

**College and Association of Respiratory Therapists of Alberta**  
**Bylaws under the Respiratory Therapists Profession Regulation,**  
***Health Professions Act***

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## Section 1: Definitions and Interpretation

### Article 1: Definitions

- 1.1.1 "Act" means the *Health Professions Act, Revised Statutes of Alberta, 1999*.
- 1.1.2 "*Annual General Meeting*" means the Annual General Meeting of the College called pursuant to these Bylaws.
- 1.1.3 "*Bylaws*" means Bylaws of the College and Association of Respiratory Therapists of Alberta.
- 1.1.4 "*CARTA*" means the College and Association of Respiratory Therapists of Alberta.
- 1.1.5 "*Code of Ethics*" means the Code of Ethics adopted by Council pursuant to section 133 of the *Act*.
- 1.1.6 "*College*" means the College and Association of Respiratory Therapists of Alberta, established pursuant to the *Act*.
- 1.1.7 "*Competence Committee*" means the Competence Committee established under Section 10 of the *Act*.
- 1.1.8 "*Council*" means the Council of the College.
- 1.1.9 "*Council member*" means a Regulated Member of Council elected pursuant to these Bylaws, or a Public Member of Council appointed pursuant to section 13 of the *Act*.
- 1.1.10 "*Courtesy Member*" means a Regulated Member registered on the courtesy member register, established in accordance with the *Regulation*.
- 1.1.11 "*Delegate*" means any Registered Member empowered by Council to represent the interests of CARTA to a person or organization external to the College.
- 1.1.12 "*Deliver*" and "*delivered*" with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes the transmission of electronic mail through the Internet.

- 1.1.13 "*Executive Director*" means the individual who assumes responsibilities delegated by Council as its Executive Director, and who may be the Registrar of the College, appointed pursuant to Section 8 of the *Act*.
- 1.1.14 "*Financial Records*" means the audited financial statements, approved budget, and quarterly financial statements of CARTA.
- 1.1.15 "*Hearing Tribunal*" means the Hearing Tribunal established by the College's Hearings Director, pursuant to section 16 (1) of the *Act*.
- 1.1.16 "*In-Camera*" means a meeting, or portion of a meeting where proceedings are closed to the public and Members.
- 1.1.17 "*Member*" means a person whose name appears on a Register of the College.
- 1.1.18 "*Member Equity*" means the value of all cash, investments, real estate, accounts receivable and real property held at the end of a fiscal year in excess of expenses.
- 1.1.19 "*Minister*" means the *Minister* determined under Section 16 of the *Government Organization Act* as the *Minister* responsible for the *Act*.
- 1.1.20 "*Minutes*" means the record of proceedings of all Council, Committee, Annual General, or Special Meetings of CARTA; or any meeting where CARTA Delegates cast a vote on behalf of the College.
- 1.1.21 "*Officials Directory*" means the Officials Directory established under Section 21 of the *Act*.
- 1.1.22 "*Other Member*" means a member of the College who is not a Regulated Member, but who is registered pursuant to Section 33 (1) (b) of the *Act*.
- 1.1.23 "*Registrar*" means the Registrar of the College appointed pursuant to Section 8 of the *Act*, and who may be the individual delegated by Council to assume responsibility as its Executive Director.
- 1.1.24 "*Registration Committee*" means the Registration Committee established under Section 9 of the *Act*.

- 1.1.25 "*Regulation*" means the *Respiratory Therapists Profession Regulation*, Schedule 26 of the *Act*.
- 1.1.26 "*Regulated Member*" means a person whose name is entered on a Register pursuant to the *Regulation*, and Section 3 of Schedule 26 of the *Act*.
- 1.1.27 "*Respiratory therapy care*" means health services and activities performed by a Regulated Member pursuant to Section 3 of Schedule 26 of the *Act*.
- 1.1.28 "*Special Meeting*" means any meeting of the College called pursuant to these Bylaws, except the Annual General Meeting of the College.
- 1.1.29 "*Special Resolution*" refers to a resolution brought before the membership at an Annual General Meeting, and must be approved by a vote of not less than 75% (three fourth) of the votes properly cast.
- 1.1.30 "*Standards of Practice*" means the Standards of Practice adopted by Council pursuant to Section 133 of the *Act*.

## **Article 2: Interpretation**

- 1.2.1 The Council shall approve and implement policies to fulfill the requirements of these Bylaws.
- 1.2.2 Where the *Act*, the *Regulation*, and these Bylaws are silent, College policies apply.
- 1.2.3 A member of the College shall be in good standing only if:
- 1.2.3.1 No fines, fees, costs, assessments, penalties or levies are owing by the member to the College; and
  - 1.2.3.2 In the case of Regulated Members, the Regulated Member has a valid and subsisting practice permit; and
  - 1.2.3.3 The Regulated Member's registration or practice permit has not been cancelled or suspended, pursuant to the *Act*.

- 1.2.4 The provisions of these Bylaws are independent and severable. The invalidity of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which shall continue in full force and effect.

### **Article 3: Registers**

- 1.3.1 Information contained in the register shall be current and accurate. The member must submit to the Registrar any changes that pertain to his/her formal entry in the register within twenty-one days of the change. Failure on the part of a member to provide this information to the Registrar will be dealt with in accordance with Bylaw Section 7.6.6
- 1.3.2 The register of Other Members shall include:
- 1.3.2.1 All existing information in the member's register; and
  - 1.3.2.2 Length of term of registration, if applicable; and
  - 1.3.2.3 Date of cancellation; and
  - 1.3.2.4 Reason for cancellation; and
  - 1.3.2.5 Any other information that the Registrar may direct.

### **Section 2: Member Resignation and Expulsion**

- 2.1 A Member may resign from the College at any time by submitting to the Registrar a letter of resignation signed by the Member.
- 2.2 For the purposes of Section 9(4) of the *Societies Act of Alberta*, cancellation or suspension of a practice permit pursuant to the *Act* constitutes expulsion from the College.

## **Section 3: Governance of the College – The Council**

### **Article 1: Roles of the Council**

- 3.1 Pursuant to the *Act*, the *Regulation*, and these Bylaws, the College shall be governed by the Council. The Council's functions include, but are not limited to:
- 3.1.1 Acting in a governance capacity, including accountability for the College's financial affairs; and
  - 3.1.2 Making Regulations, Bylaws, and governance and operational policies; and
  - 3.1.3 Establishing all fees, dues, and levies; and
  - 3.1.4 Appointing individuals to committees; and
  - 3.1.5 Hearing appeals of registration decisions, practice permit renewals, and hearing tribunal decisions; and
  - 3.1.6 Determining the amount and type of liability insurance required by members, consistent with the *Regulation* and College policies.

### **Article 2: Other Powers, Duties and Functions of Council**

- 3.2.1 Subject to the *Act*, the Council may, at its discretion, delegate any of its powers, duties or functions to committees consisting of Regulated Members of the College. Such committees shall, in execution of the power delegated to them, comply with any condition that may be imposed by Council and shall, in due course, report to Council.
- 3.2.2 Subject to the *Act*, the Council may delegate authority and responsibility for implementation of any College policies, procedures, activities, initiatives and affairs to any employed, appointed or volunteer personnel.
- 3.2.3 Council shall have the power to pay Regulated Members of Council, Committees and Tribunals, and others performing work on behalf of the College reasonable honorariums, travel and living expenses incurred in the service of the College.

- 3.2.4 Council shall have the power to set policies regarding payment to members of Council, Committees and Tribunals, and other Regulated Members who perform work on behalf of the College concerning reasonable honorariums, travel and living expenses.

### **Article 3: Composition of the Council**

- 3.3.1 The Council consists of eight elected Regulated Members; two appointed public Council members, pursuant to section 5 (2) (c) of the *Act*; and the President-Elect when such individual is required pursuant to the Bylaws.

The elected Council members shall be composed of:

- 3.3.1.1 The President; and
  - 3.3.1.2 The President-Elect; and
  - 3.3.1.3 The Executive - Secretary; and
  - 3.3.1.4 The Treasurer; and
  - 3.3.1.5 Four Council members at large.
- 3.3.2 The required public members shall be appointed to Council by the *Lieutenant Governor in Council*, pursuant to Sections 13(1) and 13(2) of the *Act*.
- 3.3.3 The President-Elect shall sit as a voting member of Council

### **Article 4: Election of Council Members**

- 3.4.1 All Regulated Members in good standing are eligible for election as members of Council.
- 3.4.2 Election of Council members shall be by confidential ballot, in conjunction with the Annual General Meeting.
- 3.4.3 In the case of an Annual General Meeting or Special Meeting, the slate of candidates, if any, shall be delivered by regular Postal Service to the members at least twenty-one days prior to the meeting.

- 3.4.4 Additional nominations for the offices of President and Members of Council may be made from the floor of the Annual General Meeting, if the person so nominated consents to the nomination verbally or in writing.
- 3.4.5 A newly elected Council Member takes office immediately following the close of the Annual General Meeting at which he or she is elected.

## **Article 5: Term of Office of the Council**

- 3.5.1 The President-Elect shall be elected by ballot at an Annual General Meeting one year prior to expiry of the sitting President's term of office.
- 3.5.2 The President-Elect will assume the Presidency at the close of the next Annual General Meeting, and shall serve as President for a term of three years.
- 3.5.2 All other Council members shall be elected at an Annual General Meeting. Their terms of office shall be three years following their election.
- 3.5.3 In the event that nominations are not received for a Council position, Council shall reappoint the incumbent to serve the allotted term of the vacant position; and
- 3.5.3.1 If the incumbent is unable to continue service, Council may appoint any Regulated Member to serve the allotted term of the vacant position.

## **Article 6: Officers of the College**

- 3.6.1 The Officers of the College shall be:
- 3.6.1.1 The President; and
- 3.6.1.2 The President-Elect; and
- 3.6.1.3 The Executive Secretary; and
- 3.6.1.4 The Treasurer; and
- 3.6.1.5 Directors at Large



- 3.6.2 Subject to the *Act*, any Officer of the College, with the approval of Council, may delegate any power, duty or function to any appointed or hired personnel of the College to assist him or her in carrying out the powers, duties and functions of his or her office.
- 3.6.3 For the purposes of the *Societies Act of Alberta*, the Officers of the College and Directors are one and the same.
- 3.6.4 For the purposes of the *Societies Act of Alberta*, Officers of the College are unpaid volunteers
- 3.6.5 Directors at Large will execute duties assigned to them by the Council

## Article 7: President

- 3.7.1 The President shall:
- 3.7.1.1 Preside at all Annual General Meetings and Special Meetings, and all meetings of the Council; and
  - 3.7.1.2 Provide general direction, mentorship and advice to the Registrar; and
  - 3.7.1.3 Cast a deciding vote, or conduct a second vote to decide any question before the College or Council where there is an equality of vote; and
  - 3.7.1.4 Provide mentorship to the President-Elect as necessary to ensure a smooth transition.
- 3.7.2 If the President resigns, or is otherwise unable to act, the President-Elect shall become President for the remainder of the President's term of office; and
- 3.7.2.1 In the absence of a sitting President-Elect, Council may appoint a Regulated Member to serve the remainder of the President's term of office.

## Article 8: President-Elect

- 3.8.1 The President-Elect shall perform the duties of the President in the President's absence, or inability, or at the President's request.

- 3.8.2 In the absence of the President and President-Elect, a chair for a Council meeting shall be elected by a majority vote of the Council members present.
- 3.8.3 If the President-Elect resigns, or is unable to act, Council shall issue a call for nominations for President-Elect. Council may then convene a Special Meeting of the membership; or they may provide a mail, or online ballot to accomplish the election.
- 3.8.4 If the Special Meeting referred to in 3.8.3 is held later than May 1<sup>ST</sup>, Council may extend the sitting President's term by one year to provide mentorship to the President-Elect.

## **Article 9: Executive Secretary**

- 3.9.1 The Executive Secretary shall be a director at Large who is appointed by the Council through a Notice of Motion of CARTA Council. The Executive Secretary shall serve until:
- (a) Their term on Council expires or;
  - (b) The Executive Secretary requests appointment of an alternate Director to assume the role of the Executive Secretary
- 3.9.1.1 Mail notices of all Annual General Meetings forty-five days, and all Special Meetings fifteen days prior to the applicable date, to all members of the College; and
- 3.9.1.2 Make available to each member a summary of the proceedings of the Annual General Meeting and Special Meeting.

## **Article 10: Treasurer**

- 3.10.1 The Treasurer shall be a director at Large who is appointed by the Council through a Notice of Motion of CARTA Council. The Treasurer shall serve until:
- (a) Their term on Council expires or;
  - (b) The Treasurer requests appointment of an alternate Director to assume the role of the Treasurer

- 3.10.1.1 Receive all monies due to the College; and
- 3.10.1.2 Prepare an accurate and current set of books and ledgers showing details of all monies received and distributed by the College; and
- 3.10.1.3 At the end of each calendar year, have the books and ledgers of the College audited by the College's Accountant, who shall be appointed by the Council; and
- 3.10.1.4 Prepare a financial report that includes an annual financial statement setting forth the financial status of the College as of December 31<sup>ST</sup> in each year, and mail a copy of the financial report including audited financial statements to each member; and
- 3.10.1.5 Confirm the issuance and maintenance of an indemnity bond in an amount determined by Council, in favour of the College. This indemnity bond shall cover all members and appointed or hired personnel of the College who have signing authority, or otherwise have access to College monies or securities. The premium for this bond shall be paid from College funds.

## **Article 11: Council Meetings**

- 3.11.1 The Council shall hold at least four Council meetings in each calendar year. Council meetings shall be held by order of the President, or at the request of a majority of Council members.
- 3.11.2 Council meetings shall be held at such time and place as may be directed by Council and, in the absence of such direction, at such time and place as the President shall designate. In addition to in-person meetings, Council meetings may be held by electronic means, by order of the President or at the request of a majority of Council members.
- 3.11.3 All members of Council shall be given written notice of the time and place of a meeting at least ten business days in advance of the meeting.
- 3.11.4 Council members shall conduct themselves at all times in an orderly, respectful and courteous manner. Council's rules and procedures will be developed in accordance with Council's policies.

- 3.11.5 If a dispute arises, it shall be settled by the Chair of the meeting, and his or her decision shall be final.
- 3.11.6 Voting on matters by Council may be conducted:
- 3.11.6.1 At any meeting of the Council; or
  - 3.11.6.2 With the authorization of the President, by mail vote, telephone, videoconference or other acceptable electronic means.
- 3.11.7 A quorum of Council is three Regulated Members and one Public Member.
- 3.11.8 A decision of Council shall be made by a majority of those members participating in the vote.
- 3.11.9 The Registrar shall provide the following to Regulated Members and the public, upon request:
- 3.11.9.1 The time and place of a Council meeting; and
  - 3.11.9.2 A copy of the agenda, excluding in-camera items.
- 3.11.10 Meetings of the Council shall be open to Regulated Members and Council invitees, with the exception of in-camera discussions.
- 3.11.11 Council may elect to conduct all or part of a Council meeting in-camera for reasons including, but not limited to, the discussion of matters:
- 3.11.11.1 Of a financial, personal or other nature such that the desirability of avoiding public disclosure of them in the interest of any person affected outweighs the desirability of adhering to the principle that meetings be open to the public; or
  - 3.11.11.2 Where a person involved in a criminal proceeding, civil suit, or proceeding may be prejudiced; or
  - 3.11.11.3 Regarding personnel or property acquisitions; or
  - 3.11.11.4 Relating to examination content; or
  - 3.11.11.5 Relating to communications with the Office of the Ombudsman; or

- 3.11.11.6 Relating to communications with the Office of the Information and Privacy Commissioner; or
- 3.11.11.7 Relating to instructions that may be given to, or opinions received, from legal counsel or other advisors for the College, the Council, or committees.
- 3.11.12 The Registrar shall ensure that minutes are taken at each meeting, signed by the President or Committee Chair, and retained on file.
- 3.11.13 A resolution signed and approved by all Council members, including a resolution transmitted by facsimile, electronic mail or postal service, is valid and binding, and of the same effect as if the resolution had been duly passed at a meeting of the Council.

## **Article 12: Removal of Council Members**

- 3.12.1 A Regulated Member of Council automatically ceases to hold office if they cease to be a Regulated Member in good standing.
- 3.12.2 A Regulated Member of Council may be removed from Council by a resolution passed by a two-thirds majority of the remaining Council members.
- 3.12.3 Membership on Council shall be terminated in accordance with Council policies, including but not limited to:
  - 3.12.3.1 Submission of a written resignation to the College; or
  - 3.12.3.2 Suspension of Registration; or
  - 3.12.3.3 Cancellation of Registration.
- 3.12.4 A Council member shall be deemed to have vacated the office of Council Member if:
  - 3.12.4.1 The Council member becomes incapacitated or dies; or
  - 3.12.4.2 The Council member's conduct is found to constitute unprofessional conduct under Part 4 of the Act

- 3.12.5 If the Executive Secretary, Treasurer, or a Council member at large resigns, Council may appoint another Council member or Regulated Member from the College to fill the position for the remainder of the term, or leave the position vacant.

## **Section 4: Committees of the College**

### **Article 1: Roles and Responsibilities**

- 4.1.1 All committees of the College are appointed by Council, and are responsible and accountable to Council.
- 4.1.2 Council shall approve each committee's Terms of Reference and policies.
- 4.1.3 Subject to Sections 12(1) and 12(2) of the *Act* dealing with public members, a majority of a committee's membership constitutes a quorum.
- 4.1.4 Committees shall be divided into standing and ad hoc categories.
- 4.1.5 Each committee chairperson shall provide a report to Council at Council's regular meetings.
- 4.1.6 Each committee chairperson shall provide a report to the membership at the Annual General Meeting, which shall detail the committee's activities during the previous year.
- 4.1.7 The chair and vice-chair of each committee shall be determined by a majority vote of the Council. The vice-chair may serve a term corresponding to the chair. The vice-chair has all the powers of the chair, in the absence of the chair, or upon direction of the chair.
- 4.1.8 Committees may recommend changes to College policies to Council.

### **Article 2: Standing Committees**

- 4.2.1 Standing committees shall be permanent features of the College, and may only be established or terminated by a special resolution amending the Bylaws of the College.
- 4.2.2 The Registration Committee shall be a standing committee of the College, in accordance with its Terms of Reference.

- 4.2.3 The Competence Committee shall be a standing committee of the College, in accordance with its Terms of Reference.
- 4.2.4 At Council's discretion, the functions and personnel of the Registration and Competence Committees may be consolidated.

### **Article 3: Ad hoc Committees**

- 4.3.1 Ad hoc committees may be established, structured, empowered and terminated by Council, consistent with Terms of Reference approved by Council.
- 4.3.2 The Council shall not establish an ad hoc committee with powers or functions in conflict with those of any standing committee of the College.

### **Article 4: Committee Composition**

- 4.4.1 Appointments and re-appointments to membership in committees shall be conducted in accordance with policies established by Council.
- 4.4.2 A person appointed to a committee established by the Council shall serve in accordance with the committee's Terms of Reference and related College policies.
- 4.4.3 A committee member may be removed by a majority vote of the Council.
- 4.4.4 Membership on a committee shall be terminated in accordance with Council policies, including but not limited to the member:
- 4.4.4.1 Becoming incapacitated or dying; or
  - 4.4.4.2 Engaging in conduct found to constitute unprofessional conduct under Part 4 of the Act; or
  - 4.4.4.3 Submitting a written resignation; or
  - 4.4.4.4 Resigning from the College; or
  - 4.4.4.5 Having his or her registration suspended; or
  - 4.4.4.6 Having his or her registration cancelled.

## **Section 5: Meetings of the Regulated Members**

### **Article 1: Annual General Meetings**

- 5.1.1 An Annual General Meeting of the Regulated Member shall be held in Alberta at least once in every calendar year, at a time and place determined by Council.
- 5.1.2 Attendance at Annual General Meetings is limited to Regulated Members in good standing, other members, Council members and guests invited by Council.
- 5.1.3 The following matters shall be considered at an Annual General Meeting:
- 5.1.5.1 Audited financial statements and a copy of the auditor's report; and
  - 5.1.5.2 The report of the Council; and
  - 5.1.5.3 Reports of the College committees, in accordance with College policies; and
  - 5.1.5.4 Election of Council members.
- 5.1.6 Any Motion originating from the floor and carried at an Annual General Meeting is not necessarily binding on Council, but will be formally considered by Council at their next regular meeting.
- 5.1.7 Following adoption of a Motion from the floor at an Annual General Meeting, the President shall provide Members with an update on actions arising, on or before the date of the next Annual General Meeting.

### **Article 2: Notice of Annual General Meetings and Election**

- 5.2.1 The Registrar shall notify every Regulated Member of each Annual General Meeting of the College by delivering a notice of the date, time, and place of the Annual General Meeting, at least forty-five days prior to the Annual General Meeting.



- 5.2.2 Delivery of this notice shall be accomplished by postage prepaid, or electronically addressed correspondence, to Regulated Members at their address as it appears in the College records.
- 5.2.3 The notice of the Annual General Meeting shall contain information for the Annual General Meeting including, but not limited to, a description of the nomination procedure, and the election procedure for Council members.
- 5.2.4 The accidental omission to deliver notice of a meeting to, or the non-receipt of a notice by, any Regulated Member or Council member entitled to receive notice does not invalidate proceedings at that meeting.

### **Article 3: Mail Vote**

- 5.3.1 A matter or resolution may be voted upon by mail if Council, at their sole discretion, determines that any matter or resolution should be the subject of a mail vote.
- 5.3.2 When Council decides that a matter or resolution should be the subject of a mail vote, a ballot shall be sent by postal service prepaid to each Regulated Member at their address as it appears in the College records, and indicate the following:
- 5.3.2.1 The subject of the vote; and
  - 5.3.2.2 Any supporting information that Council deems appropriate; and
  - 5.3.2.3 Instruction as to voting which Council deems appropriate; and
  - 5.3.2.4 The date and time specified by Council for the closing and receipt of the mail vote.
- 5.3.3 Any Regulated Member's ballot not received on or before the closing date shall be deemed spoiled and shall not be counted.
- 5.3.4 Immediately following the date specified for the closing of a mail vote, one or more scrutineers appointed by Council shall count the ballots and provide the results of the vote to the President, who shall notify the Regulated Members in writing within thirty days of being advised of the results.

- 5.3.5 In the event of a tie vote, the President shall cast the deciding vote.
- 5.3.6 All ballots shall be retained for sixty days following the date specified for the closing of a mail vote, and then the ballots will be destroyed by the Registrar.

## **Article 4: Notice to Public Representatives**

- 5.4.1 Every notice or mailing provided to Regulated Members of the College shall also be provided to public representatives serving on the Council or a committee.

## **Article 5: Special Meetings**

- 5.5.1 Every meeting of the Regulated Members other than an Annual General Meeting is a Special Meeting. A Special Meeting shall be called by the President following receipt of a written request by thirty per cent of the Regulated Members, or at the request of a simple majority of Council.
- 5.5.2 The Members' request shall include the printed names and signatures of those Regulated Members requesting a Special Meeting, and the reason for the request.
- 5.5.3 A Special Meeting shall be called within thirty days of receipt of the written request, and held within sixty days of the meeting being called.
- 5.5.4 Notice of a Special Meeting shall be sent by postal service prepaid to each Regulated Member at their address as it appears in the College records, at least twenty-one days prior to the meeting, and shall include:
  - 5.5.4.1 Reasons for which the meeting is being called; and
  - 5.5.4.2 The time, date, and location of the meeting; and
  - 5.5.4.3 A slate of candidates, if applicable to the purpose of the meeting.

5.5.5 Business transacted at a Special Meeting of the College shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is expressly set out in the notice of the Special Meeting.

5.5.6 Attendance at Special Meetings is limited to Regulated Members in good standing, other members, Council members and guests invited by Council.

## **Article 6: Quorum of Members**

5.6.1 Sixty Regulated Members eligible to vote in person or by proxy and two Council members shall constitute a quorum at the commencement of an Annual General Meeting.

5.6.2 Fifty percent plus one vote of Regulated Members eligible to vote in person or by proxy, and two Council Members at the commencement of a Special Meeting shall constitute a quorum.

## **Article 7: Minutes**

5.7.1 The College office shall have custody of the minutes of all meetings of the College.

5.7.2 Minutes of all Council meetings, or meetings attended by CARTA Delegates shall be made available to the Regulated Members in good standing, except where legislation prohibits disclosure.

5.7.3 Proceedings held in-camera shall not be disclosed to non-participants.

## **Article 8: Voting**

5.8.1 Only Regulated Members in good standing with the College can vote at an Annual General Meeting or Special Meeting of the College.

5.8.2 When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question, except where a larger majority is required by statute, or by these Bylaws.

- 5.8.3 In the event of a tie, the chair of the Meeting shall cast the deciding vote, except where the vote is taken for the purpose of electing Council members.
- 5.8.4 In the event of a confidential ballot, ballot slips shall be distributed, one per vote carried.
- 5.8.5 Used ballots and proxies shall be kept by the Registrar for sixty days, and then destroyed by the Registrar.

## **Article 9: Proxy Voting**

- 5.9.1 At all meetings of the College, each Regulated Member in good standing shall be entitled to attend and vote in person, or by proxy.
- 5.9.2 All proxies shall be submitted on the approved College proxy form, signed and dated not more than four weeks prior to the meeting date named therein. The proxy shall be filed with the College by 1200 Noon on the last regular CARTA business day prior to commencement of the meeting named on the proxy form.
- 5.9.3 Only a Regulated Member in good standing may grant a proxy or act as a proxy.
- 5.9.4 Proxies received by CARTA without a specified proxy-holder must be evenly distributed among Council members.
- 5.9.5 A person acting as a proxy cannot transfer or assign a proxy to another Regulated Member.
- 5.9.6 In order to act as a proxy, the person appointed as a proxy must attend at the meeting of the College to which the proxy applies.
- 5.9.7 A Regulated Member in attendance who is compelled by emergency to leave the meeting after the opening of proceedings may sign and present one proxy to the Chair, subject to the approval of Council.
- 5.9.8 A proxy that does not comply with all the requirements of these bylaws is null and void, and has no force and effect.

- 5.9.9 Any member may change the individual to whom they have assigned their proxy by notifying the College in writing by 1200 Noon on the last regular CARTA business day prior to commencement of the meeting named on the proxy form.

## **Article 10: Election Procedure**

- 5.10.1 The Chair shall appoint Scrutineers who are Regulated Members in good standing. Scrutineers shall collect and count secret ballots, proxies, or votes where voting is conducted by a show of hands.
- 5.10.2 Advance nominations must be received by the College in writing. For a nomination to stand, a written nomination must show the name and signature of the member accepting the nomination. A call for nominations from the floor shall be made, and shall be accepted or declined by those nominated.
- 5.10.3 The chair shall invite each nominee, or in the nominee's absence, the nominator, to speak on their behalf for a maximum of five minutes.
- 5.10.4 Candidates who have accepted a nomination shall let their names stand throughout the election of all positions, unless the position reflects a different term of office.
- 5.10.5 Voting shall continue for any elected position until one candidate obtains a clear majority of votes. If one candidate does not receive a clear majority of the votes on the first ballot, a second ballot shall be held with the candidates having the first and second highest number of votes on the first ballot, standing for elections.
- 5.10.6 The Chair shall declare acclamation in the event of an uncontested nomination.

## **Section 6: Privileges of Membership**

### **Article 1: Regulated Member in Good Standing**

- 6.1 A Regulated Member who is in good standing with the College is entitled to:
- 6.1.1 All privileges and rights of membership in the College generally; and
- 6.1.2 Nominate and be nominated for office in the College; and

- 6.1.3 Vote in elections for membership on Council; and
- 6.1.4 Attend meetings of the College and serve on committees, sub-committees and panels of the College; and
- 6.1.5 Access to a summary of Annual General Meetings, Special Meetings, minutes of Council Meetings, minutes of meetings attended by CARTA Delegates, College Newsletters, and minutes of the immediate previous Annual General Meeting; and
- 6.1.6 Participate in College approved educational sessions.

## **Article 2: Other Members**

- 6.2 Other members in good standing shall be entitled to all privileges and rights of membership in the College generally, except the right to:
  - 6.2.1 Sit as a member of Council; and
  - 6.2.2 Be appointed as a member of a committee of the College; and
  - 6.2.3 Vote at meetings of the College.

## **Section 7: College Administration**

### **Article 1: Seal**

- 7.1.1 A seal for the College shall be approved by the Council.
- 7.1.2 The Registrar shall assume responsibility for safekeeping of the College's seal, which shall contain the words "*College and Association of Respiratory Therapists of Alberta.*"
- 7.1.3 When the seal of the College is required to be affixed to a document, the seal shall be accompanied by the signature of any two or more officers of the College.
- 7.1.4 The President, President-Elect, Executive–Secretary, Treasurer, and the Registrar each shall have authority to fix a seal of the College to any legal document.

## **Article 2: Signing Authority**

- 7.2.1 The President, President-Elect, Executive-Secretary, Treasurer, Registrar, and Director of Operations shall be the College's signing officers.

## **Article 3: The Registrar and Executive Director**

- 7.3.1 The Council shall employ a full-time Registrar. At Council's discretion, the separate responsibilities of the Registrar and the responsibilities of the Executive Director may be carried out from time to time by:
- 7.3.1.1 the same person assuming the Registrar's and the Executive Director's responsibilities, or
  - 7.3.1.2 one person assuming the Registrar's responsibilities, and another person assuming the Executive Director's responsibilities.
- 7.3.2 Council shall approve the Registrar and the Executive Director's position description, and shall amend it from time to time, with input from the Registrar and the Executive Director.
- 7.3.3 Salary, benefits and terms of office of the Registrar and the Executive Director shall be established by the Council, and shall be reviewed annually, in conjunction with a formal performance appraisal.
- 7.3.4 The Registrar shall:
- 7.3.4.1 Perform duties as may be assigned by Council; and
  - 7.3.4.2 Prudently manage the College's financial affairs, in accordance with generally accepted financial practices; and
  - 7.3.4.3 Maintain an inventory of all College property; and
  - 7.3.4.5 Employ and/or contract with one or more individuals to assist in the College's management and administration. This includes one or more individuals who may exercise the powers and perform the duties

of and who has or have the same authority as the Registrar, in their absence.

7.3.5 Subject to article 7.3.1, the Registrar's and the Executive Director's appointment(s) shall be made, suspended, or revoked only if a two thirds majority of the Council votes to do so; and

7.3.5.1 Pursuant to section 8 of the *Act*, Council must then appoint or provide for the appointment of a Registrar.

#### **Article 4: Fiscal Year**

7.4.1 The fiscal year of the College is February 1<sup>ST</sup> of the current year, to January 31<sup>ST</sup> of the next year.

#### **Article 5: Banking and Financial Records**

7.5.1 The Council shall establish and maintain such accounts with one or more Canadian banks, trust companies, or the Province of Alberta Treasury Branches, as the Council determines necessary from time to time.

7.5.2 All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against the monies deposited in accordance with article 7.5.1, and shall be signed by two of the signing authorities.

7.5.3 The Registrar or designate(s) shall prepare the financial records of the receipts and disbursements of the College.

7.5.4 Council shall review the College's financial records quarterly.

7.5.5 The College's financial records may be inspected by any member of the College at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.



## Article 6: Payment and Commitments

- 7.6.1 The Treasurer shall cause a budget to be prepared annually, which shall forecast income and expenses for one fiscal year.
- 7.6.2 The Treasurer shall table the budget before Council prior to commencement of the next fiscal year, and the budget shall be adopted by majority vote of Council.
- 7.6.3 Council will develop and implement policy to manage incurred expenses which exceed budget estimates.
- 7.6.4 Council may assess a special levy on any category of membership for payment of costs associated with litigation, legal settlement, or extraordinary unbudgeted expenses incurred as a direct result of regulatory activities.
- 7.6.5 Council shall provide the Registrar with authority to approve payments and commitments for the purchase of goods or services to the limit established in the approved budget.
- 7.6.6 In accordance with College policies, the Registrar may assess a penalty fee against any member of the College for failing to notify the College of changes to the member's register within 21 days of such change occurring.
- 7.6.7 In accordance with College policies, the Registrar may waive the payment of, or authorize a refund of all or part of any fees, dues, levies or assessments, or may lengthen the time specified for the payment of these financial obligations.
- 7.6.8 A financial emergency requiring consumption of any portion of member equity identified in the last available year end financial statements must be immediately communicated in writing by Council to the Regulated Members stating:
- 7.6.8.1 The nature of the financial emergency; and
  - 7.6.8.2 An estimate of member equity consumed; and
  - 7.6.8.3 Council's plan to recapture equity consumed.

## **Article 7: Borrowing and Finance**

- 7.7.1 For the purposes of carrying out the function of the College, Council may borrow or raise or secure the payment of money in any manner it thinks fit, including through a special levy of members.

## **Article 8: Investments**

- 7.8.1 The Council shall invest only in financial instruments where the principal is guaranteed.
- 7.8.2 Subject to 7.8.1, Council may invest funds of the College in any investments in the name of the College, and may change those investments in accordance with College policies.

## **Article 9: Audits and Human Resources**

- 7.9.1 Council shall appoint an accountant.
- 7.9.2 The Registrar or their designate shall annually arrange for preparation of audited financial statements for the College, and shall provide the required information to the College's auditors for that purpose.
- 7.9.3 Consistent with, and subject to authorities delegated by Council, the Registrar may appoint, hire or retain employees, legal counsel, an accountant, consultants, and other paid and volunteer personnel to assist in the College's governance, financial, management, administration and related activities.

## **Article 10: Indemnification and Insurance**

- 7.10.1 The College shall indemnify and save harmless Council members, Officers, Committee members, employees, and their heirs, executors, and administrators from and against all costs, charges and expenses, including an amount paid to settle an action to satisfy a reasonably incurred legal judgment.
- 7.10.2 In accordance with section 7.10.1, an individual must have acted honestly and in good faith, consistent with the best interests of the College and with the belief that his or her conduct was lawful.

## **Section 8: Registration**

### **Article 1: Initial Registration of Regulated Members**

- 8.1.1 For the purposes of sections 9 (4) (a), 29(3), 30(1), 38 (2) and 40 (2) of the *Act*, the Registrar shall consider and decide on applications for initial registration and applications for a practice permit or a practice permit renewal.
- 8.1.2 At his or her discretion, the Registrar shall refer an initial registration application or a practice permit application or renewal to the Registration Committee for a decision, where the Registrar determines that the registration application or practice permit application or renewal is unique, complex or sensitive.
- 8.1.3 For the purposes of section 43 (4) of the *Act*, the Registration Committee may direct the Registrar to cancel a Regulated Member's practice permit and registration.

### **Article 2: Classes of Regulated Members**

- 8.2 The following classes of Regulated Members are established in accordance with the Regulation:
- 8.2.1 Regulated Member; and
- 8.2.2 Courtesy Member.

### **Article 3: Classes of Other Members**

- 8.3 The following classes of other members are established:
- 8.3.1 Honorary members, in accordance with College policies.

## **Section 9: Examinations**

- 9.1 Pursuant to the *Act*, Regulation and these Bylaws, the Regulated Member examination process shall occur in accordance with College policies.

## Section 10: Practice Permits

- 10.1 Council shall develop, implement, and make available to the Members a policy respecting the annual effective date, renewal date, suspension date and cancellation date of Practice Permits.
- 10.2 In the event of a policy change respecting the annual effective date and renewal date of Practice Permits, the College shall prorate fees to account for the reduction or increase in months of validity of the practice permits in the calendar year the policy change takes effect.
- 10.3 Council shall advise the membership of policy changes with respect to Practice Permits as soon as possible.
- 10.4 Notice of the fees shall be delivered to each applicant no later than 60 days prior to the annual renewal date, and shall describe the consequences of failure to submit a completed application, late payment and non-payment of fees.
- 10.5 On receipt of application for registration or renewal, payment of the practice permit renewal fee, arrears, late fees and any other penalties set forth in College policies; the Registrar shall issue an official receipt to the Regulated Member.

## Section 11: Reinstatement

- 11.1 A former Regulated Member whose registration was cancelled under the *Act* or whose practice permit was cancelled under the *Act*, except if cancelled under Part 4 of the *Act*, may apply for reinstatement of registration, practice permit or both, by applying to the Registration Committee, in accordance with College policies, and by:
- 11.1.1 Completing the form(s) required by the College; and
- 11.1.2 Submitting the form(s) and reinstatement fee(s) as determined by the College from time to time; and
- 11.1.3 Submitting appropriate verification of the required competencies consistent with the *Act*, Regulation, these Bylaws and College policies; and
- 11.1.4 Submitting information or any other requirements determined by the Registration Committee.

- 11.2 As soon as reasonably possible after receiving and considering the reinstatement application, the Registration Committee shall:
- 11.2.1 Approve the application; or
  - 11.2.2 Defer approval of the application until the applicant has successfully completed any requirements determined by the Registration Committee; or
  - 11.2.3 Refuse the application.
- 11.3 If the Registration Committee approves, refuses, or defers an application for reinstatement of a Regulated Member's registration, practice permit or both, the Registration Committee must provide written reasons for this decision to the Registrar.
- 11.4 The Registrar must in turn advise the applicant of the decision and provide the Registration Committee's decision and reasons to the applicant by Postal Service at the applicant's last known address.

## **Section 12: Reinstatement Following Non-Payment of Fees**

- 12.1 A former Regulated Member who has ceased to be registered by reason only of a failure to renew his or her registration is eligible for reinstatement by the Council under section 45 of the *Act* where the former Regulated Member:
- 12.1.1 Applies for reinstatement in the form required by the registration committee, not later than sixty days following the expiry of his or her registration; and
  - 12.1.2 Is not in contravention of the *Act*, the *Regulation*, or these Bylaws; and
  - 12.1.3 Pays the practice permit renewal fee; and
  - 12.1.4 Pays a reinstatement fee, in accordance with College policies; and
  - 12.1.5 Pays any outstanding fees, dues, levies or costs owing by the Regulated Member to the College.

- 12.2 Council may reinstate a person without charging any reinstatement fee where in the opinion of Council, the person demonstrates that he/she was unable to comply with the requirement for payment of fees for renewal of his/her practice permit for reasons of undue hardship.

### **Section 13: Code of Ethics and Standards of Practice**

- 13.1 The Council shall develop, consult upon, approve and implement a Code of Ethics and Standards of Practice, in accordance with Section 133 of the *Act*.
- 13.2 Regulated Members shall conduct themselves in accordance with the Code of Ethics and Standards of Practice.
- 13.3 The Council may add to, amend or repeal, in whole or in part, the Code of Ethics and/or Standards of Practice after Council:
- 13.3.1 Sends the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice to all Regulated Members and provides Regulated Members forty-five days from the date of distribution to submit comments to the Council; and
  - 13.3.2 Provides a copy of the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice to *the Minister* and to any persons determined by the Council for review and comment; and
  - 13.3.3 Reviews and considers comments received from Regulated Members, *the Minister*, and from other persons who are provided with a copy of the proposed changes, which the Council receives.
- 13.4 Upon proceeding with the review under Section 13.3 of these Bylaws, the proposed changes to the Code of Ethics and/or the proposed changes to the Standards of Practice are deemed to be implemented, upon a resolution of the Council to that effect.

## **Section 14: Liability Insurance**

- 14.1 All Regulated Members must provide evidence of having the type and amount of professional liability insurance specified in accordance with College policies.

## **Section 15: Delegate Governance**

### **Article 1: CARTA Delegates**

- 15.1.1 Council reserves the right to appoint, or cancel the appointment of CARTA Delegates to boards, councils, or committees of external organizations.
- 15.1.2 Council members must disclose to Council any existing membership, or external offer of appointment to boards, councils, or committees, where such appointment contains the expectation that any CARTA interest will be represented, and Council reserves the right to endorse such appointments.
- 15.1.3 Council members who accept external appointments to boards, councils, or committees, where such appointment contains the expectation that any CARTA interest will be represented, and who fails to obtain Council endorsement, are deemed to be in conflict of interest.
- 15.1.4 Council reserves the right to ratify any contract or document including, but not limited to funding proposals, initiatives, position statements, or fee for service agreements signed by Delegates on behalf of CARTA.
- 15.1.5 CARTA Delegates will freely and truthfully disclose to Council all business conducted on behalf of CARTA.
- 15.1.6 Council reserves the right to provide direction to CARTA Delegates to vote Council's majority position on issues.
- 15.1.7 Where Council has not had the opportunity to provide direction, Council reserves the right to ratify votes cast by Delegates on behalf of the College.

- 15.1.8 Council may appoint CARTA Delegates who are not members of Council where:
- 15.1.8.1 Council determines that the interests of CARTA may be best represented by an individual who is not an elected Council Member; and
  - 15.1.8.2 Such Delegates shall conform to all Sec 15 Bylaws; and
  - 15.1.8.3 Such Delegates may not sign any document on behalf of CARTA without the express written authorization of Council.
- 15.1.9 CARTA Council is accountable for all business done by Delegates to the extent that such business was conducted in accordance with all applicable Section 15 Bylaws.

## **Section 16: Amendment of Bylaws**

- 16.1 Proposed changes to these Bylaws must be mailed to all Regulated Members in good standing at least 45 days prior to an Annual General Meeting, at which time the amendment to the Bylaws shall be considered, or a Special Meeting at which the amendment to the Bylaws shall be considered.
- 16.2 The Bylaws may only be amended or repealed by a special resolution of Regulated Members at an Annual General Meeting, or a Special Meeting of the College.