

By-law No. 1

A by-law relating generally to the conduct
of the affairs of

CANADIAN ALLIANCE OF AUDIOLOGY AND SPEECH-LANGUAGE PATHOLOGY REGULATORS
L'ALLIANCE CANADIENNE DES ORGANISMES DE RÉGLEMENTATION EN ORTHOPHONIE ET EN
AUDIOLOGIE
(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**consensus**" means a position or opinion reached by the board as a whole;

"**director**" means a member of the board who is elected by the members and who, during their term of office on the Board is a current member of the staff, or Council, or is a Council representative of a provincial regulatory body for the professions of Audiology and Speech-Language Pathology;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**member**" is a provincial or territorial regulator that meets the conditions set out in section two of the by-law and that has been accepted as a member by the board;

"**officer**" means the Chair, the past Chair, the Chair-elect, and any other person elected or appointed as an officer of the Corporation by the board;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

"**quorum**" means the minimum number of voting members that must be present to make a meeting valid;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**regulator**" means a regulator as described in section 2 of this by-law; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year

The financial year end of the Corporation shall be March 31 in each year.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.08 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

Section 2 - MEMBERSHIP

2.01 Membership Conditions

There shall be one class of members in the Corporation, being ordinary members. Membership in the Corporation shall be available only to provincial/territorial regulatory bodies of speech-language pathology and audiology that are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board or as prescribed by the board by resolution.

The following conditions of membership shall apply:

- i. The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.
- ii. Each member shall be entitled to receive notice of, attend and vote at all meetings of members. Each member shall be entitled to one (1) vote at such meetings.

In determining whether an applicant is eligible for membership in the Corporation, the board may, in its sole discretion, determine whether the applicant is established and mandated by provincial or territorial legislation to regulate the professions of audiology and speech-language pathology and to govern the applicant's members in the applicant's province or territory.

Each member shall be represented at meetings of the members by up to two individuals designated by the member (the "**Member's Representatives**"). Ordinarily the Member's Representatives shall consist of the member's President and the member's Registrar, or CEO, or Executive Director.

Each member shall designate which of its Members Representatives shall be its principal representative (the “**Principal Representative**”). Each member shall have the right to exercise one vote, which vote shall be cast by the “Principal Representative”.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of this by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.03 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- i. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- ii. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.04 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%), with a minimum of two members, of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.05 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within sixty (60) calendar days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- i. the member resigns;
- ii. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iii. the member's term of membership expires; or
- iv. the Corporation is liquidated and dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Subject to section 3.03, a member must resign if, after giving a member an opportunity to make either an oral or a written submission, a resolution to expel that member passes by a vote of at least three-quarters (3/4) of the members at a meeting called for that purpose.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for matters including but not limited to:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct that may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be

reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal. The board's decision to suspend or expel a member must be unanimous.

Section 4 – MEETINGS OF MEMBERS

4.01 Place of Members' Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.02 Persons Entitled to be Present at Members' Meetings

Members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

4.02 Chair of Members' Meetings

In the event that the chair of the board, the past-chair and the chair-elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at all times a majority of the members entitled to vote at the meeting.

4.04 Votes to Govern at Members' Meetings

At any meeting of members every motion shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the motion. In the absence of a majority vote, the motion shall be deemed defeated.

Unless otherwise required by the Act or the articles of the Corporation, matters arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair may refer the question to be decided by a majority vote of the members.

4.06 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.07 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act or the by-laws, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 5 - DIRECTORS

5.01 Number of Directors

If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. The minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.02 Delegation of Responsibilities

The board shall be accountable to the members. The board shall supervise, control, and direct the affairs and business of the Corporation. The board may delegate to any person appointed by the Board, the responsibilities of the Directors prescribed under this section. The Board may also remove any person appointed by the Board.

5.03 Appointment and Term of Office of Directors

The members shall annually elect directors to hold office for a one-year term expiring not later than the next annual meeting of members.

Section 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings of Board of Directors

Meetings of the board may be called at any time by the Chair of the board, the Chair-elect of the board or any two (2) directors.

6.02 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 2.03 of this by-law to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern at Meetings of the Board of Directors

Subject to the Act and the provisions of this section, at all meetings of the board, every motion shall be decided by a majority of the votes cast on the motion.

In the case of decisions that have an impact on legislative compliance or provincial regulation, the board will seek to reach consensus. Where a decision does not have that impact, such as in the case of internal or operational matters, the board shall decide motions by majority vote.

In the case where consensus is desired but has not been reached, the Chair may request that dissenting participants suggest improvements to the proposed recommendation. If consensus cannot be achieved within an agreed upon time frame, the board may then vote to settle the matter by a majority vote.

When a decision may have an impact on legislative compliance or provincial regulation, every effort will be made to provide adequate time for consideration by provincial boards, councils, and committees.

All votes will be cast in an informed manner. If a director was not present for deliberations held prior to a meeting, the decision to participate or abstain will be made at that director's discretion.

If a director so requests, that director's vote shall be recorded in the minutes of that meeting.

Once an agreement is reached, each regulator will be asked to endorse the final decision, thereby committing to do everything possible to assist with implementation. Member's Representatives will be responsible for canvassing constituent responses, and for communicating results to the Chair. The board will outline the necessary steps to ensure that agreements are incorporated or adopted by whatever formal mechanisms are appropriate.

The board may describe responsibilities and methods for monitoring implementation, including a mechanism by which the board can be re-convened if a change in circumstances or a failure on the part of one or more of the regulators to have the agreement endorsed suggest that another meeting of the board is necessary or desirable.

6.05 Committees of the Board of Directors

The board may from time to time, by resolution or by approved terms of reference, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.06 Participation by Electronic Means at Directors' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the directors, any director may, with the consent of all of the directors of the Corporation, participate in a meeting of directors by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at that meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 7 - OFFICERS

7.01 Duties and Powers of Officers

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. Chair – The Chair is elected from among the Members' Representatives to preside over meetings. The Chair shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify.
2. Past-chair – The Past-chair is usually the immediate past-chair of the Board. The past-chair shall have such duties and powers as the Board may specify.
3. Chair-elect – The Chair-elect is the person who has been appointed from among the Members' Representatives to the office of Chair, but who has not yet taken office. The Chair-elect of the board, if one is to be appointed, shall be a director. If the Chair of the board is absent or is unable or refuses to act, the Chair-elect, if any, shall, when present,

preside at all meetings of the board of directors and of the members. The Chair-elect shall have such other duties and powers as the board may specify.

The powers and duties of all other officers of the Corporation, if any, shall be such as the terms of their engagement call for or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 - NOTICES

8.01 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the *Act*;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 9 – BY-LAWS AND EFFECTIVE DATE

9.01 By-laws

The board of directors may make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation by ordinary resolution of the members. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

9.02 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 25th day of April, 2017 and confirmed by the members of the Corporation by special resolution on _____, 2017. Dated as of the, 2017.

Chair, CAASPR Board of Directors