.2 A life member may do all of the following:
 - 9.4.2.1 remain a life member if the member meets the prescribed criteria for the licence category;
 - 9.4.2.2 exercise the same privileges as an associate member under subsection 9.2.2;

9.5 Student Members – Criteria and Permitted Activities

- 9.5.1 A person is entitled to become a student member if the person meets all of the following criteria:
 - 9.5.1.1 is currently enrolled as a student in an approved education program;
 - 9.5.1.2 has paid the applicable fee.
- 9.5.2 A student member may do all of the following:
 - 9.5.2.1 attend and participate in, but not vote at, meetings of the College;
 - 9.5.2.2 receive all official College publications.

9.6 Honourary Member – Criteria and Permitted Activities

- 9.6.1 By resolution of the Board, the Board may grant an honorary affiliation with the College to any person, other than a member, who has rendered distinguished service or valuable assistance to the profession.
- 9.6.2 An honorary member is entitled to the same privileges as an associate member under subsection 32(2) along with any other privileges the Board may grant.

9.7 Lists Kept for Affiliated and Non-Practising Members

- 9.7.1 The Registrar must keep current records of persons who are entered in any category of affiliation.

PART 10 – CODE OF ETHICS

- 10.1** The Code of Ethics for the College is the code approved by the Board.

PART 11 – NOT-FOR-PROFIT STATUS

- 11.1** No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any member provided that this restriction shall not prevent a member from receiving reasonable remuneration, including fees, wages, honoraria and expense reimbursement, for any service provided by such member to or for the benefit of the College as determined by the Board.
- 11.2** It is further specifically provided that in the event of dissolution or winding up of the College, all of its remaining assets after payment of its liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the Province of Nova Scotia which carry on work and activities consistent with the College's objectives.