

BY-LAWS

NEW BRUNSWICK ASSOCIATION OF OCCUPATIONAL THERAPISTS

PROPOSED: SEPTEMBER 1991

**PASSED BY GENERAL MEMBERSHIP
DURING A SPECIAL TELECONFERENCE MEETING
JUNE 24, 1992**

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BY-LAWS

ARTICLE 1 - Meetings of Members

1. Place and Time of Meetings

Meetings of the members shall be held at the place, date and time of day within New Brunswick that the Council determines.

2. Calling of Meetings

- (1) The Council shall call an annual general meeting not later than the 31st of October each year.
- (2) The agenda of the annual general meeting shall include but not be limited to presentation of
 - (a) minutes of the previous annual general meeting and all special meetings
 - (b) the proposed annual budget
 - (c) the treasurer's report audited internally for the fiscal year to date
 - (d) the auditor's report for the full fiscal year preceding the current year
 - (e) reappointment of the incumbent auditor or appointment of new auditor
 - (f) a proposed schedule of registration fees
 - (g) appointment of nomination committee for the following year.
- (3) At each annual general meeting, each committee chairperson shall present an annual report as well as objectives for the coming year. These reports will be submitted in writing to the Secretary one month prior to the meeting date.

3. Special Meetings

- (1) Special meetings shall be called to conduct only such business as specified in the notice of meeting.
- (2) Special meetings may be called by
 - (a) the Council, or
 - (b) five members who request the Council in writing to hold a special meeting to conduct such business as specified in the requisition.

4. Notice of Meetings

- (1) Notice of an annual or special meeting of the Association shall be sent by the Secretary to all members and members of the Council appointed in accordance with Part IV, Section 5 of the Act not less than fourteen (14) days before the meeting and shall include:
 - (a) the time and place of the meeting
 - (b) agenda, specifying the nature of the business to be conducted
 - (c) copies of any documents requiring preview prior to the meeting
 - (d) copies of committee reports for the annual general meeting.
- (2) Failure to receive a notice of meeting does not deprive a member the right to vote at the meeting.
- (3) If inadvertently, a notice of meeting has not been sent to some of the members, the meeting may be held and ordinary business transacted.

5. Voting at Meetings

- (1) Each individual member of the Association who may participate in the affairs of the Association shall be entitled to one vote at each meeting of members of the Association.
- (2) Every question before a meeting shall be decided by a majority of the votes cast by those present.
- (3) Voting shall be by a show of hands unless individual members of the Association or the Council requires or demands some other method of voting.
- (4) Proxy voting shall not be permitted at meetings of members.
- (5) In the event of a tie vote, the President or person chairing the meeting shall cast the deciding vote.

6. Quorum Requirements

- (1) A quorum for an annual or special meeting shall be one-quarter of the membership or twenty-five persons entitled to vote at a meeting of members, present in person.

- (2) If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.
- (3) If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (4) A member may, if there is unanimous consent of the Council, participate in a meeting by means of such telephone or other communications facilities as to permit all persons participating in the meeting to hear each other; and a member participating in such a meeting by such means is deemed to be present at that meeting.

7. Minutes of Meetings of Members

Minutes of all meetings of members shall be circulated to all members including the members of the Council appointed in accordance with Part IV, Section 5 of the Act.

8. Chairpersonship

At any meeting of the Association, the President of the Council shall preside, otherwise the President-Elect and in the absence of both, the members present shall elect a chairperson for the meeting.

ARTICLE 11 - The Council

1. Composition of the Council

The Council shall consist of not more than eight Occupational Therapists and two members who shall be persons appointed in accordance with subsection 5 (2) of the Act.

The Council will normally consist of the following members:

- a) President
- b) President-Elect
- c) Past President
- d) Treasurer
- e) Secretary
- f) Member at large
- g) Member at large (optional)
- h) Public Representative
- iii) Government appointed public representative
- d) The New Brunswick Director of the Canadian Association of Occupational Therapists will be a non-voting, ex-officio member of Council.

2. Chairperson of the Council

- (1) The President of the Association shall act as the chair of the Council.
- (2) In the event that the President is unable to chair a meeting, the President-Elect shall chair the meeting.

3. Election

The election of members of the Council including officers shall be organized and conducted by a nominating committee pursuant to the provisions pertaining to Elections (Article VII of the By-laws).

4. Qualifications

- (1) To be eligible to be a candidate for the Council, an individual must
 - (a) have held membership in the Association for at least two years immediately preceding the annual meeting; and
 - (b) be an individual or life member.

- (2) A written request for the waiver of the qualifications referred to in paragraph (1) may be made by the Nominating Committee.

5. Term of Office

- (1) The officers of the Council shall serve on the Council according to their term of office as outlined in the By-Law pertaining to officers.
- (2) The other members of Council are elected for a term of two years. They may serve as a member of Council for two consecutive terms.
- (3) For the first appointment, half of the members including one of the members appointed under Part IV, Section 5 of the Act shall serve for a term of one and one-half years and half of the members shall serve for two and one-half years.

6. Vacancy

In the event of a vacancy on the Council, during any year, among the members of the Council, the Council shall appoint a member of the Association to fill the vacancy on the Council for the balance of the term vacated.

7. Termination of Office

A member shall cease to hold office as a member of Council if

- (a) the member resigns
- (b) the member ceases to reside in the Province
- (c) the member misses three consecutive meetings of the Council without having, in the opinion of the Council, a reasonable excuse.

8. Meetings

- (1)
 - (a) The Council shall meet within one month of the Annual General Meeting and at least three other times in the year and at such place as decided by the Council.
 - (b) Any members may observe the meetings of the Council.
- (2) The Secretary shall give the members of the Council notice of every meeting by notifying all Council members not less than five (5) days before the scheduled time of meeting.

9. Minutes of Council Meetings

Minutes of the Council meetings shall be circulated to members of the Council within twenty-one (21) days following each meeting.

10. Quorum Requirements

- (1) A quorum is necessary to transact business.
- (2) Fifty (50) percent plus one (1) of the total number of the Council must be present at a meeting of the Council to form a quorum.
- (3) A member of the Council may, if there is unanimous consent of the Council, participate in a Council meeting by means of such telephone or other communications facilities as to permit all persons participating in the meeting to hear each other; and a member participating in such a meeting by such means is deemed to be present at that meeting.

11. Voting

- (1) All members of the Council shall be entitled to vote at meetings of the Council, except the ex-officio, CAOT Board Member.
- (2) (a) A member of Council who is present at a meeting of the Council is deemed to have consented to any resolution passed or action taken thereat unless
 - (i) the member requests that the member's dissent be or is entered in the minutes of the meeting; or
 - (ii) the member sends their written dissent to the Secretary before the meeting is adjourned.
- (b) A member of Council who votes for or consents to a resolution is not entitled to dissent under subsection (2) (a) (i).
- (3) A member of Council who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented thereto unless within seven (7) days of becoming aware of the resolution, the member
 - (a) causes their dissent to be placed with the minutes of the meeting; or
 - (b) sends their dissent by registered mail or delivers it to the President.

- (4) A resolution in writing signed by all of the members of the Council entitled to vote on the resolution at a meeting of the Council, is as valid as if it had been passed at a meeting of the Council.

12. Remuneration

The Council may, by two-thirds majority of the votes cast, provide Honoraria to members conducting Association business. The amount shall not exceed \$150.00 per day and shall be decided on at the discretion of Council with the total number of days not to exceed ten per year and with a ceiling of \$1,500 per year.

13. Expenses

Travel expenses will be reimbursed in accordance with Policy Guidelines which shall be set by the Council yearly.

14. Duties

- (1) The Council shall, subject to the direction of the membership and in order to further the objectives of the Association, establish and revise policy as required, insure procedures are established to implement policies and to consider and ratify, if appropriate, the decisions of the Executive Committee.
- (2) By resolution of a two-thirds majority of the votes cast, the Council shall annually appoint two signatories, officers or otherwise, who shall be required to sign instruments in writing on behalf of the Association
- (3) The Council shall report to the general membership at each annual general meeting, on business transacted since the previous annual general meeting.
- (4) The Council shall, by a two-thirds majority of votes cast at a meeting, appoint officers in the event of vacancies.
- (5)
 - (a) The Council shall determine and review annually the amount of all fees that are levied by the Association.
 - (b) Membership fees shall be changed only in accordance with the Act and Regulations.
- (6) The Council shall appoint all statutory committee chairpersons.
- (7) The Council shall approve all committee chairpersons.
- (8) The Council shall, by a majority of votes cast at a meeting, provide/approve all terms of reference used by any member or committee of the Association.

(8) Upon the establishment of any new committee, standing sub-committee, appointment, or standing sub-appointment, the Council shall provide terms of reference for the newly established committee, standing committee, appointment or standing appointment.

(8) One Council member shall serve as a liaison with each committee.

15. **Powers**

(1) (a) The Council may establish the need for and call any additional special general meetings at the time and place it shall determine.
 (b) The Council or the chairperson shall determine which employees of the Association and guests may be present at any general meeting.

(2) The Council has the power to employ or engage appropriate services of any person and determine their remuneration with the approval of the membership. Selection of the service provider will be at the discretion of the Council.

(3) The Council shall direct the persons who will be involved and the manner in which any instrument or obligation of the Association is to be executed.

(4) The members of Council, by a two thirds majority of the votes cast may initiate, amend or repeal By-laws or Regulations pursuant to the provisions of the Act.

(5) The council shall have the power to act upon the Regulations and By-laws of the Association pursuant to the provisions of the Act.

(6) (a) By showing just cause, the Council may remove the auditor of the Association and appoint another in their stead in the interim period between meetings of the members.
 (b) The decision shall be ratified by the membership at the next annual general meeting or special general meeting.

(7) By showing just cause and by a two thirds majority of the votes cast at a meeting, the Council shall take to the appropriate membership meeting any resolution to remove an officer or a member of the Council.

(8) By showing just cause and by a two thirds majority of the votes cast at a meeting, the Council may remove a statutory and/or committee chairperson and appoint another.

(9) (a) The Council may grant discretionary authority to the Executive Committee on specific matters in the interim between Council Meetings.
 (b) Such action is subject to the approval of the Council at its next meeting.

(10) The Council may, by a majority of votes cast at a meeting, establish standing and

ad hoc committees, standing sub-committees, standing and ad hoc appointments, and standing sub-appointments for such purposes and with such powers and duties as the Council deems necessary or appropriate for the benefit of the membership of the Association.

- (11) The Council may, by a majority of votes cast at a meeting, dissolve standing and ad hoc committees, standing sub-committees, standing and ad hoc appointments, standing sub-committees, councils and boards for such reasons as the Council deems appropriate for the benefit of the membership.
- (12) The Council shall take other such measures as it deems necessary for the well being and effectiveness of the Association. These measures must be in accordance with the Act.

16. Execution of Instruments

- (1) The Council, by a two thirds majority of the votes cast, shall annually authorize two signatories, either officers or other persons, who are required to sign deeds, transfers, licences, contracts and engagements on behalf of the Association.
- (2) The Council may, by two thirds majority of the votes cast, direct the manner in which the person or persons by whom any particular instrument, contract or obligation of the Association may or shall be executed.

17. Certification of Documents

- (1) The Council, by a two thirds majority of the votes cast, shall annually authorize two signatories, either officers or other persons, who are required to sign contracts, documents or any instruments in writing, requiring the signature of the Association.
- (2) The signatories shall affix the Seal of the Association when required to any such signed documents.

18. Indemnification

- (1) No member of the Council or member of a standing committee or appointed chairperson of a committee or an officer or former member of Council or a standing committee shall be held personally liable for the consequences resulting from decisions or actions taken in the course of duties for the Association.
- (2) The Association undertakes and agrees to indemnify and save harmless the members of Council or a standing committee or appointed chairpersons and their legal representatives from and against all costs, charges and expenses including all amounts paid to settle an action or satisfy a judgment reasonably incurred in respect to any civil or administrative proceeding to which the member has been made a party by reason of position as a member of the Council, standing committee, or appointed chairperson if
 - (a) the member acted honestly and in good faith with a view to the best interests of the Association
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the member had reasonable grounds for believing that his/her conduct was lawful.

ARTICLE III - Officers of the Council

1. Terms

- (1) (a) The Office of the President-Elect shall be voted on every year for a term of one year. The President-Elect shall assume the office of President for the subsequent term of one year.
- (1) (b) The Office of Past President is by virtue of previous position.
- (2) The Office of Treasurer shall be voted upon every two years.
- (3) The Office of Secretary shall be voted upon every two years, alternating with those years when the voting is conducted for the Office of Treasurer.

2. Qualifications

- (1) To be eligible to seek a position as an Officer of the Association, each candidate must meet the following criteria:
 - (a) be an individual member or life member of the Association, and
 - (b) have been a member of the Association for two years.
- (2) A waiver of the criteria set out in subparagraph 2.(1)(b) may be granted with the approval of the Council, by a two thirds majority of the votes cast.

3. Terms of Office

- (1) The term of office for the Past President, President and the President-Elect shall be for one year.
- (2) The term of office for the Secretary and Treasurer shall be for two years.
- (3) All officers shall hold office for terms as prescribed above.
- (4) No member shall be permitted to rotate through the offices of President-Elect, President and Past President more than twice in succession.
- (5) The Secretary and Treasurer shall be eligible for election up to two consecutive terms.

4. **Vacancy**

- (1) The Council, by a two thirds majority of the votes cast, shall fill any vacancy created by the resignations or other cause, by appointment of a duly qualified member for the remainder of the term.
- (2) Between Council meetings, the Executive Committee may fill any such vacancy by the appointment of a duly qualified member, subject to the approval of the Council at its next meeting.
- (3) Any appointee filling a vacancy shall be considered eligible for election and re-election as outlined above under "Terms of Office".

5. **Removal**

- (1)
 - (a) The members may by ordinary resolution passed or a special general meeting called for that purpose, remove any officer before the expiration of his/her term of office.
 - (b) The members may by a majority of the votes cast at the same meeting, elect any duly qualified individual to serve in the vacant office for the remainder of the term.
- (2) In the alternative, the members may by a majority of votes cast at the same meeting, empower the Council to appoint any duly qualified member to serve in the vacant office for the remainder of the term.

6. **Remuneration**

The Council may, by two-thirds majority of the votes cast, provide Honoraria to members conducting Association business. The amount shall not exceed \$150.00 per day and shall be decided on at the discretion of Council with the total number of days not to exceed ten per year and with a ceiling of \$1,500 per year..

7. **Duties**

- (1) Past President
 - (a) The President shall automatically assume the office of Past President at the adjournment of the annual general meeting at which a new President assumes office.
 - (b) The Past President shall perform such duties as may be assigned by the President, the Executive Committee or the Council.
- (2) President
 - (a) The President shall automatically assume office at the adjournment of the

annual general meeting that coincides with the completion of the term as President-Elect.

- (b) The President is the Chief Executive Officer of the Association responsible for the general and active management and to see that all orders and resolutions of the Council are carried into effect.
- (c) The President shall preside at all the Executive Committee, Council and General Meetings of the Association and shall be an ex-officio member of all committees except for the Appeals Committee, the Complaints Committee and the Discipline Committee.
- (d) The President shall perform such other duties as may be necessary to carry out the business of the Executive committee or the Council, or of the Association.
- (e)
 - (i) The President may, in consultation with a majority of members of the Executive Committee, take action that is deemed to be in the best interest of the Association.
 - (ii) Such action shall be subject to the approval of the Council at its next meeting.
- (f) The President shall attend the Occupational Therapy Professional Alliance of Canada meeting or shall designate an alternate Council member to attend said meeting.

(3) President-Elect

- (a) The President-Elect shall assist the President in performing the business of the Association and shall preside in the absence of the President.
- (b) The President-Elect shall perform those duties as may be requested from time to time by the President, the Executive Committee or the Council.
- (c) The President-Elect shall be the occupational therapy representative to the Rehab Liaison Committee.
- (d) The President-Elect shall be a member of the Government Affairs Committee.

(4) Secretary

- (a) The Secretary shall be responsible for maintaining the records of the Association, in accordance with the statute under which the Association is incorporated and for the corporate seal of the Association.
- (b) The Secretary shall direct the arrangements for, and the recording of, minutes of all meetings of the Council and all meetings of the Executive Committee.
- (c) The Secretary shall perform those duties as may be requested by the President, Executive Committee or Council.

- (5) Treasurer
 - (a) Subject to the By-laws and directions of the Council, the Treasurer shall oversee the financial affairs of the Association.
 - (b) The Treasurer shall prepare an annual budget which will be presented at each annual general meeting. This budget will reflect the estimated income and expenses of the Association for the upcoming year.
 - (c) The Treasurer shall perform such duties as may be requested by the President, Executive Committee or Council.

- (6) CAOT National Board Member for New Brunswick
 - (a) The representative from New Brunswick on the CAOT National Board shall be an ex-officio member of Council. This person will be a non-voting member of the Council and shall attend NBAOT meetings for the purposes of information exchange and to enhance communication between the provincial and national bodies.
 - (b) The CAOT National Board Member for New Brunswick is nominated and elected by the members of the Canadian Association of Occupational Therapists in New Brunswick. Such election process is determined by CAOT.

ARTICLE IV - Executive Committee

1. Minutes

- (1) The Executive Committee shall forward minutes of the meetings to members of the Council.
- (2) Other persons may attend the meetings of the Executive Committee at the invitation of the President.

2. Quorum

A quorum for the transaction of business at any meeting of the Executive Committee shall be three.

3. Duties and Powers

- (1) The Executive Committee shall carry out the policies of the Association as determined by the Council.
- (2) The Executive Committee shall alert the Council to changes needed, or initiatives, in policy.
- (3)
 - (a) The Executive Committee shall act whenever necessary on behalf of the Council.
 - (b) Such action shall be subject to approval at the next meeting of the Council.
- (4) The Executive Committee shall oversee the general day to day conduct of the Association's business.
- (5) The Executive Committee shall circulate to the Council the audited financial report.
- (6) The Executive Committee shall assign its members to act as Executive Committee Liaison with the committees and appointments of the Association.
- (7) The Executive Committee shall take such other measures as it deems necessary to fulfil its responsibilities to the Council.

ARTICLE V - Financial

1. Fiscal Year

The fiscal year shall be September 1 to August 31.

2. Accounts

- (1) The Treasurer shall oversee the day to day financial affairs of the Association subject to final approval by Council.
- (2) The accounts of the Association shall be audited annually as outlined in Article VI of the By-laws.
- (3) The Council may, by motion, provide for the investment of surplus revenue of the Association.
- (4) The Council will ensure the safekeeping of the Association's securities.
- (5) All cheques and payments will be endorsed by the two signatories who are annually authorized by Council as specified in Article II, 16 of the By-laws.
- (6) A separate fund shall be established, the Complaints, Discipline and Appeals fund, which will be held in reserve to be utilized for covering the costs related to Complaints and Discipline.

ARTICLE VI - Auditor

1. Appointment

- (1)
 - (a) The appointment of the Auditor shall take place at the annual general meeting by a majority of the votes cast.
 - (b) Failing this, the Auditor in Office shall continue in office until a successor is appointed by the Council.
 - (c) Any appointment by the Council shall be ratified by the members at the next annual general meeting.
- (2) Notice of appointment shall be given to the Auditor in writing, unless the same person held office immediately prior to appointment.
- (3) The Auditor must be independent of the Association, its affiliates, and the Officers of the Association.
- (4) Notice in writing of intent to nominate a person other than the retiring Auditor to the office of Auditor, must be sent to the Council not less than sixty (60) days prior to the annual general meeting.
- (5) Notice of nomination in such case must be sent, in writing to the retiring auditor, the persons nominated and to the members not less than thirty (30) days prior to the annual general meeting.

2. Vacancy

- (1) Any vacancy shall be filled by appointment by the Council.
- (2) This appointment may be ratified by the members at the next annual general meeting.

3. Removal

- (1)
 - (a) The members of the Association may, by a majority of votes cast at a special meeting, remove the Auditor from office.
 - (b)
 - (i) A vacancy created by the removal of the Auditor may be filled at the meeting at which the Auditor is removed.
 - (ii) In the interim, the Council may appoint another Auditor for the remainder of the term, pending ratification by the members at the next annual general meeting.

4. **Remuneration**

Remuneration shall be fixed by the Council.

5. **Report and Statement**

The Auditor shall provide to the members audited financial statements in accordance with generally accepted accounting principles.

6. **Access**

At all times the Auditor shall have access to all records, documents, books, accounts and vouchers of the Association, and shall be entitled to acquire from the Officers such information and explanation, as in the opinion of the auditor, may be necessary to enable the auditor to report as required.

ARTICLE VII - Elections

1. General Election

- (1) Members of the Association will elect three (3) members of Council each year from a slate of not less than three (3) qualified members presented by the Nomination Committee at the annual general meeting.
- (2) The Chairperson of the Nominating Committee shall organize and conduct the election.

2. Officers of Council

- (1) Immediately following the annual general meeting, the outgoing President shall organize and conduct the election of the Officers of Council, in accordance with Article 5(3) of the Act and with the By-laws.
- (2) The Council will elect annually from amongst its members: President, President-Elect, Secretary and Treasurer.
- (3) The Office of the President-Elect shall normally be held by a member for a one year term, after which the person will become President.
- (4) The Office of President shall normally be held for a one year term, after which the person will assume the role of Past President.
- (5) The Office of Treasurer shall be voted upon every year and, will normally be held for two consecutive years.
- (6) The Office of Secretary shall be voted upon every year and, will normally be held for two consecutive years.
- (7) The Secretary and Treasurer will begin their two year terms on alternate years.

3. **Election Process**

- (1) The Chairperson of the Nominating Committee shall present to the annual meeting, nominations for completed term positions and vacant positions. There shall be a call for other nominations from the floor.
- (2) The Chairperson of the Nominating Committee shall run the election by Perry's Rules of Order.
- (3) Election of members of the Council other than members who are appointed in accordance with Part IV, Section 5 of the Act shall be by show of hands, unless a motion passed by a two thirds majority of members present states voting will take place by ballot. If voting takes place by ballot, a scrutineer will be appointed by the Chairperson to oversee the counting of the ballots.
- (4) Election of Officers of the Association shall be by show of hands.

ARTICLE VIII - Statutory, Standing and Ad Hoc Committees

1. Establishment or Dissolution of Committees

- (1) Subject to the provisions of the Act establishing statutory committees, the Council may, by a majority of votes cast at a meeting establish standing committees, ad hoc committees, councils, boards and standing sub-committees for such purposes and with such powers as the Council deems necessary or appropriate for the benefit of the membership of the Association.
- (2) The Council may, by a majority of votes cast at a meeting, dissolve standing committees and ad hoc committees, boards and standing sub-committees for such reasons as the Council deems appropriate for the benefit of the membership of the Association. The decision shall be ratified by the general membership at the next annual general meeting.
- (3) The statutory committees must adhere to the guidelines set out in the Act.
- (4) Subject to the provisions of the Act under which statutory committees are established, standing committees are subject to such regulations or directions as may be made from time to time fixed by the Council.
- (5) All committees shall submit terms of reference to the Council for approval. The committee shall review their terms of reference annually and submit revisions to the Council for approval.

2. Chairpersons of Committees

- (1) A chairperson shall be an individual member or life member or a member of Council appointed under Part IV, Section 5 of the Act.
- (2) Terms of Appointment
 - (a) Chairpersons of committees shall be appointed for a two year term or until a successor is appointed.
 - (b) Chairpersons of standing and statutory committees shall be eligible for reappointment of up to three consecutive terms.
 - (c) The Chairperson of each ad hoc committee shall be appointed at the time of the formation of the committee and shall remain in force until the committee's task has been completed or until a specific time limit has been reached.
- (3) Vacancy

- (a) In the event of a vacancy in the position of chairperson of the committee created through resignation or removal, the Council shall appoint a qualified member to the position.
 - (b) The newly appointed chairperson shall serve for the remainder of the term and shall be eligible for reappointment as outlined above.
 - (c) In the event that a committee chairperson finds it necessary to resign during their term of office, written notification shall be given to the Council.
- (4) Duties

The committee chairperson shall be responsible for directing the activities of the committee in accordance with its terms of reference, the relevant provisions of the Act and the by-laws and regulations of the Association.

3. Composition of Statutory Committee

- (1) Members of statutory committees must be appointed in accordance with the Act.
- (2) The appointment of the members of the statutory committee shall be for two years, one member to be appointed in the same year as the chairperson, the second member to be appointed in the alternate year.
- (3) Members of the statutory committee may be appointed for three consecutive terms.

4. Vacancy

Where one or more vacancies occur in the membership of the statutory committee, the Council shall appoint a member to serve for the remaining term.

5. Composition of Committees other than Statutory Committees

- (1) Qualifications of committee members

Committee members must be individual members or life members.

(2) Appointment

The appointment of committee members may be by the Council or at the discretion of the committee chairperson. The numbers of the committee members shall be designated by the Council or chairperson to carry out the duties of the committee and to meet its objectives.

(3) Term of Appointment

- (a) The appointments of the committee members shall remain in effect until the expiration of the committee chairperson's term of office.
- (b) There is no limit to the number of terms that a committee member may serve.

(4) Duties of Chairperson

The Committee chairperson shall be responsible for directing the activities of the committee in accordance with its terms of reference, the relevant provisions of the Act and the by-laws and regulations of the Association.

6. **Reporting of all Committees**

- (1) Reports from all committees shall be presented at the annual general meeting.
- (2) Minutes of all committee meetings shall be recorded and one copy shall be sent to the Council member who is the committee liaison person.
- (3) Each committee shall prepare and submit an annual budget to the Treasurer prior to each annual general meeting.

ARTICLE IX - Registration Committee

1. **Composition**

The Registration Committee is composed of the chairperson and two additional members.

2. **Qualifications**

In order to be eligible for appointment to the Registration Committee, a person must meet the following criteria:

- (a) be an individual member or life member
- (b) shall not be a member of another statutory committee.

3. **Appointment**

The Council will appoint the members of the Registration Committee by a two thirds majority of the votes cast and name one member to be the chairperson.

3. **Term of Office**

- (1) Members of the Registration Committee shall serve a two year term and may be eligible for reappointment for up to two consecutive terms.
- (2) For the first appointment of the Registration Committee, one member shall be appointed for one year and the chairperson and the other member shall be appointed for two years.

3. **Vacancy**

In the event of a vacancy on the Registration Committee, the Council shall have the power to appoint by a two thirds majority of the votes cast a qualified member to fill the vacancy for the remainder of the term.

3. **Removal**

The appointment to the Registration Committee may be terminated for cause.

3. **Quorum**

A majority of the members of the Registration Committee constitutes a quorum.

3. **Duties of Chairperson**

The chairperson shall receive from the Registrar a list of all applications for registration and, upon receipt, give notice of a meeting of the committee to review the applications within a reasonable period of time.

3. **Duties and Reporting of Committee**

The Registration Committee will follow all rules set forth in Part IX of the Act.

ARTICLE X - Registrar

1. **Appointment**

The Council will appoint the Registrar who will be of good behavior and shall hold office for a two year term. This person's term, upon review, may be eligible for reappointment.

2. **Duties**

The Registrar will perform all duties as outlined in Part V of the Act.

3. **Reporting**

- (1) The Registrar shall refer to the Registration Committee each application for registration.
- (2) The Registrar shall provide a written report to Council prior to each full Council meeting.

ARTICLE XI - Complaints Committee

1. Composition

The Complaints Committee is composed of three persons who shall be appointed in accordance with the Act.

2. Qualifications of Occupational Therapy Members

- (a) In order to be eligible to be appointed to the Complaints Committee, a person must meet the following criteria:
 - (i) be an individual member or life member
 - (ii) is not currently serving on the Council.

- (b) No member of the Complaints Committee shall be a member of another statutory committee.

3. Appointment

The Council will appoint the members of the Complaints Committee by a two thirds majority of the votes cast and name one occupational therapy member to be the chairperson.

4. Term of Office

- (1) Members of the Complaints Committee shall serve a two year term and may be eligible for reappointment for up to two consecutive terms.

- (2) For the first appointment of the Complaints Committee, one member shall be appointed for one year and the chairperson and the other member shall be appointed for two years.

5. Vacancy

In the event of a vacancy on the Complaints Committee, the Council shall have the power to appoint by a two thirds majority of the votes cast, a duly qualified member to fill the vacancy for the remainder of the term.

6. Removal

The appointment to the Complaints Committee may be terminated for cause.

7. **Quorum**

A majority of the members of the Complaints Committee constitutes a quorum.

8. **Duties and Reporting of Committee**

The Complaints Committee will follow all rules set forth in Part X of the Act.

ARTICLE XII - Discipline Committee

1. **Composition**

The Discipline Committee is composed of three persons who shall be appointed in accordance with the Act.

2. **Qualifications of Occupational Therapy Members**

- (1) In order to be eligible to be appointed to the Discipline Committee, a person must meet the following criteria:
 - (i) be an individual member or life member
 - (ii) is not currently serving on the Council.
- (2) No member of the Discipline Committee shall be a member of another statutory committee.

3. **Appointment**

The Council will appoint the members of the Discipline Committee by a two thirds majority of the votes cast and name one occupational therapy member to be the chairperson.

4. **Term of Office**

- (1) Members of the Discipline Committee shall serve a two year term and may be eligible for reappointment for up to two consecutive terms.
- (2) For the first appointment of the Discipline Committee, one member shall be appointed for one year and the chairperson and the other member shall be appointed for two years.

5. **Vacancy**

In the event of a vacancy on the Discipline Committee, the Council shall have the power to appoint by a two thirds majority of the votes cast, a duly qualified member to fill the vacancy for the remainder of the term.

6. **Removal**

The appointment to the Discipline Committee may be terminated for cause.

7. **Quorum**

A majority of the members of the Discipline Committee constitutes a quorum.

8. **Duties and Reporting of Committee**

The Discipline Committee will follow all rules set forth in Part XI of the Act.

ARTICLE XIII - Appeal Committee

1. Composition

The Appeal Committee is composed of three persons who shall be appointed in accordance with the Act.

2. Qualifications of Occupational Therapy Members

- (1) In order to be eligible to be appointed to the Appeal Committee, a person must meet the following criteria:
 - (i) be an individual member or life member
 - (ii) is not currently serving on the Council.
- (2) No member of the Appeal Committee shall be a member of another statutory committee.

3. Appointment

The Council will appoint the members of the Appeal Committee by a two thirds majority of the votes cast and name one occupational therapy member to be the chairperson.

4. Term of Office

- (1) Members of the Appeal Committee shall serve a two year term and may be eligible for reappointment for up to two consecutive terms.
- (2) For the first appointment of the Appeal Committee, one member shall be appointed for one year and the chairperson and the other member shall be appointed for two years.

5. Vacancy

In the event of a vacancy on the Appeal Committee, the Council shall have the power to appoint by a two thirds majority of the votes cast, a duly qualified member to fill the vacancy for the remainder of the term.

6. Removal

The appointment to the Appeal Committee may be terminated for cause.

7. Quorum

A majority of the members of the Appeal Committee constitutes a quorum.

8. Indemnification

- (1) No member of the Appeal Committee shall be held personally liable for the consequences resulting from decisions or actions taken in the course of duties on the Appeal Committee.
- (2) The Association undertakes and agrees to indemnify and save harmless the members of the Appeal Committee and their legal representatives from and against all costs, charges and expenses including all amounts paid to settle an action or satisfy a judgment reasonable incurred in respect to any civil or administrative proceeding to which the member has been made a party by reason of position as a member of the Appeal Committee, if the member acted honestly and in good faith with a view to the best interests of the Association.

9. Time and Place of Hearing

Hearings may be held as often as necessary to deal with matters placed before the Appeal Committee at such place as directed by the Appeal Committee.

10. Duties of Chairperson

- (1) The chairperson of the Appeal Committee shall record all notices received regarding proposals and decisions that may result in a request for a review or hearing before the Appeal Committee.
- (2) In the event that a request for a review or a hearing is not received within the allotted time limit, the chairperson of the Appeal Committee shall notify the appropriate body that it may proceed with its proposal or decision as specified.

11. Procedures

(1) Notice

Parties to a hearing or a matter under review shall be given reasonable notice by the Appeal Committee.

- (a) A notice shall include a statement of the time, place and purpose of the hearing or review; and a statement that if the party does not attend at the hearing or review, the Appeal committee may proceed in his/her absence and he/she will not be entitled to further notice.
- (b) Where a notice of a hearing or review has been given to a party and the party does not attend, the Appeal Committee may upon proof of service of notice proceed in the party's absence and the party is not entitled to any further action.
- (c) Where the competence or propriety of conduct of a party is an issue, the party is entitled to reasonable information of any allegations with respect thereto.

(4) Evidence

All verbal and oral evidence shall be recorded, and transcripts made available upon the request of and at the discretion of the Appeal Committee.

(5) Notice of Decision

The Appeal Committee shall send to all parties to any hearing, who took part thereof, a copy of its final decision and order, if any, together with the reasons therefor, where reasons have been given.

(6) Adjournment

A hearing may be adjourned from time to time by the Appeal Committee of its motion, or where it is shown to the satisfaction of the Appeal Committee that the adjournment is required to provide an adequate hearing or review to be held.

(7) Oath

A member of the Appeal Committee has the power to administer oaths and affirmations for the purpose of any of its hearings, and the Appeal Committee may require evidence before it to be given under oath or affirmation.

(8) Costs

The Appeal Committee may award costs against any member of the Association and may also reimburse the member of the Association for costs incurred in an action, which in the discretion of the Appeal Committee, is considered unwarranted.

(9) General Procedures

The Appeal Committee shall decide its own rules of procedure for any hearing or review to be conducted and, in every such case, shall advise all parties prior to the conduct of the hearing.