



The National Alliance of
Respiratory Therapy Regulatory Bodies

L'Alliance nationale des organismes de
réglementation de la thérapie respiratoire

NATIONAL ALLIANCE OF RESPIRATORY THERAPY REGULATORY BODIES

BY-LAWS

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ARTICLE 1 - DEFINITIONS

1.01 In this By-law and all other By-laws and resolutions of the Alliance, unless otherwise defined or required by the context, the following words and phrases shall have the meaning(s) set out below:

“**Act**” means the *Canada Corporations Act*, as amended from time to time;

“**Alliance**” or “**National Alliance**” means the National Alliance of Respiratory Therapy Regulatory Bodies;

“**affiliate member**” means the CSRT;

“**Board of Directors**” means the board of directors of the Alliance;

“**director**” means an individual on the Board of Directors. There shall be two directors for each member organization;

“**Dues**” means the annual fees determined by the Board of Directors;

“**legal authority**” means the government of a Canadian province or territory or an organization that has been given legislative authority to regulate the profession of respiratory therapy by the government of a Canadian province or territory;

“**member**” or “**member organization**” means a regular member or the CSRT who has been accepted as a member of the Alliance and has paid the annual membership dues;

“**regular member**” means a regulatory body of a province or territory of Canada;

“**regulatory body**” means an organization that has been given legislative authority by legislation of a province or territory of Canada for regulating the practice of respiratory therapy and/or respiratory care in that jurisdiction;

“**representative**” means an individual appointed, selected or elected by a regular member or an affiliate member to represent such member at meetings of the Alliance;

“**simple majority**” means a vote that requires a majority (more than 50%) of votes cast by the voting representatives;

“**voting representative**” means the director who been selected by the member organization to vote on behalf of each regular member or affiliate member.

ARTICLE 2 – OBJECTIVES

2.01 The members of the Alliance share information and collaborate on regulatory matters and make decisions on a national level that affect the practice of Respiratory Therapy in the interest and safety of the Canadian public. Specifically, the objectives of the Alliance are to do the following in the field of respiratory therapy:

- a) provide a structured liaison between the members of the Alliance and its stakeholders;
- b) encourage the exchange of information on professional regulation, the practice of respiratory therapy and provide support in areas of common interest;

- c) develop, promote, and evaluate national standards;
- d) collect and exchange human resource and statistical data, as appropriate;
- e) collect, exchange and maintain data on information related to professional conduct, complaints, investigations and disciplinary action;
- f) encourage uniformity of regulatory policies and procedures, registration requirements, competencies, standards of practice and ethics;
- g) facilitate inter-provincial or territorial mobility; and
- h) collect information on professional regulation outside Canada and establish international liaisons where appropriate.

ARTICLE 3 – ALLIANCE MEMBERSHIP

- 3.01 Membership in the Alliance shall consist only of regular members and the CSRT.
- 3.02 Each member organization shall be a member immediately upon their application for admission and payment of membership fee.
- 3.03 a) Member organizations may withdraw as members of the Alliance by delivering a letter to the Secretary stating that the member intends to withdraw as a member of the Alliance. The withdrawal becomes effective thirty (30) days after delivery of the letter or such later date as is specified in the letter.
- b) A director of the Alliance ceases to be a director of the Alliance upon the effective date of his or her resignation from the Board of Directors or when their term of office with the member organization ceases.
- 3.04 Any member organization may be removed as a member at a meeting of members by a two-thirds majority vote of the total voting representatives, provided that such member is granted an opportunity to be heard at, or prior to, such meeting.
- 3.05 The interest of a member in the Alliance is not, directly or indirectly, transferable.

ARTICLE 4 – DUES

- 4.01 The Board of Directors may set membership fees from time to time.
- 4.02 Annual fees are payable on April 1st of each calendar year and all other fees are due on such date as may be fixed by resolution of the Board of Directors.

ARTICLE 5 – CORPORATE SEAL

- 5.01 The Alliance shall maintain an official seal.

- 5.02 Any person authorized to sign any document on behalf of the Alliance may affix the seal thereto.

ARTICLE 6 – HEAD OFFICE

- 6.01 The head office of the Alliance shall be in the City of Montreal or such other place as may be determined from time to time.

ARTICLE 7 – BOARD OF DIRECTORS

- 7.01 The property and business of the Alliance shall be managed by the Board of Directors.
- 7.02 Each member organization shall appoint two (2) representatives who will be the Directors for each member organization. The Directors shall be the Registrar/Executive Director and the President or designate of the Council/Board of the member organization.
- 7.03 The Member organization will identify one of its Directors as voting on behalf of the organization.
- 7.04 The Directors' appointment shall be accepted by the Alliance upon receipt of notification from an authorized officer of the member organization that the representatives have been duly appointed.
- 7.05 In the event of a vacancy on the Board of Directors the member organization shall name a replacement in a timely fashion.
- 7.06 Remuneration of the directors of the Alliance is the responsibility of the member organization.
- 7.07 The Board of Directors shall administer the affairs of the Alliance in all things and make or cause to be made for the Alliance, in its name, any kind of contract which the Alliance may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Alliance is by its letters patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Alliance from time to time.
- 7.08 The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have the authority and shall perform the duties determined by the Board of Directors. The Board of Directors may delegate by resolution to an officer, or officers, the right to hire and pay salaries to employees, and appoint and pay agents.

ARTICLE 8 – OFFICERS

- 8.01 Officers shall be nominated from among the directors and elected in accordance with such procedures as are set out in this by-law and otherwise in accordance with such procedures as may be established from time to time by the Board of Directors.
- 8.02 The President, Vice-President, Treasurer, Secretary and a member at large shall be elected by the voting representatives as officers for a term of two (2) years commencing at the conclusion of the meeting at which the election takes place and terminating at the conclusion of the Annual General Meeting two (2) years hence.
- 8.03 The position of an officer shall be automatically vacated if:
- a) the officer resigns his/her office by delivering a written resignation to the Secretary;
 - b) at a meeting of members of the Alliance, a resolution is passed by at least two-thirds of the voting representatives that the individual be removed as an officer; or
 - c) a member rescinds the appointment of the individual as a representative of such member.
- 8.04 In the event of a vacancy an election for the vacated position shall be held at the earliest opportunity.

ARTICLE 9 – DUTIES OF OFFICERS

- 9.01 The President shall:
- a) preside at all meetings of the Board of Directors and the Executive Committee;
 - b) be the voting representative of the member organization and vote at meetings of the Board of Directors and the Executive Committee;
 - c) be an ex-officio member of all other committees of the Alliance and may attend such meetings at his/her discretion or at the request of the committee Chair ; and
 - d) perform such other duties as may be determined by the Board of Directors from time to time.
- 9.02 The Vice-President shall:
- a) generally assist the President;
 - b) exercise the powers and duties of the President during the President's absence or inability to act;
 - c) be the voting representative of the member organization; and
 - d) perform such other duties as may be determined by the Board of Directors from time to time.

9.03 The Treasurer shall:

- a) have the custody of the funds and securities of the Alliance;
- b) keep full and accurate account of all assets, liabilities, receipts and disbursements of the Alliance in the books belonging to the Alliance;
- c) deposit, or cause to have deposited, all monies, securities and other valuable effects in the name and to the credit of the Alliance in accordance with this by-law;
- d) disburse the funds of the Alliance as may be directed by proper authority taking proper vouchers for such disbursements;
- e) render to the Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Alliance;
- f) be the voting representative of the member organization; and
- g) perform such other duties as may be determined by the Board of Directors from time to time.

9.04 The Secretary shall:

- a) record, or cause to have recorded, all votes and minutes of all meetings of the Members, Board of Directors and the Executive Committee in the records to be kept for that purpose;
- b) give, or cause to be given, notice of all meetings of the members and of the Board of Directors;
- c) be the voting representative of the member organization; and
- d) perform such other duties as may be determined by the Board of Directors from time to time.

ARTICLE 10 – COMMITTEES

10.01 The Board of Directors, in its sole discretion, may establish an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and one (1) additional director who is not an officer, to conduct the business of the Alliance in between meetings of the Board of Directors.

10.02 The Board of Directors shall establish, by resolution, such standing committees and ad hoc committees as it deems necessary for the operation of the Alliance.

10.03 With the exception of the Executive Committee, the committee members and chairs of each committee of the Alliance shall be appointed by the Executive Committee and

report to the Board of Directors unless expressly otherwise determined by the Board of Directors.

- 10.04 With the exception of the Executive Committee, the members of committees need not be voting representatives of the member organization.
- 10.05 With the exception of the Executive Committee and subject to Article 10.06, each committee will make recommendations to the Board of Directors, such recommendations only becoming binding on the Alliance when ratified by the Board of Directors with a favourable vote of a simple majority.

Executive Committee

- 10.06 The Executive Committee will conduct the business of the Alliance in between meetings of the Board of Directors and may exercise all the powers delegated to it by the Board of the National Alliance except:
- a) approval of official documents that represent national standards including the National Competency Profile and a mutual recognition agreement;
 - b) amendment or approval of a by-law;
 - c) approval of expenditures over \$10,000.00; and
 - d) approval of funding proposals.
- 10.07 The Executive Committee is accountable to and reports to the Board of Directors.
- 10.08 The procedures for holding meetings of the Executive Committee shall be the same as for meetings of the Board of Directors.
- 10.09 The quorum for meetings of the Executive Committee shall be three (3) persons.
- 10.10 Any Executive Committee member may be removed by a majority vote of the Board of Directors.
- 10.11 The Executive Committee will meet as often as necessary to fulfill its functions, but must hold a minimum of 4 meetings a year.

ARTICLE 11 – MEETINGS

Meetings of the Board of Directors

- 11.01 Regular meetings of the membership shall occur at least twice a year. One such meeting shall be the Annual General Meeting. All such meetings shall be held at the head office of the Alliance or at any place in Canada as decided at the previous meeting or by the

Board of Directors in the event that no such time or place has been specified.

- 11.02 A majority of voting representatives shall constitute a quorum at any meeting of members.
- 11.03 The Annual General Meeting shall consider all items of business placed before it on an agenda by the Chair or as approved by a simple majority vote of the voting representatives present. The agenda shall include:
- a) an annual report of Alliance business;
 - b) the annual financial statements of the Alliance as audited and reported upon by the auditors;
 - c) the appointment of the auditors; and
 - d) the election and appointment of officers as required.
- 11.04 Special meetings may be called by the President or on the written request of any three (3) members of the Alliance.
- 11.05 Thirty (30) days' written notice shall be given to the members of any meeting of members. Notice of any such meeting shall contain sufficient information to permit the members to form a reasoned judgement on any matter to be considered at the meeting. No error or omission in giving notice of any meeting or any adjourned meeting shall invalidate the meeting or make void any proceedings taken thereat. The members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the Chair of such meeting that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 11.06 Any meetings may be held in a manner that allows all persons participating to communicate with each other simultaneously and instantaneously.
- 11.07 A resolution in writing, signed by all of the members of the Board of Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors. Each such resolution may be signed by the directors in separate counterparts, each of which when so signed shall be an original, but all such counterparts shall constitute one and the same resolution.
- 11.08 Subject to the by-laws and subject to any policy approved by the Board of Directors with respect to procedures to be followed at meetings of the Alliance, the following procedures shall be followed at all such meetings:
- a) the agenda and order of business at meetings of committees of the Alliance shall be at the discretion of the chair of the committee; and
 - b) to the extent applicable, and to the extent that such are not inconsistent with the

by-laws or any policy of the Board of Directors, the rules contained in “Robert’s Rules of Order” (the most recent edition) shall govern procedure at meetings of committees of the Alliance.

- 11.09 The Chair will ensure that, with the exception of in camera meetings or portions of meetings, minutes of all Board of Directors’ meetings are kept and that the approved minutes of the Board of Directors’ meetings of the Alliance members are made available to the Member organizations. Representatives of the member organizations are responsible for addressing any Alliance issues that arise out of the minutes directly with their organizations.
- 11.10 The minutes of the meetings shall be provided to all the members of the Alliance within a reasonable time period.
- 11.11 The Board of Directors may exclude the public from any meeting or part of a meeting where sensitive matters are being discussed such as matters involving public security or personnel matters.

Observers

- 11.12 Individuals will be permitted to attend face-to-face Alliance meetings as observers upon request and in accordance with Alliance policy, unless a portion of the meeting is identified as closed to observers by the Alliance prior to, or during, the meeting.
- 11.13 Observers will not participate in the discussion or voting of a matter, but time permitting, and at the discretion of the Board of Directors, a time may be set aside for observers' comments and submissions at each meeting.
- 11.14 At the discretion of the Alliance, observers may be provided with the notice of meeting, an agenda and other documents as determined by the Board of Directors at the time of the meeting.
- 11.15 Observers will not be permitted to attend a closed or in-camera session and will not be provided with any information or documentation that is deemed confidential or relates to a closed or in-camera portion of an Alliance meeting.

Meetings of Committees

- 11.16 Meetings of committees of the Alliance may be held at any time and place to be determined by the chair of the relevant committee, provided that fourteen (14) days written notice of such meeting shall be given to each member of the committee. No notice of a meeting of a committee shall be required if all members of the committee are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of any committee of the Alliance or any adjourned meeting of the committee shall invalidate such meeting or make void any proceedings taken at the meeting. Any member of the committee may at any time waive notice of a meeting of the committee and may ratify, approve and confirm any or all proceeding taken or had thereat.

- 11.17 A majority of the members of the relevant committee of the Alliance shall constitute a quorum.
- 11.18 Notes of the meetings of all committees of the Alliance shall be taken and such notes shall be confidential and shall only be available, upon request, to the members for their internal use only.
- 11.19 Committee reports shall be provided to the Board of Directors at least quarterly and such reports shall remain confidential until they are approved for distribution by the Board of Directors.

ARTICLE 12 – VOTING

- 12.01 Unless otherwise specified in this by-law, all matters considered at Alliance meetings, including committee meetings, will be decided by a simple majority of the votes cast by those present and entitled to vote.
- 12.02 Each member organization shall identify one director representative authorized to vote on behalf of the organization.
- 12.03 Each member organization of the Alliance, both regular and affiliate and including the Chair, shall be entitled to one vote on each motion.
- 12.04 If there is a tie the motion shall be defeated.
- 12.05 Voting representatives shall not be entitled to vote by proxy. Representatives other than voting representatives shall be entitled to attend and make representations at all meetings of members, but shall not be entitled to propose motions or to vote on any matter which comes before such meeting.
- 12.06 The minutes shall record the exact text of the motion, all counted votes listing the number for and against the motion, any abstentions and which Alliance member abstained, and whether the motion was adopted or defeated, postponed to another time or referred to a committee.

ARTICLE 13 - CONFLICT OF INTEREST

- 13.01 Any director in a conflict of interest situation shall comply with the conflict of interest policy of the Alliance.

ARTICLE 14 – FINANCIAL MATTERS

Banking

- 14.01 In this Article, "bank" means the banks appointed under Article 14.02.
- 14.02 The Alliance shall appoint one or more banks chartered under the *Bank Act* (Canada) for the use of the Alliance as determined by the Board of Directors.
- 14.03 All money belonging to the Alliance shall be deposited in the name of the Alliance with the bank.
- 14.04 A signing officer may endorse any negotiable instrument for collection on account of the Alliance through the bank or for deposit to the credit of the Alliance with the bank, and the Alliance's seal may be used for such endorsement.

Investments

- 14.05 Funds of the Alliance may only be invested, with the approval of the Board of Directors, in:
- a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the government of a Canadian province or the Government of Canada, or
 - b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank chartered under the *Bank Act* (Canada), or investments that are fully secured by the Canada Deposit Insurance Corporation.

Borrowing

- 14.06 Borrowing of funds must be approved by the Board of Directors.

Expenditures

- 14.07 Goods and services, excluding employment contracts, may be purchased or leased for the benefit of the Alliance if the purchase or lease is approved by:
- a) the Treasurer if the resulting obligation does not exceed \$5000.00;
 - b) the Executive Committee if the resulting obligation does not exceed \$10,000.00;
 - c) the Board of Directors if the resulting obligation exceeds \$10,000.00.
- 14.08 a) Cheques up to and including \$5000.00 may be signed by one of the signing officers.
- b) Cheques over \$5000.00 must be signed by two signing officers.

Financial Audit

- 14.09 Unless otherwise determined by the Board of Directors the fiscal year-end of the Alliance

shall be March 31.

- 14.10 The Board of Directors shall ensure that all necessary books and records of the Alliance required by the by-laws of the Alliance or by applicable law are regularly and properly kept.
- 14.11 The voting representatives shall, at each Annual Meeting, appoint auditors to hold office until the next Annual Meeting and, if an appointment is not so made, the auditors in office shall continue until successors are appointed.
- 14.12 The remuneration of the auditors shall be approved by the Board of Directors.
- 14.13 In the event that the auditors appointed under Article 14.11 are unable to continue their duties as agreed, the Board of Directors may appoint new auditors.
- 14.14 The auditors have a right of access, at all reasonable times, to all records, documents, books accounts and vouchers of the Alliance and are entitled to require from the directors, officers, employees and members of the Alliance such information as is necessary in their opinion to enable them to conduct an audit of the Alliance's annual financial statements and to report to the members as required by law or under this by-law.
- 14.15 The auditors are entitled to attend the Annual Meeting to address their report.

ARTICLE 15 – DOCUMENTS

- 15.01 Except as provided in Articles 14.07 and 14.08(a), contracts, documents or any other instrument in writing requiring the signature of the Alliance shall be signed by two (2) officers including the President or designate as approved by resolution of the Board of Directors, and all contracts, documents and instruments in writing so signed shall be binding upon the Alliance without any further authorization or formality.
- 15.02 The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Alliance to sign specific contracts, documents and instruments in writing.
- 15.03 The seal of the Alliance, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

ARTICLE 16 - INDEMNITY AND INSURANCE

- 16.01 The Alliance shall indemnify and save harmless the directors and officers of the Alliance and their heirs, executors and administrators from and against all costs, charges and expenses including any amount paid to settle an action or to satisfy a judgement, reasonably incurred, by directors or officers in respect of:

- a) any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being, or having been, a director or officer of the Alliance;
- b) any action by or on behalf of the Alliance to procure a judgement in its favour to which the director or officer is made a party by reason of being, or having been, a director or officer of the Alliance, if the Alliance obtains any approval required under the Act in respect of such indemnification; and
- c) the defence of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being, or having been, a director or officer of the Alliance if the director or officer was substantially successful on the merits in his or her defence of the action or proceeding;

if the director or officer has acted honestly and in good faith with a view to the best interests of the Alliance and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

16.02 The Alliance shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE 17 – BY-LAWS

17.01 The by-laws of the Alliance may be repealed or amended by a subsequent by-law embodied in a resolution which has been approved by a two-thirds majority at a meeting of the Board of Directors convened to consider such by-law, provided that neither the repeal or amendment of such by-laws nor the enactment of a new by-law relating to the requirements of subsection 155(2) of the Act shall be enforced or acted upon until the approval of the Minister of Industry and Science Canada has been obtained.

17.02 The Board of Directors may prescribe such rules, policies and procedures, agreements and other documents to carry out the duties of the Alliance as outlined in Article 2.01 that are not inconsistent with these by-laws, relating to the management and operation of the Alliance as they deem necessary, provided that such documents are approved by a two-thirds majority at a meeting of the Board of Directors.