

Therapy Assistant Association of Alberta

ThAAA

BYLAWS

Amended October 24, 2008

Amended May 1, 2012

Amended May 5, 2017

Coming into force June 1, 2017

ARTICLE 1 – PREAMBLE

1.1.1 The Association

The name shall be the Therapy Assistant Association of Alberta (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

- 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.
- 2.1.3 *Code of Conduct* means the protocol established by the Association outlining the acceptable behaviour and mutual respect expected of members of the Association.
- 2.1.4 *Director* means any person elected or appointed to the Board, including the President, as provided for in Article 5.0.
- 2.1.5 *Board* 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 Therapy Assistants 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 Board, 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 Registrar 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 8.0, or dissolving the Th.A.A.A. as provided for in Article 9.1.
- 2.1.16 *Voting Member* means a Member entitled to vote at the meetings of the Association as provided for in Article 3.5.3.
- 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 *R.T.* means Recreation Therapy

- 2.1.21** *Recognized Institution* means the current list as approved by the Board.
- 2.1.22** *Therapy Assistant* means an individual formally trained or employed as a para-professional working in the field of rehabilitation, supervised by an “Occupational Therapist”, “Physical Therapist”, “Speech-Language Pathologist” or a “Recreation Therapist”.
- 2.1.23** *Certification* means a formal process of qualifying to attain and retain a certificate of professional proficiency as established by the Board.

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 Policy of the Board

3.2 CATEGORIES AND REQUIREMENTS OF MEMBERSHIP

There are six categories of membership:

- a) Certified Member
- b) Practicing Member
- c) Student Member
- d) Associate Member
- e) Out of Province Member
- f) Honourary Lifetime Member

3.2.1 General Requirements

All members except a Honourary Lifetime Member must:

- i) Support the purpose and objects of the Th.A.A.A.
- ii) Submit a completed application form to the Board
- iii) Pay fees as designated by the Board

3.2.2 Certified Member

A Certified Member must;

- a) Have a Therapy/Rehabilitation Assistant Diploma from a Recognized Institution in O.T., and/or P.T., and/or S.L.P and/or R.T. AND/OR
- b) Have worked as an O.T., P.T., S.L.P and/or R.T. Assistant a minimum of 3000 hours of supervised practice over 3 years; and,
 - i) Must meet the criteria for certification and maintain those requirements by completing the continuing competence requirements.

- ii) Be a current Full Member who will be eligible to become a Certified Member upon application during the renewal period prior to this section coming into force.
- iii) All individuals who were former Full Members will be eligible, to become a certified member if received before November 1, 2012.
- iv) Any other individual meeting the professional membership requirements but not a present or former member of Th.A.A.A may apply to become a certified member after May 1, 2012.

3.2.3 Practicing Member

- a) Must be currently employed as a therapy assistant in one of the four disciplines in Alberta; or,
- b) Must have been employed as a therapy assistant in one of the four disciplines;
 - i) Within the past two years in North America;
 - ii) Can provide evidence of that employment; and,
 - iii) Currently resides in Alberta.
- c) Must not otherwise be eligible to be a Certified Member.

3.2.4 Student Member

A Student Member must:

- a) Be enrolled in an O.T., P.T., or S.L.P. Assistant Recreation Therapy Assistant or Rehabilitation Assistant diploma program from a recognized institution.

3.2.5 Associate Member

An Associate Membership is held by:

- a) an individual or group with an interest in the Th.A.A.A. and the field of Therapy Assisting.

3.2.6 Out of Province Member

An Out of Province Membership is held by a person:

- a) who is working as a Therapist, Therapy, or Rehabilitation Assistant, Aide or Attendant in O.T., P.T., S.L.P and/or R.T outside of the province of Alberta.

3.2.7 Honourary Lifetime Member

A Honourary Lifetime Member 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
- c) Be an individual who has made outstanding contributions to the Th.A.A.A. or to the profession of Therapy Assisting.
- d) Be nominated by a member in good standing. The individual's nomination must receive unanimous support of all Board 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.

3.3 REGISTER OF MEMBERS

Any Person may become a Member in the Association by meeting the requirements of Articles 3.1. and 3.2. These Persons are entered into the Register of Members as designated by the Board.

3.4 MEMBERSHIP RESPONSIBILITIES

3.4.1 Membership Year

The membership year is May 1st to April 30th.

3.4.2 Membership Fees and Dues

The Board shall establish and collect all fees or dues. Membership dues are non-refundable and non transferable.

3.4.3 Payment Date for Dues

The annual membership dues must be paid on or before the thirtieth (30th) of April of each year.

3.4.4 Additional Membership Requirements

Certified and Practicing Members must also complete the continuing competency requirements as established by the Board in order to renew membership.

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 General or Special General meeting of the Association
- c) Participate in 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 meets the one of the membership criteria as provided in Article 3.2 and has paid the membership dues or other required fees to the Association;
- b) The Member is not terminated as provided for in Article 3.6.

3.5.3 Voting Members

Only Certified and Practicing Members in Good Standing may vote and/or hold office in the Association.

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) Any member in Good Standing may propose the expulsion of another member from the Association for behavior deemed injurious to the Association, the profession, or the dignity of other members.
- b) The proposal for exclusion must be supported by another two members and be presented to the Board in writing.
- c) Upon receipt of a proposal to exclude a member, the Board will:
 - a. Advise the accused member of the proposal to exclude and the alleged reasons for the proposal;
 - b. Invite the named member to reply to the proposal to exclude within 30 days;
 - c. Upon receipt of the reply, the Board may:
 - i. Move to suspend the accused member for a specified period;
 - ii. Propose the need for a Special General Meeting to request the Members to terminate the accused member; or,
 - iii. Dismiss the request.
- d) If a Special General Meeting is required, notice of meeting must be delivered to all members within 45 days of the proposed meeting. Mail directed to the most recent known address will be deemed as sufficient for notice of the Special General Meeting.
- e) At the Special General Meeting, the Board will allow presentations from both parties and will limit the time for each to 15 minutes. A resolution to terminate will be requested and support for the resolution of 75% of the members present will result in the expulsion of the member.

3.6.4 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 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 forty-five (45) 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 Board 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 Board 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 otherwise required in these Bylaws. 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.
- b) 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 Board 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 Board. This request must contain background information about the resolution. The Voting Member must submit the request in writing 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 Board Members or Committee Chairs
- f) Considering matter specified in the Meeting notice or Special Resolutions
 - 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 Board 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 or received in writing as per 4.2.2.

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 Board 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 Board 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 Board 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 Board 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 BOARD

5.1.1 Governance and Management of the Association

The Board governs and manages its affairs.

5.1.2 Powers and Duties of the Board

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

- a) Managing the affairs of the Association;
- b) Ensuring compliance with the Act and the Bylaws;
- c) Employing individuals to work for the Association;
- d) Promote the profession and the members; and,
- e) Develop operating policies for the Association.

5.1.3 Composition of the Board and Officers

The Board consists of eight (8) elected voting members in good standing and one (1) public non-voting member to be appointed.

- a) Elections for Board Members will occur at each Annual General Meeting to elect members whose terms of office are to expire.
- b) Officers of the Association shall be President, Vice-President, Secretary and Treasurer.
- c) All elected members of the Board will have voting privileges.

5.1.4 Election and Terms of the Board

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

- a) Four (4) Board Members are elected on even-numbered years at the Annual General Meeting, beginning 2008 while four (4) current Board Members will serve one more year allowing another election for four (4) Board Members in the odd-numbered years.
- b) Board members will be allowed to serve for three (3) consecutive 2 year terms.
 - i) Members serving 6 years must wait one (1) full year before returning to the Board, unless no other member has stepped up to volunteer and the current board member is willing to stay until a replacement is found.
- c) Any Board Member unable to complete their elected term may be replaced by a voting member in good standing appointed by the remaining Board Members.
- d) Terms of office for Board 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.
- e) Any Board Member elected or appointed to fill a vacancy holds that position for the remainder of the term of the vacancy.
- f) Any Board Member automatically vacates the position of Board Member when he or she ceases to be a Voting Member in Good Standing.
- g) A Board 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.

5.1.4.1 Removal from Office

- a) Voting Members may remove any Board Member, including the President, before the end of his or her term. This is done at a Special General Meeting called for this purpose as per Article 3.6. A Board Member may be automatically removed if he or she is absent from three (3) consecutive regular Board meetings in a twelve (12) month period following the Annual General Meeting.
- b) The Association has a code of conduct that Board Members must agree to abide by and sign. The Board may require any Board Member who does not follow the code of conduct to resign from office.
- c) A Board 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 Board meeting; and the Board votes unanimously in support of the motion

5.1.5 Meetings of the Board

5.1.5.1 Number of Meetings

The Board holds at least four (4) meetings within each calendar year, distributed evenly throughout the year. Meetings may be in person, telephone or other electronic means agreed to by the majority of Board members.

5.1.5.2 Notice of Meetings

- a) The Board at its first meeting following the AGM will establish a tentative meeting schedule for the subsequent year.
- b) The President or designate must provide the Board with no less than 48 hours written notice of meeting changes.
- c) Notice will be deemed given if sent within the specified period to the address provided to the Secretary of each Board Member.

5.1.5.3 Quorum

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

5.1.5.4 Voting at any Board Meeting

- a) Each Board member, excluding the President, has one (1) vote. Business arising at any Board 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 Board meeting are taken by a show of hands, unless any Board member in attendance requests a ballot.
- d) Irregularities or errors done in good faith do not invalidate business conducted at any Board meeting.

5.1.5.5 Written Resolutions

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

5.1.5.6 Attendance by Members

Meetings of the Board are open to Members of the Association, but only Board members may vote. If a Member wishes to attend a Board meeting, the Member must submit written notification seven (7) days in advance of the next Board meeting. Members visiting a Board Meeting will be considered observers unless they have requested in writing an opportunity to address the Board and have clearly outlined the reason for the presentation in their request. The Board need not act on the presentation. The Board may also move to an in camera session to review the subject of the presentation.

5.2 DUTIES OF THE OFFICERS OF THE ASSOCIATION

5.2.1 The President:

- a) Chairs all General Meetings and Board meetings
- b) Acts as the spokesperson for the Association to the public and media
- c) Performs other duties as required by Membership or Board in keeping with the role of President of the Association as defined in Board Policy

5.2.2 The Vice-President

- a) Has all the powers and performs all of the duties of the President in the absence, inability, or refusal to act, of the President
- b) Performs other duties as needed or assigned by the President in keeping with the role of Vice-President of the Association as defined in Board Policy

5.2.3 The Secretary:

- a) Maintains the records of the Association including minutes of all Board and General Meetings, and all Board correspondence;
- a) Performs other duties as needed or assigned by the President in keeping with the role of the Secretary of the Association as defined in Board Policy

5.2.4 The Treasurer:

- a) Maintains the financial records of the Association, records all income and expenditures, prepares statements as required, and presents financial reports to the Membership at General Meetings.
- a) Performs other duties as needed or assigned by the president in keeping with the role of the Treasurer of the Association as defined in Board Policy.

5.2 COMMITTEES

5.2.1 Establishing Committees

- a) The Board may establish a standing and/or ad hoc committee to advise the Board and/or to operate programs and services for the Association. The Board approves terms of reference for each committee that outline committee roles, responsibilities, and accountabilities. The Board may, by resolution, dissolve any committee.

5.2.2 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. Committees make recommendations to the Board, or to the Members as directed by the Board.

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 July 1st to June 30st of each year.

6.2.2 Annual 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. 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 and Contracts

At least three (3) designated Board members shall be signing authorities for the Association. Two signatures are required on all cheques.

6.4 THE INSPECTION OF THE BOOKS AND RECORDS OF THE ASSOCIATION

6.4.1 The records of the Association may be available to any voting Member for inspection upon written notice approved by the Board. All records will be deemed the property of the Association and any officer maintaining the records must ensure that the records are forwarded to their successors upon completion of their terms of office.

6.4.2 The Board may designate certain records confidential if they pertain to personal details of members, Board self-management or matters of personnel. Any other designated confidential information must meet the criteria of Privacy Laws in the Province of Alberta.

6.5 PAYMENTS

6.5.1 Payment for Service

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

6.5.2 Expenses

The Board may approve reimbursement of reasonable expenses incurred while Board Members or Committee Chairs are carrying out duties of the Th.A.A.A. as stated in Policy.

6.6 PROTECTION AND INDEMNITY OF BOARD MEMBERS

6.6.1 Protection

Each Board member holds office with protection from the Association. The Association indemnifies each Board 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 Board member for acts of fraud, dishonesty, or bad faith.

6.6.2 Liability

No Board member is liable for the acts of any other Board member or employee. No Board member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any Person dealing with the Association. No Board 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 PUBLICATIONS

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 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.

8.2 COMING INTO FORCE (Coming into Force June 1, 2017)

- a) These Bylaws come into force in accordance with the amending motions as outlined on the cover of the Bylaws.
- b) Amendments approved by members will come into force June 1, 2017.
 - i) The current bylaws in force will stay in force until the approved amendment date.

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 registered and incorporated organization(s) whose objects are similar to, or compatible with, the objects of the Association. Voting Members select the allocations by Special Resolution of Members on or before the date of dissolution.