



# **Bylaws of the Alberta College of Occupational Therapists**

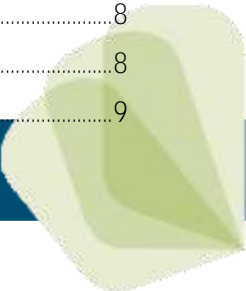
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Council

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## Part 1 Interpretation

### 1. Interpretation

1.1 In these Bylaws:

- a. "College" means the Alberta College of Occupational Therapists;
- b. "Council" means the Council of the College established pursuant to Section 5 of the *Health Professions Act*;
- c. "Council Member" means a member of the Council;
- d. "Act" and "HPA" mean the *Health Professions Act* of the Province of Alberta and any statute or statutes which may be passed in substitution for or replacement of such Act;
- e. "Regulated Member" means a person who is registered as a member under Section 33(1)(a) of the HPA;
- f. "Regulation" means the *Occupational Therapists Profession Regulation*;
- g. "Sexual abuse" means conduct as described in section 1(1)(nn.2) of the HPA;
- h. "Sexual misconduct" means conduct as described in section 1(1)(nn.2) of the HPA;

1.2 A reference in these Bylaws to Council, an Officer, person or committee includes any delegate of the Council, officer, person or Committee.

## Part 2 Governance

### 2. Council of the College

#### Powers of Council

- 2.1 The governing body of the College is the Council. Council is empowered to:
- a. Act on behalf of the College to implement the applicable requirements of the HPA;
  - b. Establish and revise policies which govern the College's activities;
  - c. Enter into a contract with the Registrar which will specify terms and conditions of employment;
  - d. Delegate authority and responsibility for implementation of the College's policies to the Registrar or any other staff member; and
  - e. Appoint any committees, in addition to the committees referenced in this Bylaw, as Council may consider necessary and advisable, and may, by resolution and without requirement of further bylaws, designate such further committees and the powers and duties of any committee.
- 2.2 Council is comprised of regulated members, public members and non-voting members including:
- a. The President;



- b. The Vice President who shall be a regulated member or a public member;
- c. Up to four (4) regulated Members-at-Large;
- d. At least 25% of the voting members of Council shall be public members, who are appointed by the Lieutenant Governor in Council in accordance with the HPA; and
- e. Any non-voting members appointed by Council.

## Meetings of Council

- 2.3 Positions on Council shall be determined in accordance with Bylaw 5.3.
- 2.4 Council shall meet a minimum of 8 times per year.
- 2.5 In addition to regularly scheduled meetings, the President may also call a special meeting of the Council as required. A special meeting may also be called at the request of a quorum of Council Members.
- 2.6 A quorum consists of 50 percent of the voting members of Council, plus one.
- 2.7 If the President or the Vice President are not present within fifteen (15) minutes after the time appointed for holding such meeting, the other members of Council present shall choose from one of the members of Council to act as Chair.
- 2.8 Regulated members of the College and the public may attend meetings of Council with the permission of the President. Council may direct that a meeting, or portion of a meeting be closed. Regulated members, who are not members of Council, present at the meeting will be excluded from such closed proceedings.
- 2.9 If one or more Council Members is unable to attend a meeting of the Council in person, the Council Member(s) may participate in the meeting by way of teleconference or videoconference.

## Votes of Council

- 2.10 Decisions of Council shall be made as follows:
  - a. At a Council meeting, by a vote of the majority of those present (whether in person or by teleconference or videoconference) and voting at the meeting;
  - b. At a Council meeting solely by way of teleconference or videoconference, by a vote of a majority of those members participating and voting at the meeting; or
  - c. For a vote held by mail, facsimile, or electronic means, by a vote of a majority of those participating in the vote.
- 2.11 All Council Members, except non-voting members, including the President, present at or participating in a Council Meeting, shall each be entitled to one vote.

## Good Faith

- 2.12 Any person carrying out powers and duties on behalf of the College under the Act and the By-laws must do so in good faith and in accordance with the codes and policies on conduct, conflict of interest and confidentiality approved by the Council.

## Compensation

- 2.13
  - a. The President may be compensated as determined and directed by Council.



- b. All other regulated members and non-voting members of Council shall serve without compensation.
- c. Public members of Council will be compensated by the government of Alberta according to the terms of their government of Alberta Order in Council appointment.

## Indemnification

2.14

- a. The College will indemnify a current or former Council member or Officer, Committee member, staff or volunteer against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in connection with any action, suit or proceeding to which he or she is made a party to by reason of having been engaged, employed, elected or appointed by the College; and
- b. Notwithstanding subsection (a) the College will not provide indemnification to the extent that such costs, charges, expenses or amounts paid to settle an action or satisfy a judgment are attributable to the person's wilful misconduct or lack of good faith.

## 3. Election of Council

### Nominations

3.1 All Regulated Members who are in good standing, who have been practicing for at least one year as of the closing date for nominations, and who have not served as a member of the Council within the preceding year are eligible for nomination.

### Eligibility for Nomination

3.2 A Member of the College shall be in good standing only if:

- a. No fines, fees, costs, or levies are owing by the Member to the College; and
- b. In the case of Regulated Members, the Regulated Member has a valid Practice Permit and his/her registration is not:
  - i. under suspension pursuant to Part 4 of the HPA;
  - ii. cancelled pursuant to Part 4 of the HPA; or
  - iii. subject to any conditions or restrictions on practice under Part 4 of the HPA.

3.3 A call for nominations shall be forwarded to all Regulated Members, at the electronic or mailing address shown in the records of the College, prior to March 1st of each year, together with the following:

- a. A blank nomination form; and
- b. Notice of the closing date for receipt of nominations, which will be no later than April 1st of each year.

3.4 Nomination forms shall be submitted to the Registrar within the time provided for in the call for nominations. Regulated Members in good standing can self nominate.

3.5 After the closing date for nominations has expired, the Registrar shall prepare a list of the eligible candidates that have been nominated and forward it to Council for information.



3.6 In the event that an insufficient number of nominations has been received to fill all of the vacant positions on Council, the Council may approach regulated members to request addition of their names to the proposed list of candidates, subject to the following:

- a. The proposed candidate must agree to have his or her name added to the list;
- b. The proposed candidate must be otherwise eligible for nomination.

## Voting

3.7 Upon receipt of the list of candidates, the Registrar shall:

- a. Prepare a list of eligible voters;
- b. Provide the following information to each Regulated Member of the College who is eligible to vote, which shall be provided electronically:
  - i. Profile pertaining to each candidate;
  - ii. Instructions to submit an electronic vote; and
  - iii. Notification of the date on which completed electronic votes must be submitted, which shall be no later than June 1st of each year.

3.8 All Regulated Members in good standing shall be eligible to vote.

3.9 Candidates shall be elected by a plurality of votes. In the event of a tie in voting, another vote will be held as the tie-breaking vote.

3.10 After the deadline for receipt of ballots has passed, the votes will be counted, and the Registrar shall provide the President with:

- a. A list of the successful candidates;
- b. The number of votes received by each candidate; and
- c. An accounting of any voting discrepancies due to spoilage or other factors.

3.11 The Registrar shall retain and securely store the electronic votes for at least 90 days.

## 4. Term of Office for Council Members

### Term of Office

4.1 All Council Members (other than replacements for seats vacated prior to term completion) shall serve a three (3) year term, unless the Council Member is selected from among Council to serve as a member of the Executive Council in accordance with Bylaw 5.3, in which case the Council Member's term may exceed three (3) years.

### Resignation of Council Member

4.2 A Council Member may at any time resign by letter directed to the President. In the event of resignation, or vacancy for any other reason which occurs not more than eighteen (18) months before the expiry of the Council Member's term of office, the Council may:

- a. Leave the seat vacant; or
- b. Call for new nominations and hold a special election to fill the vacated seat.

4.3 If the seat of an elected Council Member becomes vacant more than eighteen (18) months before the expiry of a Council Member's term of office, the Council shall call for new nominations and hold a special election to fill the vacant seat.

4.4 The term of a Council Member elected in accordance with Bylaws 4.2 or 4.3 shall have their 3-year term start the following October.



## Termination of Council Member

- 4.5 A member of Council shall be removed from his or her position if he or she:
- a. is suspended from practice through disciplinary action by the College;
  - b. is found guilty of unprofessional conduct under the HPA; or
  - c. has their registration cancelled by the College unless there are extenuating circumstances acceptable to Council.
- 4.6 A member of Council may be removed from his or her position if he or she:
- a. misses two (2) consecutive meetings of Council without reasonable excuse;
  - b. is found guilty of an offence under the Criminal Code of Canada; or
  - c. is or has been engaged in any conduct or activity that undermines the College or its objectives.
- 4.7 In the case of any of the circumstances arising in Bylaw 4.5 (a) to (c) or 4.6 (a) to (c) above,
- a. Council shall meet and vote on whether the member will be removed from Council;
  - b. If a simple majority or more of the members of Council present and voting vote in favour of removing the member from Council, the member concerned shall thereby be removed from office as a member of Council; and
  - c. The member of Council who is the subject of the vote under subsection (a) shall not vote.

## 5. Executive

### Terms

5.1 Terms of office for the President and Vice President shall be for a two (2) year period, subject to the automatic progression referred to in Bylaw 5.5.

### Duties of the Executive

#### Duties of the President

5.2 The President provides overall leadership to the College. It shall be the duty of the President to preside at all meetings of the College and of Council.

5.3 Between Council meetings, the President may appoint temporary committees. He/she shall have the power to call special meetings of Council when necessary or desirable.

5.4 The President shall have oversight of the affairs of the College and shall perform such other duties as Council may from time to time direct.

#### Duties of the Vice President

5.5 The Vice President succeeds to the Office of President but only if their succession is confirmed through election by the Council. If the Vice President is not elected by Council to succeed to the position of President, then the Council shall elect another member of Council to be President.

5.6 The Vice President shall, upon the request of the President, perform the duties of the President during his/her absence, illness or incapacity.





5.7 The Vice President provides advice to Council on governance issues and performs such duties as may be assigned by the President.

### Duties of the Registrar

5.8 The Registrar:

- a. Acts as the Chief Executive Officer of the College and is responsible for the implementation of policy established by Council;
- b. Oversees the administration of the College;
- c. Reports to and takes directions from Council;
- d. Carries out the duties and responsibilities and functions of the Registrar under the HPA, unless otherwise delegated in accordance with these Bylaws.
- e. Shall not concurrently serve as the Complaints Director or Hearings Director.

## Part 3 – Membership

### 6. Regulated Members

6.1 Applicants for registration as a Regulated Member shall provide the information required by the College in accordance with the HPA, the Regulations, and any other information deemed necessary for administration of the College, abiding by all applicable privacy legislation.

6.2 The Registrar will maintain a Regulated Members' Register which shall include the information required by the HPA and Regulations, and which will clearly indicate the category of membership of the Regulated Member. The Regulated Member's Register has the following categories, in accordance with the Regulations:

- a. General Register
- b. Provisional Register
- c. Courtesy Register

6.3 No information recorded on a Register for Regulated Members may be changed or added to except in accordance with the direction of the Registrar.

6.4 No name shall be removed from a Register for Regulated Members except in accordance with the HPA or an Order of a Court of competent jurisdiction.

## Part 4 – Registration

### 7. Delegation

7.1 Subject to Sections 19 and 20 of the HPA, the Registrar shall perform any powers and duties delegated by the Council.

#### Practice Permits

7.2 The Registrar may consider and approve complete applications for a practice permit.

#### Renewal

7.3 Regulated Members must apply for the renewal of their practice permits by February 28/29 each year in order to avoid an automatic suspension pursuant to the HPA.



## Reinstatement

7.4 Where a practice permit is cancelled under the HPA, except under Part 4, a Regulated Member may apply to the Registrar for the practice permit to be re-issued, and the Registrar may re-issue the practice permit in his or her discretion.

7.5 An applicant may request a review of the decision made by the Registrar pursuant to Bylaws 7.2 or 7.4, which shall be conducted in accordance with the HPA.

## Delegation

7.6 The Registrar may delegate in writing all or any of his/her duties and responsibilities to another staff member of the College, with or without conditions.

## Registration Committee

7.7 Pursuant to the HPA, Council may establish a Registration Committee.

# Part 5 – Professional Conduct

## 8. Competence Committee

8.1 Council shall appoint no fewer than three (3) members to a Competence Committee, and the majority of members must be Regulated Members.

### Membership

8.2 The membership of the Competence Committee consists of the Regulated Members and any public members appointed to the Competence Committee

8.3 Council must designate a member of the Competence Committee to act as Chair of the Competence Committee.

### Powers and Duties

8.4 The Competence Committee may:

- a. make recommendations to Council on continuing competence requirements and the assessment of those requirements
- b. Undertake any other power or duty given to it under the HPA or the Regulations.

## 9. Hearing Tribunal List

9.1 Council shall appoint no fewer than four (4) Regulated Members to a Hearing Tribunal membership list to be used for appointing members to Hearing Tribunals. The term of the appointment shall be five (5) years, subject to review and renewal by Council. Council shall ensure the regulated members they appoint receive relevant ongoing training.

### Powers and Duties

9.2 A Hearing Tribunal may:

- a. Conduct hearings under the HPA; and
- b. Undertake any other power or duty given to it under the HPA, the Regulations or the Bylaws.



### Membership

9.3 The membership of a Hearing Tribunal consists of the Regulated Members and any public members appointed to the Hearing Tribunal.

9.4 The Hearings Director must designate a member of the Hearing Tribunal to act as Chair of the Hearing Tribunal.

### Procedure of a Hearing Tribunal

9.5 Subject to Section 12 of the HPA, a quorum of a Hearing Tribunal is two (2) Regulated Members and a public member.

9.6 Subject to the HPA, a Hearing Tribunal may determine its own rules of procedure.

9.7 A decision of the Hearing Tribunal shall be by a vote of a majority of the Hearing Tribunal members present at a Hearing.

9.8 Subject to the HPA, the Registrar may publish or distribute any information with respect to the unprofessional conduct process and hearings in any manner he or she considers appropriate. Any record of discipline or criminal conviction or conditions placed on a practice permit related to sexual abuse or sexual misconduct will be published and for an indefinite period.

## 10. Complaint Review Committee

10.1 Council shall appoint no fewer than three (3) Regulated Members to a complaint Review Committee membership list to be used for appointing members to a Complaint Review Committee. The term of the appointment shall be five (5) years, subject to review and renewal by Council.

### Membership

10.2 The membership of the Complaint Review Committee consists of the Regulated Members and any public members appointed to the Complaint Review Committee by the Hearings Director.

10.3 The Hearings Director must designate a member of the Complaint Review Committee to act as Chair of the Complaint Review Committee.

### Procedure

10.4 Subject to Section 12 of the HPA, a quorum of a Complaint Review Committee is two (2) Regulated Members and a public member.

10.5 Subject to the HPA, a Complaint Review Committee may determine its own rules respecting the conduct of hearings.

10.6 A decision of the Complaint Review Committee shall be by a vote of a majority of the members present at a hearing or meeting.

10.7 For the purposes of section 60 of the HPA, where a Complaint Review Committee has ratified the settlement of a complaint under that section, the Registrar may publish information regarding the settlement pursuant to the direction of the Complaint Review Committee but must not publish information regarding a complainant or third party. Any record of discipline or criminal conviction or conditions placed on a practice permit related to sexual abuse or sexual misconduct will be published and for an indefinite period.



## Part 6 – Other Committees

### 11. Other Committees

11.1 Council may designate other ad hoc committees from time to time, as deemed appropriate by Council.

11.2 Membership, terms of reference and the procedures to be followed by ad hoc committees shall be as determined by Council.

## Part 7 – Administration

### 12. Fees

12.1 The Council may establish fees, costs, levies or assessments for the following:

- a. application fees,
- b. registration fees,
- c. registration review fees,
- d. practice permit fees,
- e. practice permit review fees,
- f. late payment fees,
- g. fees for reviews or appeals of any decisions under the HPA.

12.2 Council may establish such other fees, costs, levies and assessments as it deems advisable for any accreditation, review, appeal, thing or service provided by the College or by another organization to a Regulated Member or to any other person.

#### Fiscal Year

12.3 The College's fiscal year will be from March 1st to February 28/29th each year.

#### Costs and Expenses

12.4 The College's annual budget shall be prepared by the Registrar and will be presented to Council for approval.

12.5 The approved budget will be made available to Members upon request. An audited financial statement of the prior year's budget and expenditures will be included in a published Annual Report.

12.6 The College, in accordance with policies made by Council, shall reimburse travel expenses and such other costs and expenses for all Council Members, and members of committees and boards established under the HPA, the Regulations and the Bylaws.

#### Seal

12.7 The College shall have a seal, which shall have inscribed thereon "Alberta College of Occupational Therapists". The seal shall be kept in the custody of the Registrar of the College.



## Part 8 – Adoption or Amendment of Bylaws

### 13. Adoption or Amendment of Bylaws

13.1 Council may by resolution of Council adopt new Bylaws or amend the College's current Bylaws.

13.2 Council shall review the Bylaws at minimum every 5 years.

## Part 9 – Delegation

### 14. Delegation

14.1 Subject to Sections 19 and 20 of the HPA:

a. Council may, by resolution, delegate any of its powers and duties under the HPA and these Bylaws to one or more persons or committees.

b. A person or committee to whom a power or duty is given under the HPA or these Bylaws may in writing delegate the power or duty to one or more persons or Committees.

## Part 10 – Code of Ethics and Standards of Practice

### 15. Code of Ethics and Standards of Practice

15.1 Council may by resolution adopt or amend a Code of Ethics and Standards of Practice after completing any consultation required by the HPA and any other consultation Council deems advisable.

