



Natural Health Practitioners of Canada
Praticiens de la Santé Naturelle du Canada

Natural Health Practitioners of Canada Association (NHPCA)

Association des Praticiens de la Santé Naturelle du Canada (APSNC)

Bylaws

With changes approved by the membership at the June 1, 2020, Annual General Meeting (AGM)

Natural Health Practitioners of Canada Association (NHPCA)
Association des Praticiens de la Santé Naturelle du Canada (APSNC)

Bylaws

TABLE OF CONTENTS

Name.....	3
Article 1: Definitions.....	4
Article 2: Membership.....	5
Article 3: Officers and Directors.....	10
Article 4: Remuneration.....	12
Article 5: Meetings.....	13
Article 6: Board of Directors.....	15
Article 7: Meetings of the Board of Directors.....	17
Article 8: Nominations and Elections.....	18
Article 9: Removal of Directors.....	19
Article 10: Complaints Resolution.....	20
Article 11: Finance.....	27
Article 12: Books and Records.....	28
Article 13: Parliamentary Authority.....	29
Article 14: Amendment of Bylaws.....	30

NAME

The name of this organization shall be Natural Health Practitioners of Canada Association (NHPCA) / Association des Praticiens de la Santé Naturelle du Canada (APSNC) hereinafter referred to as the NHPCA, unless the name is changed pursuant to Article 6.11.

ARTICLE 1

DEFINITIONS

- 1.1 **“Natural Health Practitioner”**: A person who uses modalities that stimulate or strengthen the body, so that it is better able to utilize self-healing processes.
- 1.2 **“Code of Ethics”**: The NHPCA’s standard of ethical practice for all members.
- 1.3 **“Special Resolution”**: As defined in the Societies Act requires:
 - 1.3.1. A quorum present.
 - 1.3.1.1 Twenty-one (21) days previous notice by phone, or in writing, to members; and
 - 1.3.1.2 Three-quarter (3/4) vote of the members present and voting.
- 1.4 **“Professional Practice”**: The use of one’s knowledge and training, and the performance of duties in a natural health practice.
- 1.5 **“Former member”**: A member who ceases to be a member of the Association and would therefore not have any membership status, rights, or privileges, but may be subject to proceedings under Article 10.
- 1.6 **“Remedial”**: To correct, improve, or educate.
- 1.7 **“Arbitrator”**: An impartial third party that is appointed pursuant to the Alberta Arbitration Act.
- 1.8 **“Agreed Statement of Facts and Admissions”**: A document that establishes the facts that are agreed to by the parties.
- 1.9 **“Interim”**: Temporary in nature, only in place until the proceedings under Article 10 have been completed.
- 1.10 **“Board”**: The elected Board of Directors of the Association.
- 1.11 **“Director”**: A member of the Board.
- 1.12 **“Officer”**: An Officer of the Association determined in accordance with the Bylaws.
- 1.13 **“Voting member”**: An individual who qualifies as a voting member of the Association pursuant to the Bylaws.
- 1.14 **“In writing”**: Information or written evidence or documentation set down in various ways including print or electronic.
- 1.15 **“Annual General Meeting”**: The meeting of the Association with members which is held annually as required by Article 5.1.
- 1.16 **“Special General Meeting”**: A meeting of the membership other than the Annual General Meeting. A Special General Meeting is usually called to deal with an urgent matter.
- 1.17 **“Majority”**: The number larger than half the total.

ARTICLE 2

MEMBERSHIP

2.1 Applications for membership shall be in writing and submitted to the Registrar.

2.2 There are four (4) classes of membership:

- 2.2.1 Regular Member
- 2.2.2 Associate Member
- 2.2.3 Student Member
- 2.2.3 Life Member

2.3 REGULAR MEMBER

2.3.1 An individual who has, at the time of new membership, throughout the term of membership, or at the application of renewal:

2.3.1.1 Achieved a certificate of completion from a program of natural health practice recognized by the NHPCA Board, or the equivalent level of education, as determined by the Board of Directors;

2.3.1.2 Demonstrated English language proficiency as required by the Registrar from time to time;

2.3.1.3 A professional practice and is licensed in a jurisdiction where required to practice their discipline (field of study);

2.3.1.4 Been approved for membership by the Registrar;

2.3.1.5 Paid the applicable dues, special assessments, and professional liability program fees;

2.3.1.6 Read, and signed an agreement to comply with the NHPCA Code of Ethics and to post a copy of the NHPCA Code of Ethics in their place of business that is visible to clients;

2.3.1.7 Fulfilled their continued competency requirement;

2.3.1.8 If required by the Registrar, submit evidence of having good character and reputation by providing copies of any of the following upon the request of the NHPCA:

2.3.1.8.1 Written references from colleagues. (Colleagues may not be family or relatives);

2.3.1.8.2 A statement as to whether the individual is currently undergoing an unprofessional conduct process or has been previously disciplined by a professional regulatory body or any professional association or body to which the individual belongs;

2.3.1.8.3 A statement as to whether the individual has ever been convicted of a criminal offence; and

2.3.1.8.4 Any other specific information as requested by the NHPCA.

2.3.2 A Regular Member, in good standing, has the following rights and privileges:

2.3.2.1 To attend and vote at Annual and Special General Meetings;

2.3.2.2 To be eligible for election to the Board of Directors subject to the requirements of Article 8;

2.3.2.3 To use in advertising and promotion material of a member's professional services, the name of Natural Health Practitioners of Canada Association, its acronym, logo, other mark, symbol or identification and the member's NHPCA number as outlined in the NHPCA guidelines;

2.3.2.4 To have their name included on the list that is provided to those insurance companies and other third-party payers that pay directly or reimburse insured clients' claims for eligible members' services';

2.3.2.5 To participate in the professional liability insurance program and other group rated insurance plans and benefits which the NHPCA obtains for its members (subject to approval of the insurer); and,

2.3.2.6 To receive NHPCA publications and notification of other member events;

2.3.2.7 Loss of eligibility or breaches of Article 2.3 may result in the denial of a renewal or other remedial action or disciplinary action in accordance with Article 10.

2.4 ASSOCIATE MEMBER

2.4.1 An individual who at the time of new membership, throughout the term of membership, or at the application of renewal

2.4.1.1 Is a professional who is not currently in practise and therefore does not require professional liability insurance;

2.4.1.2 Demonstrated English language proficiency as required by the Registrar from time to time;

2.4.1.3 Has been approved for membership by the Registrar;

2.4.1.4 Has paid the applicable dues, fees, and special assessments;

2.4.1.5 Read, and signed an agreement to comply with the NHPCA Code of Ethics;

2.4.1.6 Fulfilled their continued competency requirement;

2.4.1.7 If required by the Registrar, submit evidence of having good character and reputation by providing copies of any of the following upon the request of the NHPCA:

2.4.1.7.1 Written references from colleagues (colleagues may not be family or relatives)

2.4.1.7.2 A statement as to whether the individual is currently undergoing an unprofessional conduct process or has been previously disciplined by a professional regulatory body or any professional association or body to which the individual belongs

2.4.1.7.3 A statement as to whether the individual has ever been convicted of a criminal offence; and

2.4.1.7.4 Any other specific information as requested by the NHPCA.

2.4.2 The Associate Member, in good standing, has the following rights and privileges:

2.4.2.1 To attend and vote at Annual and Special General Meetings;

2.4.2.2 Is not eligible for election to the Board of Directors;

2.4.2.3 To use in advertising and promotion material of a member's professional services, the name of Natural Health Practitioners of Canada Association, its acronym, logo, other mark, symbol or identification and the member's NHPCA number as outlined in the NHPCA guidelines;

2.4.2.4 To receive the NHPCA publications and notification of other member events.

2.5 STUDENT MEMBER

2.5.1 An individual who has at the time of new membership, throughout the term of membership, or at the application of renewal:

2.5.1.1 Enrolled in a program of natural health practise recognized by the NHPCA Board of Directors;

2.5.1.2 Demonstrated English language proficiency as required by the Registrar from time to time;

2.5.1.3 Licensing in a jurisdiction, where required;

2.5.1.4 Been approved for membership by the Registrar;

2.5.1.5 Paid the professional liability program fees or special assessments, as required;

2.5.1.6 Read, and signed an agreement to comply with the NHPCA Code of Ethics and to post a copy in their place of business that is visible to clients;

2.5.1.7 If required by the Registrar, submit evidence of having good character and reputation by providing copies of any of the following upon the request of the NHPCA:

2.5.1.7.1 Written references from colleagues (colleagues may not be family or relatives)

2.5.1.7.2 A statement as to whether the individual is currently undergoing an unprofessional conduct process or has been previously disciplined by a professional regulatory body or any professional association or body to which the individual belongs;

2.5.1.7.3 A statement as to whether the individual has ever been convicted of a criminal offense; and

2.5.1.7.4 Any other specific information as requested by the NHPCA may be granted membership in the NHPC as a Student Member.

2.5.2 A Student Member, in good standing, has the following rights and privileges:

2.5.2.1 To attend Annual and Special General Meetings but does not have the right to vote;

2.5.2.2 Is not eligible for election to the Board of Directors;

2.5.2.3 To use in advertising and promotion material of a member's professional services, the name of Natural Health Practitioners of Canada Association, its acronym, logo, other mark, symbol, or identification and the member's NHPCA number as outlined in the NHPCA guidelines;

2.5.2.4 Student Members do not have their names included on the list that is provided to those insurance companies and other third-party payers;

2.5.2.5 Student Members may participate in NHPCA's professional liability insurance program as required;

2.5.2.6 To receive the NHPCA publications and notification of other member events.

2.6 LIFE MEMBERSHIP

Life membership is conferred upon a member in good standing of the NHPCA who has provided consistent and significant volunteer services in support of the natural health profession within the Association. Life Membership may be conferred upon a member of the Association who has:

2.6.1 Performed numerous meritorious volunteer services in support of the natural health profession within the Association; and

2.6.2 Made consistent and significant voluntary contributions to the Association over a sustained period of time while a member in good standing; and

2.6.3 Life Membership is conferred upon unanimous approval by the Board of Directors. Payment of dues and special assessments other than the applicable fees for the professional liability insurance program are waived, unless the member ceases to practice, and then the professional liability insurance program fees are also waived. Nominations shall follow the nominations process as outlined in Board Policy.

2.7 MEMBERSHIP DUES

2.7.1 Membership dues and special assessments shall be determined by a two-third (2/3) vote of the members present and voting at an Annual General or Special General Meeting.

2.7.2 Membership dues and any applicable fees for the professional liability insurance program shall be payable on an annual basis.

2.7.3 Special assessments shall be payable within thirty (30) days of the date of being levied.

2.8 GOOD STANDING

2.8.1 A member in good standing is one whose current dues, reinstatement fees, special assessments and any applicable fees for the professional liability insurance program have been paid in accordance with the provision of these Bylaws, and who is not under any disciplinary action and whose registration as a member is not suspended.

2.8.2 If a member has been convicted of a criminal offence and the conviction is deemed under Article 10 to constitute conduct detrimental to the best interests of the public the member will no longer be in good standing.

2.9 TERMINATION

2.9.1 Membership in the NHPCA may be terminated as follows:

2.9.1.1 by resignation

2.9.1.2 for failure to pay arrears

2.9.1.3 under Article 10

2.9.1.4 for failure to comply with continuing competency programs

2.9.2 Resignation of any member shall be submitted in writing to the Registrar along with their Certificate of Membership.

2.9.3 A resignation becomes effective on the date specified in the resignation letter.

2.9.4 The Registrar shall notify members who are in arrears. Any member with arrears not paid within thirty (30) days of NHPCA sending notification may be terminated from membership without further notice.

2.9.5 As a result of the complaints process under Article 10, where the member's Certificate of Membership is cancelled by the NHPCA, the member becomes a former member.

2.9.6 Any member who fails to be compliant with the Continued Competency Program may become a former member as per Article 2.10.3.3.

2.9.7 A former member has no rights or privileges effective the day following the date of resignation or the day following termination. He or she has no continuing obligations except for any personal debt to the NHPCA and pursuant to Article 10.

2.10 RE-APPLICATION FOLLOWING RESIGNATION OR TERMINATION

2.10.1 A former member may apply for membership in accordance with Article 2.1 and 2.4.1.3.

2.10.2 Where membership is deemed to be in arrears and is terminated as specified in Article 2.9.1.2 but the member can provide evidence that they had, in fact, renewed and paid, and the termination was due to an error on the part of the NHPCA, the member may be reinstated.

2.10.3 Subject to Article 10, where a membership is terminated for other reasons, the individual must re-apply for new membership.

2.10.4 A member who has previously resigned as per 2.9.1.1., who wishes to rejoin the NHPCA must apply to the Registrar as a new member.

2.11 CONTINUED COMPETENCY

2.11.1 Regular and Associate members must comply with the NHPCA's Continued Competency Programs as required.

2.11.2 The Continued Competency Program requirements shall be determined by the Board of Directors.

2.11.3 If a Regular or Associate member has not complied with the Continued Competency Program requirements, the Registrar may:

2.11.3.1 Refuse to renew the individual's membership; or

2.11.3.2 Renew the individual's membership on the condition that the individual completes the Continued Competency Program requirements within a specified time period; or

2.11.3.3 Terminate the individual's membership if the individual has failed to become compliant with the Continued Competency Program required within a specified time period.

ARTICLE 3

OFFICERS AND DIRECTORS

3.1 The NHPCA Board of Directors shall consist of a minimum of six (6) to a maximum of ten (10) Directors and shall be elected at the Annual General Meeting. At the first Board of Directors meeting, following the Annual General Meeting, the Board shall elect by and amongst themselves the Officers of the NHPCA; President, Vice President, Secretary and Treasurer.

3.2 Each Director shall be a member in good standing throughout the term of office.

3.3 TERM OF OFFICE

3.3.1 The term of office for all Directors shall be two (2) years or until a successor is elected or appointed whichever is the earliest. Term of office shall begin at the conclusion of the Annual General Meeting. Directors shall not serve more than three (3) consecutive terms of two (2) years each.

3.3.2 One half of the Directors shall be elected in the years ending with even numbers and one half the Directors shall be elected in the years ending with odd numbers.

3.3.3 Term of Office for Officers shall be one (1) year. The President shall not serve as President for more than two (2) one-year terms within a six (6) year period.

3.4 The duties of the Officers shall be:

3.4.1 The President shall:

3.4.1.1 Be responsible for implementing the policies of the NHPCA;

3.4.1.2 Preside, or designate a person to preside, at all meetings of the NHPCA and Board of Directors meetings;

3.4.1.3 Sign, with the Secretary, all documents requiring the seal;

3.4.1.4 Be responsible for arranging the audit of the financial books and records at the close of each fiscal year;

3.4.1.5 Represent the NHPCA to the public; and

3.4.1.6 Perform other duties applicable to the office as specified in these Bylaws, NHPCA policies, and Roberts Rules.

3.4.1.7 May serve as ex-officio member of all committees of the Board.

3.4.2 The Vice President shall:

3.4.2.1 Act in the absence of the President, or where the President is unable to perform the President's duties;

3.4.2.2 In the case of the death or inability of either the President or the Secretary, shall sign all documents requiring the seal; and,

3.4.2.3 Perform other duties applicable to the office as specified in these Bylaws, NHPCA policies and Roberts Rules.

3.4.3 The Secretary shall:

3.4.3.1 Be responsible for oversight of the use of the seal.

3.4.3.2 Be responsible for the preparation and custody of minutes of proceedings of the NHPCA and of the Board of Directors;

3.4.4 The Treasurer shall:

3.4.4.1 Be responsible for ensuring that the financial matters adhere to the policies outlined in the Board policies;

3.4.4.2 Be responsible for ensuring the conducting of an annual audit; and,

3.4.4.3 Be responsible for ensuring the presentation of the budget to the Annual General Meeting for information.

3.5 The duties of the Directors shall be to implement, generally, the aims of the NHPCA, to protect the assets and ensure the financial well-being of the NHPCA, and to perform duties applicable to the office of Director as specified in Board policy.

3.6 A vacancy occurring in an office of a Director may be filled by the Board of Directors appointing an eligible member of the NHPCA (as stated in Article 8.2). Such appointed member shall hold office until the next Annual General Meeting at which time an election shall be held in accordance with Article 8, for the unexpired term.

3.7 In the event that any of the Officers' positions becomes vacant during their term of office, the Board shall elect, by and amongst themselves, someone to fill the vacant position, in which case the newly elected officer shall hold office until the next Annual General Meeting.

ARTICLE 4

REMUNERATION

4.1 Meeting Attendance Fees (Per Diems) paid to Directors appointed to committees or engaged in additional NHPCA business shall only be paid when authorized by the Board of Directors, Board policy, or the Bylaws.

4.2 Individuals acting in the capacity of Directors and Officers shall not be entitled to receive any remuneration, salary, or dividend for being a member of the Board of Directors or an Officer.

4.3 Individuals who are Directors and Officers may be entitled to receive remuneration for acting in other capacities as may be authorized by the Board of Directors or Board policy.

4.4 NHPCA can offer no protection for Directors or Officers for acts of fraud, dishonesty, and bad faith.

ARTICLE 5

MEETINGS

5.1 ANNUAL GENERAL MEETINGS

5.1.1 The Annual General Meeting shall be held within one (1) year of a fiscal year end, at a time and place as determined by the Board of Directors.

5.1.2 At least twenty-eight (28) days notice, in writing, shall be given to the members for Annual General Meetings.

5.1.3 In addition to notice of the date, time and location of the Annual General Meeting, members shall receive, at least twenty-eight (28) days notice, in writing, information regarding how to obtain copies of the following documents:

- 5.1.3.1 Agenda;
- 5.1.3.2 Board Members Annual Reports;
- 5.1.3.3 Committee Reports;
- 5.1.3.4 Audited Financial Statements;
- 5.1.3.5 Budget;
- 5.1.3.6 Proposed Bylaw Amendments; and
- 5.1.3.7 Policy Resolutions

5.1.4 Notice of the Annual General Meeting as set out above in Article 5.1.2 and notice regarding how to obtain copies of any of the documents referred to in Article 5.1.3 may be provided by:

- 5.1.4.1 Regular mail to the member's last known address;
- 5.1.4.2 Facsimile to the member's last known fax number;
- 5.1.4.3 Email to the member's last known email address; or
- 5.1.4.4 Providing a copy of the notice in NHPCA electronic and/or print communications provided to members.

5.2 SPECIAL GENERAL MEETINGS

5.2.1 A Special General Meeting may be called at any time by the Board of Directors or by the written request of one-third (1/3) of the members. A request for a Special General Meeting shall include the agenda items for the meeting.

5.2.2. As much notice as possible with at least fourteen (14) days notice in writing, or twenty-one (21) days notice in writing if bylaw amendments are contemplated, shall be given to the members for Special General Meetings. Only such subjects as are specified in the notice calling the meeting may be considered and acted upon at that meeting.

5.3 QUORUM

Quorum shall be a total of seventy-five (75) members who are eligible to vote at all meetings, providing that fifty (50) or more are Regular Members.

5.4 ENTITLEMENT TO VOTE

Only Regular, Associate Members, and Life Members in good standing, are entitled to vote at Annual General and Special General Meetings and they are entitled to cast one vote with respect to each matter submitted for action or approval at Annual and Special General Meetings. This vote must be made in person, by voice, by show of hands, or by written ballot.

5.5 ORDER OF BUSINESS

Where there are Bylaw Amendments, the consideration of such amendments shall take place prior to the Elections and any New Business.

5.6 POLICY RESOLUTIONS

5.6.1 Policy Resolutions may be considered at Annual General or Special General Meetings and require a majority vote of the members present and voting.

Only those Policy Resolutions that meet the requirements of this Article shall be considered at the meeting.

5.6.2 Policy Resolutions shall be submitted in writing:

5.6.2.1 To the Bylaw and Resolution Committee or the Board of Directors; and

5.6.2.2 At least sixty (60) days before the meeting specified in 5.6.1.

5.6.3 Policy Resolutions that have not been submitted sixty (60) days prior to the meeting shall be considered at Annual General or Special General Meetings only when:

5.6.3.1 The subject is of an urgent nature, that is required to be done at a membership meeting, and cannot be delayed until the next membership meeting;

5.6.3.2 The subject is of an issue or new information that has arisen following the time limit for submission of Policy Resolutions;

5.6.3.3. A two-thirds (2/3) vote of the members present and voting adopts a motion to consider the Policy Resolution; and

5.6.3.4 Except where members at the meeting agree to consider a Policy Resolution as specified in Article 5.6.1, members shall receive previous notice of Policy Resolutions included with the notice of the meeting.

5.7 COMPLETION OF BUSINESS

If the membership does not complete the business at Annual General or Special General Meetings, the remaining business may be referred to the Board of Directors. The Board of Directors shall have the authority to dispose of such business, where such action is not in conflict with Bylaws. Matters requiring a Membership vote as outlined in the bylaws may not be referred to the Board of Directors or a Special Meeting.

ARTICLE 6

BOARD OF DIRECTORS

6.1 The Officers of the NHPCA, including the Directors, shall constitute the Board of Directors.

6.2 The business of the NHPCA shall be governed by the Board of Directors, who shall exercise all such powers of the NHPCA and do on behalf of the NHPCA, all such acts as may be exercised by the NHPCA, and as are not by the Societies Act or by these Bylaws, required to be done by the NHPCA, in an Annual General or Special General Meeting of the NHPCA.

6.3 All acts bona fide done by any meeting of the Board of Directors, or, by any person acting as a member of the Board of Directors, notwithstanding if it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or, that they or any of them were disqualified, shall be valid as if every person had been duly appointed and was qualified to be a member of the Board of Directors.

6.4 To the extent required for the proper functioning of the NHPCA, the Board of Directors, or any person to which the Board of Directors delegates such authority shall employ, retain, direct, and compensate personnel, consultants, legal, accounting and other professional personnel, and engage and pay for the use of premises and equipment.

6.5 The Chief Executive Officer

6.5.1 The Board of Directors on behalf of the NHPCA shall employ, as outlined in Board policy, a Chief Executive Officer who shall be responsible for the day-to-day business of the NHPCA. The Chief Executive Officer reports to and is accountable to the Board of Directors.

6.6 No monies of the NHPCA shall be expended without the authorization of the Board of Directors or such person or persons as the Board of Directors, or a meeting of the NHPCA may from time to time authorize for this purpose. The manner in which monies may be withdrawn or cheques issued by the NHPCA shall be determined from time to time by the Board of Directors.

6.7 The Board of Directors, in addition to all other powers vested in it, is authorized and empowered, subject to the approval and authorization of the NHPCA as defined in Article 6.8:

6.7.1 To acquire, hold, and dispose of, real and personal property or, any part thereof;

6.7.2 To invest monies on behalf of the NHPCA; and

6.7.3 To borrow money for the purpose of the NHPCA, and to give security for any money borrowed, on any of the real, personal or mixed property of the NHPCA by way of mortgage, pledge, charge or otherwise.

6.8 Authorization for the exercise of the powers listed in Article 6.7.1 and 6.7.2 requires a two-thirds (2/3) vote of the Board of Directors, present and voting, at a meeting of the Directors duly called where a quorum of Directors is present and shall also require a majority vote of the voting members in good standing, present and voting, at an Annual General meeting or Special General meeting where a quorum of members is present.

Authorization for the exercise of powers listed in Article 6.7.3 shall be by Special Resolution of the members at an Annual General or Special General Meeting and shall be prior to the exercise of such powers.

6.9 The Board of Directors may establish committees of the NHPCA subject to Board policy.

6.10 The Board of Directors shall establish a procedure for informal resolution of complaints by the members or their clients. Where a complaint is not resolved under this procedure, or where the complaint is not appropriate for this procedure, it may be submitted to the NHPCA for disposition of complaints under Article 10.

6.11 The Board of Directors is authorized to change the name of the Association, after it has sought reasonable input from members.

Removal of Officers

6.12 The Board of Directors may terminate the appointment of any Officer prior to the end of their term upon a two-thirds (2/3) ballot vote of the Board of Directors in the following circumstances:

6.12.1 If the Board of Directors determines that the Officer is unable or unwilling to fulfill their duties as a Director or Officer; and/or,

6.12.2 If the Board of Directors determines that the Officer has violated Board policy and has determined that the explanation for the violation is unacceptable; and/or,

6.12.3 If the Board of Directors determines that the Officer has breached the NHPCA's Code of Ethics or has acted in a manner that is contrary to the interests of the NHPCA.

6.13 In the event than an Officer's appointment is terminated in accordance with Article 6.12, the Officer is entitled to remain as a member of the Board of Directors, subject to their removal as a Director pursuant to Article 9.

ARTICLE 7

MEETINGS OF THE BOARD OF DIRECTORS

7.1 The Board of Directors shall meet in person or by telephone conference as often as the Board deems necessary, and at least every three (3) months. If the Board of Directors is meeting in person, an individual Board member may attend that Board meeting by teleconference and may vote in any matters.

7.2 A special meeting of the Board of Directors may be called by the President, or by one third (1/3) of the Board Directors.

7.3 Board Directors shall be given

7.3.1 at least fourteen (14) days notice by phone or in writing for Board of Directors meetings; and,

7.3.2 as much notice as possible, but at least five (5) days notice by phone or in writing for special Board of Directors meetings except in extraordinary circumstances.

7.4 A majority of the members of the Board of Directors shall constitute a quorum.

7.5 If a Director of the Board of Directors is absent from two (2) consecutive meetings of the NHPCA, i.e. Board, Annual General or Special General, the reasons for such absences shall be submitted in writing to the Board of Directors. If the reasons are found to be unsatisfactory to the Board, by a three-quarters (3/4) vote of the Directors present and voting, the position of the Director shall be declared vacant. Such vacancies shall be filled in accordance with Article 3.6 as applicable.

ARTICLE 8

NOMINATIONS AND ELECTIONS

8.1 All Directors shall be elected at the Annual General Meeting.

8.2 Eligibility for Nomination

8.2.1 Any regular member in good standing and having been such a member with NHPCA for at least one (1) year, shall be eligible for election as a Director.

8.2.2 No regular member shall be eligible for election as a Director if within the last seven (7) years an Arbitrator under Article 10.4 has found allegations against the regular member to have been proven or the Regular Member has admitted allegations made pursuant to Article 10 or received a criminal conviction.

8.3 Nominations shall follow the nominations process as outlined in Board Policy. Only members nominated will be eligible for election.

8.4 Nominations from members in good standing must be submitted not less than seventy-five (75) days prior to the Annual General Meeting.

8.5 In the election of Directors, the list of candidates shall be printed on the ballot, and the candidates receiving the highest number of votes for the available positions of the members present and voting shall be declared elected.

8.6 If, at the close of nominations, the number of candidates nominated for the Board of Directors is equal to or less than the number of positions available, the Board of Directors shall be deemed elected by acclamation and the Chair of the Leadership and Nominations Committee shall declare that the slate of candidates is elected as presented.

ARTICLE 9

REMOVAL OF DIRECTORS

9.1 Except as specified in Article 9.9, the election of a Director shall only be rescinded by a two-thirds (2/3) vote, of the members present and voting, at a Special General Meeting.

9.2 Any member may make a written request to the Board to call a Special General Meeting for the purpose of rescinding the election of a Director. Such request shall state the specific duty under Article 3 that the Director is alleged to have violated; and shall state in detail the specific act, or, circumstances that gave rise to the alleged violation.

9.3 Where the Board does not agree to the request to call a Special General Meeting, one-third (1/3) of the members may make a written request for a Special General Meeting and when such a request is made, a Special General Meeting shall be called.

9.4 Upon receipt of the copy of the request, the Director shall have the right to resign the position, in which case no further proceedings under this Article shall take place.

9.5 The member who made the request for the meeting, and the Director, shall be given thirty (30) days notice of the meeting, either personally, or by double registered mail.

9.6 At the meeting, the member who made the request for the meeting, and the Director, shall have the opportunity to make their presentations to the meeting.

9.7 Following the presentations by the member who made the request, and the Director, a motion to rescind the election of the Director may be made.

9.8 Where a motion to rescind the election is adopted, the Director position shall be declared vacant, and an election to fill the vacancy shall take place at the same meeting. The elections shall be in accordance with Article 8.2.

9.9 The Board of Directors may remove a Director and declare the position vacant upon a three-quarter (3/4) ballot vote of all the Board of Directors for:

9.0.1 absences from meetings as specified in Article 7.5;

9.9.2 offences to the NHPCA;

9.9.3 violations of the Bylaws, Board Code of Conduct, and/or NHPCA code of Ethics including NHPCA mission, vision, and values;

9.9.4 no longer being a member in good standing as specified in Article 2.8; and/or,

9.9.5 violating Board policy and the Board of Directors has determined that the explanation for the violation is unacceptable.

ARTICLE 10

COMPLAINTS RESOLUTION

10.1 CONDUCT JUSTIFYING COMPLAINT

- 10.1.1 Any person may make a complaint against a member regarding any conduct of a member that:
- 10.1.1.1 Violates any provision of the Code of Ethics or Bylaws; or
 - 10.1.1.2 Is detrimental to the best interests of the public; or
 - 10.1.1.3 Harms or tends to harm the standing of the profession generally; or
 - 10.1.1.4 Displays a lack of knowledge, skill or judgment in the practice of the profession.

Former Members

10.1.2 A complaint against a former member must comply with the requirements of Article 10.2.1 and cannot be made if two (2) or more years have elapsed since the date the person became a former member.

Registrar as Complainant

10.1.3 Despite not having received a complaint under Article 10.1.1, where the Registrar has reasonable grounds to believe that a member has engaged in conduct pursuant to Article 10.1.1, the Registrar may make a complaint against a member in accordance with Article 10.2.1

Criminal Offense

10.1.4 If a member is charged with a criminal offense, the member shall forthwith inform the Registrar of the charge.

10.1.5 If a member has been convicted of a criminal offense, the member shall forthwith inform the Registrar of the conviction and provide the Registrar with a copy of the conviction record within 45 days of the conviction, regardless of whether or not the conviction is under appeal.

10.1.5.1 Failure to inform the Registrar of a criminal conviction within the required time period specified in article 10.1.5 may be further cause for sanction under Article 10.5.

10.1.6 Upon being informed of a member's criminal conviction, the Registrar shall refer the matter to investigation in accordance with Article 10.3, in order to determine whether the criminal conviction involves conduct pursuant to Article 10.1.1.

10.1.6.1 Pursuant to Article 10.3.6, the person conducting the investigation, may require that the member produce further information or records relating to the criminal conviction, including for example, but not limited to a copy of any transcripts relating to the conviction or sentencing proceedings.

10.1.6.2 Upon conclusion of the investigation, the Ethics Committee may take any action provided for in Article 10.3.7.

10.1.6.3 Failure to provide information or records as required within 45 days of request, without a reasonable cause, is further conduct justifying a complaint pursuant to Article 10.1.1.

10.2 COMPLAINTS PROCESS

Written Complaint

10.2.1 Complaints against members shall be in writing signed and submitted to the Registrar of the NHPCA. The complainant shall specify the act(s), or circumstances, that led to the complaint.

Member Notification

10.2.2 Upon receipt of a complaint, the Registrar shall notify the member of the substance of the complaint and serve on the member a copy of the complaint in a timely manner.

Member Response

10.2.3 Upon notification by the Registrar of the receipt of a complaint in the NHPCA office, the member shall have the right to respond to the complaint. Such response shall be in writing and shall be provided to the Registrar within thirty (30) days of being notified of the complaint. The time period may be altered at the discretion of the Registrar.

Action by the Registrar

10.2.4 Within thirty (30) days of receipt of a complaint that complies with the requirements of 10.2, the Registrar shall refer the matter to the Ethics Committee.

The Ethics Committee

10.2.5 The Ethics Committee shall be appointed by the Board of Directors.

10.2.5.1 The Ethics Committee shall be comprised of the Registrar, NHPCA members in good standing, and members of the Board of Directors.

Not Unanimous Decision by the Ethics Committee

10.2.6 Where a decision of the Ethics Committee is not unanimous, the decision shall be determined by a majority vote of the Ethics Committee.

Actions by the Ethics Committee

10.2.7 The Ethics Committee shall take one or more of the following actions:

10.2.7.1 Encourage the complainant and the member to communicate with each other in order to resolve the complaint, or

10.2.7.2 Attempt to facilitate a resolution between the complainant and the member, or

10.2.7.3 If both the complainant and the member agree, appoint a mediator to attempt to help the parties resolve the complaint, or

10.2.7.4 Utilize remedial counseling, or remedial measures in order to provide guidance to the member, or

10.2.7.5. Request an expert to assess and provide a written report on the subject matter of the complaint, or

10.2.7.6 Conduct an investigation, or appoint an investigator to conduct an investigation in accordance with Article 10.3, or

10.2.7.7 Dismiss the complaint if satisfied that:

10.2.7.7.1 the complaint is frivolous or vexatious in nature, or;

10.2.7.7.2 there is no evidence or insufficient evidence that the member engaged in conduct pursuant to Article 10.1.1, or;

10.2.7.7.3 for any reason, to deal with the complaint through other means.

Extension of Time Period

10.2.8 The thirty (30) day time period referred to in 10.2.4 may be extended at the discretion of the Registrar.

Notification of Member and Complainant of Action Taken

10.2.9 Upon taking action under 10.2.7, the Registrar shall notify the complainant and the member in writing of the action in a timely manner.

Agreement to Resolution by Ethics Committee

10.2.10 A complaint is not considered to be resolved under 10.2.7 unless the Ethics Committee agrees to the resolution on behalf of the NHPCA.

Interim Conditions or Interim Suspension

10.2.11 At any time after a complaint is received and the Ethics Committee has assessed the complaint, the Ethics Committee may, in the interest of public safety:

10.2.11.1 Impose conditions generally or specifically on any area of the member's practice, including the condition that the member:

10.2.11.1.1 practice under supervision; or

10.2.11.1.2 practice with one or more other regular members.

10.2.11.2 Suspend the member's Certificate of Membership subject to proceedings under Article 10.

Appeal of Decision to Impose Interim Conditions or Interim Suspension

10.2.12 Where the Ethics Committee imposes interim conditions or an interim suspension upon a member's Certificate of Membership under Article 10.2.11, the member may appeal that decision to the Board of Directors.

The appeal must:

10.2.12.1 Be submitted to the Board in writing within thirty (30) days of the member-receiving the decision of the Ethics Committee under Article 10.2.11; and

10.2.12.2 Include the reasons for the Appeal.

10.2.12.3 The decision of the Board of Directors is final and binding. There is no further appeal of such a decision.

Cessation of Membership

10.2.13 A complaint under Article 10.2.1 is not affected by the member ceasing to be a member before proceedings under Article 10 are completed, and all references in Article 10 to "members" includes "former members".

10.2.13.1 Former members are still subject to complaint proceedings under Article 10 provided that the complaint is received within the two-year period in accordance with Article 10.1.2.

10.2.13.2 Cessation by a member while in the disciplinary process under Article 10 could be deemed lack of evidence of good character and could impact eligibility for future membership with the Association under Article 2.3.1.8 up to and including denial of application and membership.

10.3 INVESTIGATION

10.3.1 Where a complaint is referred to investigation, the investigation shall be conducted in accordance with Article 10.3.

10.3.2 The Ethics Committee may conduct the investigation or may appoint an investigator.

Scope of Investigation

10.3.3 The person conducting the investigation may require the complainant and the member to answer questions related to the subject matter of the complaint.

10.3.4 The person conducting the investigation may investigate any other matters regarding the member that arise in the course of the investigation.

10.3.5 The person conducting the investigation may require any person to answer questions with regard to the investigation.

Production of Materials

10.3.6 The person conducting the investigation may require that the member and any other person or organization produce to the investigator any charts, documents, papers, notes or other materials or things.

Action by The Ethics Committee Upon Completion of Investigation

10.3.7 Upon completion of the investigation, at the discretion of the Ethics Committee, the Ethics Committee may:

10.3.7.1 Direct that no further action be taken, if in the opinion of the Ethics Committee;

10.3.7.1.1 The complaint is frivolous or vexatious; or

10.3.7.1.2 There is no evidence or insufficient evidence of conduct by the member pursuant to Article 10.1.1; or

10.3.7.1.3 For any reason, it is not appropriate to deal with the complaint through Article 10 of the Bylaws.

10.3.7.2 Take any of the actions set out in Article 10.2.4 in order to attempt to resolve the complaint.

10.3.7.3 Prepare a notice to be served upon the member containing allegations of conduct justifying a complaint; and

10.3.7.3.1 Refer the matter and allegations to Arbitration pursuant to Article 10.4; or

10.3.7.3.2 Refer the matter and allegations to the Sanction Committee pursuant to Article 10.5.

10.4 ARBITRATION

10.4.1 Where the complaint is referred to Arbitration, the Arbitrator will hold a hearing in accordance with Article 10.4.

Notice of Allegations to the Member

10.4.2. If the Ethics Committee refers the matter to Arbitration, then the Registrar shall serve on the member a notice containing the allegations to be considered by the arbitrator.

Admissions Through Agreed Statement of Facts

10.4.3 Before Arbitration commences, a member may admit to conduct pursuant to Article 10.1.1 by entering into an Agreed Statement of Facts and Admissions with the Registrar.

10.4.3.1 If the Registrar and the member enter into an Agreed Statement of Facts, the complaint need not proceed to Arbitration, and may instead proceed directly to the Sanction Committee for a determination on sanction in accordance with Article 10.5.

Appointment of Arbitrator

10.4.4 The Arbitrator shall be appointed by the Registrar in consultation with the member.

Applicable Legislation

10.4.5 The arbitration shall be conducted in accordance with the provision of the Arbitration Act of Alberta.

Role of the Arbitrator

10.4.6 The Arbitrator shall determine whether the allegations against the member are proven, and whether the member engaged in conduct pursuant to Article 10.1.1.

Costs

10.4.7 Subject to a costs order issued pursuant to Article 10.5.5.7, the costs of the Arbitrator will be paid by the NHPCA. The complainant and the member are responsible for their own costs of appearing before the Arbitrator.

Closed Arbitration Hearing

10.4.8 The arbitration shall be closed to the public. The member, and representatives of the NHPCA may be in attendance at the arbitration at all times.

Distribution of Arbitrator's Decision

10.4.9 A copy of the decision of the Arbitrator shall be distributed to the complainant, the member, and the Sanction Committee.

Dismissal of Complaint

10.4.10 Where the Arbitrator finds that the allegations against the member are not proven, the Registrar shall dismiss the complaint and provide written notice to the complainant and member that the complaint has been dismissed.

Referral to Sanction Committee

10.4.11 Where the Arbitrator finds that one or more of the allegations against the member are proven, the matter shall be referred to the Sanction Committee, who will hold a hearing to determine the appropriate sanction(s) to be imposed upon the member.

10.5 SANCTION

10.5.1 Where a matter is referred to the Sanction Committee, the Sanction Committee shall hold a hearing in accordance with Article 10.5.

Sanction Committee

10.5.2 The Sanction Committee shall be appointed by the Board of Directors.

10.5.2.1 The Sanction Committee shall be comprised of NHPCA members in good standing and members of the Board of Directors.

Input By the Member Regarding Sanction

10.5.3 The Sanction Committee shall provide the member with the opportunity to make oral and/or written representation with respect to the appropriate sanction.

Not Unanimous Decision by Sanction Committee

10.5.4 Where a decision of the Sanction Committee is not unanimous, the decision regarding sanction shall be determined by a majority vote of the Sanction Committee.

Orders of the Sanction Committee

10.5.5 The Sanction Committee may make one or more of the following orders in relation to sanction:

10.5.5.1 Issue a reprimand;

10.5.5.2 Suspend the Certificate of Membership of the member for a specified period of time or until certain conditions are met;

10.5.5.3 Accept, in place of a suspension, the member's undertaking to limit the member's practice for a specified period of time;

10.5.5.4 Impose any conditions or limitations on the practice of the member;

10.5.5.5 Require the member to waive, reduce or repay a fee;

10.5.5.6 Cancel the Certificate of Membership of the member;

10.5.5.7 Impose an award of costs of the investigation, any hearings and other proceedings;

10.5.5.8 Impose a fine against the member, of a minimum of \$500 up to a maximum of \$5,000, cumulative, per complaint processed through Article 10; and

10.5.5.9 Make any further or other order that it considers appropriate.

Written Decision by the Sanction Committee

10.5.6 The Sanction Committee shall issue a written decision consisting of its reasons and the terms of any Order it makes under Article 10.5.5.

Appeal of Order of Sanction Committee

10.5.7 Orders of the Sanction Committee are final and binding and may only be appealed on the question of law or procedural fairness.

10.5.7.1 The member may appeal an Order made by the Sanction Committee under Article 10.5.5 to the Appeal Committee of the Board of Directors.

10.5.7.2 Any Appeal made under Article 10.5.5 shall:

10.5.7.2.1 Be received in writing within thirty (30) days of the date the member received the decision of the Sanction Committee; and

10.5.7.2.2 Include the reasons for the Appeal.

Appeal Committee

10.5.8 The Appeal Committee shall be comprised of members of the Board of Directors.

10.5.8.1 Members of the Board of Directors may serve on either the Ethics Committee, Sanction Committee or the Appeal Committee. A member of the Board of Directors who serves on the Ethics Committee or the Sanction Committee shall not serve on the Appeal Committee for the same matter.

Written Decision by the Appeal Committee

10.5.9 Upon conclusion of the appeal under Article 10.5.8, the Appeal Committee shall issue a written decision, which shall be served upon the member, the complainant and the Registrar.

10.5.9.1 The decision of the Appeal Committee is final and binding. There is no further appeal of the Appeal Committee's decision.

Contravention of a Sanction Committee Order

10.5.10 If the Registrar determines that a member has contravened an Order of the Sanction Committee issued under Article 10.5.5, or of the Appeal Committee, then the Registrar may treat the matter as grounds to commence a new complaint pursuant to Article 10.1.3

10.6 PUBLICATION

10.6.1 Publication shall be determined by the Sanction Committee.

10.6.1.1 The Sanction Committee may direct the publication of the name of the member, the findings and the decision of the Arbitrator, or the circumstances and any sanction imposed by the Sanction Committee.

10.6.1.1.1 To those insurance companies and other third-party payers that pay directly or reimburse insured clients' claims for members' services;

10.6.1.1.2 To insurance companies that provide liability coverage for NHPCA members;

10.6.1.1.3 To other similar professional associations, including but not limited to those with which the NHPC has entered into an agreement through a Memorandum of Understanding;

10.6.1.1.4 In any other manner that is determined by the Sanction Committee, including municipal licensing departments.

10.7 RECORDS

10.7.1 Records relating to complaints under Article 10 will be stored, retained, and destroyed in accordance with the NHPCA's Privacy Policy.

ARTICLE 11

FINANCE

11.1 The fiscal year shall end the thirty-first (31) day of December and begin on the first (1) day of January in each year.

11.2 A budget of estimated revenue and expenses shall be presented to the membership for information at the Annual General Meeting.

11.3 The books and accounts shall be audited by a professional accounting firm, at least once a year.

11.4 Reimbursement to members for expenditures and a Meeting Attendance Fee for time spent on behalf of NHPCA shall only be as directed and authorized by the Board of Directors and or Board policy. Such policy shall be presented for information at each annual meeting.

11.5 Money may be borrowed, raised or secured as specified in Articles 6.7 and 6.8. In no case shall debentures be issued without the sanction of a Special Resolution.

ARTICLE 12

BOOKS AND RECORDS

12.1 Any member, in good standing, of the NHPCA may, during regular business hours, upon giving two (2) weeks notice and arranging a satisfactory time with NHPCA staff, inspect the following books and records of the NHPCA:

12.1.1 Minutes of the meetings of the membership and the Board of Directors (except those portions of meetings that are In-Camera);

12.1.2 An up-to-date list of the members of the Board of Directors;

12.1.3 Up to seven (7) years of Audited Financial Statements;

12.1.4 An up-to-date copy of the Objects and Bylaws; and,

12.1.5 An up-to-date list of the names of all the members.

12.2 Notwithstanding Article 12.1, no person shall have access to information if providing such access breaches applicable Privacy Legislation.

12.3 Board members who cease to hold office for any reason shall, within thirty (30) days, turn over to the Board of Directors, all documents, assets, and property of the NHPCA in their possession.

ARTICLE 13

PARLIAMENTARY AUTHORITY

13.1 The current edition Robert's Rules of Order Newly Revised and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law, not specified in these Bylaws, and not in conflict with the Societies Act.

ARTICLE 14

AMENDMENT OF BYLAWS

14.1 These Bylaws shall be amended only by a Special Resolution at an Annual General Meeting and requires:

14.1.1 Twenty-eight (28) days previous notice, in writing, to the members for Annual General Meetings. Notice of proposed bylaw changes may be provided in the manner set out in Articles 5.1.3 and 5.1.4.

14.1.2 Twenty-one (21) days previous notice, in writing, to the members for Special General Meetings; and

14.1.3 Three-quarter (3/4) vote of the members present and voting.

14.2 Proposals to amend the Bylaws shall be submitted in writing:

14.2.1 To the Board of Directors; and

14.2.2 At least forty-five (45) days before the meeting specified in 14.1.

14.3 The Board of Directors or a designated committee of the Board may propose Bylaw Amendments up to forty-five (45) days before the meeting specified in 14.1.

14.4 Bylaw Amendments shall take effect on the date they have been registered by the Corporate Registrar as specified in the Societies Act.