



BYLAWS

(October 21, 2017)

BYLAWS
of the British Columbia Association of
Speech-Language Pathologists and Audiologists

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INTRODUCTION TO OFFICE CONSOLIDATION

This is an Office Consolidation of the Bylaws of the British Columbia Association of Speech-Language Pathologists and Audiologists and reflects the original bylaws from 2004, as amended by all the subsequent amendment resolutions filed with the Registrar of Companies as of the date noted on the first page. Copies of the original bylaws and the amendments can be obtained by submitting a request in writing to the head office of the Association. The current version of the Constitution is available at the Association's website: www.BCASLPA.ca

PREAMBLE

- A) These Bylaws govern the organization and operation of the British Columbia Association of Speech-Language Pathologists and Audiologists, including the administration and management of the Association;
- B) While the Association acknowledges that the English and French languages are the official languages of Canada, these Bylaws exist only in English

PART 1 - INTERPRETATION

1(1) The following words and terms are defined for the purposes of these Bylaws, unless there is an inconsistency in the subject matter or context:

- (a) "Act" means the *Societies Act*, as amended from time to time;
- (b) "Ad Hoc Committee" means a committee to fulfill a temporary purpose that is established by the Provincial Council pursuant to bylaw 17(2);
- (c) "Association" means the British Columbia Association of Speech-Language Pathologists and Audiologists;
- (d) "SAC" means the Speech-Language & Audiology Canada, also referred to as the National Association;
- (e) "Code of Ethics" means SAC's Code of Ethics
- (f) "Committee Chair" means the Member elected to hold the office of Committee Chair of a Committee established under bylaw 16;
- (g) "Director" means the Member elected or appointed to hold an office on the Provincial Council, and includes a Committee Chair;
- (h) "Executive Committee" means the Executive Committee of the Association established pursuant to bylaw 32;
- (i) "Executive Director" means the individual hired by the Association to be responsible for the conduct of the day to day operations of the Association according to the policies and procedures set by the Provincial Council;
- (j) "Honorary Member" means a person designated as an Honorary Member pursuant to bylaw 8;
- (k) "Member" means a member of the Association who has met the membership criteria specified in these Bylaws and has been registered in a category of membership set out in bylaw 3;
- (l) "Provincial Council" means the governing body of the Association established pursuant to bylaw 16;

- (m) "President" means the Member elected to hold the office of President pursuant to bylaws 35 and 36;
- (n) "Recording Secretary" means the Member elected to hold the office of Recording Secretary pursuant to bylaw 35;
- (o) "Standing Committee" means a committee established pursuant to bylaw 16(1);
- (p) "Communication Health Assistant" means an individual employed in a role supporting the delivery of speech-language pathology or audiology services, and who receives supervision in the provision of those services by a Full Member of the Association;
- (q) "Treasurer" means the Member elected to hold the office of Treasurer pursuant to bylaw 35;
- (r) "Vice President" means the Member elected to hold the office of Vice President pursuant to bylaws 35 and 36;
- (s) "Past President" means the Member to hold the office of Past President;
- (t) "CSHHPBC refers to the College of Speech and Hearing Health Professionals of British Columbia" and is the regulatory body for speech language pathology and audiology in the province of BC pursuant to the Health Professions Act of BC;
- (u) "Affiliate" means an individual with a special interest in human communication and its disorders, but who does not meet the requirements for any other category such as a speech-language pathologist or audiologist or an individual such as an auditory verbal therapist, or a teacher of the hearing impaired.

- (2) The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

Definition

- 2. In this Part, an Acceptable Canadian Program means any university graduate program in Speech-Language Pathology or Audiology
 - (a) that requires students to complete 270 hours of coursework in normal development of speech, language and hearing, 360 hours of coursework in the major area of study, 90 hours of course work in the minor area, and a minimum of 300 hours of clinical practicum experience, and
 - (b) where the coursework covers the areas described in the SAC document: *Assessing and Certifying Clinical Competency: Foundations of Practice for Audiology and Speech-Language Pathology*.

Membership Categories

- 3(1) The following are the categories of membership in the Association:
 - (a) Full Member,
 - (b) Student Member,

- (c) Honorary Member,
- (d) Retired Member,
- (e) Communication Health Assistant,
- (f) Affiliate Member.

(2) Membership in the Association is not transferable, but is renewable on a continuing basis.

(3) The Association may establish a new membership category or revise an existing membership category and set the criteria, conditions, terms and rights of such categories, and when it does so it shall amend the Bylaws accordingly.

Joint Membership with SAC

4(1) A Full Member, Student Member, Communication Health Assistant and Affiliate member of the Association must also hold membership with SAC. (Under the joint membership agreement)

(2) Under the joint membership agreement between the Association and SAC, if a person becomes a member of SAC first then, subject to the provisions of this Part, membership in the Association will be granted.

Full Member

5(1) A person seeking to be a Full Member must

- (a) complete the applicable application form and pay the application fee set by the Provincial Council, and
- (b) sign a declaration stating that he or she will abide by the SAC Code of Ethics, Bylaws and policies of the Association, and
- (c) be licensed with the CSHHPBC.

(2) To maintain membership as a Full Member, a Member must

- (a) be licensed by the CSHHPBC, and
- (b) maintain membership in SAC under the joint membership agreement.

(3) A Full Member

- (a) may attend meetings of Members,
- (b) is entitled to one vote at a meeting of Members,
- (c) may hold office in the Association,
- (d) must comply with the Bylaws, the SAC Code of Ethics and approved policies of the Association.

Student Member

6(1) A person seeking to be a Student Member must

- (a) be enrolled as a graduate student in an acceptable Canadian program or an equivalent program that is approved by the Provincial Council, and
- (b) complete the applicable application form and pay the application fee set by the Provincial Council.

(2) To maintain membership as a Student Member, a member must

- (a) meet the continuing education criteria for student members as prescribed by the CSHHPBC, and
- (b) maintain membership in SAC under the joint membership agreement.

(3) A Student Member

- (a) may attend meetings of Members,
- (b) is not entitled to vote at a meeting of Members,
- (c) may not hold office in the Association, and
- (e) must comply with the Bylaws, the Code of Ethics and the approved policies of the Association.

7(1) After obtaining his/her graduate degree, a Student Member may apply before the next membership renewal deadline to change membership status to Full Member. Dues are payable at that time, but are applied to the next renewal year.

(2) In addition to meeting the requirements of bylaw 5, a Student Member seeking to become a Full Member under this bylaw must submit to the Association a letter of good standing from SAC indicating a change in membership category in the National Association.

Honorary Member

8(1) The Provincial Council may designate a person to be an Honorary Member in recognition of that person's contribution to the professions of Speech-Language Pathology or Audiology.

(2) To maintain membership as an Honorary Member, a Member need not

- (a) maintain membership in SAC under the joint membership agreement.

(3) An Honorary Member is exempt from the payment of annual fees and may attend meetings of Members.

(4) Unless the member is otherwise licensed by the CSHHPBC and entitled to the benefits of a Full Member, an Honorary Member

- (a) is not entitled to vote at a meeting of Members,
- (b) may not hold office in the Association, and
- (c) must comply with the Bylaws, the Code of Ethics and approved policies of the Association.

Retired Member

9(1) A member seeking to be a Retired Member must

- (a) have been a Full Member
- (b) agree in writing that he or she will no longer be employed as a speech-language pathologist or audiologist, and has no intention of re-entering the workforce in either capacity, and
- (c) complete the applicable application form and pay the reduced membership fee set by the Provincial Council.

(2) To maintain membership as a Retired Member, a Member need not

- (a) maintain membership in SAC under the joint membership agreement.

(3) A Retired Member

- (a) may attend meetings of Members,
- (b) is entitled to one vote at a meeting of Members,
- (c) may not hold office in the Association, and
- (d) must comply with the Bylaws, the Code of Ethics and the approved policies of the Association.

Communication Health Assistant

- 10(1) A person seeking to be a Communication Health Assistant must
- (a) be a member of SAC in the category of Communication Health Assistant,
 - (b) complete the applicable application form and pay the applicable fees as set by the Provincial Council,
 - (c) affirm that he or she will abide by the SAC Code of Ethics, Bylaws and policies of the Association, and
 - (d) be working under the supervision of a speech-language pathologist or audiologist who is licensed by the CSHHPBC and be required to adhere to the minimum standards of practice set forth by the CSHHPBC for delegation and supervision of support personnel.
- (2) To maintain membership as a Communication Health Assistant a Member must maintain membership in SAC in the category of Communication Health Assistant.
- (3) A Communication Health Assistant Member may
- (a) attend a meeting of Members,
 - (b) may not vote or hold office in the Association.
- (4) Part 9 of these Bylaws do not apply to members who have been registered as Communication Health Assistants.

Affiliate

- 11(1) A person seeking to be an Affiliate must
- (a) complete the applicable application form and pay the application fee set by the Provincial Council, and
 - (b) sign a declaration stating that he or she will abide by the SAC Code of Ethics, Bylaws and policies of the Association.
- (2) An Affiliate Member need not
- (a) maintain membership in SAC under the joint membership agreement.
- (3) An Affiliate
- (a) may attend meetings of Members,
 - (b) is not entitled to vote at a meeting of Members, and
 - (c) may not hold office in the Association.

Members in Good Standing

12. A Member in any category of membership shall be deemed to be in good standing so long as that Member
- (a) is not in default of payment of a fee, due or levy prescribed by these Bylaws,
 - (b) has not been found to be in violation of the Code of Ethics, Bylaws or policies of the Association,
 - (c) has not had his or her membership suspended in accordance with these Bylaws or policies and procedures approved under these Bylaws,
 - (d) complies with the joint membership requirements, if applicable, and
 - (e) is licensed by the CSHHPBC if practicing in BC.

Suspension and Termination of Membership

Membership may be suspended or terminated in the following manner:

- 13(1) Resignation – A member shall resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, provided the member has satisfied all of said member's obligations to the Association.
- (2) Removed from Register – A member who is removed from the Register of the CSHHPBC for disciplinary reasons shall automatically be removed from membership.
- (3) Suspension from Practice – A member suspended from practice by the CSHHPBC shall be suspended from membership for as long as said period of suspension from practice continues and shall be returned to membership subject to approval of the Provincial Council upon the termination of said suspension.
- (4) Expulsion, Suspension or Censure – A member may be expelled, suspended or censured for unethical conduct or for misconduct which brings discredit to the member, the Association or the speech and hearing profession. The power to expel a member shall rest exclusively with the Provincial Council which may authorize the President to appoint a committee of three (3) to hear complaints and grievances against a member. A member shall receive thirty (30) days' notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing, which shall be held either before the Provincial Council or a committee appointed in accordance with this section.
- (5) The member may appear and present evidence on the member's behalf. If the hearing is held before a committee, the committee shall report its findings in writing to the Provincial Council which shall then decide whether to expel, suspend or censure the member.
- (6) Expulsion, suspension or censure of a member shall require a two-thirds (2/3) majority vote of the members of the Provincial Council present and voting.

PART 3 – MEMBERSHIP FEES

Setting Membership Fees

14(1) The Provincial Council shall set the membership fees for each category of Members, to be effective the next fiscal year.

Levies

- 15(1) The membership may by resolution passed at a meeting of the Association establish a levy on the membership for expenses in connection with attaining an objective of the Association.
- (2) A resolution to establish a levy must pass by a majority of 2/3rds of the membership entitled to vote at the meeting.
- (3) If the resolution does not specify the date when the levy must be paid, the Executive Committee may specify that date.
- (4) Where a levy is established by the membership under this bylaw, the provisions of BCASLPA Policy on the Payment of Fees apply to that levy.

PART 4 - PROVINCIAL COUNCIL

Provincial Council Members

16(1) There shall be a Provincial Council composed of the following elected Provincial Council Members:

- (a) President,
- (b) Vice President,
- (c) Past President,
- (d) Recording Secretary,
- (e) Treasurer,
- (f) Director Professional Education,
- (g) Director Public Education,
- (h) Director Early Intervention Speech-Language Pathology Practice,
- (i) Director School Services Speech-Language Pathology Practice,
- (j) Director Adult Services Speech-Language Pathology Practice,
- (k) Director Speech-Language Pathology Private Practice,
- (l) Director Audiology Public Practice,
- (m) Director Audiology Private Practice,
- (n) Director Area Representatives,
- (o) Director Social Media.

(2) The members of the Provincial Council listed in subsection (1) are deemed to be the directors of the Association.

Committees

17(1) The following standing committees shall report to the Provincial Council through their chairs:

- (a) Executive Committee,
- (b) Public Education Committee,
- (c) Area Representatives Committee,
- (d) Professional Education Committee,
- (e) Early Intervention Speech-Language Pathology Practice Committee,
- (f) Schools Speech-Language Pathology Practice Committee,
- (g) Adult Speech-Language Pathology Practice Committee,
- (h) Nominations Committee,
- (i) Awards Committee.

(2) In addition to the committees listed in subsection (1), the Provincial Council may

- (a) establish a standing committee or an ad hoc committee;
- (b) appoint Members to sit on a committee, including appointing the Chair,
- (c) set a committee's terms of reference, including reporting requirements, and
- (d) prescribe a deadline for or dissolve a committee.

(3) If these Bylaws do not provide for the election of a chair by the Members or if the Provincial Council does not appoint a chair of a committee, the members of that committee shall elect a chair from amongst themselves in accordance with the policies and procedures established by the Provincial Council.

Powers of the Provincial Council

18(1) The Provincial Council may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Association,
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Members at a general meeting.

(2) A rule, made by the Members at a general meeting, does not invalidate a prior act of the Provincial Council that would have been valid if that rule had not been made.

(3) Where a bylaw refers to someone or something that is to be appointed, approved, defined, established, prescribed or set by the Provincial Council, the Provincial Council is deemed to have the authority under these Bylaws to appoint, approve, define, establish, prescribe or set that person or thing by resolution.

(4) In addition to the powers granted to Provincial Council in these Bylaws, the Provincial Council may by resolution:

- (a) set policies, procedures or terms of reference, and approve guidelines, code of conduct or rules for itself, any committee or the Members;
- (b) grant a power or assign a duty to a Board Director;
- (c) authorize deposits and investments, and approve a schedule for the review of financial policies;
- (d) establish policies and procedures governing any election, appointment or removal that is prescribed or authorized by these Bylaws;
- (e) hire and define the terms of employment of an Executive Director or any other employee;
- (f) take any other steps to effectively manage the affairs of the Association and to ensure its proper stewardship.

19(1) The Provincial Council may borrow, raise or secure the payment of money in such manner as it determines is necessary.

(2) Without limiting the foregoing, the Provincial Council may, on behalf of the Association, issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's present or future property, and purchase, redeem or pay off any such security, provided that debentures shall not be issued without the authority of a special resolution of the Membership.

Provincial Council Member Conduct and Expenses

20(1) A Provincial Council member shall conduct himself or herself according to the job description that applies to the position that he or she holds, and according to the *Code of Conduct for Provincial Council Members* approved by the Provincial Council.

(2) A Provincial Council member may not be remunerated for being or acting as a Provincial Council member, but may be reimbursed for all expenses necessarily and reasonably incurred by the Provincial Council member while engaged in the affairs of the Association.

Duties of Provincial Council Members

21. In addition to any power or duty specified in the Act or referred to in these Bylaws, a Provincial Council member shall exercise the power and perform the duty that may be assigned to that Provincial Council member by the Provincial Council.

22. The President is Chief Executive Officer of the Association and will make arrangement to:

- (a) be responsible for overseeing the affairs of the Association and, in particular, the integrity of the Provincial Council process;
- (b) perform other functions required under these Bylaws or by the Provincial Council;
- (c) coordinate and chair the Annual General Meeting;
- (d) be a mentor to the Vice President;
- (e) ensure that policy reviews are completed and proposed changes are submitted to the Provincial Council by the appropriate Provincial Council Director for Provincial Council approval according to the prescribed schedules.

23. The Vice President will make arrangement to:

- (a) perform the duties of the President in the absence of the President;
- (b) be available to committees for consultation;
- (c) assist the President in overseeing the affairs of the Association;
- (d) chair the Nominations Committee.

24. The Past President will make arrangement to:

- (a) advise the Provincial Council;
- (b) complete special tasks initiated during the Past President's term as President, unless otherwise directed by the Provincial Council;
- (c) chair the Bylaws Committee;
- (d) chair the Awards Committee;

25(1) The Recording Secretary will make arrangement to:

- (a) record the minutes of the Annual General Meeting, the Executive Committee meetings, the Provincial Council meetings and special meetings and distribute those minutes as required;
- (b) submit a summary of the major items from these minutes for publication in *Vibrations*;
- (c) issue notices of meetings of the society and directors;
- (d) keep minutes of all meetings of the society and directors;
- (e) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (f) have custody of the common seal of the society.

(2) In the absence of the Recording Secretary from a meeting, the Provincial Council members must appoint another person to act as Recording Secretary at the meeting.

26. The Treasurer will make arrangement to:

- (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
- (b) prepare the financial report for the Association and present it at each meeting of the Provincial Council;
- (c) deposit and invest monies for term deposits as authorized by the Provincial Council,

- (d) make transfers of monies to general account for coverage of Association expenses,
- (e) be involved in Provincial Council decision-making regarding special funds, such as bursaries,
- (f) sit on the Conference Committee and
- (g) assist in reviewing all financial policies and submit proposed changes to Provincial Council for its approval according to the prescribed schedule.

Delegation of Duties or Powers

- 27(1) With the approval of Provincial Council, a Provincial Council member may delegate to a Member, the Executive Director or another Association employee the performance of all or part of a duty or power assigned to that Provincial Council member under the Act or these Bylaws.
- (2) The Provincial Council may delegate any, but not all, of its powers to a committee consisting of Provincial Council member or Members, as they think fit.
- (3) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Provincial Council, and must report every act or thing done in exercise of those powers to the earliest meeting of the Provincial Council held after the act or thing has been done.

Provincial Council Meetings

- 28(1) Subject to this bylaw, the Provincial Council may meet at the place and in the form that the Provincial Council members think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Provincial Council shall meet a minimum of three (3) times each year.
- (3) Reasonable notice of a Provincial Council meeting shall be given by mail, telephone or other means of communication to all members of the Provincial Council.
- (4) For a first meeting of the Provincial Council held immediately following the appointment or election of a Provincial Council member/s at an annual or other general meeting of Members, or for a meeting of the Provincial Council at which a Member is appointed to fill a vacancy in the Provincial Council, it is not necessary to give notice of the meeting to the newly elected or appointed Provincial Council member for the meeting to be constituted, if a quorum of the Provincial Council is otherwise present.
- (5) The minutes of a Provincial Council meeting shall be kept at the Association office and made available for inspection by a Member on request during normal business hours.

Quorum and Voting

- 29(1) One half of the members of the Provincial Council in attendance constitute a quorum.
- (2) Questions arising at a meeting of the Provincial Council or any committee thereof must be decided by a majority of votes.
- (3) The President or chair shall be entitled to vote only in the event of a tie vote.

Chairing Meetings

30(1) The President is the chair of all meetings of the Provincial Council and the Executive Committee.

(2) If at a meeting of the Provincial Council or the Executive Committee the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the Provincial Council members present may choose one of their number to be the chair at that meeting.

Unanimous Resolutions in Counterpart

31. A written resolution signed by all the Provincial Council members in counterpart or an electronic resolution approved by all the Provincial Council members in counterpart, and placed with the minutes of the Provincial Council, is as valid and effective as if it were passed at a meeting of the Provincial Council.

PART 5 - EXECUTIVE COMMITTEE

Members of the Executive Committee

32. There shall be an Executive Committee composed of the following members of the Provincial Council:

- (a) President,
- (b) Vice President,
- (c) Past President,
- (d) Recording Secretary, and
- (e) Treasurer.

Powers and Duties of the Executive Committee

33(1) The Executive Committee shall manage the day-to-day business affairs of the Association and shall report and be responsible to the Provincial Council.

(2) The Executive Committee shall meet a minimum of five (5) times each year.

(3) Where a bylaw refers to something that is to be approved, defined, established, prescribed or set by the Executive Committee, the Committee is deemed to have the authority under these Bylaws to approve, define, establish, prescribe or set that thing by resolution.

(4) The Executive Committee may:

- (a) grant reinstatement to a former Member;
- (b) prescribe the form and scope of a proxy form that members would use to assign their vote to a proxy holder.

Application of Bylaws

34. Bylaws 28 to 31 apply to the Executive Committee and its meetings as if that Committee were the Provincial Council.

PART 6 - ELECTION OF DIRECTORS

Elections

35(1) With the exception of the position of President and Past-President elections for vacant positions on the Provincial Council shall take place annually and in accordance with this bylaw and any election policies and procedures approved by the Provincial Council.

(2) Only a Full Member in good standing may be elected or appointed to the Provincial Council.

(3) A call for nominations for each vacant Provincial Council Member position shall be made in a notice mailed to the members at least 50 days prior to the Annual General Meeting.

(4) A nominee must consent to being nominated.

(5) A simple majority will be sufficient to elect a Provincial Council Member .

(6) In the event of a tie vote between two or more candidates, the person to be declared elected shall be determined by a random draw.

(7) A Provincial Council member elected at an Annual General Meeting shall take office immediately following that meeting.

(8) If at the Annual General Meeting there is only one candidate nominated for a position, then no vote is required and the Vice President shall declare that that candidate is elected by acclamation.

Terms of office

36(1) Subject to bylaw 38, the President shall serve a term of two years and the Vice President and the Past President shall each serve in their respective office for a term of one year in alternating years. The Past President shall serve in the first year of the presidency and the Vice-President shall serve in the second year of the presidency.

(2) All other members of the Provincial Council shall serve in their respective offices for a term of two years.

Removal and Ceasing to Hold Office

37(1) After being given an opportunity to be heard, a Provincial Council member may be removed from his or her position by a resolution passed by a majority of not less than 75 percent of the votes of those members entitled to vote at the Provincial Council meeting.

(2) A Provincial Council member ceases to hold office if that Provincial Council member:

- (a) resigns his or her office,
- (b) ceases to be a member of the Association, or
- (c) no longer resides permanently in British Columbia.

Vacancies

38(1) If a position on the Provincial Council other than the President becomes vacant for any reason, the remaining members of the Provincial Council may appoint a member of the Association to assume the duties of that position until the next annual election is held, and that member is eligible for re-election at that time.

(2) If the position of President becomes vacant for any reason prior to an election, the remaining members of the Provincial Council may elect from amongst themselves a Provincial Council member or appoint another Member to fill that office until the end of that term, and that member is eligible for re-election or re-appointment at that time.

(3) An act or proceeding of the Provincial Council members is not invalid merely because there is less than the prescribed number of Provincial Council members in office.

PART 7 - GENERAL MEETINGS OF THE ASSOCIATION

Calling meetings

39(1) The Annual General Meeting of the Association shall be held once each year.

(2) Special general meetings of the Association may be called at any time by the Provincial Council or by not less than one tenth of the members entitled to vote at a general meeting.

Notice

40(1) A notice of any general meeting of the Association shall be

(a) published in the Association's newsletter, and/or

(b) sent to every Member of the Association electronically if an email address has been given or by mail to the last known address of the Member.

(2) In the case of an Annual General Meeting, the notice shall be sent not less than thirty days before such meeting.

(3) In the case of a special general meeting, the notice shall be sent not less than fourteen days before such meeting.

(4) A summary of the business to be conducted at a meeting shall be included in the notice.

(5) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Quorum

41(1) The quorum at the Annual General Meeting shall be 30 Members entitled to vote.

(2) The quorum at a special general meeting shall be fifteen percent of Members entitled to vote, but not less than 30 members.

Conduct of meetings

42. Subject to this Part, all meetings shall be carried out in accordance with rules and procedures approved by the Provincial Council.

Voting List

43. A list of all Members qualified to vote at an Annual General Meeting or a special general meeting shall be available and only Members on the list shall be entitled to vote.

Proxy

44(1) A Member may vote by proxy on a poll at any general meeting, but the proxy holder must be a Member entitled to attend and vote at a meeting.

(2) To be a valid proxy, the proxy holder must produce to the chair of the meeting at or before the start of the meeting a written appointment signed by the Member appointing the proxy holder in a form approved by the Executive Committee.

(3) A proxy holder may hold only one proxy vote.

Voting

45(1) A resolution or motion put to the vote at a meeting shall be decided by a show of hands, unless before or after the declaration of the result of the show of hands, a poll is demanded by a Member at that meeting entitled to vote.

(2) If a Member demands a poll vote, the chair shall direct that such a poll be held without delay.

(3) The chair shall declare the decision on every question in accordance with the result of the show of hands or poll.

(4) An entry of that declaration in the minutes of the Association shall be conclusive evidence of the results of the resolution.

Mail Ballot

46(1) The Provincial Council or the Executive Committee may at any time submit a resolution to the membership for a vote by mail ballot on its own initiative or, if requested by 25 percent of the Members, the Provincial Council must so act.

(2) Subject to this bylaw, a vote by mail ballot shall be held in accordance with policies and procedures approved by the Provincial Council for such voting.

(3) Ballots mailed to Members shall be returnable to the Association by not less than 28 days from the date of mailing.

PART 8- ADMINISTRATION

Auditor

47(1) The Provincial Council shall appoint an auditor.

(2) An auditor cannot be a member of the Provincial Council.

(3) The auditor shall conduct a "Review Engagement" every year.

Seal

48(1) The Association shall have a common seal that contain the words “British Columbia Association of Speech-Language Pathologists and Audiologists”.

(2) The seal shall not be affixed to any document without the authority of the Provincial Council.

(3) Notwithstanding subsection (2), the Provincial Council may give authority to specified Provincial Council Members to affix the seal to a particular document.

Effect of Repeal of Bylaws

49(1) The repeal of the former bylaws or any provision of these Bylaws shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under those bylaws prior to their repeal.

(2) All Provincial Council Members, employees or other persons acting under any repealed bylaw shall continue to act as if elected or appointed under the provisions of these bylaws.

(3) Any person who was a Member when these Bylaws became effective shall continue to be a Member upon continuous payment of the prescribed fee, even if the Member does not otherwise fulfill the membership criteria set out in these Bylaws, and such a Member shall be subject to all other provisions of these Bylaws as may be applicable.

Amendments to Bylaws

50(1) Amendments to these Bylaws may be made by a special resolution submitted to the membership in accordance with the Societies Act.

(2) A notice of the bylaw amendment resolution will be sent to every Member in accordance with bylaw 40.

(3) A bylaw amendment resolution must pass by a majority of not less than 75 percent of the votes of those members entitled to vote at the Annual General Meeting or special general meeting.

PREVIOUS CONSTITUTIONAL PROVISIONS

Locality

51. The operations of the organization are to be chiefly carried on in the greater Vancouver area of the Province of British Columbia. This provision was previously unalterable.

Dissolution

52. In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. This provision was previously unalterable.

Non Profit

53. The organization of the Association shall be carried on without purpose of gain for its members and profits or other accretions to the organization shall be used in promoting these objectives.