

# **BY-LAW NO. 2011-1**

## **College of Audiologists and Speech-Language Pathologists of Ontario**

### **A By-law relating generally to the Conduct of the Affairs of the College**

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## 1 INTERPRETATION

**1.1 Meaning of Words.** The words in this By-law, and in all other By-laws of the College, unless the context otherwise requires, shall bear the same meaning as the words set out in the *Regulated Health Professions Act*, the Health Professions Procedural Code, and the *Audiology and Speech-Language Pathology Act*, unless the context otherwise requires.

**1.2 Number and Gender.** In this By-law, unless the context otherwise requires, the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be.

**1.3 Consistency with Legislation.** Each provision of this or any other By-law and any part thereof of the College shall be interpreted in a manner consistent with the *Regulated Health Professions Act*, 1991, S.O. 1991, c.18, ("RHPA"), the *Health Professions Procedural Code* ("Code") which is Schedule 2 to the RHPA, the *Audiology and Speech-Language Pathology Act*, 1991, S.O. 1991, c.19 ("ASLPA"), and Regulations, and where an inconsistency is found to exist, and where practical, the inconsistent provision shall be severed from such By-law or any part thereof.

### 1.4 Definitions:

"ASLPA" means the *Audiology and Speech-Language Pathology Act, 1991*, S.O. 1991 c. 19 and any Act that may be substituted therefore, as from time to time amended.

"Audiology Practice Advisory Committee" means the Audiology Practice Advisory Committee of the College.

"Code" means the Health Professions Procedural Code, being Schedule 2 to the *Regulated Health Professions Act, 1991*, S.O. 1991, c. 18.

"College" means the College of Audiologists and Speech-Language Pathologists of Ontario of Ontario.

"Council" means the Council of the College.

"Discipline Committee" means the Discipline Committee of the College.

"Executive Committee" means the Executive Committee of the College.

"Fitness to Practise Committee" means the Fitness to Practise Committee of the College.

"Inquires, Complaints and Reports Committee" or "ICRC" means the Inquiries, Complaints and Reports Committee of the College.

"Life Member" has the meaning ascribed thereto in Article 14.

“Member” means a member, of any class of registration, of the College. Where the situation requires, Member also includes a person whose certificate of registration with the College is under suspension.

“Non-council Member” means a member of a Committee who is not a member of Council.

“Patient Relations Committee” means the Patient Relations Committee of the College.

“President” means the President of the College.

“Public Member” means a member of Council who is appointed to the Council by the Lieutenant Governor in Council.

“Quality Assurance Committee” means the Quality Assurance Committee of the College.

“Registrar” means the Registrar of the College.

“RHPA” means the *Regulated Health Professions Act, 1991*, S.O. 1991, c. 18, and any Act that may be substituted therefore, as from time to time amended.

“Registration Committee” means the Registration Committee of the College.

“Regulations” means the Regulations under ASLPA.

“Vice-President” means the Vice-President of Audiology or Vice-President of Speech-Language Pathology of the College.

## **2 BUSINESS OF THE COLLEGE**

**2.1 Seal.** The Seal, an impression of which appears in this By-law, shall be the Seal of the College.

### **2.2 Execution of Documents or Instruments**

2.2.1 Unless otherwise provided in the RHPA, the Code, ASLPA, or the Regulations or By-laws of the College, documents or instruments requiring the signature of the College shall be signed by the President or the Vice-President(s) together with the Registrar. All documents or instruments so signed shall be binding upon the College without further authorization or formality.

2.2.2 Notwithstanding the above paragraph, Council is authorized, at any time and from time to time by resolution, to direct the manner in which, and to appoint any officer, person or persons by whom, any particular signed documents or instruments on behalf of the College may or shall be signed. Council members shall not sign or seal a document affecting the College unless authorized by the Council.

- 2.2.3 The Seal of the College shall, when required, be affixed to documents, signed on behalf of the College.
- 2.2.4 Certificates of Registration shall be signed by the President and the Registrar.
- 2.3 Notice.** Any notice or other document to be given by the College to any member of the College or of the Council or any Committee, or the Auditor of the College, shall be delivered, mailed or sent by electronic transmission addressed to such member of the College or of the Council or any Committee or Auditor at the address which appears in the register or other books of the College, or if no address is given therein, then to the last address of such member of the College or of the Council or any Committee or Auditor known to the Registrar.
- 2.4 Financial Year.** The financial year of the College shall end on September 30<sup>th</sup> in each year.
- 2.5 Audit.** The Council shall appoint annually a chartered accountant or a firm of chartered accountants to audit the books and prepare a financial statement for each financial year.
- 2.6 Grants.** The Council may set aside in the budget each year such funds as are deemed appropriate for the advancement of scientific knowledge or the education of persons wishing to practise the professions, to maintain or improve the standards of practice of the professions or to provide public information about, and encourage interest in, the past and present role of the professions in society.
- 2.7 College Memberships.** The College may be a member of a provincial, national or international organization of regulatory bodies or other organizations with similar legislated mandates, functions or interests.

### **3 MEMBERSHIP IN THE COLLEGE**

Revoked March 6, 2014.

### **4 COMPOSITION OF COUNCIL**

- 4.1 Composition of Council.** The Council of the College shall be composed in accordance with subsection 6(1) of ASLPA.
- 4.2 Restriction on Council Members.** No member of Council shall be an employee of the College.

## 5 COUNCIL

- 5.1 Electoral Districts.** The following electoral districts are established for the purpose of the election of members to the Council:
- 5.1.1 Electoral district 1, the Eastern District, including the counties of Frontenac, Hastings, Lanark, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prescott and Russell, City of Kingston, City of Prince Edward County, Renfrew, Stormont-Dundas and Glengarry and the City of Ottawa.
  - 5.1.2 Electoral district 2, the Central Region, including the regional municipalities of Durham, Peel and York, and the City of Toronto.
  - 5.1.3 Electoral district 3, the Southwestern Region, including the regional municipalities of Halton, Niagara and Waterloo; the counties of Huron, Perth, Wellington, Elgin, Essex, Lambton, Middlesex, Oxford and Dufferin; along with the cities of Hamilton, Brant, Chatham-Kent, Haldimand, Norfolk and Brantford.
  - 5.1.4 Electoral district 4, the Northwestern Region, including the counties of Bruce and Grey together with the territorial districts of Algoma, Kenora, Manitoulin, Rainy River, and Thunder Bay and the City of Greater Sudbury.
  - 5.1.5 Electoral district 5, the Northeastern Region, including the counties of Haliburton and Simcoe and the City of Kawartha Lakes together with the territorial districts of Cochrane, Muskoka, Nipissing, Parry Sound and Timiskaming.
  - 5.1.6 Electoral district 6, the Province of Ontario at large.
- 5.2 Eligibility to Vote.** All members are eligible to vote for the electoral district 6 member of Council. Other than electoral district 6, the electoral district in which a member is eligible to vote is the district in which, on the close of the business day preceding the day on which the election will take place, the member principally practises or, if the member is not currently engaged in the practice of audiology or speech-language pathology, the electoral district in which, on that day, the member principally resides.
- 5.3 The Number of Members to be Elected is as follows:**
- 5.3.1 One member shall be an audiologist and one member shall be a speech-language pathologist, in each of electoral districts 1, 2, and 3, for a total of six;
  - 5.3.2 Either an audiologist or a speech-language pathologist, in each of electoral districts 4 and 5, for a total of two;
  - 5.3.3 One member may be either an audiologist or a speech-language pathologist, in electoral district 6, for a total of one.

5.3.4 In total, nine members shall be elected, of whom at least three shall be audiologists and at least three shall be speech-language pathologists.

**5.4 Terms of Election.** The term of office of a member elected to the Council is three years commencing immediately upon election. No person who is elected may be a member of Council for more than nine consecutive years.

#### **5.5 Election Dates**

5.5.1 An election of members to the Council was held in June 1994 for all electoral districts.

5.5.2 In every third year after June 2008, an election of members to the Council shall be held for electoral districts 1 and 3.

5.5.3 In every third year after June 2009, an election of members to the Council shall be held for electoral districts 2, 4 and 5.

5.5.4 In every third year after June 2010, an election of members to the Council shall be held for electoral district 6.

5.5.5 The Council shall set the date within the calendar year for each election of members to the Council.

#### **5.6 Eligibility for Election**

A member is eligible for election to the Council in an electoral district if, at the close of nominations and continuously until the day of the election:

5.6.1 The member holds a General, Non-Practising or Academic certificate of registration and is engaged in the practice of audiology or speech-language pathology in the electoral district for which the member is nominated, or, if the member is not currently engaged in the practice of audiology or speech-language pathology, is resident in the electoral district for which the member is nominated;

5.6.2 The member is not in default of payment of any prescribed fees or providing any required information to the College;

5.6.3 The member is not the subject of any proceedings for incompetence, incapacity or professional misconduct;

5.6.4 The member has not been found to have committed an act of professional misconduct or to be incompetent in any disciplinary proceeding in the six years preceding the date of the election;

- 5.6.5 The member's certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than the non-payment of fees;
  - 5.6.6 The member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by regulation;
  - 5.6.7 The member is not a member of the council of any other RHPA college; and
  - 5.6.8 The member is not a candidate in, or already a member of the Council for, another electoral district.
- 5.7 Notification of Election.** No later than 75 days before the date of an election, the Registrar shall notify every member who is eligible to vote of the date, time and place of the election and of the nominations procedure.
- 5.8 Nomination Procedure**
- 5.8.1 The nomination of a candidate for election as a member of the Council shall be in writing and shall be given to the Registrar at least 45 days before the date of the election.
  - 5.8.2 The nomination shall be signed by the candidate and by at least three other members who support the nomination and who are eligible to vote in the electoral district in which the election is to be held.
- 5.9 Acclamation.** If the number of candidates nominated for an electoral district is equal to the number of members to be elected in the electoral district, the Registrar shall declare the candidates to be elected by acclamation. If the number of candidates nominated for an electoral district is less than the number of members to be elected in the electoral district, the Registrar shall declare the existing eligible candidates, if any, to be elected by acclamation and shall establish a new election schedule including, where necessary, a new date for the election.
- 5.10** No later than 30 days before the date of an election, the Registrar shall send, by regular, electronic mail or other electronic process, to every member eligible to vote in an electoral district in which an election is to take place, a list of the candidates in the electoral district, a brief biographical statement of no more than 100 words, a ballot and an explanation of the voting procedure as set out in the By-laws or electronic links to these materials.
- 5.11 Registrar's Electoral Duties.** In addition to those duties listed above, the Registrar shall supervise and administer the election of candidates and, for the purpose of carrying out that duty, the Registrar may, subject to the By-laws:
- 5.11.1 Appoint returning officers and scrutineers;
  - 5.11.2 Establish a deadline for the receiving of ballots;

- 5.11.3 Establish procedures for the opening and counting of ballots;
- 5.11.4 Provide for the notification of all candidates and members of the results of the election; and
- 5.11.5 Provide for the destruction of ballots not less than 30 days following an election.

**5.12 Number of Votes to be Cast**

- 5.12.1 A member may cast as many votes on a ballot in an election of members to the Council as there are members to be elected to the Council from the electoral district in which the member is eligible to vote.
- 5.12.2 A member shall not cast more than one vote for any candidate.

**5.13 Tie Votes.** If there is a tie in an election of members to the Council, the Registrar shall break the tie by random selection, such as a coin toss.

**5.14 Recounts**

- 5.14.1 A candidate may require a recount by giving a written request to the Registrar no more than 14 days after the date of an election and by paying the recount fee as specified in By-Law 2011-3. The fee shall be refunded if the recount confirms an error in the counting of ballots that results in a change in the results of the election in favour of the candidate who requested the recount.
- 5.14.2 If a recount is requested, the Registrar shall appoint a time and place for the recount no more than 7 days after receiving the request.
- 5.13.3 The recount shall be conducted in the same manner as the original counting of votes except the votes will be counted and verified by two persons appointed by the President who were not scrutineers in the election.

**5.15 Interruption of Mail Service.** Where there is an interruption of mail service during a nomination or election, the Registrar shall extend the holding of the nomination or election for such period of time as the Registrar considers necessary to compensate for the interruption.

**5.16 Electronic Elections.** To the extent that an election proceeds in whole or in part using an electronic process, this action shall be interpreted to be consistent with and to accommodate such a process.

**5.17 Disqualification of Elected Members.** The Council shall disqualify an elected member from sitting on the Council if the elected member,



- 5.17.1 Is found by a panel of the Discipline Committee to have committed an act of professional misconduct, or to be incompetent;
  - 5.17.2 Is found by a panel of the Fitness to Practise Committee to be incapacitated;
  - 5.17.3 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Council;
  - 5.17.4 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of a Committee or two hearings of panels to which the member has been selected;
  - 5.17.5 Holds a certificate of registration that becomes subject to a term, condition or limitation, other than a term, condition or limitation that is prescribed by regulation;
  - 5.17.6 Ceases to hold a certificate of registration as a General, Non-Practising or Academic member;
  - 5.17.7 Is in default of any prescribed fee or of providing any required information to the College for a period of more than 30 days;
  - 5.17.8 Becomes a member of a council of any other college regulated under the RHPA;
  - 5.17.9 Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification;
  - 5.17.10 Fails, in the opinion of two-thirds of the members of Council, to discharge properly or honestly any office, including one to which he or she has been elected or appointed by Council;
  - 5.17.11 Ceases to either practise or reside in the electoral district for which the member was elected; or
  - 5.17.12 Dies.
- 5.18** An elected member who is disqualified from sitting on the Council ceases to be a member of the Council.

**5.19 Filling of Vacancies**

- 5.19.1 If the seat of an elected Council member becomes vacant in an electoral district not more than 12 months before the expiry of the member's term of office, the Council may:
  - 5.19.1.1 Leave the seat vacant;

- 5.19.1.2 Appoint as an elected Council member, the candidate, if any, who received the most votes of all the unsuccessful candidates in the last election of Council members for that electoral district; or
- 5.19.1.3 Direct the Registrar to hold an election in accordance with this Regulation for that electoral district.
- 5.19.2 If the seat of an elected Council member becomes vacant in an electoral district more than 12 months before the expiry of the member's term of office, the Council shall direct the Registrar to hold an election in accordance with this By-law for that electoral district.
- 5.19.3 The term of a member appointed under Article 5.16.1.2 or elected in an election under Article 5.16.1.3 or Article 5.16.2 shall continue until the time the former Council member's term would have expired.

## **5.20 Request for Removal of Public Member**

- 5.20.1 In the event that a Public Member,
  - 5.20.1.1 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Council;
  - 5.20.1.2 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of a Committee or two hearings of panels to which the member has been selected;
  - 5.20.1.3 Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification; or
  - 5.20.1.4 Fails, in the opinion of two-thirds of the members of Council, to discharge properly or honestly any office, including one to which he or she has been elected or appointed by Council;

then a report requesting the removal of the Public Member from Council shall be prepared and submitted to the Public Appointments Secretariat.

## **5.21 Appointment of Academic Members**

- 5.21.1 Two academic members, one representing speech-language pathology and one representing audiology, shall be appointed by Council in every third year after 2009.
- 5.21.2 Council shall consult with and obtain recommendations from the Directors or Chairs of the applicable universities that offer audiology

or speech-language pathology programs, as the case may be, for academic candidates to be appointed to the Council.

5.21.2 A member is eligible for appointment to the Council as an academic member if,

5.21.2.1 The member is the holder of a General or Academic certificate of registration;

5.21.2.2 The member's certificate of registration has not been revoked or suspended at any time in the six years immediately preceding the appointment for any reason other than non-payment of fees;

5.21.2.3 The member is not in default of any obligation to the College under a regulation or the by-laws;

5.21.2.4 The member is not the subject of proceedings for incompetence, incapacity or professional misconduct;

5.21.2.5 The member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by regulation;

5.21.2.6 The member is not a member of the council of any other RHPA college; or

5.21.2.7 The member's primary employment is with an institution accredited by the Council for Accreditation of Canadian University Programs in Audiology and Speech-Language Pathology.

5.21.3 No person may be an academic member for more than nine consecutive years.

## **5.22 Disqualification of Academic Members**

5.22.1 The Council shall disqualify an academic member from sitting on the Council if the member:

5.22.1.1 Is found by a panel of the Fitness to Practise Committee to be incapacitated;

5.22.1.2 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Council;

5.22.1.3 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive

meetings of a Committee or two hearings of panels to which the member has been selected;

- 5.22.1.4 Holds a certificate of registration that becomes subject to a term, condition or limitation, other than a term, condition or limitation that is prescribed by regulation;
- 5.22.1.5 Ceases to hold a certificate of registration as a General or Academic member;
- 5.22.1.6 The member's primary employment ceases to be with an institution accredited by the Council for Accreditation of Canadian University Programs in Audiology and Speech-Language Pathology;
- 5.22.1.7 Is in default of any prescribed fee or of providing any required information to the College for a period of more than 30 days;
- 5.22.1.8 Becomes a member of a council of any other college regulated under the RHPA;
- 5.22.1.9 Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification;
- 5.22.1.10 Fails, in the opinion of two-thirds of the members of Council, to discharge properly or honestly any office, including one to which he or she has been elected or appointed by Council; or
- 5.22.1.11 Dies.

**5.23** An academic member who is disqualified from sitting on the Council ceases to be a member of the Council.

## **6 MEETINGS OF COUNCIL**

### **6.1 Meetings of Council**

- 6.1.1 To the extent practical, the Council shall hold at least two meetings in a calendar year.
- 6.1.2 Meetings of Council shall be held in the offices of the College, or in such other location as determined by Council.
- 6.1.3 When a member of Council is not able to be present in person at a meeting, the member may participate by means of such telephone, electronic or other communication facilities as permit all participating persons to communicate simultaneously and instantaneously with the

others, and a member participating in such meeting by such means is deemed for the purposes of this By-law to be present at that meeting.

- 6.1.4 Meetings of the Council shall be called by the President.
- 6.1.5 The President, or in the absence or failure to act of the President, the Vice-President(s), shall, on the direction in writing of two-thirds of the members of the Council delivered to the Registrar, call a special meeting of the Council.
- 6.1.6 Notice of all Council meetings, including special meetings, shall be delivered or sent by electronic transmission to each Council member not less than five days, or shall be mailed to each member of Council not less than 10 days, before the meeting is to take place. A statutory declaration of the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. An inadvertent failure to give proper notice shall not affect the validity of a meeting of the Council.
- 6.1.7 The President shall act as Chair of the Council meetings. In the absence of the President, one of the Vice-Presidents shall preside by vote of Council. In the absence of both the President and Vice-Presidents, members of the Council present at the meeting of Council shall elect one of their members to act as Chair.
- 6.1.8 Notwithstanding Article 6.1.7, Council may appoint a person who is not a member of the Council to be the Chair, without deliberative or voting privileges, at any or all meetings of the Council until such time as the Council or the Executive Committee decide otherwise.
- 6.1.9 Voting at a Council meeting, unless otherwise specified in the RHPA, Code, ASLPA, or the Regulations or By-laws of the College, shall be by a show of hands or by secret ballot as directed by the Chair of the meeting. In the event that a roll call vote of members is requested, the Chair shall require the Registrar to request each member in turn to record the member's vote and the total number of votes for, against, or otherwise, will be recorded in the minutes. All recorded votes are called as "All in favour"; "Opposed"; "Abstaining". All matters shall be decided by a majority of votes actually cast.
- 6.1.10 Except where otherwise specified in the RHPA, Code, ASLPA, or the Regulations or By-laws of the College, every issue to be decided at a Council meeting shall be decided by a simple majority of votes of those voting at the meeting.
- 6.1.11 The President, when acting as Chair of Council, shall not propose motions.
- 6.1.12 A motion to reconsider a resolution may be offered by anyone and, like any motion, requires a seconder. Any motion to reconsider a

previous resolution requires the support of two-thirds of those members voting at the meeting.

- 6.1.13 Minutes of all meetings of Council shall be kept at such a place as is designated by the Registrar of the College.
- 6.1.14 A declaration by the Chair of Council that a resolution has been carried and the recording in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote recorded in the favour, against or otherwise in respect of such resolution.
- 6.1.15 Meetings shall be held in accordance with the General Rules for Council meetings adopted by the College. The edition of *Bourinot's Rules of Order* in use at the time shall constitute the rules of order of the Council. Where the rules of order are inconsistent with the RHPA, Code, ASLPA or the Regulations or By-laws of the College, the RHPA, Code, ASLPA or the Regulations or By-laws of the College will govern.

## **6.2 Meetings by Electronic Means**

- 6.2.1 If two-thirds of all members of Council of the College, or of a Committee of Council consent thereto generally or in respect of a particular meeting and each has adequate access, the meeting may be held by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of Council or of a Committee participating in such a meeting by such means is deemed to be present at the meeting.
- 6.2.2 Provided further that at the outset of each meeting referred to in Article 6.2.1, the Chair of the meeting shall call the roll to establish quorum as set out in Article 6.1.1, and whenever votes are required, and unless a majority of the Council members present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

## **6.3 Access to the Public**

- 6.3.1 The meetings of the Council shall be open to the public, except those portions of meetings held in camera.
- 6.3.2 Persons wishing to make submissions on issues to the Council are welcome to apply in advance to the President.
- 6.3.3 The Chair may apply a time limit to any public submissions or may impose such other terms and conditions on the meeting as may be required for the proper conduct of the business of the meeting.

## **6.4 Meetings of Members**

- 6.4.1 The Council may, from time to time, at its discretion, convene a meeting of the members of the College, plenary or by profession or by class of registration or by electoral district as the case may be.
- 6.4.2 Notice of a meeting may be given in writing or electronically at the discretion of the Council at least 10 days before the meeting is to take place. The notice shall set out the date, time, place, purpose and agenda of the meeting.

## **7 THE REGISTRAR**

- 7.1 **Appointment of Registrar.** The Council of the College shall appoint a Registrar, following a competitive process, as set out in the recruitment policies of the Council. The Council shall appoint or authorize the Executive Committee to appoint a "Search Committee" composed of members of the Council to oversee the recruitment of the Registrar. The Search Committee, on behalf of the Council, may engage the services of an executive search organization to assist in the recruitment process.
- 7.2 **Registrar's Duties.** The Registrar of the College shall conduct the affairs of the College, oversee its programs and services and promote the goals and objectives of the College in accordance with the RHPA, the Code, ASLPA, and the Regulations, By-laws, and policies of the College and shall perform such other functions as may be assigned to the Registrar from time to time by the Council.

## **8 OFFICERS**

- 8.1 **Election of Officers.** The elections for President and the offices of Vice-President shall be held in accordance with Article 9.5.1. Any member of Council shall be eligible for election as an officer.
  - 8.1.1 The Council shall have one President and two Vice-Presidents. One Vice-President shall be an audiologist and one Vice-President shall be a speech-language pathologist.
  - 8.1.2 The terms of office of the officers of Council, the President and the Vice-Presidents, shall each be for one year and no person shall be elected to the same position for more than three consecutive terms. The President and Vice-Presidents shall assume office immediately upon election. Officers shall hold office until their successors are elected. If an election is delayed for any reason, the officers shall continue in office until their successors are elected.

- 8.1.3 An officer may be removed from office by a vote of two-thirds of the members present at a Council meeting and such removal shall take effect immediately upon the passing of such resolution or the time specified in such resolution.
- 8.1.4 If the President is removed or the office becomes vacant, one of the Vice-Presidents shall by vote of Council become President for the unexpired term of office. If one of the Vice-Presidents is removed or the office becomes vacant, the Council shall elect a Vice-President from among Council members to hold office for the unexpired term of office.
- 8.1.5 Any officer of the Council may resign at any time by submitting written notice of such intent to the Council, which resignation shall be effective on the date specified in the resignation if such date is specified or if no such date is specified, on the date it is received.
- 8.1.6 Members of Council seeking election as an officer shall be nominated for such positions.
- 8.1.7 When more than two members of Council are nominated for the same position, the nominee who receives the lowest number of votes on each ballot shall be dropped from the subsequent ballot. This procedure shall be followed until one nominee receives a majority of the votes cast. If there is a tie that cannot reasonably be broken by other means, the position shall be filled by lot, using a procedure deemed fair by the candidates involved.

**8.2 Duties of the President.** In addition to those duties set out elsewhere in the by-laws, the President shall:

- 8.2.1 When acting as Chair of the Council meetings, make all necessary rulings as to the order of business, subject to an appeal to the Council members present;
- 8.2.2 Act as Chair of the Executive Committee of the College;
- 8.2.3 Ensure the integrity of the Council's processes;
- 8.2.4 Represent and speak on behalf of Council, to outside parties;
- 8.2.5 Ensure that the content of meeting discussions will only consist of those issues which, according to Council policy, clearly are within the purview of Council and that deliberations are fair, open, thorough, respectful and democratic;
- 8.2.6 Delegate aspects of the President's authority, with the exception of those duties specified in Article 6 of this By-law, but shall remain accountable for its use; and



8.2.7 Ensure the orientation of newly appointed Council members and assess the Council's development and training needs and recommend appropriate actions to the Council.

**8.3 Duties of the Vice-Presidents.** The Vice-Presidents shall:

8.3.1 In the absence or inability or unwillingness of the President to act, one of the Vice-Presidents as designated by Council, shall act as President with all the duties and powers of the office;

8.3.2 Serve as a primary support to the President, assisting the President as required to fulfill the duties of the President; and

8.3.3 Serve as committee chair of the Audiology Practice Advisory Committee or the Speech-Language Pathology Practice Advisory Committee, as applicable.

**8.4 Vacancies.** In the event of the death, disqualification or unwillingness to act of a permanent nature of the President or the Vice-Presidents, the Council shall elect Council members to fill these vacancies according to the provisions of these By-laws for calling a meeting and electing the President and the Vice-Presidents.

## **9 COMMITTEES OF THE COLLEGE**

**9.1 Statutory Committees under the RHPA.** Pursuant to the RHPA, the College shall have the following Committees, the duties of which are set out in the RHPA, the Regulations and these By-laws or as are otherwise assigned by Council from time to time:

9.1.1 Executive Committee;

9.1.2 Registration Committee;

9.1.3 Inquiries, Complaints and Reports Committee;

9.1.4 Discipline Committee;

9.1.5 Fitness to Practise Committee;

9.1.6 Quality Assurance Committee; and

9.1.7 Patient Relations Committee.

**9.2 Non-Statutory Committees**

9.2.1 In addition to the Statutory Committees, the College may establish non-statutory Committees, including: the Audiology Practice Advisory Committee; the Speech-Language Pathology Practice Advisory Committee; and the Finance Committee.

9.2.2 The exercise of any non-statutory power by any Committee, unless specifically provided for in the By-laws of the College, is always subject to the approval of Council.

**9.3 Appointment of Special Committees.** The Council may, from time to time, appoint such special Committees, task forces and working groups as it deems appropriate or necessary for the attainment of the objects of the College and the efficient conduct of its affairs. Every special Committee, task force or working group shall have specified terms of reference.

**9.4 Reporting of Committees.** All Committees shall report to Council.

**9.5 Appointments to Statutory and Non-Statutory Committees**

9.5.1 At its June meeting each year, or as soon afterwards as is reasonably possible, the Council shall elect the members of the Executive Committee, starting with the President. Once the President has been elected, the Council shall elect its two Vice-Presidents, followed by its other Executive Committee members. Council members may nominate themselves or propose candidates for membership. In the event there are more nominees than positions available in accordance with the composition of the Executive Committee, an election shall be held for such positions by secret ballot. Members of the Executive Committee shall hold office until their successors are elected. If an election is delayed for any reason, the members of the Executive Committee shall continue in office until their successors are elected.

9.5.2 The Executive Committee shall recommend to Council, appointments to Committees as soon as possible after the June Council meeting or, in the event of a vacancy, at the time such vacancy occurs,.

9.5.3 The term of office of a Committee member appointed under Article 9.5.2 is for one year, which may be renewed. No Council member may be a member of the same Committee for more than six consecutive terms.

9.5.4 The Council shall disqualify a Council member appointed to a Committee from sitting on the Committee if the member:

9.5.4.1 Is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee;

9.5.4.2 Is found to be incapacitated by a panel of the Fitness to Practise Committee;

9.5.4.3 Fails, without reasonable cause, in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Committee;

- 9.5.4.4 Fails, without reasonable cause, in the opinion of two-thirds of the members of Council, to attend a hearing or review of a panel for which the member has been selected;
  - 9.5.4.5 Is in default of payment of any prescribed fees or of providing any required information to the College for a period of more than 30 days;
  - 9.5.4.6 Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification;
  - 9.5.4.7 In the case of a member of the College, neither practises nor resides in Ontario;
  - 9.5.4.8 In the case of a member of the College, ceases to hold a certificate of registration;
  - 9.5.4.9 Becomes a member of a council of any other college regulated under the RHPA;
  - 9.5.4.10 In the case of a member of the college, holds a certificate of registration that becomes subject to a term, condition or limitation other than one prescribed by Regulation;
  - 9.5.4.11 Fails, in the opinion of two thirds of the members of Council, to discharge properly and honestly his or her duties as a committee member; or
  - 9.5.4.12 Dies.
- 9.5.5 A member who is disqualified under Article 9.5.4 from sitting on a Committee ceases to be a member of the Committee.
  - 9.5.6 The term of office of a person who is appointed as a successor under Article 9.5.7 expires when the term of office of the person being replaced would have expired.
  - 9.5.7 Any vacancies occurring in the membership of a Committee shall be filled by members appointed by the Council as soon as possible.
  - 9.5.8 Notwithstanding the above provisions that permit the removal from a committee of a Council member in specific circumstances, Council may at any time also remove a Council member of a committee to facilitate the effective and fair operation of the College.

## **9.6 Appointment of Non-Council Members to Committees of the College**

- 9.6.1 This Article applies with respect to the members appointed to a Committee of the College who are not members of the Council.

- 9.6.2 The term of office of a Committee member is one year. No non-Council member may be a member of the same Committee for more than six consecutive terms.
- 9.6.3 A member is eligible for appointment to a Committee if, on the date of appointment:
- 9.6.3.1 The member is practicing or resident in Ontario;
  - 9.6.3.2 The member is not in default of payment of any prescribed fees or providing any required information to the College;
  - 9.6.3.3 The member is not the subject of any disciplinary or incapacity proceedings;
  - 9.6.3.4 The member has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the appointment;
  - 9.6.3.5 The member's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than the non-payment of fees;
  - 9.6.3.6 The member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by regulation;
  - 9.6.3.7 The member is not a member of the council of any other RHPA college; and
  - 9.6.3.8 The member does not have a conflict of interest in respect of the Committee to which the member is to be appointed.
- 9.6.4 The Council shall disqualify a non-Council member appointed to a Committee from sitting on the Committee if the member,
- 9.6.4.1 Is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee;
  - 9.6.4.2 Is found to be incapacitated by a panel of the Fitness to Practise Committee;
  - 9.6.4.3 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Council;

- 9.6.4.4 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend two consecutive meetings of the Committee;
  - 9.6.4.5 Fails, without reasonable cause in the opinion of two-thirds of the members of Council, to attend a hearing or review of a panel to which the member has been selected;
  - 9.6.4.6 Holds a certificate of registration that becomes subject to a term, condition or limitation, other than a term, condition or limitation that is prescribed by regulation;
  - 9.6.4.7 Ceases to hold a certificate of registration as a member;
  - 9.6.4.8 Is in default of any prescribed fee for a period of more than 30 days;
  - 9.6.4.9 Becomes a member of a council of any other college regulated under the RHPA;
  - 9.6.4.10 Is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification;
  - 9.6.4.11 Fails, in the opinion of two-thirds of the members of Council, to discharge properly or honestly any office to which he or she has been appointed;
  - 9.6.4.12 Neither practises nor resides in Ontario; or
  - 9.6.4.13 Dies.
- 9.6.5 A member who is disqualified under Article 9.6.4 from sitting on a Committee ceases to be a member of the Committee.
- 9.6.6 Notwithstanding the above provisions that permit the removal of a Non-council Committee member in specific circumstances, Council may at any time also remove a Non-Council member of a committee to facilitate the effective and fair operation of the College.
- 9.6.7 The term of office of a person who is appointed as a successor under Article 9.6.5 expires when the term of office of the person being replaced would have expired.
- 9.6.8 Any vacancies occurring in the membership of a Committee shall be filled by members appointed by the Council as soon as possible.

## **10 COMPOSITION AND DUTIES OF STATUTORY AND NON-STATUTORY COMMITTEES**

### **STATUTORY COMMITTEES**

#### **10.1 Executive Committee**

10.1.1 The Executive Committee shall be composed of six members of Council as follows: two audiologists, two speech-language pathologists, and two Public Members, which must include the President, the Vice-President of Audiology, and the Vice-President of Speech-Language Pathology.

10.1.2 The President of the Council shall be the Chair of the Executive Committee.

#### **10.2 Duties of the Executive Committee.** The Executive Committee shall:

10.2.1 Perform such functions as are assigned to it in the RHPA, the Code and ASLPA and the Regulations under those Acts, and the By-laws and policies of the College and co-ordinate the work of Council and assist in its decision-making by reviewing and providing comments to Council on all recommendations and proposals from Committees;

10.2.2 Recommend the appointment of the Registrar of the College to Council and conduct regular performance and compensation reviews of the Registrar;

10.2.3 Manage and direct the affairs of the Council of the College in accordance with the RHPA, the Code, ASLPA, and the Regulations under those Acts and the By-laws and policies of the College, with respect to any matter that has been delegated to it by the Council or which, in the Committee's opinion, requires immediate attention other than the power to revoke, amend or pass by-laws and such other powers as are specifically reserved to the Council in the RHPA, this By-law or any other By-law of the College;

10.2.4 Recommend to Council members of statutory and non-statutory Committees in accordance with Article 9.5.2 of this By-law;

10.2.5 Recommend to Council proposals for changes to relevant legislation, including regulations, and the College's By-laws; and

10.2.6 Submit an annual report to the Council in accordance with the Code.

#### **10.3 Registration Committee**

10.3.1 The Registration Committee shall be composed of at least six members as follows: at least two members of the Council who are members of the College, one of whom shall be an audiologist, one of

whom shall be a speech-language pathologist, at least one member of the Council who is an academic member of the College, at least two Public Members, and at least one non-Council member.

- 10.3.2 At least two members of the Registration Committee shall be audiologists, and at least two members shall be speech-language pathologists.

**10.4 Duties of the Registration Committee.** The Registration Committee shall:

- 10.4.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College. These include advising Council and making recommendations on matters relating to entry to practice standards, registration regulations, and related matters and performing such other tasks and research as directed by Council to aid Council decision-making;
- 10.4.2 Recommend to Council proposals for changes to relevant legislation, including regulations, and the College's By-Laws as well as programs to support the registration process; and
- 10.4.3 Submit an annual report to the Council in accordance with the Code. The report will include information on adherence to policies and procedures, numbers of decisions successfully appealed, and timely provision of decisions and documentation.

**10.5 Inquiries, Complaints and Reports Committee**

- 10.5.1 The Inquiries, Complaints and Reports Committee shall be composed of at least nine members as follows:
  - 10.5.1.1 at least three audiologists, one of whom is a member of the Council and the College,
  - 10.5.1.2 at least three speech-language pathologists one of whom is a member of the Council and the College,
  - 10.5.1.3 at least two Public Members; and,
  - 10.5.1.4 at least one non-Council member.

**10.6 Duties of the Inquiries, Complaints and Reports Committee.** The Inquiries, Complaints and Reports Committee shall:

- 10.6.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College. These include providing a fair review of all complaints and reports received in accordance with the Code,

- 10.6.2 Recommend to Council proposals for changes to relevant legislation, including regulations, and the By-laws of the College, as well as programs to support the complaints and reports processes; and
- 10.6.3 Submit an annual report to the Council in accordance with the Code. The report will include information on numbers of decisions successfully appealed, adherence to policies and procedures, and timely provision of decisions and documentation.

#### **10.7 Discipline Committee**

- 10.7.1 The Discipline Committee shall be composed of at least eight members as follows: at least two members of the Council who are members of the College, at least three Public Members and at least one non-Council member.
- 10.7.2 At least two members shall be audiologists and at least two members shall be speech-language pathologists.

#### **10.8 Duties of the Discipline Committee.** The Discipline Committee shall:

- 10.8.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College. These include providing a fair process for hearings in cases of alleged professional misconduct or incompetence in accordance with the Code
- 10.8.2 Recommend to Council proposals for changes to the legislation, including regulations to applicable statutes, and by-laws, as well as programs to support the discipline process; and
- 10.8.3 Submit an annual report to the Council in accordance with the Code. The report will include information on development of, and adherence to, policies and procedures, numbers of decisions successfully appealed and timely provision of decisions and documentation.

#### **10.9 Fitness to Practise Committee**

- 10.9.1 The Fitness to Practise Committee shall be composed of at least four members as follows: one member of the Council who is a member of the College, two Public Members, and one non-Council member.
- 10.9.2 At least one member shall be an audiologist and at least one member shall be a speech-language pathologist.

#### **10.10 Duties of the Fitness to Practise Committee.** The Fitness to Practise Committee shall:

- 10.10.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College. These include providing a fair review of all



matters regarding the alleged incapacity of members in accordance with the Code, and all;

- 10.10.2 Recommend to Council proposals for changes to the legislation, including regulations, and the By-laws of the College, as well as programs to support the work of the Committee; and
- 10.10.3 Submit an annual report to the Council in accordance with the Code. The report will include information on the development of, and adherence to, policies and procedures, numbers of decisions successfully appealed, and timely provision of decisions and documentation.

#### **10.11 Quality Assurance Committee**

- 10.11.1 The Quality Assurance Committee shall be composed of at least six members as follows: at least two members of the Council who are members of the College, one of whom shall be an audiologist and one of whom shall be a speech-language pathologist, at least two Public Members, and at least one non-Council member.
- 10.11.2 At least two members shall be audiologists and at least two members shall be speech-language pathologists.

#### **10.12 Duties of the Quality Assurance Committee.** The Quality Assurance Committee shall:

- 10.12.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College. These include identifying quality measures which promote continuing competence and continuing quality improvement among members;
- 10.12.2 Recommend to Council proposals for changes to relevant legislation, including regulations, and the By-laws of the College, as well as programs to support the quality assurance process; and
- 10.12.3 Submit an annual report to the Council in accordance with the Code, including information on the development of standards regarding practice and ethics and related program proposals.

#### **10.13 Patient Relations Committee**

- 10.13.1 The Patient Relations Committee shall be composed of at least six members as follows: at least two members of the Council who are members of the College, one of whom shall be an audiologist and one of whom shall be a speech-language pathologist, at least two Public Members, and at least one non-Council member.
- 10.13.2 At least two members shall be audiologists and at least two members shall be speech-language pathologists.

**10.14 Duties of the Patient Relations Committee.** The Patient Relations Committee shall:

- 10.14.1 Perform such functions as are assigned to it in the RHPA, the Code, ASLPA, and the Regulations under those Acts, and the By-laws and policies of the College, which include developing a patient relations program, including measures for preventing and dealing with sexual abuse of patients/clients and the administration of funds for therapy and counseling of patients/clients who were sexually abused by members;
- 10.14.2 Establish a Patient Relations Program to include the above statutory elements;
- 10.14.3 Make recommendations to Council for any budgetary allocations for the above;
- 10.14.4 Recommend to Council proposals for changes to relevant legislation, including regulations, and the By-laws of the College, as well as programs which may support the work of the committee;
- 10.14.5 Submit an annual report to the Council in accordance with the Code. The report will include a description of the program, and any application of funds for abused clients; and
- 10.14.6 The Committee shall recommend to Council any proposals for Public Awareness/Government Relations initiatives.

**NON-STATUTORY COMMITTEES**

**10.15 Finance Committee**

- 10.15.1 The Finance Committee shall be composed of at least five members as follows: at least two members of the Council who are members of the College, one of whom shall be an audiologist and one of whom shall be a speech-language pathologist, and at least two Public Members, and at least one non-Council member.

**10.16 Duties of the Finance Committee.** The Finance Committee shall:

- 10.16.1 Review and evaluate the critical risks and uncertainties as determined by management that may affect the College including but not limited to insurance protection, environmental risk, political factors, treasury/credit and other areas as determined from time-to-time;
- 10.16.2 Maintain a relationship with the Auditor by: reviewing the engagement letter, the projected audit fee and the scope of the audit; and annually recommending the appointment of the Auditor;

- 10.16.3 Review and make recommendations as appropriate on: the annual Business Plan and Budget for approval by Council; the financial implications of any significant changes to approved budgets and other major undertakings or projects; and the banking and other financing arrangements of the College;
- 10.16.4 Review and consider any matters relating to the adequacy of internal controls and any other reports on significant control deviations or indications of fraud and the corrective action undertaken with regard thereto;
- 10.16.5 Submit an annual report to the Council; and
- 10.16.6 Ensure there are adequate systems and practices in place to provide reasonable assurance of compliance with laws, regulations and standards of ethical conduct, with respect to the financial affairs of the College, and review and update such systems and practices as required.

**10.17 Audiology Practice Advisory Committee.** The Audiology Practice Advisory Committee shall be composed of at least six members as follows: at least two members of the Council who are audiologists including the Vice-President of Audiology who shall be the Chair of the Committee, at least two Public Members, at least two non-Council members who shall be audiologists and up to one Council or non-Council member who is a speech-language pathologist.

**10.18 Duties of the Audiology Practice Advisory Committee.** The Audiology Practice Advisory Committee shall:

- 10.18.1 Provide advice to Council on matters affecting audiologists and the practice of audiology;
- 10.18.2 At the request of Council and in a format approved by Council, monitor and develop recommendations for College regulations, bylaws, practice standards and guidelines and position statements that relate to audiologists with respect to: clinical matters; professional practice issues; ethical business practice issues; and interdisciplinary issues;
- 10.18.3 Develop policies and positions for consideration of Council on external matters such as provincial legislation that may impact on the practice of audiology;
- 10.18.4 As part of the strategic planning process, undertake an annual review of issues and matters affecting audiologists and the practice of audiology and report to Council on these issues and recommend policies and initiatives to address them as appropriate;
- 10.18.5 Assess the information and support needs of audiologists and make recommendations to Council;

- 10.18.6 Recommend communication and education strategies for the members, related to the objects of the College;
- 10.18.7 Submit an annual report to the Council; and
- 10.18.8 Provide advice and input on any other issues referred to the Committee by the Executive Committee or by Council.

**10.19 Speech-Language Pathology Practice Advisory Committee.** The Speech-Language Pathology Practice Advisory Committee shall be composed of at least six members as follows: at least two members of the Council who are speech-language pathologists including the Vice-President of Speech-Language Pathology who shall be the Chair of the Committee, at least two Public Members, at least two non-Council members who shall be speech-language pathologists and up to one Council or non-Council member who is an audiologist.

**10.20 Duties of the Speech-Language Pathology Practice Advisory Committee.** The Speech-Language Pathology Practice Advisory Committee shall:

- 10.20.1 Provide advice to Council on matters affecting speech-language pathologists and the practice of speech-language pathology;
- 10.20.2 At the request of Council and in a format approved by Council, monitor and develop recommendations for College regulations, bylaws, practice standards and guidelines and position statements that relate to speech-language pathologists with respect to: clinical matters; professional practice issues; ethical business practice issues; and interdisciplinary issues;
- 10.20.3 Develop policies and positions for consideration of Council on external matters such as provincial legislation that impact on the practice of speech-language pathology;
- 10.20.4 As part of the strategic planning process, undertake an annual review of issues and matters affecting speech-language pathologists and the practice of speech-language pathology and report to Council on these issues and recommend policies and initiatives to address them as appropriate;
- 10.20.5 Assess the information and support needs of speech-language pathologists and make recommendations to Council;
- 10.20.6 Recommend communication and education strategies for the members, related to the objects of the College;
- 10.20.7 Submit an annual report to the Council; and
- 10.20.8 Provide advice and input on any other issues referred to the Committee by the Executive Committee or by Council.

## **10.21 Committee Chairs**

- 10.21.1 The Chairs of each Committee, other than the Executive Committee, the Audiology Practice Advisory Committee, and the Speech-Language Pathology Practice Advisory Committee, shall be elected from among the members of the Committees at the first meeting following the appointment of the members of the Committee in any given year or at such other meeting of the Committee as the Committee may determine. Chairs shall be elected by vote of the majority of members of each Committee. No member can be chair of a Committee for more than three consecutive years.
- 10.21.2 The Chair of any Committee, other than the Executive Committee, may be removed as Chair by a vote of two-thirds of the members of that Committee.
- 10.21.3 The Chairs of all Committees shall be members of Council.
- 10.21.4 The Chairs of Committees have the same rights as other Committee members to vote.
- 10.21.5 Committee meetings shall be called by the Chair of the relevant Committee, or the Chair may be directed by the Executive Committee or Council to call a meeting. The Chair shall designate the time and place of the meeting.
- 10.21.6 The Chairs of Committees are responsible for selecting panels from among the members of the Committee.

**10.22 Quorum.** Except as otherwise specified in the by-laws, the RHPA, the Code or the Regulations, the quorum for any Committee shall be a majority of the members of the Committee, one of whom shall be a Public Member.

**10.23 Vacancies.** A Committee remains properly constituted despite any vacancy so long as it can still form a quorum.

## **11 INDEMNIFICATION**

**Indemnity.** Every member of the Council or any Committee and every officer or employee of the College, who in respect of the execution or intended execution of the person's duties as a member of the Council or any Committee or as an officer or employee of the College, or who has undertaken or is about to undertake any liability on behalf of the College, and the person's respective heirs, executors and administrators, and estates and effects shall, from time to time, be indemnified and saved harmless out of the funds of the College from and against all costs, charges and expenses whatsoever that such member of the Council or any Committee, officer or employee reasonably incurs in any action or proceeding that is brought, commenced or prosecuted against the person in connection with the execution or intended execution of the duties of the person's office or employment or in respect

of any such liabilities, save and except such costs, charges or expenses as are occasioned by the person's own willful neglect or default or bad faith.

## **12 REMUNERATION AND EXPENSES**

- 12.1 Remuneration of Council Members.** Council members who are members of the College shall be paid in accordance with By-law No. 4, Remuneration of Council Members, for time spent while engaged in the business of the Council.
- 12.2 Remuneration of Committee Members.** Committee members who are members of the College shall be paid in accordance with By-law No. 4 for time spent while engaged in the business of the Committee.
- 12.3 Remuneration of Public Members.** The Ministry of Health and Long-Term Care prescribes policies with respect to the remuneration of Public Members and the College shall cooperate with such policies.

## **13 CONFLICT OF INTEREST**

- 13.1 Conflicts.** Council and Committee members shall avoid any conflict of interest with respect to their fiduciary responsibilities:
- 13.1.1 There shall be no conduct of private business or personal services between any Council or Committee member and the College. However, a public or professional member of Council may undertake a special assignment if such assignment meets one or more of the following criteria as determined by Council:
- 13.1.1.1 The assignment is in accordance with Ministry of Health Guidelines on Per Diems and Expenses;
- 13.1.1.2 Where because of the member's special knowledge or skills it is desirable and necessary for the member to undertake the assignment on behalf of the College;
- 13.1.1.3 The assignment in other circumstances might be assigned to a staff member or outside consultant;
- 13.1.1.4 The assignment arises from and is directly related to the member's participation in or assignment to Council or a statutory or non-statutory Committee; or,
- 13.1.1.5 The assignment requires an additional time commitment which warrants specific remuneration.
- 13.1.2 When the Council or Committee is to decide upon an issue about which a member has a conflict of interest, that member shall declare a

conflict and withdraw from the meeting without comment from not only the vote, but also from the deliberation, and the non-participation of the member should be noted in the minutes.

13.1.3 Council or Committee members shall not use their positions to obtain employment in the College for themselves or their family members. Should a member seek employment, the member shall first resign.

13.1.4 Should a Council or Committee member receive a gift while conducting College business, it may be kept by the member unless the gift is a:

13.1.4.1 Gift of money;

13.1.4.2 Gift valued over \$50.00; or

13.1.4.3 Gift which was intended for the College.

In all cases, Council or Committee members shall be cognizant of the perceived or real conflict of interest in acceptance of gifts or honoraria.

## **13.2 Duties**

13.2.1 Every member of the Council has a duty to act in the best interests of the College and the public at all times. To that end, a member shall not make a commitment to any individual, group or organization to adopt a position on any matter coming before the Council. In addition, every member of Council has a duty to fairly consider the views of other Council members expressed during the debate of a matter.

13.2.2 Where the Council has adopted an official position on a matter, a member of the Council shall not engage in oral or written advocacy against the position in any public forum, including legislative committees and news media aimed at the general public, without the prior approval of the Council.

## **13.3 Bias**

13.3.1 Members who sit on Committee panels shall avoid conflicts of interest. They shall be impartial with respect to the individuals involved in the proceedings. Family and business relationships and feelings of hostility or friendship are sources of potential bias. When a Committee member is selected for a panel, the member shall consider whether bias, or the appearance of bias, towards any individual involved in the proceedings exists that is real or perceived, actual or potential, direct or indirect. If so, the member shall inform the Committee Chair, who will take appropriate action.

## **14 DESIGNATION OF LIFE MEMBERS**

**14.1 Requirements.** The Registrar may, upon application for such, designate a current or former member of the College as a life member, if the member or former member:

- 14.1.1 Holds or has previously held a general or academic certificate of registration issued by the College;
- 14.1.2 Is not in default of payment of fees or of any other obligation owed to the College under the RHPA, Code, ASLPA, or the Regulations or By-laws of the College;
- 14.1.3 Is not the subject of proceedings for professional misconduct, incompetence or incapacity, whether in Ontario or in another jurisdiction whether in relation to speech-language pathology, audiology or another profession;
- 14.1.4 Is not the subject of an outstanding order of a Committee or a panel of a Committee;
- 14.1.5 Is not in breach of an order of a Committee or a panel of a Committee;
- 14.1.6 Is not in violation of a decision of a panel of the Inquiries, Complaints and Reports Committee requiring the member to be cautioned or to complete a specified continuing education or remediation program;
- 14.1.7 Is not the subject of an ongoing inquiry or investigation by the Registrar, a Committee, or a panel of a Committee;
- 14.1.8 Provides the information required by the Registrar;
- 14.1.9 Has permanently retired from the practice of the profession; and
- 14.1.10 Pays the prescribed fees for a life certificate.

## **14.2 Conditions**

- 14.2.1 A life member shall not engage in patient care or related work in audiology or speech-language pathology.
- 14.2.2 A life member shall not be held out as a person qualified to practise in Ontario as a speech-language pathologist or audiologist.
- 14.2.3 A life member shall be restricted to the use of the following title applicable to the member: "Speech-Language Pathologist – Retired", "Speech Therapist – Retired", "Audiologist – Retired", or an equivalent in another language.



- 14.2.4 A life member shall not be required to participate in the College's Quality Assurance Program.
- 14.2.5 A life member shall not be eligible for nomination or election to Council.
- 14.2.6 A life member shall not be eligible to vote in Council elections.
- 14.2.7 A person who becomes a life member during their term as a Council member shall not be eligible to continue serving on Council and shall immediately tender their resignation as a member, effective immediately.
- 14.2.8 A life certificate may be revoked if:
  - 14.2.8.1 The member is found to be in default of any obligation to the College under the RHPA, Code, ASLPA, or the Regulations, By-laws, or policies of the College; or
  - 14.2.8.2 The member is the subject of a finding of incompetence, professional misconduct or incapacity or acts, in the opinion of the Registrar, in a manner inconsistent with a life member designation.
- 14.3 Insurance.** A person who is designated as a life member is not required to provide the College with proof of professional liability insurance coverage.
- 14.4 Applying for a General or Academic Certificate.** A person designated as a life member who wishes to obtain a general or academic certificate shall re-apply to the College for such a certificate and shall meet the registration requirements that are in effect at the time of application.

## **15 DESIGNATION OF HONOURARY MEMBERS**

### **15.1 Requirements**

- 15.1.1 The privilege of honorary membership shall be open to any person who is not a member of the College who has made an outstanding contribution to furthering the mission of the College and/or fulfilling its mandate and objects relating to the regulation of the professions of audiology and speech-language pathology in Ontario in the public interest.
- 15.1.2 Honorary members shall be nominated. The Executive Committee shall receive all nominations.
- 15.1.3 Council shall approve honorary members by at least a two-thirds (2/3) vote.

**15.2 Fees.** Honourary members will not pay annual membership fees.

**15.3 Conditions**

- 15.3.1 An honorary membership shall be for life, save and except in the case where, in the opinion of Council, the member acts in a manner inconsistent with an honorary member designation.
- 15.3.2 Honourary members shall not be eligible for nomination to Council.
- 15.3.3 Honourary members shall not have voting privileges.
- 15.3.4 Honourary members shall not use the titles “Audiologist”, “Speech-Language Pathologist” or “Speech Therapist”, or a variation or abbreviation or an equivalent in another language or any other title protected by the College and shall not hold themselves out as qualified to practise as an audiologist or speech-language pathologist.

**16 MAKING, AMENDING AND REVOKING BY-LAWS**

- 16.1 Vote.** The By-laws of the College or any part thereof may be enacted, amended or revoked by a resolution of a two-thirds majority of members of Council.
- 16.2 Notice.** Notice of a meeting at which any proposed enactment of, amendment to, or revocation of, a by-law, or any part thereof, to be considered shall include details of the proposed addition, amendment, or revocation and shall be delivered or transmitted electronically to each Council member not less than five days, or shall be mailed to each Council member not less than seven days, before the Council meeting at which such changes are to be considered.
- 16.3 Editorial Revisions.** The Council may make editorial revisions to the By-laws from time to time.
- 16.4 Policies.** The Council may adopt rules, policies and guidelines for the better administration of the affairs of the College from time to time.
- 16.5 Circulation Period.** As required, by-laws will be circulated to members in accordance with the Code before being approved by Council.
- 16.6 Effect of Revocation or Amendment.** The revocation or amendment of a by-law shall not affect the previous operation of the by-law amended or revoked or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its amendment or revocation.

**Made by the Council of the College of Audiologists and Speech-Language Pathologists of Ontario on the 6<sup>th</sup> day of June, 2014.**

**This By-law, as amended, shall come into force and effect on the 7<sup>th</sup> day of June, 2014.**

**Original effective date: January 1, 2011**

**Amended March 7, 2014.**

**Amended June 6, 2014.**

**Amended March 13, 2015.**