

Therapist Assistant Association of Alberta

PO Box 31118
Edmonton, AB T5Z 3P3



BYLAWS

ARTICLE 1 – PREAMBLE

1.1.1 The Association

The name shall be The Therapist Assistant Association of Alberta, which may also be known or referred to as the Th.A.A.A.

1.1.2 The Bylaws

The following articles set forth the Bylaws of the Th.A.A.A.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 *Act* means the Society Act R.S.A. 2000, Chapter S-18 as amended, or any statute substituted for it.

2.1.2 *Annual General Meeting* means the annual general meeting described in Article 4.0.

2.1.3 *Bylaws* mean the Bylaws of the Association.

2.1.4 *Director* means any person elected or appointed to the Executive, including the President, as provided for in Article 5.0.

2.1.5 *Executive* means the Board of Directors of the Association.

2.1.6 *General Meeting* means any meeting of Members, including the Annual General Meeting and any Special General Meeting.

2.1.7 *Good Standing* means a Member that meets the criteria as provided for in Article 3.5.2.

2.1.8 *Member* means a Member of the Association, as provided for in Article 3.0.

2.1.9 *Association* means the Therapist Assistant Association of Alberta.

2.1.10 *In writing* means by facsimile, e-mail or letter.

- 2.1.11** *Policy* means a written document that is created and approved by the Executive, and designated at the time of approval as policy made under the authority of these Bylaws of the Th.A.A.A. in order to supplement these Bylaws, and to serve as guides for action.
- 2.1.12** *Registered Office* means the registered office for the Association.
- 2.1.13** *Register of Members* means the register maintained by the Secretary containing the names of the Members of the Association.
- 2.1.14** *Special General Meeting* means any Special General Meeting of Members as provided for in Article 4.3.
- 2.1.15** *Special Resolution of Members* means any of the following forms of resolution passed by the Voting Members of the Th.A.A.A. for matters required by these Bylaws to be a Special Resolution, including amending these Bylaws, as provided for in Article 7.0, or dissolving the Th.A.A.A. as provided for in Article 8.1.
- A Special Resolution is:
- a) A resolution passed at a General Meeting of the membership of the Th.A.A.A for a specific matter. There must be at least fourteen (14) calendar days' notice for the meeting, and the notice must state the proposed resolution. The resolution must be approved by three-quarters (3/4) of the Voting Members, present at the meeting; or
 - b) A resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice of the resolution. The resolution must be approved by all of the Voting Members eligible to attend and vote at the General Meeting.
- 2.1.16** *Voting Member* means a Member entitled to vote at the meetings of the Association.
- 2.1.17** *O.T.* means Occupational Therapy.
- 2.1.18** *P.T.* means Physiotherapy or Physical Therapy.
- 2.1.19** *S.L.P.* means Speech-Language Pathology.
- 2.1.20** *Recognized Institution* means the current list as approved by the Executive.

2.2 INTERPRETATION

These Bylaws are interpreted according to the following:

- 2.2.1** These Bylaws are to be interpreted broadly and generously.
- 2.2.2** Words indicating the singular number also include the plural, and vice versa.
- 2.2.3** The headings used in these Bylaws are for reference purposes only. Headings do not affect the interpretation of these Bylaws.

ARTICLE 3.0 – MEMBERSHIP

3.1 ENTITLEMENT

Membership in the Th.A.A.A is open to all Persons who:

- a) Support the purpose, and are interested in furthering the objects, of the Association
- b) Meet the criteria for membership as established by these Bylaws, and supplemented by the Board in Policy

3.2 CATEGORIES AND REQUIREMENTS OF MEMBERSHIP

These are six categories of membership:

- a) Full Membership
- b) Student Membership
- c) Associate Membership
- d) Out of Province Member
- e) Honourary Lifetime Membership

3.2.1 Full Membership

A Full Membership is held by a Person who must:

- a) Support the purpose and objects of the Th.A.A.A.
- b) Submit a completed application form to the Executive
- c) Pay the annual membership fee for a Full Membership.
- d) Have a Diploma from a Recognized Institution in O.T., P.T., S.L.P. Assistant or Rehabilitation Assistant
AND/OR
- e) Have worked a minimum of 3000 hours of supervised practice over 3 years.

3.2.2 Student Membership

A Student Membership is held by a person who must:

- a) Support the purpose and objects of the Th.A.A.A.
- b) Submit a completed application form to the Executive.
- c) Be enrolled full-time in an O.T., P.T., or S.L.P. Assistant or Rehabilitation Assistant diploma program from a recognized institution.
- d) Pay the annual membership fee for a Student Membership.

3.2.3 Associate Membership

An Associate Membership is held by a person who must:

- a) Support the purpose and objects of the Th.A.A.A.
- b) Submit a completed application form to the Executive.
- c) Be an individual or group with an interest in the Th.A.A.A. and the field of Therapist Assisting.
- d) Pay the annual membership fee for an Associate Membership.

3.2.4 Out of Province Member

An Out of Province Membership is held by a person who must:

- a) Support the purpose and objects of the Th.A.A.A.
- b) Submit a completed application form to the Executive.
- c) Be an individual who is working as a Therapist, Therapy, or Rehabilitation Assistant, Aide or Attendant in O.T., P.T., and/or S.L.P. outside of the province of Alberta.
- d) Pay the annual membership fee for an Out of Province Member.

3.2.5 Honourary Lifetime Membership

An Honourary Lifetime Membership is held by a person who must:

- a) Support the purpose and objects of the Th.A.A.A.
- b) Have been employed as an Assistant, Aide or Attendant in O.T., P.T., and/or S.L.P, but is no longer employed in the field.
- c) Be an individual who has made outstanding contributions to the Th.A.A.A. or to the profession of Therapist Assisting.
- d) Be nominated by a member in good standing. The individual's nomination must receive unanimous support of all executive members.
- e) The Members of the Th.A.A.A. must also approve the individual's Honourary Lifetime Membership at the next Annual General Meeting.

If an Honourary Lifetime Member returns to employment as a Therapist, Therapy or Rehabilitation Assistant, Aide or Attendant in O.T., P.T., and/or S.L.P., the individual's Honourary Lifetime Membership is dissolved and the individual must apply for the appropriate Membership Status.

3.3 ADMISSION OF MEMBERS

Ultimately, application for membership will be granted at the discretion of the Executive. Applications for membership are made to the Secretary of the Association. Any Person may become a Member in the Association by meeting the requirements of Article 3.1., 3.2.1, 3.2.2, 3.2.3, 3.2.4 and 3.2.5. These Persons are entered into the Register of Members.

3.4 MEMBERSHIP DUES

3.4.1 Membership Year

The membership year is January 1 to December 31.

3.4.2 Membership Dues

Membership dues for Full Memberships, Student Memberships, Associate Memberships, Out of Province Memberships, and Honourary Lifetime Memberships, if any, in the Association shall be approved by the Executive. Membership dues are nonrefundable.

3.4.3 Payment Date for Dues

The annual membership dues must be paid on or before the thirty-first (31st) of December of each year.

3.5 RIGHTS AND PRIVILEGES OF MEMBERS

3.5.1 All Members

Any Member in Good Standing is entitled to:

- a) Receive notification of meetings of the Association
- b) Attend and speak at any meeting of the membership of the Association
- c) Participate in all activities and programs of the Association
- d) Exercise other rights and privileges given to Members in these Bylaws and supplemented by the Board in Policy.

3.5.2 Member in Good Standing

A Member is in Good Standing when:

- a) The Member has paid the membership dues or other required fees to the Association;
and
- b) The Member is not terminated as provided for in Article 3.6.

3.5.3 Voting Members

The only Members who can vote at General Meetings are those holding Full Memberships in Good Standing.

3.6 TERMINATION OF MEMBERSHIP

3.6.1 Resignation

Any Member may resign from the Association by sending or delivering a written notice to the Secretary or the President of the Association. A resignation is effective on the date it is received by the Secretary or President, or on the date specified, whichever is the later date.

3.6.2 Deemed Resignation

If a Member has not paid the annual membership dues within one (1) month following the date the dues are due, the Member is considered to have resigned.

3.6.3 Expulsion by the Membership

- a) The Association, at a Special General Meeting called for that purpose, may terminate a Member's membership if the Member has done anything judged by the Executive to be harmful to the Th.A.A.A., including failing to abide by these Bylaws and/or disrupting meetings or functions of the Th.A.A.A.
- b) A decision to terminate membership requires a three-quarters (3/4) vote of all Voting Members present at the Special General Meeting. This decision is final.
- c) At least one (1) month prior to a Special General Meeting, the Secretary of the Association gives written notice to the Member being considered for termination. The notice is sent by double registered mail to the last known address of the Member, as shown in the records of the Association. An Officer of the Executive may also deliver the notice in person. This notice must state why expulsion is being considered.
- d) In addition, all other Members receive notice of a motion for expulsion of a Member at least fourteen (14) days prior to the date of the Special Meeting at which the Voting Members consider the motion.
- e) The Member will have an opportunity to address the matter by appearing before, or submitting a statement in writing to, the Voting Members. The Voting Members may allow another individual to accompany the Member. The Voting Members may limit the time given to the Member to address the Members. The Voting Members, by resolution, may exclude the Member from their discussion of the matter, including the deciding vote.
- f) On passage of the Special Resolution of the Members, the name of the Member is removed from the Register of Members.
- g) A Member who has been expelled may re-apply for membership according to Article 3.0 after waiting one (1) year from the date of expulsion.

3.6.4 Expulsion by the Executive

- a) The Executive, by Special Resolution of the Executive, may suspend a Member's membership if the Member has done anything judged by the Executive to be harmful to the Th.A.A.A., including failing to abide by these Bylaws and/or disrupting meetings or functions of the Th.A.A.A.
- b) At least two (2) weeks prior to the meeting where expulsion is being considered, the Secretary of the Association gives written notice to the Member being considered for expulsion. This notice is sent by double registered mail to the last known address of the Member, as shown in the records of the Association. An officer of the Executive may also deliver the notice in person. This notice must state why expulsion is being considered.
- c) The Member will have an opportunity to address the matter by appearing before, or submitting a statement in writing to, the Executive. The Executive may allow another individual to accompany the Member. The Executive

determines how to deal with the matter, and may limit the time given to the Member to address the Executive. The Executive may exclude the Member from its discussion of the matter, including the deciding vote. All of the members of the Executive must approve the decision to expel.

- d) The member in question of expulsion is suspended by the Executive until such time when the membership can vote on expulsion. The Executive will present the membership with the reasons for expulsion at the next consecutive Annual General Meeting. The membership will then vote on the matter and expulsion requires 75% of the members who are in attendance at the meeting. The entire membership will be notified of the matter prior to the meeting. On passage of the Special Resolution of the Executive, the name of the Member is removed from the Register of Members.
- e) A Member who has been expelled may re-apply for membership according to Article 3.0 after waiting one (1) year from the date of expulsion.

3.6.5 Any Member who resigns, withdraws, or is expelled from the Association shall forfeit all right, claim and interest ensuing from or associated with the Th.A.A.A.

3.7 TRANSFER OF MEMBERSHIP

No rights or privilege of any Member is transferable to another Person. All rights and privileges cease either when the Member resigns, or when his or her membership is terminated.

3.8 LIMITATION ON THE LIABILITY OF MEMBERS

No Member is liable for any debt or liability of the Association.

ARTICLE 4.0 – MEETINGS OF THE ASSOCIATION

4.1 PROCEDURES FOR GENERAL MEETINGS

4.1.1 Notice of General Meetings

- a) The Secretary notifies every Member of General Meetings at least fourteen (14) calendar days prior to the meeting. Any notice of meeting is delivered personally or sent to the Member in writing. The notice is sent to the last address of the Member, as shown in the records of the Association. The Member entitled to receive a notice may waive this notice in writing.
- b) The notice must state date, time, location, and agenda of the General Meeting. The notice must include sufficient information about the business to be conducted to permit a Voting Member to form a reasoned judgment on the decision.

4.1.2 Quorum

A quorum for any General Meeting or Special General Meeting consists of a minimum of 10 Voting Members.

4.1.3 Failure to Reach Quorum

The chairperson of the General Meeting or the Special General Meeting will declare Members present quorum if a quorum is not present within one-half (1/2) hour after the time set for the meeting.

4.1.4 Voting

4.1.4.1 Voting Eligibility

Each Voting Member has one (1) vote.

4.1.4.2 Voting Method

- a) Except for the election of the Executive and Committee Chairs, a show of hands decides every vote at all General Meetings. A ballot vote is used if at least five (5) Voting Members request it.
- b) Special Resolutions may be conducted by a ballot vote, at the request of at least five (5) Voting Members.
- c) Unless the slate of the Executive or Committee Chairs is acclaimed, these elections are always conducted by a ballot vote.
- d) Voting Members may withdraw their request for a ballot.

4.1.4.3 Decisions

- a) A majority of the votes of the Voting Members present decides each resolution, unless the resolution needs to be decided by a Special Resolution.
- b) The chairperson of the General Meeting or Special General Meeting declares a resolution either carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- c) The chairperson of the General Meeting or the Special General Meeting decides any dispute on any vote, and this decision is final.

4.1.4.4 Tie Vote

In the case of a tie vote, the Chairperson of the General Meeting calls for a ballot. In the case of a tie vote on a ballot, the Chairperson of the General Meeting has a second or deciding vote.

4.2 ANNUAL GENERAL MEETING

4.2.1 Time and Location

The Executive calls the Annual General Meeting within forty-five (45) days of the date of the meeting. The Executive sets the date, time, and location within Alberta of the meeting.

4.2.2 Submitting Resolutions for the Annual General Meeting

A Voting Member may submit a resolution to be put on the agenda of the Annual General Meeting by submitting request in writing to the Executive. This request must contain background information about the resolution. The Voting Member must submit the request to the Secretary, at least thirty (30) days prior to the Annual General Meeting.

4.2.3 Agenda for the Annual General Meeting

The business of the Annual General Meeting includes:

- a) Adopting the agenda
- b) Adopting the minutes of the last Annual General Meeting
- c) Reviewing the Financial Statement
- d) Receiving the President's report
- e) Electing Executive Members or Committee Chairs
- f) Considering matter specified in the Meeting notice
 - i) The order of business at the meeting is at the discretion of the President of the Annual General Meeting, as long as business and reports relating to the previous fiscal year precede the election of the Executive Members or Committee Chairs, and the appointment of the auditors.
 - ii) No vote may be taken on matters that are not included in the Meeting notice.

4.3 SPECIAL GENERAL MEETING

4.3.1 Calling of a Special General Meeting

A Special General Meeting of Members may be called at any time:

- a) On a unanimous resolution of all the Executive Members. The request must state the reason for the Special General Meeting and the resolution(s) intended to be submitted at this Special General Meeting; or
- b) On the written request to the Executive that is signed by at least one-third (1/3) of the Voting Members in Good Standing. The request must state the reason for the Special General Meeting and the resolution(s) intended to be submitted at this Special General Meeting. Upon receiving the written request, the Executive calls the Special General Meeting as provided for in Article 4.1.1.

4.3.2 Time and Location

The party calling the Special General Meeting may establish the date, time, and location within Alberta. If a location is not established, the Executive establishes the location.

4.3.3 Agenda for a Special General Meeting

Only the matter set out in the notice for the Special General Meeting is considered at this meeting.

ARTICLE 5.0 – THE GOVERNMENT AND MANAGEMENT OF THE ASSOCIATION

5.1 THE EXECUTIVE

5.1.1 Governance and Management of the Association

The Executive is the Board of the Association, and governs and manages its affairs.

5.1.2 Powers and Duties of the Executive

The Executive has the power of the Association, except as stated in the Act. The powers and duties of the Executive include:

- a) Promoting the objects of the Association
- b) Promoting membership in the Association
- c) Maintaining and protecting the Association's assets and property
- d) Preparing the annual budget for the Association
- e) Paying all expenses for operating and managing the Association
- f) Planning and managing programs and services based on the objects of the Association
- g) For the purpose of carrying out its objectives, the Association may secure the payment of money, or raise funds, but cannot exercise the power of borrowing or in particular the use of investments.
- h) Approving all contracts for the Association
- i) Maintaining all accounts and financial records of the Association
- j) Making policies for governing and managing the affairs of the Association
- k) Appointing of Life members
- l) Appointing legal counsel as necessary
- m) Selling and disposing of any property of the Association
- n) The power to create committees that are deemed necessary to carry on the business of the Association
- o) The power to authorize expenditures on behalf of the Association, as stated within the current fiscal year budget, for purposes of furthering the objectives of the Association

5.1.3 Composition of the Executive and Officers

The Executive consists of six (6) voting members:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Councilor
- f) Councilor
- g) Public Member

And one (1) non-voting member:

- a) Past President

The seven (6) voting Members are the Officers of the Association.

5.1.4 Qualifications for Executive Members

- a) All Executive Members, excluding the Public Member, either upon election or upon appointment, and while in the position, must meet the following qualifications:
 - i) Must be at least eighteen (18) years old
 - ii) Must be a Full Member in Good Standing
 - iii) Must have access at their residence to a computer with internet access
- b) The Public Member, either upon election or upon appointment, and while in the position, must meet the following qualifications:
 - i) Must be at least eighteen (18) years old
 - ii) Must be an Associate Member in Good Standing
 - iii) Must have access at their residence to a computer with internet access

5.1.5 Election and Terms of the Executive

Executive members are elected for, but not restricted to, a two (2) year term or until their successors are elected or appointed as follows:

- a) Executive Members are elected on even-numbered years at the Annual General Meeting, beginning 2008.
- b) Terms of office for Executive Members are from the date of the Annual General Meeting at which they are elected until the second following Annual General Meeting, or until their successors are elected.
- c) Any Executive Member elected or appointed to fill a vacancy, as provided for in Article 5.1.7, holds that position for the remainder of the term of the vacancy.

5.1.6 Vacancies of Executive Members

5.1.6.1 Failure to Qualify as an Executive Member

Any Executive Member automatically vacates the position of Executive Member when he or she ceases to be a Full Member in Good Standing.

5.1.6.2 Resignation

An Executive Member may resign by giving notice in writing to the Secretary of the Association. The resignation is effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever date is later.

5.1.6.3 Removal

- a) Voting Members may remove any Executive Member, including the President, before the end of his or her term. This is done at a Special General Meeting called for this purpose. The Voting Members may, upon a three quarters (3/4) vote of all Voting Members, remove an Executive Member for any cause that is deemed advisable in the interests of the Th.A.A.A.

- b) An Executive Member is automatically removed if he or she is absent from three (3) consecutive regular Executive meetings in a twelve (12) month period following the Annual General Meeting.
- c) The Executive may adopt a code of conduct that Executive Members must agree to abide by and sign. The Executive may require any Executive Member who does not follow the code of conduct to resign from office.
- d) An Executive Member may be removed from the Board by a motion of the Board, after:
 - i) The President has advised the Member in writing of the President's concerns respecting the Member's conduct and the remedies required for the Member to continue in office;
 - ii) The Member has failed to comply with required remedies;
 - iii) The President has given the Member notice that a motion to remove the Member from the Board will be presented at the next Executive meeting; and the Board votes unanimously in support of the motion

5.1.7 Filling Vacancies

5.1.7.1 Vacancies Caused by Removal by Voting Members

If the vacancy occurs as a result of the removal of an Executive member by the Voting Members at a Special General Meeting, a majority vote of the Voting Members at a Special General Meeting may fill the position for the remainder of the term. The position may be filled at the Special General Meeting at which the Executive member was removed, or at another Special General Meeting called for that purpose.

5.1.7.2 Filling Other Vacancies

- a) As long as there is a quorum of Executive members, the Executive may appoint a Voting Member to fill the remainder of the term for that vacancy on the Executive.
- b) If there is not a quorum of Executive members, the remaining Executive members call a Special General Meeting. At this Special General Meeting, the Voting Members may fill the vacancy by a majority vote. If there are no remaining Executive members, any Voting Member may call a Special General Meeting.
- c) If the vacancy is not filled as provided for in Articles 5.1.7.1, and 5.1.7.2, the vacancy is filled at the next Annual General Meeting for the remainder of the term.

5.1.7.3 Vacancies Caused by Bylaw Amendments

If, at any time, the Association amends these bylaws to increase the number of Executive members, the vacancy or vacancies are filled as provided for in Articles 5.1.7.1 and 5.1.7.2.

5.1.8 Meetings of the Executive

5.1.8.1 Number of Meetings

The Executive holds at least ten (10) meetings within each calendar year, distributed evenly throughout the year.

5.1.8.2 Notice of Meetings

- a) The Secretary, upon the direction of the President, calls Executive meetings and establishes the agenda. The Secretary also calls a meeting if any two (2) Executive members make a request in writing and state the business for the meeting.
- b) At least seven (7) days notice for Executive meetings is given to each Executive member in writing. Executive members may waive notice of an Executive meeting.
- c) Errors or accidental omissions in giving notice of any Executive meeting do not invalidate the meeting, or any business transacted at the meeting.

5.1.8.3 Quorum

- a) A quorum for an Executive meeting is three (3) or more Executive members.
- b) The Executive may conduct no business of the Association without a quorum.

5.1.8.4 Voting at an Executive Meeting

- a) Each Executive member, excluding the President, has one (1) vote. Business arising at any Executive meeting is decided by a majority of votes.
- b) The President has a second or casting vote in the case of a tie vote.
- c) All votes cast at any Executive meeting are taken by a show of hands, unless any Executive member in attendance requests a ballot.
- d) Irregularities or errors done in good faith do not invalidate business conducted at any Executive meeting.

5.1.8.5 Written Resolutions

All Executive members may agree to and sign a resolution. Where there is unanimous written support, this resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or call an Executive meeting. The date on the resolution is the date it passed.

5.1.8.6 Telephone Participation

If a majority of Executive members agrees in advance, Executive members may hold an Executive meeting by having a conference call. Executive members who participate in this call are considered present for the meeting.

5.1.8.7 Attendance by Members

Meetings of the Executive are open to Members of the Association, but only Executive members may vote. If a Member wishes to attend an Executive meeting, the Member must submit notification in writing of his/her request to attend. The Member must wait for a reply in writing from the Secretary, as to the date and time of the meeting that the member(s) are being invited to attend. A majority of the Executive Members present may ask any guest or other Members, or other persons present, to leave.

5.2 DUTIES OF THE OFFICERS OF THE ASSOCIATION

5.2.1 The President:

- a) Coordinates and supervises the affairs of the Executive
- b) Chairs all General Meetings and Executive meetings
- c) Acts as the spokesperson for the Association to the public and media
- d) Calls meetings of the Executive committee
- e) Is an ex-officio of all other committee's of the Association
- f) Assigns duties to the Vice-President, Secretary/Treasurer, Councilor Members, and Public Member as required
- g) Other duties as required by Membership or Executive in keeping with the role of President of the Association

5.2.2 The Vice-President:

- a) Chairs meetings in the absence of the President
- b) Has all the powers and performs all of the duties of the President in the absence, inability, or refusal to act, of the President
- c) Replaces the President at various functions when asked to do so by the President or the Executive
- d) Takes minutes of all meetings in the absence of the Secretary
- e) Assist's the President in active management of the Association
- f) Performs other duties as needed or assigned by the President in keeping with the role of Vice-President of the Association

5.2.3 The Secretary:

- a) Keeps accurate minutes of all General Meetings and Executive meetings and forwards these minutes to Executive members in writing
- b) Is in charge of the Association's correspondence and notifies of any changes in the Executive of the Association, amendments in the Bylaws and other incorporating documents with the Corporate Registry as required by the Executive
- c) Keeps an accurate Register of Members
- d) Sends notices of meetings and other communications as required
- e) Keeps the minute books, and all books, papers, records, correspondence, contracts, and other documents of the Association
- f) Performs the Treasurer's duties in the absence of the Treasurer

- g) Performs other duties as needed or assigned by the President in keeping with the role of the Secretary of the Association

5.2.4 The Treasurer:

- a) Files the annual return of the Association
- b) Receives all monies paid to the Association and is responsible for depositing them in the Association's financial institution.
- c) Properly accounts for all funds of the Association and keeps the financial books and any and all financial records of the association.
- d) Presents an accurate, detailed account of revenues and expenditures to the Executive on a monthly basis.
- e) Provides a written financial statement to the Executive no later than thirty (30) days after the end of the fiscal year.
- f) Presents the financial statement at the Annual General Meeting.
- g) Performs other duties as needed or assigned by the president in keeping with the role of the Treasurer of the Association.

5.2.5 The Councilor(s):

- a) Are the liaisons with any current Committee, Health Region Representative and/or Student Representative of the Association.
- b) Takes minutes of all meetings in the absence of the Secretary.
- c) Chairs meetings in the absence of the President and Vice President.
- d) Performs other duties as needed or assigned by the President in keeping with the role of Councilor(s) of the Association.

5.2.6 Public Member:

- a) To be a full, active member of the Therapist Assistant Association of Alberta's Executive Board
- b) To bring a public, non- Therapist Assistant voice to the Executive
- c) To become informed about the profession and the Executive Board
- d) To be prepared and attend meetings when requested by the Executive
- e) To maintain an independent perspective

5.2.7 The Past President:

- a) Has a non-voting position on the Executive Committee
- b) Carries out duties as assigned by the Executive in keeping with a consultative role.

5.3 COMMITTEES

5.3.1 Establishing Committees

- a) The Executive may establish a standing and/or ad hoc committee to advise the Executive and/or to operate programs and services for the Association. Ad hoc committees are established for a specific task, and for a designated length of time. These committees are dissolved when the task is complete.

- b) The Executive approves terms of reference for each committee that outline committee roles, responsibilities, and accountabilities. The Executive may delegate to these committees any powers, subject to the restrictions in these Bylaws, or any resolution passed by the Executive.
- c) The Executive may, by resolution, dissolve any committee.

5.3.2 Powers of Committees

No committee has the power to act for, or on behalf of, the Th.A.A.A. or to commit or bind the Association to any course of action without prior approval of the Executive. Without this approval, committees have the power only to make recommendations to the Executive, or to the Members as directed by the Executive.

5.3.3 General Procedures for Committees

a) Qualifications for Committee Chairs

- i) Any Committee Chair must be a Full Member in Good Standing.

b) Election and Terms of Standing Committee Chairs

- i) Standing Committee Chairs are elected for a two (2) year term, or until their successors are elected or appointed, beginning 2007.
- ii) Standing Committee Chairs are elected on odd-numbered years at the Annual General Meeting.
- iii) Any Committee Chair elected or appointed to fill a vacancy holds that position for the remainder of the term of the vacancy.

c) Removal

- i) Executive Members may remove any Committee Chair before the end of his or her term. This is done at an Executive meeting called for this purpose. The Executive members may, upon a unanimous vote, remove a Committee Chair for any cause that is deemed advisable in the interests of the Th.A.A.A.
- ii) Voting Members may remove any Committee Chair before the end of his or her term. This is done at a Special General Meeting called for this purpose. The Voting Members may, upon a three quarters (3/4) vote of all Voting Members, remove a Committee Chair for any cause that is deemed advisable in the interests of the Th.A.A.A.

d) Filling Vacancies

- i) If the vacancy occurs as a result of the removal of a Committee Chair by the Executive, the Executive may appoint a Voting Member to fill the remainder of the term for that vacancy.
- ii) If the vacancy occurs as a result of the removal of an Executive Member by the Voting Members at a Special General Meeting, a majority vote of the Voting Members at a Special General Meeting may fill the position for the remainder of the term. The position may be filled at the Special General Meeting at which the Committee Chair was removed, or at another Special General Meeting called for that purpose. If the position is not filled by the Voting Members, the Executive may appoint a Voting Member to fill the remainder of the term.

- iii) If the vacancy of a Committee Chair occurs for any other reason, the Executive may appoint a Voting Member to fill the remainder of the term for that vacancy.

ARTICLE 6.0 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 THE REGISTERED OFFICE

The Registered Office of the Association is located in Edmonton, Alberta, Canada.

6.2 FINANCE AND AUDITING

6.2.1 Fiscal Year

The fiscal year of the Association runs from January 1st to December 31st of each year.

6.2.2 Financial Statement

A financial statement must be completed each year. Two (2) Members in Good Standing OR one Member and a non-member may prepare the financial statement of the Association. One of these Members must not hold a position on the Executive or as a Committee Chair either at the time of the preparation of the statement. At each Annual General Meeting of the Association, a complete financial statement is presented to the members.

6.3 CHEQUES AND CONTRACTS OF THE ASSOCIATION

6.3.1 Signing Authority for Cheques

The designated Executive members must sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

6.3.2 Signing Authority for Contracts

The designated Executive members must sign all contracts and other legal documents of the Association.

6.4 THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE ASSOCIATION

6.4.1 Minute Books

The Secretary keeps a copy of the originals of minutes books for all General Meetings, Executive meetings, and committee meetings. The original minute books must be handed back the Association at the end of the Secretary's term of office. All Executive members may access all minute books of the Th.A.A.A.

6.4.2 Financial Books and Records

The Treasurer keeps all financial books and records necessary for the Association as required by the Bylaws, the Societies Act, or any other statute or laws. All financial records must be handed back to the Association at the end of the Treasurer's term of office. All Executive members may access all financial books, records, and passwords of the Th.A.A.A.

6.4.3 Files and Records

The Executive keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws. All files and records must be handed back to the Association at the end of the Executive Member's term of office. All Executive members may access all books and records of the Th.A.A.A.

6.4.4 Inspection of the Books and Records

A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of the Member's intention to do so. This inspection takes place only at a time and place approved by the Executive. All financial records of the Association are open for inspection by the Members. The Executive may designate certain records as confidential, and not open them for inspection by Members.

6.6 PAYMENTS

6.6.1 Payment for Service

No Member, Executive member or Committee Chair of the Association receives any payment for his or her services as a Member, Executive member or Committee Chair.

6.6.2 Expenses

The Executive may approve reimbursement of reasonable expenses incurred while Executive Members or Committee Chairs are carrying out duties of the Th.A.A.A.

6.7 PROTECTION AND INDEMNITY OF EXECUTIVE MEMBERS

6.7.1 Protection

Each Executive member holds office with protection from the Association. The Association indemnifies each Executive member against all costs or charges that result from any act done in his or her role for the Association. The Association does not protect any Executive member for acts of fraud, dishonesty, or bad faith.

6.7.2 Liability

No Executive member is liable for the acts of any other Executive member or employee. No Executive member is responsible for any loss or damage due to the

bankruptcy, insolvency, or wrongful act of any Person dealing with the Association. No Executive member is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraudulent, dishonest, or done in bad faith.

ARTICLE 7.0 – PUBLICATIONS

7.1 Publish Newsletter

The Board may publish and distribute a newsletter or any other material to Members and any other Persons.

ARTICLE 8.0 – AMENDING THE BYLAWS

8.1 AMENDING THESE BYLAWS

- a) These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.
- b) Details of the proposed resolution to change the Bylaws must be included in the thirty (30) days notice of the General Meeting.
- c) The amended bylaws take effect after approval of the Special Resolution at the General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 9.0 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

9.1 DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association requires a Special Resolution of Members at a Special General Meeting, as provided for in Article 2.1.15.

9.2 PAYMENT OF DEBTS AND LIABILITIES

When the Association is dissolved, funds and assets are first used to satisfy the Association's debts and liabilities.

9.3 DISTRIBUTION OF ASSETS TO MEMBERS

The Association does not pay any dividends or distribute its property among its Members.

9.4 DISTRIBUTION OF REMAINING ASSETS

Any remaining funds or assets are transferred to a registered and incorporated organization whose objects are similar to, or compatible with, the objects of the Association. Voting Members select this organization by Special Resolution of Members on or before the date of dissolution.