



NOVA SCOTIA COLLEGE OF AUDIOLOGISTS
AND SPEECH-LANGUAGE PATHOLOGISTS

By-Laws

Nova Scotia College of Audiologists and Speech-Language Pathologists

Updated January 25, 2024

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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.

DEFINITIONS

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** “in good standing” means a member of the College who has paid all required fees and has had no disciplinary findings within the past 5 years;
 - 1.2.2** “general meeting” means a meeting to which all members of the College are invited.

COLLEGE SEAL

PART 2 - COLLEGE SEAL

2.1 Seal

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

MANAGEMENT OF THE COLLEGE

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 the three members of the Executive Committee, the Executive Director, and the Registrar. Two signatures are required, at least one of which must be of a member of the Executive Committee.
- 3.4.2 The signing officers of the College with respect to contracts, leases, memoranda of understanding and other agreements binding the College are the three members of the Executive Committee, the Executive Director, and the Registrar. Two signatures are required, at least one of which must be of a member of the Executive Committee.

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 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.

BOARD

PART 4 - BOARD

4.1 Board Composition

The Board of the College shall consist of the Registrar who is a non-voting member of the Board, and the following eleven voting members:

- 4.1.1 Seven persons who are members of the College (including the President, Past President, President-Elect),
 - 4.1.1.1 two of whom are audiologists and two of whom are speech-language pathologists; and
 - 4.1.1.2 at least two of whom are practising in an education setting and at least two of whom are practising in a healthcare setting; and
- 4.1.2 Four persons who are appointed by the Governor in Council.

4.2 College Officers

- 4.2.1 The following are the officers of the College:
 - 4.2.1.1 the President;
 - 4.2.1.2 the President-Elect;
 - 4.2.1.3 the Past President
- 4.2.2 President
 - 4.2.2.1 The President-Elect shall succeed to the office of President, upon completion of the incumbent President's term.
 - 4.2.2.2 The President shall assume the position of Past President upon succession of a new President.
 - 4.2.2.3 The President shall preside as Chair at all meetings of the Board and of the College.
 - 4.2.2.4 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.
 - 4.2.2.5 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.

4.2.3 The President-Elect

- 4.2.3.1 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.
- 4.2.3.2 If the President-Elect assumes the presidency during their term as President-Elect, they shall then serve as President for the ensuing year.
- 4.2.3.3 The President-Elect shall be elected by the membership in accordance with these bylaws.

4.3 Other Appointments

- 4.3.1 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.
- 4.3.2 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.
- 4.3.3 In the absence, death, incapacity or other unavailability of the Executive Director, the Board may appoint an acting Executive Director, who shall exercise the powers and duties of the Executive Director for such term and under such conditions as the Board may direct.

4.4 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.

4.5 Resignation or Removal of Members of the Board

A member of the Board ceases to hold office when:

- 4.5.1 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. In the case of a resignation or a request for removal of a public representative appointed by the Governor in Council, the Department of Health and Wellness and the Executive Council Office shall be notified by the Board, in order for the process of the revocation of the appointment to begin and so that the process of the appointment of a new public representative can commence;
- 4.5.2 the member ceases to be a member in good standing of the College;
- 4.5.3 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
- 4.5.4 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.

MEETINGS OF THE BOARD

PART 5 - MEETINGS OF THE BOARD

5.1 Holding of Meetings of the Board

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

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, regardless of whether the persons are members or appointed by Governor-in Council. 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 by the Chair or at the request of at least three members of the Board. 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.

5.6 Reimbursement of Expenses and Honoraria

- 5.6.1 Board members will be reimbursed for expenses according to the expense policy approved by the Board.
- 5.6.2 Board members will be paid an honorarium as approved by the Board.

COMMITTEES APPOINTED BY THE BOARD

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 regulations, the following are Standing Committees of the Board of the College:
- 6.2.1.1 the Executive Committee;
 - 6.2.1.2 the Finance Committee;
 - 6.2.1.3 the Nominating Committee;
 - 6.2.1.4 the Continuing Competence Program Committee
 - 6.2.1.5 the Policies and Procedures Committee.

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 members of each Committee and 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, and Past President.

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 as determined by the Chair.

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 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, in which case 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.

6.10 Reimbursement of Expenses

Committee members will be reimbursed for expenses according to the expense policy approved by the Board.

ELECTIONS

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 at which the member is elected.
- 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 There shall be no limit on the number of consecutive terms an individual may serve as a Board member, except that after the Past President has completed their term, they must wait a minimum of two years before standing for election for any position on the Board.

7.2 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.

7.3 Eligibility to Vote

Each member of the College who holds a practising licence or a restricted practising licence on the election date is eligible to vote for Board members.

7.4 Extent of Right to Vote

- 7.4.1 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).

- 7.4.2 The manner of voting shall be determined by the Board but shall not permit proxy voting .

7.5 Eligibility for Nomination

- 7.5.1 Each member of the College who holds a practising licence or a restricted practising licence on the date fixed for receipt of nominations is eligible to be nominated for a vacant position.
- 7.5.2 In addition to the requirements set out in Article 7.6.1, a member must consent to the nomination in writing. Members must be nominated by at least two other voting members.

7.6 Nominations

- 7.6.1 A nomination must be received by the Registrar no later than the date fixed by the Nominating Committee for receipt of nominations.
- 7.6.2 The Nomination Committee shall make best 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.
- 7.6.3 At least three weeks before the date fixed for receiving nominations in any election, and at least eight weeks prior to the annual general meeting, the Registrar shall send a communication to every eligible voting member via email:
- 7.6.3.1 advising of the election date;
 - 7.6.3.2 seeking nominations;
 - 7.6.3.3 advising of the last date for receiving nominations;
and
 - 7.6.3.4 enclosing the nomination form approved by the Registrar.

7.7 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.

7.8 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.

7.9 Election by Voting

- 7.9.1 Elections shall take place in a manner determined by the Board. Voting may be by electronic means. Proxy voting is not permitted.
- 7.9.2 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.
- 7.9.3 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.
- 7.9.4 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.

- 7.9.5 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.
- 7.9.6 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.
- 7.9.7 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.
- 7.9.8 The results of the election will be announced at the Annual General Meeting.

7.10 Petition Against Election

- 7.10.1 A person may petition the Board against the election of a person to the Board by filing a petition with the Registrar within two business days after the election.
- 7.10.2 The petitioner shall state in the petition the grounds on which the election is disputed.
- 7.10.3 The petitioner shall serve a copy of the petition upon the person whose election is disputed.
- 7.10.4 Where a petition is filed with the Registrar pursuant to Article 7.11.1, the Board shall hold an inquiry and if
 - 7.10.4.1 the election is found to contravene these by-laws,

7.10.4.2 is otherwise contrary to law; or

7.10.4.3 the person is found not to be eligible to be elected to the Board,

shall order that a new election be held.

7.1.1 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.

7.11 Certain Elections Held by Registrar

The Registrar:

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

7.11.2 subject to Article 4.2.3, in the case of a vacancy occurring from the death, unavailability or resignation of a member of the Board, or from any other cause, where there is more than four months remaining in the term of the person vacating the position,

shall cause an election to be held within sixty days of the vacancy for the purpose of filling the vacancy. The election shall be held in accordance with the provisions of these by-laws, with necessary adaptations to reflect the election is not taking place in accordance with the timing of the Annual General Meeting.

7.12 Filling Vacancy

Where a vacancy occurs and there is less than four months remaining in the term of the person vacating the position, the Board will fill the vacancy in such manner as determined by the Board. The term of office shall be the remainder of the unexpired term of such position.

MEETINGS OF THE MEMBERS

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 as determined by the Board.
- 8.1.2 A quorum consists of a minimum of fifteen members who hold either a practising licence or a restricted practising licence.
- 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 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:
 - 8.1.6.1 approval of the minutes of the previous annual general meeting;
 - 8.1.6.2 a report on business arising from the minutes;
 - 8.1.6.3 President's Report;
 - 8.1.6.4 Registrar's Report;
 - 8.1.6.5 Auditor's Report;
 - 8.1.6.6 Regulatory committee reports;
 - 8.1.6.7 Report of the Nominating Committee; and

- 8.1.6.8 any other matters as determined by the Board.
- 8.1.7 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 together with any documents or information to be discussed at the meeting.
- 8.1.8 With respect to Committee Reports, the Board may authorize such reports to be distributed in writing in advance of the meeting, along with the Agenda, in which case no oral reports from such Committees may be needed, as determined in the discretion of the Board. Members continue to have the right to ask questions respecting any reports given at the meeting, regardless of the reports being verbal or written.

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 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.
- 8.2.4 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 25 Active Members of the College shall be considered quorum.

- 8.2.6 A motion will be considered passed when a majority of those present vote in the affirmative.
- 8.2.7 The only business that can be conducted at a special meeting is the business for which notice has been given.
- 8.2.8 The Board is not bound by any discussions or motions advanced at a Special Meeting, and must consider the subject matter of the meeting in a similar manner to that outlined in Article 8.3.

8.3 Requests for action from Board

- 8.3.1 Any member wanting the Board to consider an issue may submit the request in writing to the Board by way of a proposed resolution, or in letter format.
- 8.3.2 The Board shall only deal with such matters as are within the jurisdiction of the College, and shall deal with such matters as it, in its sole discretion, deems consistent with the Act, Bylaws, Policies and other relevant decisions made by the Board .

CODE OF ETHICS AND STANDARDS OF PRACTICE

PART 9 - CODE OF ETHICS AND STANDARDS OF PRACTICE

- 9.1 The Code of Ethics for the College is the code approved by the Board.
- 9.2 The Standards of Practice for the College are the standards approved by the Board.

NOT-FOR-PROFIT STATUS

PART 10 - NOT-FOR-PROFIT STATUS

- 10.1 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.
- 10.2 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.

LIST OF INDIVIDUALS AUTHORIZED TO PERFORM CERUMEN MANAGEMENT

PART 11 - LIST OF INDIVIDUALS AUTHORIZED TO PERFORM CERUMEN MANAGEMENT

11.1 The College shall maintain a list of individuals authorized to perform cerumen management as approved by the Cerumen Management Committee on the College website.

Revision History:

- Approved by College Board – December 10, 2019
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- Revised by College Board – November 25, 2021
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