



Alberta College of  
Speech-Language Pathologists  
and Audiologists

# **ACSLPA**

# **Revised Bylaws**

(3<sup>rd</sup> Edition)

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# Table of Contents

<b>OBJECTS OF THE COLLEGE .....</b>	<b>5</b>
<b>A NOTE ON AMENDMENTS .....</b>	<b>Error! Bookmark not defined.</b>
<b>PART 1: DEFINITIONS AND APPLICATION .....</b>	<b>6</b>
<b>Bylaws in Force.....</b>	<b>s.1</b>
<b>Definitions.....</b>	<b>s.2</b>
<b>Reference Aides.....</b>	<b>s.3</b>
<b>PART 2: COUNCIL .....</b>	<b>7</b>
<b>Division 1 – Council Organization.....</b>	<b>7</b>
Composition of Council .....	s.4
Eligibility .....	s.5
Duties and Powers of Council .....	s.6
Conduct of Council Members .....	s.7
Term of Office.....	s.8
Council Officers.....	s.9
<b>Division 2 – Selection of Council Members.....</b>	<b>10</b>
Filling Regulated Member Vacancies on Council.....	s.10
Nominations for Regulated Member Council Positions .....	s.11
Nominations Committee .....	s.112
Selection of Regulated Members of Council .....	s.113
Election of Regulated Members .....	s.114
Acclamation of Regulated Members .....	s.125
Appointment of Regulated Members .....	s.126
Council Appointment of Non-Voting Members of the Public .....	s.127
Unplanned Vacancies.....	s.138
<b>Division 3 – Resignations and Removals from Council.....</b>	<b>13</b>
Resignation .....	s.139
Removal from Council .....	s.20
Removal from Office .....	s.21
<b>Division 4 – Management and Conduct of Council Affairs.....</b>	<b>14</b>
Proceedings for Council and Council committee meetings, reviews, and appeals .....	s.22
Regular Council Meetings .....	s.23
Special Meetings of Council .....	s.24
Other Meetings.....	s.25
Emergency Powers.....	s.26
Quorum for meetings of Council, Council committee meetings, and panels.....	s.27
Council Committees.....	s.28

<b>PART 3: COLLEGE OFFICIALS, STATUTORY COMMITTEES, AND TRIBUNALS .....</b>	<b>16</b>
<b>Division 1 – Constitution, Powers, and Duties .....</b>	<b>16</b>
Eligibility .....	s.29
Conduct of College Officials, Statutory Committees, and Tribunals .....	s.30
Delegation .....	s.31
Appointments .....	s.32
Appointment of Registrar .....	s.33
Appointment of Complaints Director and Hearings Director .....	s.34
Registration and Competence Committees Established .....	s.35
Registration Committee .....	s.36
Competence Committee .....	s.37
<b>Division 2 – Management and Conduct of Committees, Hearings, and Reviews .....</b>	<b>20</b>
Proceedings for Meetings of Statutory Committees and Tribunals .....	s.38
Quorum for meetings of Statutory Committees and Tribunals.....	s.39
<b>Division 3 – Resignations and Removals.....</b>	<b>20</b>
Resignation .....	s.40
Removal from Office .....	s.41
<b>PART 4: REGISTERS OF REGULATED MEMBERS .....</b>	<b>21</b>
Information in Registers.....	s.42
Disclosure of Register Information .....	s.43/44
<b>PART 5: REGISTRATION AND REINSTATEMENT .....</b>	<b>22</b>
Recognition of Regulated Professionals Registered in Other Jurisdictions .....	s.45
Professional Liability Insurance .....	s.46
English Language Proficiency .....	s.47
Good Character and Reputation .....	s.48
Reinstatement of Registration.....	s.49
<b>PART 6: OTHER REGISTERS OF NON-REGULATED MEMBERS.....</b>	<b>24</b>
Non-Regulated Member Categories .....	s.50
Registration of non-regulated members .....	s.51/52
Renewal and Reinstatement of non-regulated members .....	s.53
Information in the Non-Regulated Members Register .....	s.54
Disclosure of Information about non-regulated members .....	s.55
Privileges of Non-Regulated Members.....	s.56
Use of Titles by non-regulated members .....	s.57

<b>PART 7: STATUTORY ADMINISTRATION .....</b>	<b>26</b>
Expenses .....	s.58
Remuneration.....	s.59
Renewal Deadline .....	s.60
Costs, Fees, Levies and Assessments.....	s.61
Forms, Notices, and Decisions .....	s.62
Publication of Information Respecting a Hearing or Appeal.....	s.63
Publication of Information on Orders of Hearing Tribunals, Complaint Review Committees, or Appeals .....	s.64
College Website .....	s.65
Standards of Practice and Code of Ethics .....	s.66
Continuing Competence Program Conditions .....	s.67
Approval and Amendment of Bylaws.....	s.68
<b>PART 8: OPERATIONS ADMINISTRATION .....</b>	<b>29</b>
College Seal .....	s.69
Execution of Documents .....	s.70
Reporting Year .....	s.71
Banking Arrangements.....	s.72
Credit Arrangements .....	s.73
Omissions and Errors .....	s.74
Dispute Resolution.....	s.75
Indemnification of Members of Council, Volunteers, Staff, and Others.....	s.76
Employment Conditions.....	s.77
Invalidity of any provisions of this bylaw .....	s.78
Effective Date .....	s.79
<b>CERTIFIED to be the Bylaws of ACSLPA</b>	<b>31</b>

## OBJECTS OF THE COLLEGE

The Alberta College of Speech-Language Pathologists and Audiologists (ACSLPA) exists to serve and protect the public interest in accordance with the *Health Professions Act* and other applicable legislation.

## PART 1: DEFINITIONS AND APPLICATION

### Bylaws in Force

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

### Definitions

- 2 (1) Other than as specified in these bylaws, words and expressions defined in
  - a) *Health Professions Act (HPA)*,
  - b) the Speech-Language Pathologists and Audiologists Profession Regulation (SLPAPR),
  - c) the Interpretations Act, or
  - d) a relevant statute of Alberta.

have the same meanings when used in these bylaws. If a word has multiple meanings in different statutes, the meaning that is most relevant to the intent of the bylaws should be used.

(2) In these bylaws:

- a) “Act” and “HPA” means the *Health Professions Act*,
- b) “College” means the Alberta College of Speech-Language Pathologists & Audiologists,
- c) “Council” means the Council of the College,
- d) “incapacity” refers to being incapacitated as determined under with section 118(4) of the *Act*,
- e) “Officers” means the president and vice-president of the Council,
- f) “Officials” means the Chief Executive Officer (CEO) and individuals named to an office identified in the *Health Professions Act* or another named statute and their designates who act on their behalf using delegated statutory authority,
- g) “Primary residence” means where the person typically resides using the same decision- making process as used by the Canadian Revenue Agency (CRA),
- h) “Regulations” and “SLPAPR” means the Speech-Language Pathologists and Audiologists Profession Regulation.

### Reference Aides

- 3 In these Bylaws:
  - a) Objects of the College,
  - b) the table of contents,
  - c) section headers,
  - d) amendment notations, and
  - e) statutory citations after the end of a section or schedule,

are not part of the bylaws but are inserted for convenience of reference.

## PART 2: COUNCIL

### Division 1 – Council Organization

#### Composition of Council

4 (1) The Council consists of:

- a) six (6) eligible regulated members selected in accordance with these bylaws,
  - b) six (6) public members appointed by the Lieutenant Governor in Council in accordance with the *Act*, and
  - c) non-voting members, as provided for in section 17 of these bylaws.
- (2) At least one regulated member referred to in subsection 4(1)(a) must be a speech-language pathologist and at least one must be an audiologist.

#### Eligibility

5 A regulated member is eligible to be a regulated member of Council unless that individual:

- a) is named on the courtesy register,
- b) is serving as a director, officer, or senior employee of a professional association or labour union that represents members of a regulated health profession,
- c) has not completed the requirements for registration renewal or is not in compliance with conditions placed upon their registration,
- d) has not completed the requirements of the continuing competence program or is not in compliance with competence program related conditions placed upon their registration,
- e) is subject to a direction due to incapacity under the *Act* or a similar enactment in any jurisdiction, unless the nominations committee if the person is a candidate for Council, or the Council if the person is a member of Council, determines that the person's incapacity does not make them ineligible to be a member of Council,
- f) has been found guilty of unprofessional conduct or has agreed that their conduct was unprofessional conduct under the *Act* or a similar enactment in any jurisdiction, unless:
  - (i) at least 3 years have passed since all conditions arising from the finding are resolved to the satisfaction of the appropriate authority, or
  - (ii) the nominations committee if the person is a candidate for Council, or the Council if the person is a member of Council, determines that the person's conduct does not make them ineligible to be a member of Council.
- g) has been found guilty of a criminal offence or has received a judgment against them related to their professional practice or the role of a member of Council in a civil action, unless:
  - (iii) at least 3 years have passed since all conditions arising from the verdict or judgement are resolved to the satisfaction of the appropriate authority, or
  - (iv) the nominations committee if the person is a candidate for Council, or the Council if the person is a member of Council, determines that the conviction or judgement does not make the person ineligible to be a member of Council.
- h) has worked as an employee or contractor for ACSLPA for more than 500 hours within the two (2) years preceding the start of their term on Council,

- i) has their primary residence outside of Alberta or practices primarily outside of Alberta, unless the arrangement is temporary with a foreseeable end date,
- j) has not held an active practice permit within 3 years.

### **Duties and Powers of Council**

**6** Council may exercise the powers and duties granted to a Council in accordance with the *Act* and these bylaws, including:

- a) selecting from among the members of Council an individual to be president for the purposes of the *HPA* and these bylaws, and an individual to be vice-president for the purposes of these bylaws,
- b) appointing, in accordance with these bylaws and the *Act*, an individual to each of the following offices:
  - (i) Registrar, for the purposes of the *Act* and any other duties prescribed to the Registrar by the Council,
  - (ii) Chief Executive Officer (CEO) to administer the business and operations of the corporation,
  - (iii) Privacy Officer or equivalent in accordance with applicable privacy legislation and the policies of the College.
- c) establishing each of the following statutory committees by approving their terms of reference:
  - (i) registration committee, and
  - (ii) competence committee.
- d) appointing, in accordance with these bylaws and the *Act*, regulated members to a membership list to be used for appointing members to hearing tribunals and complaint review committees,
- e) designating members of Council to sit as a panel of Council in accordance with the *Act* for the purpose of hearing registration reviews under Part 2 and appeals under Part 4 or section 118, considering applications to vary orders under s. 93, and designating a member of the panel to act as chair,
- f) designating members of Council to committees of Council and establishing terms of reference for the same, as required by these bylaws and Council policy,
- g) approving and adopting regulations and bylaws in accordance with the *Act*,
- h) approving and adopting the following documents for the purpose of regulating and directing the practice of regulated members:
  - (i) standards of practice,
  - (ii) a code of ethics,
  - (iii) guidelines,
  - (iv) advisory statements,
  - (v) protocols, and
  - (vi) any other documents or resources the Council deems necessary to achieve its mandate under the *Act*.
- i) approving policies that govern the Council and its members in the discharge of Council duties, monitoring conformance, and taking corrective action, when necessary,



- j) approving policies that govern the delegation of powers and duties to College officers and statutory committees, monitoring conformance, and taking corrective action when necessary,
- k) approving an operations plan and operating budget for the College, monitoring progress, and taking corrective action, when necessary,
- l) approving all fees and levies prescribed under the *Act*,
- m) undertaking reasonable due diligence to ensure that the College fulfills its statutory mandate and complies with all relevant legal and fiduciary responsibilities.

### **Conduct of Council Members**

- 7** Council members, when acting in their Council capacity, shall conduct themselves in accordance with a Council Code of Conduct that may be adopted by the Council.

### **Term of Office**

- 8** (1) The regular term of office for a regulated member of Council is three years.
- (2) A regulated member of Council is eligible for a maximum of three consecutive terms.
- (3) Terms start on January 1 and end on December 31.
- (4) Term starts may be staggered so that, to the extent practicable, approximately 1/3 of regulated member terms shall end in any given year. To this end:
- a) Council may direct that terms for upcoming vacancies be shortened to 1 or 2 years if needed to achieve a more balanced term rotation and candidates shall be so advised ahead of their selection to Council, and
  - b) the Nominations Committee may establish processes in policy for advising candidates of shortened terms when they exist and, if there are multiple vacancies of differing term lengths, for deciding which candidate is selected to which term.
- (5) The terms of office for public members shall be in accordance with their appointment by the Lieutenant Governor in Council and the *Act*.

### **Council Officers**

- 9** (1) Council shall select from among the members of Council a president and vice-president, in accordance with Council policy. If one of either the president or vice-president is a public member, the other must be a regulated member.
- (2) The selection of officers for the coming Council term should typically take place each year between October 1 and December 31, unless the president or vice-president resigns permanently or becomes ineligible before the natural end of their term as president or vice-president, in which case the Council shall select a new officer within 3 months.
- (3) The term of office for an officer is one calendar year, starting January 1 and ending on December 31, except if the officer is selected in accordance with subsection 2 in which case the term shall commence at the earliest opportunity and end on December 31.
- (4) An officer may be re-selected by Council subject only to their term limits as a member of Council.

(5) The president shall:

- a) perform the duties required of the president in accordance with the *HPA*,
- b) chair Council meetings, except if the chair duties have been delegated to the vice-president or another member of Council for any reason,
- c) be a spokesperson for the Council to external parties, if needed, or delegate the role of spokesperson to another member of Council,
- d) establish and maintain the reporting relationship and accountability of the Registrar and the CEO to Council, and
- e) refrain from voting except to cast the deciding vote on any matter before Council where there would otherwise be a tie vote.

(6) If the president is temporarily absent or unable to act, or at the request of the president, the vice president shall perform the duties and exercise the powers of the president.

(7) If the president and vice-president are temporarily absent or unable to act, Council shall determine who shall perform the duties and exercise the powers of the president.

## **Division 2 – Selection of Council Members**

### **Filling Regulated Member Vacancies on Council**

- 10** (1) When there is a current or anticipated deficiency in the number of regulated members on Council, the vacancy or vacancies shall be filled in accordance with these bylaws.
- (2) Where there is a current or anticipated deficiency in the number of appointed public members on Council, the vacancy or vacancies may be identified to the Minister of Health at the earliest possible opportunity.

### **Nominations for Regulated Member Council Positions**

- 11** (1) A call for nominations will be circulated to regulated members when:
- a) the term of one or more regulated members of Council will end in that year resulting in a vacancy, or
  - b) one or more regulated members of Council resigns or is terminated more than 8 months before the end of their term.
- (2) Any regulated member in good standing may send in nominations to the Nominations Committee.
- (3) Nominations must be endorsed by at least three regulated members.
- (4) Nominated members must indicate their eligibility under section 5 of the bylaws as well as their intention to assume the duties and responsibilities of a Council member if selected.
- (5) The call for nominations:
- a) must be open for at least 21 consecutive days, and
  - b) shall open after June 1 and close no later than July 3.

## **Nominations Committee**

- 12** (1) The Council shall establish a Nominations Committee for the purpose of vetting candidates for Council against the eligibility criteria for Council, ensuring a fair and transparent selection process for Council members, and other duties as may be assigned by the Council.
- (2) The Nominations Committee must consist of not fewer than 3 regulated members of the College and may also include one public member of Council, and the Council must designate a member of that committee to act as chair.
- (3) The Council shall, by terms of reference and policy, direct the Nominations Committee to carry out its powers and duties.
- (4) The Nominations Committee may establish policies sufficient for the purpose of fulfilling its mandate which may include processes for vetting candidates, rules for casting and counting ballots, resolving ties and disputes, announcing selection results, and preventing undue influence by anyone over selection outcomes.
- (5) Policies established for vetting candidates may include a process for assessing eligibility in accordance with section 5, subsections (e), (f), and (g) of these bylaws, and if they do, the policies should include considerations that address fairness and confidentiality while also seeking to protect the integrity of the profession.

## **Selection of Regulated Members of Council**

- 13** (1) The Nominations Committee shall meet within six weeks of the close of nominations to vet the available nominations against the eligibility criteria established in these bylaws.
- (2) Any regulated member who is considered ineligible for Council shall be provided notice, with reasons, and shall be given one week to respond by withdrawing their candidacy or by presenting additional proof of their eligibility to the satisfaction of the Nominating Committee.
- (3) After the vetting process is complete:
  - a) if the number of eligible candidates exceeds the number of vacancies there shall be an election in accordance with these bylaws,
  - b) if the number of eligible candidates is equal to the number of vacancies, the candidates shall be acclaimed to Council in accordance with these bylaws, or
  - c) if the number of eligible candidates is less than the number of vacancies, the remaining vacancies may be filled by appointment in accordance with these bylaws.
- (4) Further to subsection (3), if the initial number of eligible candidates changes before the polls close in an election or before an acclamation is declared by Council, the outcome prescribed by subsection (3) shall be applied using the new number of candidates.

## **Election of Regulated Members**

- 14** (1) When elections are held, the polls shall be open for a period of at least 21 days and shall close no later than October 31.
- (2) All regulated members on an ACSLPA general register and in good standing are eligible to cast one ballot for each vacancy on Council.

- (3) If there is a profession-specific vacancy that must be filled to comply with the Council composition requirements of these bylaws, and more than one eligible candidate is available for the vacancy, the regulated member of that profession who received the most votes will be named to fill that vacancy.
- (4) Except as provided for in this section and in subsection 8(4), the candidate who receives the most votes will be named to fill the first vacancy on Council, the candidate who receives the second- most votes will be named to fill the second vacancy, and so on until all vacancies on Council are filled.

### **Acclamation of Regulated Members**

- 15(1) When acclamations are prescribed by these bylaws, the Nominations Committee shall declare each candidate for each available vacancy selected by acclamation and no vote will be held.
- (2) If there is a profession-specific vacancy that must be filled in order to comply with the Council composition requirements of these bylaws, and only one eligible candidate is available to fill the vacancy, the Nominations Committee shall declare that candidate selected by acclamation even if there is an election held to fill other vacancies.

### **Appointment of Regulated Members**

- 16(1) When appointments are prescribed by these bylaws, the Council may name eligible regulated members in sufficient numbers to fill all vacancies by appointment.
- (2) Prior to any Council appointment, the Nominations Committee shall meet to confirm the eligibility of proposed appointees against the eligibility criteria established in these bylaws and shall exclude anyone who is not deemed eligible.
- (3) The Council shall declare each candidate for each available vacancy selected by appointment and no vote shall be held.

### **Council Appointment of Non-Voting Members of the Public**

- 17(1) If a public member spot on Council has been vacated for more than six months, and the Council believes it is in the public interest to do so, the Council may appoint a person who is not a member of the College to fill a public member vacancy according to selection and eligibility criteria approved by the Council. This person shall be a non-voting member of Council in accordance with 4(1)(c) of the bylaws.
- (2) The term for a non-voting member of the public appointed by Council ends immediately if a public member is appointed to that vacancy by the Lieutenant Governor in Council pursuant to the *Act*.
- (3) A non-voting member of the public appointed by Council cannot participate in a review under Part 2 or an appeal under Part 4 of the *Act*.
- (4) A non-voting member of the public appointed by Council is eligible for honorariums and reimbursement of expenses at the same rates and in the same manner as regulated members of Council.

## Unplanned Vacancies

- 18** (1) When an unplanned vacancy or vacancies occur among regulated members of Council:
- a) if the vacancies are identified between April 1 and October 30, they shall be filled in accordance with sections 10 through 16 of these bylaws, or
  - b) if the vacancies are identified between October 31 and March 31, the Council may appoint eligible regulated members to fill the remainder of the vacated term(s) in accordance with section 16 of these bylaws.
- (2) Notwithstanding subsection (1)(a), if there are no members of one of ACSLPA's regulated professions on Council as a result of an unplanned vacancy, the Council may appoint a member of the unrepresented profession in accordance with s.16 for the remainder of the vacated term.

## Division 3 – Resignations and Removals from Council

### Resignation

- 19** (1) A regulated member of Council may resign at any time by delivering a notice in writing to the President. The resignation shall take effect immediately upon receipt of the notice or upon a date agreed upon by the Council member and the President. If the member resigning is the President, the notice shall be provided to the Vice President.

### Removal from Council

- 20** (1) A regulated member of Council may be removed by a two-thirds vote of the Council if the regulated member no longer meets the eligibility criteria for Council membership, if the regulated member violates the Council Code of Conduct, or if the regulated member is or has been engaged in any conduct or activity that undermines the College or its objectives.
- (2) A regulated member who is subject to a vote to be removed shall be given at least two (2) weeks' notice before the vote is to take place and may make representation on their own behalf to the Council before the vote is cast.
- (3) If a vote to remove a regulated member from Council passes, the President shall provide notice to the regulated member that their term has ended and shall declare a vacancy on Council effective on the date when the term ended.
- (4) If a vote to remove a regulated member from Council does not pass, then the member who is subject to the complaint shall not be removed and Council shall proceed to consider the seriousness of the issue and may take other action as deemed appropriate.
- (5) If a public member of Council violates the Council Code of Conduct or engages in conduct that harms the reputation and integrity of the College, the Council may decide by a two-thirds vote to send a letter to the Minister of Health or the Lieutenant Governor, or a designate of either, recommending that the public member be removed.
- (6) A public member who is subject to a vote to recommend their removal shall be given at least two (2) weeks' notice before the vote is to take place and may make representation on their own behalf before the vote is cast.
- (7) A member of Council who is subject to removal may name someone to make representation on their behalf if they are unable to do so on their own behalf due to medical condition or another protected ground.

## Removal from Office

- 21** (1) The President or Vice President may be removed from office by a majority vote of the Council.
- (2) The former President or Vice President shall remain on Council until the natural end of their term on Council unless they are removed by a separate vote or resign from Council in accordance with these bylaws.

## Division 4 – Management and Conduct of Council Affairs

### Proceedings for Council and Council committee meetings, reviews, and appeals

- 22** (1) Council may establish rules for Council and committees or panels of Council in the form of policies and terms of reference which address:
- a) the calling of meetings, reviews, and appeals, and the form of notices,
  - b) rules of order for the conduct of meetings, reviews, and appeals,
  - c) virtual attendance, virtual meetings, and electronic voting,
  - d) attendance by observers,
  - e) announcing upcoming meetings, reviews and appeals, the broadcasting and recording of same, and public reporting if any,
  - f) the taking and keeping of minutes,
  - g) recording decisions and providing notice to affected parties, and
  - h) establishing terms of reference for Council committees and panels including the selection of members and of the appointment of members of Council to act as committee or panel chair.
- (2) Rules for Council meetings, reviews, and appeals should seek to enhance the accountability and transparency of Council's activities without jeopardizing reasonable and prudent privacy, confidentiality, and operational considerations.
- (3) Rules for Council meetings, reviews, and panels may be available on the ACSLPA website.

### Regular Council Meetings

- 23** (1) A Regular Council Meeting is any meeting of Council for which at least two weeks' notice is provided to members of Council but does not include special meetings or other meetings.
- (2) Council shall hold a Regular Council Meeting at least four (4) times per year to discharge its duties and powers under the *Health Professions Act* and these bylaws.
- (3) 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 member of Council. No other notice is required for any such periodic meeting, except where these bylaws or a rule adopted by the Council requires the purpose of the meeting or the business to be transacted at the meeting to be specified.
- (4) If Council changes the date, time, or place of a regular Council meeting, it must provide at least forty-eight (48) hours' notice of the change to each member of Council and anyone else entitled to notice in accordance with a rule adopted by the Council.

- (5) Notwithstanding anything in this section, if a meeting time or location becomes unworkable within forty-eight (48) hours of a scheduled meeting due to unforeseen or emergent circumstances, best efforts will be made to communicate the change and find an alternative that is similar or proximate to the originally scheduled event or the meeting will be cancelled and rescheduled.
- (6) For the purposes of this section, a virtual location is equivalent to a physical location for a meeting. A virtual location includes a meeting link, meeting ID number, a meeting application, and anything else required to enable and attend a meeting using virtual technology.

### **Special Meetings of Council**

- 24** (1) Special meetings of Council may be called in accordance with Council policy for addressing specific time-sensitive matters which should not wait for a Regular Council Meeting.
- (2) Special meetings will be held virtually and at the ACSLPA offices unless the person or persons who call the special meeting designate an alternate place within the province of Alberta and one-half (1/2) of the members of Council agree in writing to the location.
- (3) Notice of the time, date and place of a special meeting of Council shall be given to each Member of Council not less than forty-eight (48) hours before the time when the meeting is to be held.
- (4) A special meeting may be held with less than forty-eight (48) hours' notice if two-thirds (2/3) of the Council agrees to this in writing or by vote before the beginning of the meeting.
- (5) Special meetings shall be reserved for addressing specific time-sensitive matters which should not wait for a Regular Council Meeting.
- (6) The matter or matters to be discussed shall be stated within the notice calling the Special meeting.
- (7) No other matter other than that stated in the notice calling the special meeting may be conducted at the meeting.
- (8) For the purposes of this section, a virtual location is equivalent to a physical location for a meeting. A virtual location includes a meeting link, meeting ID number, a meeting application, and anything else required to enable and attend a meeting using virtual technology.

### **Other Meetings**

- 25** (1) Council, or a subset of Council, may gather or meet for informal purposes to be determined from time to time including but not limited to education, training, orientation, team building, and generative discussion.
- (2) No decision of Council can be made at an "Other" meeting, and no decision made at an "Other" meeting of Council is binding on ACSLPA or any person.
- (3) Rules for "Other" meetings may be developed which may be different from the rules for general, special, and committee meetings, particularly in respect of the need for transparency and reporting.

### **Emergency Powers**

- 26** (1) In the event of a critical incident that requires immediate Council authority, and a Special Meeting cannot be called quickly enough in the circumstances, the Executive Committee may make emergency decisions in the best interests of the College or the public on behalf of the Council.

- (2) When the Executive Committee makes an emergency decision, all members of the Council, the Registrar, and the CEO shall be notified of the decisions made and a Special Meeting shall be called at the earliest opportunity for the purpose of reviewing the relevant matters and decisions made, unless a regular meeting is scheduled to take place within the same timeframe in which a special meeting could be called.

#### **Quorum for meetings of Council, Council committee meetings, and panels**

- 27** (1) No meeting of Council or any Council committee except an Emergency Committee, or a review or appeal before a Council panel, shall be held unless a quorum is present.
- (2) Quorum for a meeting of Council shall be one-half (1/2) of the current members of Council and must include at least one public member and one regulated member.
- (3) Quorum for a committee of Council shall be one-half (1/2) of the current members of the committee or panel unless a different quorum is specified in the committee's terms of reference or other record specifying the committee's composition.
- (4) Quorum for a panel hearing and deciding an appeal under Part 4 or section 118, a review under Part 2, or an application to vary an order under section 93 of the *Act*, is two Council members, and the number of public members must be in accordance with section 12 of the *Act*.
- (5) Notwithstanding any other rules of quorum in these bylaws, or any terms of reference, or other establishing document, the ability of Council and of Council committees to meet and conduct substantive business shall not be affected by the absence of public members in public member positions on Council to which the Lieutenant Governor in Council has not appointed an individual.
- (6) Where one-half (1/2) of the Council or a Council committee is not a whole number, quorum shall be taken as the whole number which is closest to and greater than one-half.

#### **Council Committees**

- 28** (1) The Council may establish standing or ad hoc Council committees through terms of reference.
- (2) Council committees should include a public member unless a public member is unavailable to serve despite making reasonable attempts to secure participation.
- (3) Council may delegate decision-making authority to Council committees via terms of reference. Any decisions made by a Council committee through the committee's Council-delegated authority shall be reported to Council at the next regular Council meeting.

## **PART 3: COLLEGE OFFICIALS, STATUTORY COMMITTEES, AND TRIBUNALS**

### **Division 1 – Constitution, Powers, and Duties**

#### **Eligibility**

- 29** (1) Regulated members of Statutory Committees and Tribunals must meet the eligibility criteria for regulated members of Council set out in section 5 of these Bylaws.
- (2) College Officials are not required to be regulated members of the College, however:
- a) a College Official who is a regulated member of the College must meet the eligibility criteria for regulated members of Council set out in section 5 of these Bylaws,



- b) a College Official who is not a regulated member of the College must meet the eligibility criteria set out in subsections 5(b), (g) and (i), and
- c) College officials may be subject to a background check that, at the discretion of Council may include issues with ethics, standards, tax law, securities law, embezzlement, sexual assault or sexual harassment, harassment, discrimination, debt, extortion, or other matters.

### **Conduct of College Officials, Statutory Committees, and Tribunals**

- 30** (1) College officials, statutory committee members, and tribunal members, when acting in their appointed capacity, shall conduct themselves in accordance with a Code of Conduct which may be approved by the Council.

### **Delegation**

- 31** (1) Whenever Council exercises its discretion to delegate any of its powers or duties to one or more persons or committees, it shall keep records of the delegation which may include any conditions imposed on the delegation and may give consideration to performance monitoring.
- (2) An individual or committee appointed by the Council may delegate any of its powers or duties to one or more individuals or committees subject to the *Act*, these bylaws, and any conditions imposed by Council.
- (3) Whenever an individual or committee exercises its discretion to delegate any of its powers or duties to one or more individuals or committees, it shall keep records of the delegation which may include any conditions imposed on the delegation and may give consideration to performance monitoring.
- (4) Where the *Act* provides for a choice among a list of individuals and/or committees to be specified by bylaw, the individual or committee specified by the bylaw cannot delegate those powers or duties to another from the same list.
- (5) Records for the purposes of this section may include employment contracts, policies, terms of reference, a motion of Council or of a committee recorded in meeting minutes, or letters of instruction.

### **Appointments**

- 32** (1) The Council or its delegate shall appoint individuals to offices or committees for the purposes of the *Act* and these bylaws.
- (2) The Council or its delegate may appoint an individual to act in an interim capacity should the primary individual appointed to the office or position be absent or unable to act, or when there is a vacancy in the office or committee position.
- (3) Whenever Council or its delegate appoints an individual to an office or committee, it shall keep records of the appointment which may include any conditions imposed on the appointment and may give consideration to performance monitoring.
- (4) Records for the purposes of this section means a motion of Council recorded in accordance with the rules for Council proceedings, a letter of appointment, or any other relevant records.

## **Appointment of Registrar**

- 33** (1) The Council shall appoint an individual as Registrar for the purposes of the *Act* who shall also be the senior regulatory leader for the College.
- (2) The Registrar may also be appointed as the CEO, the Privacy Officer or equivalent for the purposes of relevant privacy legislation, the Health and Safety Representative or equivalent for the purposes of relevant occupational health and safety legislation, the Interim Complaints Director or the Interim Hearings Director.
- (3) On receipt of a complete application for registration, the Registrar must consider the application and make a decision in accordance with sections 29 and 30 of the *Act* except if the decision is the responsibility of the Registration Committee in accordance with the Regulations or these bylaws.
- (4) On receipt of a complete application for renewal, the Registrar must consider the application and make a decision in accordance with sections 38 and 40 of the *Act* except if the decision is the responsibility of the Registration Committee in accordance with these bylaws.
- (5) If the Registrar is satisfied that a regulated member does not comply with conditions imposed under section 40(2) of the *Act* within the time specified, the Registrar may cancel the regulated member's practice permit in accordance with section 43 of the *Act*.
- (6) If the conditions were imposed under section 40(2) of the *Act* by the Registration Committee or Competence Committee, the Registrar may, in their sole discretion, refer the matter back to the committee that imposed the conditions to make a decision under section 43 of the *Act*, and if the Registrar does not refer the matter back to the committee, the Registrar must notify the committee of the Registrar's decision under section 43 of the *Act*.

## **Appointment of Complaints Director and Hearings Director**

- 34** (1) The CEO shall appoint an individual as Complaints Director and an individual as Hearings Director for the purposes of the *Act* and shall report the appointments to Council.
- (2) The Complaints Director and Hearings Director may delegate any of their powers or duties to one or more persons or committees subject to the *Act*, these bylaws, and any conditions imposed by the CEO.
- (3) The CEO may appoint themselves or another individual to the role of Complaints Director or Hearings Director in an interim capacity in the temporary absence or incapacity of the Complaints Director or Hearings Director subject to section 20(3)(a) of the *Act*. An individual may not act as interim Hearings Director in any matter where they have acted as interim Complaints Director or vice versa.

## **Registration and Competence Committees Established**

- 35** (1) A Registration Committee and a Competence Committee are established and shall act in accordance with these bylaws and their Council-approved Terms of Reference.
- (2) The Registrar shall appoint the members of each committee in accordance with the committee Terms of Reference and shall report the appointments to Council.
- (3) The Registrar shall designate a member of the Registration Committee and of the Competence Committee to act as Chairs for their respective committees for the purposes of the *Act*. The Registrar shall report Chair appointments to Council.

## Registration Committee

### 36 The Registration Committee:

- a) shall, on receipt of a complete application for registration or reinstatement, consider the application and make a decision in accordance with sections 29 and 30 of the *Act* if:
  - (i) the applicant graduated from a program that has not been approved by the Council, or
  - (ii) the applicant has not practiced speech-language pathology or audiology for a period of five (5) years prior to the receipt of the complete application,unless
  - (iii) the applicant is registered in good standing in another jurisdiction in Canada, or
  - (iv) the applicant's registration was canceled under Part 4.
- b) shall, on receipt of a complete application for renewal, consider the application and make a decision in accordance with sections 38 and 40 of the *Act* if the regulated member has not practiced speech-language pathology or audiology in any province in Canada for a period of five (5) years prior to the receipt of the complete application.
- c) may, if satisfied that a regulated member does not comply with conditions imposed by the committee under section 40(2) of the *Act* within the time frame specified, direct the Registrar to cancel the member's registration and practice permit,
- d) may establish or adopt any policies and processes necessary to fulfill its mandate, and
- e) may provide advice to the Registrar, upon request, on the qualifications of an applicant, renewing member, or reinstating member, and on policy matters related to registration, renewal, and reinstatement.

## Competence Committee

### 37 The Competence Committee:

- a) may provide recommendations to the Council on continuing competence requirements, the continuing competence program, and the assessment of competence requirements,
- b) shall undertake all duties required of the committee in accordance with their terms of reference and the Continuing Competence Program established in the Standards of Practice and Continuing Competence Program Manual.
- c) may, if satisfied that a regulated member does not comply with conditions imposed by the committee under section 40(2) of the *Act* within the time frame specified, direct the Registrar to cancel the member's registration and practice permit,
- d) may establish or adopt any policies and processes necessary to fulfill its mandate,
- e) may provide advice to the Registrar upon request on the competence of a regulated member and on matters of policy and process related to continuing competence.

## Division 2 – Management and Conduct of Committees, Hearings, and Reviews

### Proceedings for Meetings of Statutory Committees and Tribunals

- 38** (1) Statutory committees and tribunals may adopt rules for the conduct of meetings, hearings, and reviews that address the following:
- (a) rules of order for the conduct of meetings,
  - (b) virtual attendance, virtual meetings, and electronic voting,
  - (c) attendance at meetings by observers, applicants, regulated members, and their representatives,
  - (d) providing information about upcoming meetings, and
  - (e) the taking and keeping of minutes, preparation of decisions, and sending of notices.
- (2) Rules should seek to enhance the accountability and transparency of the College's activities without jeopardizing reasonable and prudent privacy, confidentiality, and operational considerations.
- (3) Rules for proceedings may be published on the ACSLPA website.

### Quorum for meetings of Statutory Committees and Tribunals

- 39** (1) No meeting of a statutory committee or tribunal shall be held unless a quorum is present.
- (2) Quorum for meetings of the Registration Committee and Competence Committee shall be one-half of the current members of the Committee. Where one-half of the Committee or Tribunal is not a whole number, quorum shall be taken as the whole number which is closest to and greater than one-half.
- (3) If the Registration or Competence Committee is meeting to make a decision affecting the practice rights of an SLP or Audiologist, at least one committee member present must be from the same profession.
- (4) Quorum for a Tribunal or Complaint Review Committee is two regulated members, and the number of public members must be in accordance with section 12 of the *Act*.

## Division 3 – Resignations and Removals

### Resignation

- 40** (1) College Officials may only resign in accordance with their employment contract if they are employees.
- (2) A regulated member of a statutory committee or tribunal may resign at any time by delivering a notice in writing to the person or official who appointed them.

### Removal from Office

- 41** Other College officials and members of statutory committees and tribunals may be removed by the person or official who appointed them if they:
- (a) no longer meet the eligibility criteria for their appointment,
  - (b) violate the Council Code of Conduct,
  - (c) in the case of College officials who are employees of the College, upon the termination of their employment.

## PART 4: REGISTERS OF REGULATED MEMBERS

### Information in Registers

- 42** (1) In addition to information required by the *Act*, the Registrar may enter the following information for each regulated member into the appropriate category of register:
- (a) whether the regulated member is the subject, under Part 4 of the *Act*, of an ongoing investigation under Division 3, hearing under Division 4, or Appeal under Division 5.
  - (b) whether the regulated member has been found guilty of unprofessional conduct or has agreed that their conduct was unprofessional conduct within the prior five (5) year period unless a different period of time is specified in the *Act*.
- (2) In addition to any other information required by the *Act* or Regulations, all regulated members and applicants must provide to the Registrar the following information:
- (a) their legal first, middle, and last name,
  - (b) their preferred name if they practice under a name that is not their legal name,
  - (c) proof of legal name change, if their name is changed or does not match records submitted to the College,
  - (d) their date of birth,
  - (e) a home address, which cannot be a P.O. box address,
  - (f) a mailing address for the purpose of receiving confidential correspondence and notices,
  - (g) an email address for the purpose of receiving confidential electronic correspondence and notices,
  - (h) a phone number at which they can be reached during business hours,
  - (i) proof of education, training, and experience acceptable to the Registrar,
  - (j) information on their regulated professional practice including:
    - (i) employer addresses and phone numbers,
    - (ii) practice locations,
    - (iii) areas of practice,
    - (iv) specializations,
    - (v) names of all supervisors,
    - (vi) other professional registrations in Alberta or in other jurisdictions,
  - (k) information about regulated members requested by the Minister under section 122 of the *Act*, which includes but is not limited to the regulated member's gender,
  - (l) information respecting each of the regulated member's education credentials relevant to the practice of speech-language pathology or audiology earned at a post-secondary institution:
    - (i) the type of credential,
    - (ii) the year the credential was granted, and
    - (iii) the name of the institution that granted the credential and the country in which the institution was located,
  - (m) the number of hours the regulated member has worked in the applicable profession in the previous five (5) years.

- (3) The Registrar may remove information from a register when the College has no legal or business reason to retain the information, or when the Registrar is satisfied that the information is incorrect.

### Disclosure of Register Information

**43** In addition to the disclosure of information required by the *Act* and regulations, the following information on each regulated member will be available through the register and may be published on the College website:

- (a) the start date of an upcoming registration or active practice permit if a registration, renewal, or reinstatement is complete but has not yet come into effect,
- (b) any information entered into a register in accordance with section 33(3) of the *HPA* including subsections (c), (d), and (h).

**44** The Registrar may, with the consent of a regulated member, publish information on the ACSLPA website that enables members of the public to find regulated members based on geography, language of professional services, practice specialization, or other parameters, at the discretion of the Registrar. This information shall be separate from the registers of regulated members.

## PART 5: REGISTRATION AND REINSTATEMENT

### Recognition of Regulated Professionals Registered in Other Jurisdictions

- 45** (1) For the purposes of section 28(2)(b) of the *Act*, an applicant may provide evidence of competence in the practice of the profession by being registered as an active, regulated, practicing speech-language pathologist or audiologist in a province or territory of Canada.
- (2) For greater clarity, the term “regulated” in the section above means:
- (a) the professional practice of the applicant is governed by legislation enacted by the provincial or territorial legislature, and
  - (b) is subject to oversight by a regulatory body that is responsible for establishing, maintaining, and enforcing, requirements substantially similar to those listed in section 3(1) of the *Act*.
- (3) Applicants who meet the requirements of this section shall have their qualifications assessed in accordance with Part 1 of the *Labour Mobility Act* and the *Labour Mobility Regulation*.

### Professional Liability Insurance

- 46** (1) Unless exempted in policy, all applicants applying for registration and all regulated members at renewal or upon request by the Registrar, must provide evidence satisfactory to the Registrar that they hold and continue to hold professional liability insurance in their own name that provides for the following:
- (a) a minimum of \$2,000,000 (two million dollars) PLI (malpractice) insurance per occurrence,
  - (b) an extended reporting period (ERP) provision for a minimum period of two (2) years,
  - (c) coverage for the type of professional services being provided by the regulated member, and
  - (d) coverage in the geographic area in which the services are being provided, which should generally include both the location of the regulated member and the recipient of the services.
- (2) Evidence that an applicant or regulated member is covered under an employer policy will not be accepted as meeting the professional liability insurance requirement.

- (3) An applicant may be registered without meeting the requirements of this section if proof of registration is required as a condition of receiving professional liability insurance. In such cases, the Registrar shall apply a condition to the practice permit prohibiting the regulated member from providing a professional service until the condition is removed. The condition will be removed by the Registrar at the earliest opportunity upon receipt of evidence that the regulated member holds insurance that meets the requirements of this section.

### **English Language Proficiency**

- 47** (1) All applicants, unless exempted in policy, must provide evidence that they are sufficiently proficient in the English language to provide professional services in English.
- (2) Evidence of English language proficiency includes:
- (a) graduating from a university program in audiology or speech-language pathology (as applicable) taught in the English language, which must include didactic learning and clinical practicums,
  - (b) achieving a registration committee-approved score on a committee-approved English language proficiency test,
  - (c) confirmation of English language proficiency by any other jurisdiction recognized in accordance with section 45 of the bylaws, or
  - (d) confirmation of English language proficiency acceptable to the Registrar or Registration Committee, as applicable.

### **Good Character and Reputation**

- 48** (1) All applicants applying for registration and all regulated members at renewal or upon request by the Registrar, must provide evidence of having good character and reputation.
- (2) The Registrar may request any or all of the following as evidence of good character and reputation, depending on the circumstances:
- (a) graduating from a university program in audiology or speech-language pathology (as applicable) without any academic misconduct finding reported on their university records,
  - (b) a clear police information check or an equivalent acceptable to the Registrar,
  - (c) a positive reference from a colleague, supervisor, professor, or other qualified individual,
  - (d) a letter of good standing or similar record from another professional regulatory body,
  - (e) a statement by the applicant as to whether the applicant is currently undergoing an unprofessional conduct process or has been previously disciplined by another professional regulatory body,
  - (f) a statement by the applicant as to whether the applicant is currently facing charges for a criminal offense or civil charges for malpractice, has ever been convicted of a criminal offense or been found guilty of malpractice,
  - (g) evidence satisfactory to the Registrar or Registration Committee, as applicable, that the applicant has remediated their character and reputation if any of the preceding has indicated an absence of good character and reputation.
- (3) An applicant who has requested a police information check but has not yet received one may be registered with a condition that they produce a police information check satisfactory to the Registrar within 90 days of their initial registration.

## Reinstatement of Registration

- 49** (1) A former Regulated Member whose practice permit and registration were cancelled under the *Act*, except for under Part 4 of the *Act*, may make application to the Registrar within 5 years after the cancellation of their registration for their practice permit to be reissued and their registration to be reinstated. After five (5) years, a former Regulated Member must apply as a new applicant under section 28 of the *Act*.
- (2) The process and requirements for reinstatement are the same as the process and requirements for application and registration in accordance with Part 2 of the *Act* except for the following:
- (a) the former member must indicate their prior registration number on the application form,
  - (b) if the member owed any outstanding amounts to the College at the time of their cancellation, except for a renewal amount that was not paid, the outstanding amounts must be paid in full,
  - (c) 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, and
  - (d) 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.
- (3) If the College has records on file for the former member that are current enough to fulfill their purpose, including copies of academic transcripts, at the discretion of the Registrar such documents may not have to be resubmitted.

## PART 6: OTHER REGISTERS OF NON-REGULATED MEMBERS

### Non-Regulated Member Categories

- 50** The non-regulated members register established by the Council under section 33(1)(b) of the *Act* has the following categories:
- (a) retired member register.

### Registration of non-regulated members

- 51** Upon cancellation of general registration, a person may be registered on the retired member register if:
- (a) they were previously registered in good standing with ACSLPA,
  - (b) they are not registered or practicing in any other jurisdiction,
  - (c) their registration was cancelled voluntarily by completing all the required forms,
  - (d) there are no outstanding amounts owed to the College,
  - (e) they are of good character and reputation, and
  - (f) they have paid any applicable application and registration fees required by Council.
- 52** (1) Applications for registration as a non-regulated member shall be submitted to the Registrar who shall process them without unreasonable delay.
- (2) Upon receipt of an application, the Registrar may refuse, defer, or approve the registration:
- (a) if the decision is to defer or refuse the application, the Registrar shall provide reasons, and



- (b) if the decision of the Registrar is to register, the person shall be registered on the non-regulated member register.
- (3) The decision of the Registrar is final and cannot be appealed. An applicant may request that the Registrar reconsider their decision and may provide their case for reconsideration in writing.

### **Renewal and Reinstatement of non-regulated members**

- 53** (1) A non-regulated member's registration shall expire on a date specified by the Registrar, and which time the member may submit an application to renew.
- (2) If the Registrar does not receive a renewal application, along with any required fees or information specified by the Registrar or Council, by the expiry date their registration may be cancelled by the Registrar who will provide notice of the cancellation.
- (3) Non-regulated members applying for renewal or reinstatement of their non-regulated registration may be renewed or reinstated if they provide a completed application, pay any required fees, and continue to meet the requirements for their category of registration.

### **Information in the Non-Regulated Members Register**

- 54** (1) All non-regulated members and applicants must provide to the Registrar the following information, which will be included in the non-regulated member's register:
  - (a) their first, middle, last, and preferred name(s),
  - (b) a mailing address for the purpose of receiving correspondence and notices,
  - (c) an email address for the purpose of receiving electronic correspondence and notices,
  - (d) a phone number at which they can be reached,
- (2) The Registrar may remove information from a non-regulated register when the College has no legal or business reason to retain the information.
- (3) The registrar may correct or remove information from the non-regulated members register when the Registrar is satisfied that the information is incorrect.

### **Disclosure of Information about non-regulated members**

- 55** No information about an identifiable non-regulated member shall be disclosed to the public or another party except as required by an applicable statute of Alberta or Canada. Information may be reported or disclosed in aggregate as long as it does not lead to release of information about an identifiable individual.

### **Privileges of Non-Regulated Members**

- 56** All non-regulated members may:
  - (a) be on mailing lists and to receive general information on the practice of the professions that is circulated to regulated members,
  - (b) attend professional development provided by the College to members,
  - (c) participate in surveys and provide feedback on professional topics when requested, and
  - (d) if authorized by the Registrar, participate on non-statutory committees, work groups, or taskforces.

## Use of Titles by non-regulated members

**57** A non-regulated member may use the title:

- a) retired member of ACSLPA, or
- b) honorary member of ACSLPA.

## PART 7: STATUTORY ADMINISTRATION

### Expenses

- 58** (1) Regulated members of Council, committees, tribunals, and employees of the College are eligible for reimbursement of reasonable out-of-pocket expenses incurred in the conduct of ACSLPA business in accordance with policy established under Council authority.
- (2) Public members of Council shall be eligible for reimbursement of reasonable out-of-pocket expenses incurred in the conduct of ACSLPA business only if and when agreed to with the appropriate Government of Alberta or Ministry staff.
- (3) Contractors and third parties may be eligible for reimbursement of out-of-pocket expenses if agreed to by contract.

### Remuneration

- 59** (1) Regulated members of Council, non-voting members of Council, and regulated members of statutory committees and tribunals are eligible for remuneration in the form of honorariums when conducting ACSLPA business, in accordance with policy established under Council authority.
- (2) Employees of the College are eligible for remuneration including salaries, wages, benefits, and inducements in accordance with their employment contracts, College policy, and applicable Alberta Employment Standards.
- (3) Contractors and third parties may be eligible for remuneration in accordance with their contracts and applicable law.

### Renewal Deadline

- 60** Regulated members must apply for renewal of their registration and practice permit by end of day on December 31.

### Costs, Fees, Levies and Assessments

- 61** (1) Council shall approve all fees, levies, and assessments charged under the *Act* and may change them in accordance with the bylaws.
- (2) Notice shall be provided via the College website for a new fee, levy, or assessment, and for changes to an existing fee, levy, or assessment, as follows:
- (a) Sixty (60) days notice for new charges or increases in excess of \$100, and
  - (b) Thirty (30) days notice for any other new charges or increases.
- (3) By approving a fee charged under the *Act*, the Council establishes the fee as a mandatory fee to be paid in accordance with the *Act* and any conditions established when the fee is approved.
- (4) Any fee approved for a preceding year shall continue in subsequent years until or unless a different fee is approved, or the fee is discontinued by Council.

- (5) Costs and fees charged for any item or service that is not specifically under the *Act* may be administered in accordance with College policies.
- (6) Regulated members are not entitled to refunds, discounts, or credits for amounts charged under the *Act*. Refunds or credits, if any are provided, may be administered in accordance with College policies.

### **Forms, Notices, and Decisions**

- 62** (1) Except as otherwise required under section 120 of the *Act*, a form, notice, or decision required under the *Act* may be delivered electronically if the person who requires the form, notice, or decision:
- (a) has provided an electronic address for the purpose of receiving the applicable documents, and
  - (b) has agreed to receive the forms, notices, or decisions electronically in lieu of mail, certified or registered mail, or other means of service provided for under the *Act*.
- (2) A form, notice, or decision delivered electronically is considered received when it is sent unless a mail server indicates otherwise. A failure by the recipient to acknowledge receipt is as evidence that the document was not received.
- (3) Forms, notices, or decisions delivered electronically shall be saved to .pdf prior to sending unless the nature of the document prevents use of .pdf, in which case an appropriate and accessible file format may be selected.
- (4) Forms, notices or decisions will be delivered to the most recent mailing or electronic address provided by the intended recipient to a College Official. A failure by the intended recipient to check their mail, view their email, or provide timely change of address information to a College Official will not be taken as evidence that the document was not delivered.

### **Publication of Information Respecting a Hearing or Appeal**

- 63** (1) The Registrar, or their delegate, may publish information on the College website concerning scheduled hearings to be heard by a Hearing Tribunal or scheduled appeals to be heard by Council.
- (2) The information published under subsection (1):
- (a) may include the name and registration number of the investigated person, and the allegations or a summary of the allegations, subject to section 135.93(1) of the *Act*, and
  - (b) shall include the date, time, and location of the hearing or appeal and provide information on how to attend.

### **Publication of Information on Orders of Hearing Tribunals, Complaint Review Committees, or Appeals**

- 64** (1) Subject to sections 60(6), 119(1), 135.92, 135.93 of the *Act*, as applicable, the Registrar, or their delegate, may publish on the College's website, in whole, in part or in a summary form:
- (a) a decision by a Hearing Tribunal in which there is a finding of unprofessional conduct,
  - (b) a decision by a panel of Council in which there is a finding, or a finding is upheld, of unprofessional conduct,
  - (c) a ratified settlement agreement, if authorized to do so within the ratified settlement agreement, or
  - (d) a resolution agreement, if authorized to do so within the resolution agreement,
- and may include in the publication the investigated person's name.

- (2) With the consent of the investigated person, the Registrar, or their delegate, may publish on the College website decisions of the Hearing Tribunal, Complaint Review Committee or a panel of Council in which:
- (a) there is no finding of unprofessional conduct,
  - (b) in which a finding of unprofessional conduct that is set aside, or
  - (c) a complaint is dismissed,
- and may include in the publication the investigated person's name.
- (3) If a decision of a Hearing Tribunal or panel of Council is under appeal, the Registrar may publish the decision, or maintain publication of the decision, on the College's website and may include a notification that the decision is under appeal.
- (4) If a decision of a panel of Council is appealed to the Court of Appeal of Alberta, the Registrar, or their delegate, may publish a notation of the outcome of the appeal on the College's website in addition to the publication of the Hearing Tribunal and panel of Council decisions.
- (5) The Registrar, or their delegate, may distribute to the College's social media or other communication methods controlled by the College, in whole, in part or in summary form, a decision by a Hearing Tribunal, a decision by a panel of Council, a decision by a Complaint Review Committee, a settlement agreement or a resolution agreement that has already been published on the College's website and may include the investigated person's name.
- (6) The Registrar, or their delegate, may determine the length of time that decisions or agreements may be published on the College website, subject to the *Act*.

### College Website

- 65** In addition to information required on the College website under section 135.92(1) of the *Act*, the College may publish any information on its site:
- (a) that these bylaws permit to be published on the College's website,
  - (b) that relates to or informs about the activities of the College, or
  - (c) that assists the College in carrying out the activities and performing other duties and functions that align with the role of the College under the *Act*.

### Standards of Practice and Code of Ethics

- 66** (1) Council shall approve and adopt a Code of Ethics and Standards of Practice for the professions of speech-language pathology and audiology following an internal and external stakeholder feedback process in accordance with the *HPA*.
- (2) Internal stakeholder validation will be completed by regulated members and, when so directed by the Registrar or by Council, by select external stakeholders, prior to submitting to the Minister of Health for external feedback.
- (3) Council will consider the feedback that has been obtained via internal and external feedback processes prior to final approval and adoption.
- (4) The Code of Ethics will be reviewed at least every seven (7) years, or as required, based on new or revised legislation, and/or any new or impending changes in practice impacting professional ethics.
- (5) Standards of Practice will be reviewed as required, to address new or impending changes in professional practice, legislation, policy, or other developments.

## Continuing Competence Program Conditions

- 67** Conditions may be imposed on a regulated member within the continuing competence program in accordance with the *Health Professions Act* and the approved Standards of Practice applicable to the Continuing Competence Program.

## Approval and Amendment of Bylaws

- 68** (1) The bylaws may be reviewed as needed to address specific matters and shall undergo a full review at least every seven (7) years.
- (2) Any proposed amendments will be reviewed by Council and if the proposed amendments have an impact on regulated members in their professional practice or their rights within the College, the Council may direct that the proposed amendments be circulated to members for feedback. Minor revisions that are administrative or editorial in nature will not require member review.
- (3) The Council may consider feedback received from the members if such input was sought, provided that such input is received within the timeframe specified for feedback.
- (4) Amendments of the Bylaws must be approved and adopted by Council before coming into force.

## PART 8: OPERATIONS ADMINISTRATION

### College Seal

- 69** ACSLPA may have a College seal in the form approved by the Council, which may be used for the purpose of authenticating regulated member certificates or other official documents and records. If a College seal is approved by the Council, the Registrar shall be the custodian of the seal.

### Execution of Documents

- 70** (1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by ACSLPA may be signed by the CEO and/or other persons as the CEO may from time to time designate, direct or authorize.
- (2) Notwithstanding anything else in this section, the Council may direct by policy the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- (3) Any person with corporate signing authority may certify a copy of any instrument, resolution, bylaw or other document of the College to be a true copy thereof.

### Reporting Year

- 71** The College's financial and reporting yearend for the purposes of the annual report and financial audit shall be December 31 of each year.

### Banking Arrangements

- 72** (1) The banking business of the College shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the CEO may designate, appoint or authorize from time to time.
- (2) The banking business or any part of it shall be transacted by the CEO and/or other persons as the CEO may from time to time designate, direct or authorize.
- (3) Notwithstanding anything else in this section, the Council may direct by policy the manner in which and the person or persons by whom particular banking business may be transacted.

## Credit Arrangements

- 73** The College may enter into credit agreements or facilities with such bank, trust company or other firm or corporation providing credit in Canada as the CEO may designate, for purposes and subject to direction established by Council in policy.

## Omissions and Errors

- 74** The accidental omission to give any notice to any member of Council, officer, official, or a member of a committee of Council, or the non-receipt of any notice by any such person where the College 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 which was otherwise founded on such notice.

## Dispute Resolution

- 75** (1) Disputes or controversies among members of Council, officers, committee members, or volunteers, or between any of these persons and a College Official, are as much as possible to be resolved in accordance with mediation and as provided in these bylaws.
- (2) In the event that a dispute or controversy is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights parties and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:
- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Council) appoints one mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution.
  - (b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- (3) A request for mediation must be submitted to the Executive Committee and must include a rationale for why mediation is being requested. The Executive Committee, in its sole discretion, may direct that mediation be made available to the parties to the controversy or dispute.
- (4) In order for mediation to take place, the parties must agree that all proceedings relating to mediation shall be kept confidential and there shall be no disclosure of any kind.
- (5) Notwithstanding section 76, all costs of mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy, unless the Council decides in its sole discretion that the College will bear all or a portion of the costs.

## Indemnification of Members of Council, Volunteers, Staff, and Others

- 76** The College shall indemnify every Member of Council, Officer, Official, employee, or volunteer, and their heirs, executors and administrators, against all losses, costs and expenses, including solicitor and client fees, reasonably incurred for any act done in good faith, honesty, and in the best interests of the College, in connection with any action, suit or proceeding to which they may be made a party by reason of their duties to the College except to the extent that such losses, costs and expenses are attributable to the negligence or willful misconduct of the party in question.

## Employment Conditions

- 77** (1) No member of Council can also be employed by the College or apply for employment with the College during their term on Council, except they could apply for the position of Registrar and/or CEO.
- (2) A member of Council cannot resign from Council to apply for employment with the College.
- (3) A member of Council who applies for the position of Registrar and/or CEO must take a leave of absence from the Council and all Council business from the time of their application until a final decision on the position has been made by the Council and accepted by the successful candidate.
- (4) A member of Council's term on Council ends immediately if they are hired as the Registrar and/or CEO.

## Invalidity of any provisions of this bylaw

- 78** The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of the bylaws.

## Effective Date

- 79** (1) These bylaws shall be effective January 1, 2023, unless exceptions are noted.

**CERTIFIED to be the Bylaws of ACSLPA, as approved and adopted effective as of October 1, 2023 by Council by resolution on the day of September 16, 2023.**

**Dated as of the 1<sup>st</sup> day of October 2023.**

*Nicole Baumbach*

**Nicole Baumbach, ACSLPA Council President**