



**PHYSIOTHERAPY
ASSOCIATION OF
BRITISH COLUMBIA**

PHYSIOTHERAPY ASSOCIATION

OF

BRITISH COLUMBIA

Constitution

And

BYLAWS

As Amended, May 2012

CONSTITUTION

- 1. The Name of the Society is**
PHYSIOTHERAPY ASSOCIATION OF BRITISH COLUMBIA
(A Branch of the Canadian Physiotherapy Association)

- 2. The purposes of the society are to**
 1. Identify the members and meet their professional needs through education, communication, co-ordinated action, and fellowship;
 2. Represent the members of the Physiotherapy Association of British Columbia (the Association) in their relationships with the Canadian Physiotherapy Association government, universities, medical, Provincial, payor and Business organizations;
 3. Meet the needs of the public through the development of physiotherapy education, practice, and research.

BYLAWS

ARTICLE ONE DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these bylaws, the following words and phrases shall have the meanings set out below.

- (a) "Act" means the Societies Act of British Columbia as amended from time to time;
- (b) "Articles" means the letters patent of the Association as amended from time to time;
- (c) "Association" or "the Branch" means the Physiotherapy Association of British Columbia (a Branch of the Canadian Physiotherapy Association);
- (d) "Board of Directors" or "Board" means the board of directors of the Association;
- (e) "CPA" means Canadian Physiotherapy Association;
- (f) "Region" means a geographical area of the province designated as a "Region" by the Association for the purpose of electing the directors and carries out initiatives to further the interests of the members of the Region.
- (g) "Director" means a member elected to the Board of Directors.
- (h) "Board Officer" or "Officer" means a Director who holds the office of President, President Elect, Vice President, or Chair of Finance.
- (i) "Member" means a person admitted to membership in the Association so long as such a person continues to be a member of the Association in good standing;
- (j) "Member of CPA" means a person admitted to membership in the CPA as long as such a person continues to be a member of the CPA in good standing;
- (k) "Members Meetings" means" Annual General Meetings and Special Meetings of the Association;
- (l) "Person" includes a body corporate, corporation, partnership, syndicate, trust and any number or aggregate of persons;
- (m) "External" or "Public Representative" means a director who is appointed by the Board who is not a physiotherapist and brings a particular expertise or consumer perspective to the Board;
- (n) "Student Director" means a student who is recommended by the Physiotherapy students at UBC who is appointed by the Board of Director to serve on the Board.
- (o) "Director at Large means a director who represents a regional or practice area who is elected by the membership of the Association to serve on the Board of Directors, and who is not an Officer;
- (p) "Rules" means the rules and regulations made by the Board from time to time pursuant to Article 14 of the Bylaws.

- (q) "Term of Office" means the period of time commencing immediately following (i) the election or appointment: (ii) resignation or expiry of election or appointment of a person as a director or officer and ending upon the termination of the next following AGM.

1.2 Interpretation

- (a) Words in the singular include the plural, and words in the plural include the singular.
- (b) The Bylaws shall be read with all grammatical changes as are necessary to apply to all members.

ARTICLE TWO CODE OF ETHICS AND RULES OF CONDUCT

2.1 Application of the Code of Ethics and Rules of Conduct

Members of the Association are bound by the code of Ethics and Rules of Conduct of the CPA as amended, superseded or substituted from time to time.

ARTICLE THREE MEMBERSHIP

As a Branch of the Canadian Physiotherapy Association, the Physiotherapy Association of British Columbia's membership matters are governed by CPA, as reflected in this Article.

3.1 The members and affiliates consist of all members of the Canadian Physiotherapy Association residing in the Province of British Columbia who:

- (a) apply in writing for membership in the Physiotherapy Association of British Columbia;
- (b) and pay dues to the Physiotherapy Association of British Columbia both in accordance with the Rules and Regulations of the Canadian Physiotherapy Association.

3.2 Categories of Membership

(a) Full Membership

This category applies to graduates of accredited physiotherapy programmes in Canada or physiotherapists who hold or have held full registration or licensure in any jurisdiction in Canada or graduates of physiotherapy programmes who hold a full or part time academic faculty appointment in a physiotherapy programme at a Canadian University. Full members are eligible to hold office, are entitled to all benefits provided by the Association and have the right to vote.

(b) Student Membership

- (i) This category applies to individuals who are full and part time entry-level students in physiotherapy programmes at a British Columbia university, or who are enrolled in a British Columbia based bridging program for internationally educated physiotherapists recognized by the Board of Directors.

- (ii) Student Members are not eligible to hold office, are entitled to benefits as determined by the Board and have the right to vote. Student Members are eligible to hold office and vote in the National Student Assembly.

(c) Life and Honorary Membership

This category is composed of persons who are recipients of awards of the CPA and such persons may be admitted to Life or Honorary Membership in the Association. The criteria, rights and privileges shall be established by the CPA Board of Directors. Life and Honorary Members have the right to vote, Life and Honorary Members who are physiotherapists have the right to hold office.

(d) Physiotherapist Assistants

(i) Physiotherapist Assistant Membership

This category applies to individuals who have completed a recognized formal education program for support personnel in physiotherapy, or have documented on-the-job training through current or past employment as a physiotherapist assistant. Physiotherapist Assistant Members are entitled to benefits as determined by the Board, and do not have the right to vote on resolutions at Special Meetings or the Annual General Meeting. Physiotherapist Assistant Members are eligible to hold office and vote in the National Physiotherapist Assistant Assembly.

(ii) Student Physiotherapist Assistants

Students enrolled in a recognized formal education program for support personnel in physiotherapy may join as Student Physiotherapist Assistant Members. Student Physiotherapist Assistant Members are not eligible to hold office, are entitled to benefits as determined by the Board and do not have the right to vote. Student Physiotherapist Assistant Members are eligible to vote but may not hold office in the National Physiotherapist Assistant Assembly.

(e) Affiliations

The Association may have other affiliations with persons (“affiliates”) or other corporations as determined by the CPA Board that are not eligible for other membership categories as determined by the CPA Board but support the mission of CPA.

Affiliates are not eligible to hold office, are entitled to benefits as determined by the CPA Board and do not have the right to vote.

3.3 Employees

Employees of the Association who meet membership requirements may be members of the Association but shall not be eligible to hold office or vote. These members may be remunerated commensurate with their responsibilities but shall receive no other financial gain from the Association.

3.4 Suspension, Expulsion and Discipline

Members or affiliates may be suspended or expelled from CPA or otherwise disciplined, in accordance with the conduct and discipline procedures approved by the Board. No person whose license or registration is suspended or revoked by a physiotherapy regulatory board or tribunal or by a court of competent jurisdiction for disciplinary reasons is eligible to be a Member.

3.5 Resignation

A member or affiliate may at any time resign from membership or affiliation by notifying CPA in writing.

3.6 A Person Shall Cease to be a Member of the Association

- a) by delivering or mailing a resignation in writing to the address of CPA;
- b) upon death;
- c) on being expelled.

3.7 Good Standing

All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by him to CPA and the member is not in good standing so long as the debt remains unpaid.

ARTICLE FOUR MEMBERS MEETINGS

4.1 Annual General Meeting

- (a) The Annual General Meeting shall be held in April of each year unless otherwise determined by the Board, but within six months of the fiscal year end.
- (b) Subject to sub-section (a) the AGM shall be held in British Columbia, in such place and on such day as the Board shall determine.
- (c) The Chief Staff Officer shall be the custodian of the minutes.

4.2 Special Meetings

- (a) Special Meetings may be called at any time by the Board at such time and place as it may designate. A Special Meeting shall be called upon the written request of 25% of the voting Members
- (b) The notice of the meeting shall state the purpose of the meeting.

4.3 Notice of Meetings of Members

- (a) Notice of Members Meetings of the Association shall be given in writing, at least sixty (60) days before the date of the meeting.
- (b) Notice of Special Meetings shall be given in writing at least fourteen (14) days prior to the date of the Special General Meeting.
- (c) If notice of meeting is given by prepaid mail the postmark shall be deemed to constitute the date of notice.

- (d) Failure of one or more Members to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

4.4 Rules of Procedure

Unless otherwise stated in the Bylaws or Rules and Regulations of the Association, Members Meetings of the Association shall be in accordance with Robert's Rules of Order.

4.5 Quorum

The quorum for the transaction of business at the AGM shall be fifty (50) Members that shall include at least one of the Board Officers and representation from at least three (3) Regions. Proxies shall not constitute part of the number.

4.6 Voting

All members who have voting rights have the right to vote in person or by proxy at all Members Meetings, subject to Article Five (5) of these Bylaws and voting procedures established by the Board. This right shall be referred to in the notice of meeting, which may be accompanied, by a form of proxy.

ARTICLE FIVE METHOD OF VOTING BY MEMBERS

5.1 In Person

Voting may be by show of hands, unless a ballot is requested by a majority vote.

5.2 By Proxy

- (a) Any Member of the Association who has the right to vote shall be able to hold a proxy for no more than ten (10) Members of the Association who have the right to vote. This member must provide written proof of the proxy ownership to the association at the meeting on-site registration or the proxy will be declared invalid.
- (b) The member who wishes to vote by proxy shall fulfil the Proxy requirements as outlined with the notification of the meeting.

5.3 Mail Ballot

- (a) A mail ballot shall be used to provide geographic distribution for the vote, for the passing of resolutions, for the election of officers and directors at the discretion of the Board. Where these Bylaws or the Act requires a meeting a meeting shall be held. Election of regional directors shall be conducted within the region.
- (b) On all questions being decided by mail ballot, every member who has the right to vote shall have a vote.

- (c) If the Board determines that a mail ballot shall be used, the Board shall determine the date by which returned mail ballots must be received by the Association, which shall be not less than thirty (30) days from the date on which the ballots are mailed to the Members and no ballot received after that date shall be counted in determining the result of the mail ballot.

5.4 Electronic Ballot

All Members who have voting rights have the right to vote by electronic ballot, by voting procedures established by the Board, which are consistent with these Bylaws.

ARTICLE SIX BOARD OF DIRECTORS

6.1 Board

The affairs of the Association shall be managed by a Board of Directors, each of whom at the time of his/her election or appointment and throughout his/her term of office, shall be a member of the Association with the exception of the External Director.

6.2 Composition of the Board

The Board will consist of twelve directors and one non-voting participant as follows:

- (a) eight (8) regional members elected or appointed pursuant to these Bylaws;
- (b) The President who assumes the office at the end of his/her term as President-elect; upon assuming the position, the President will no longer serve as a regional Director.
- (c) one person, who is not a member of the Association, appointed as "External Director";
- (d) two persons who are appointed as "Student Directors".
- (e) The Chief Staff Officer who is a non-voting participant of the Board.

6.3 Election or Appointment of Board of Directors

- (a) For the purposes of these Bylaws, the Province shall be divided into seven (7) Regions as determined by the Board of Directors, and reviewed as required, in consultation with regional members.
- (b) A member is eligible to be a candidate for election to the Board from any Region if:
 - i. the member is not an employee of the Association;
 - ii. the member resides or works in that Region;
 - iii. the member's nomination, in writing, is received by the Association in accordance with the nomination procedures approved by the Association.
- (c) President-elect: The nine elected members of the Board of Directors shall elect from amongst their number a President-elect who assumes the office of President at the end of their term as President-elect. In the year in which there is no President-elect, a Vice-President will be elected from amongst the elected Directors.

- (d) Director of Finance : The nine elected members of the Board of Directors shall elect from amongst their number a Director of Finance .
- (e) External Director: The nine elected members of the Board of Directors shall appoint one public representative to the Board.
- (f) Student Director: The nine elected members of the Board of Directors shall appoint two Student Directors to the Board from names put forward by the physiotherapy students at the University of British Columbia.
- (g) Private Practice Liaison: the nine elected members of the Board of Directors shall elect from amongst their number a Public Practice Liaison who shall also serve as a member of the Business Affairs Committee.
- (h) Public Practice Liaison: The nine elected members of the Board of Directors shall elect from amongst their number a Public Practice Liaison who shall serve as a member of the Public Practice Advisory Committee.

6.4 Duties and Responsibilities

- (a) The Board of Directors shall supervise, control and direct the affairs and business of the Association. The Board may adopt such Rules and Regulations as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the object, mission and goals of the Association.
- (b) The Board shall appoint the Chief Staff Officer and shall delegate to such person the responsibility and accompanying authority for the management of the Association. The Board may remove the Chief Staff Officer from office by a 75% majority vote.
- (c) The Board may establish standing and special committees and appoint the chair and members of such committees. The Board may remove the chair or other members of committees from office.
- (d) The Board may delegate to any committee or officer any or all power, duties, authority of the Board which may be lawfully delegated.
- (e) The Board shall be accountable to the members.

6.5 Term of Office

Directors and Officers terms shall be as follows:

- (a) Directors: The term of office for elected Directors shall be two years.
- (b) President: The term of office for the President shall be two years.
- (c) President-elect: The term of office for the President-elect shall be one year.
- (d) Vice-President: The term of office for the Vice-President shall be one year.
- (e) Director of Finance: The term of office for the Director of Finance shall be one year.
- (f) Private Practice Liaison: The term of office for the Private Practice Liaison shall be one year.

- (g) External Director: The term of office for the External Director shall be two years.
- (h) Student Director: The term of office for the Student Director shall be two years
- (i) Public Practice Liaison: The term of office for the Public Practice Liaison shall be one year.

No Director shall serve more than three consecutive terms. The President may serve no more than two consecutive terms in the office of President.

6.6 Pattern of Rotation

In order to ensure continuity, five or six of the Directors shall be elected each year. The Board shall determine the pattern of rotation of the Directors.

6.7 Vacancies

The Board may appoint Directors from the Association membership to fill vacancies created during a term until the next annual election.

6.8 Removal from Office

Any Officer or Director of the Association may be removed from office by a resolution passed by at least three quarters (3/4) of the votes cast as a Members Meeting. In addition, a Director may be removed by a vote of seventy-five percent (75%) of the Board.

ARTICLE EIGHT CONDUCT OF BUSINESS AT BOARD MEETINGS

8.1 Meetings

The Board shall meet quarterly at a place and time named by the President.

8.2 Notice

- (a) Notice of meetings shall be given at least three (3) weeks in advance by telephone or facsimile, or at least seven (7) days in advance by mail. A Director may at any time waive notice of any meeting and may ratify any proceeding taken at a meeting.
- (b) Failure of a director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

8.3 Quorum

At the meetings of the Board a quorum shall be a majority of the Directors, and shall include at least one (1) officer.

8.4 Participation

- (a) A Director unable to attend an in-person meeting of the Board may attend, if agreed by all of the Directors, by means of communication facilities that permit all attendees to participate. A Director joining the meeting by such means is deemed to be present at the meeting.
- (b) A resolution of the Board in writing, signed by all the Directors, is as valid as if it had been passed at a meeting of the Board.

8.5 Voting

- (a) Voting shall be by a show of hands unless a ballot is requested by a majority vote.
- (b) Where a vote has been made by any method, the Chair shall not have a vote. A tie vote shall constitute a result in the negative.

8.6 Participation by the Chief Staff Officer

- (a) The Chief Staff Officer shall attend and participate in all meetings of the Board shall have no vote.
- (b) The Chief Staff Officer shall be the custodian of the Minutes.

ARTICLE NINE OFFICERS

9.1 Officers

The officers of the Association shall be the President, the President-elect or Vice President in alternate years and the Director of Finance.

9.2 President

- (a) Election

The office of President shall be filled by the President-elect on completion of the current President's term.

- (b) Term of Office

The term of office of the President shall be two years or until a successor is elected. The President may be re-elected by the Board to serve a second two-year term.

- (c) Duties

The President shall:

- (i) be charged with the general supervision of the business and affairs of the Association and shall fulfil responsibilities of the position in accordance with the Bylaws and Rules and Regulations and relevant legislation;
- (ii) chair all meetings of the Members, Board, and Executive Committee;

(d) Vacancy

If the position of the President becomes vacant, this position shall be filled by the President-elect or the Vice President, depending upon the year of the President's term.

9.3 President-elect

(a) Election

The President-elect shall be elected by the Board every second year. The election process shall be determined by the Board in accordance with Article 6.

(b) Term of Office

The President-elect shall serve a one-year term of office during the second year of the President's term and shall assume the office of President on completion of the President's term.

(c) Duties

The President-elect shall

- (i) assist the President;
- (ii) during the President's absence or inability to act exercise the powers and duties of the President;
- (iii) perform such other duties as may be assigned by the Board or the President.

(d) Vacancy

If the position of President-elect becomes vacant, the Board may appoint a Director of the Board as Vice President to complete the term of office, but without the automatic right of succession to the Presidency. A President shall then be elected by the Board in accordance with Article 6.

9.4 Vice President

(a) Election

The Vice President shall be elected by the Board every second year. The election process shall be determined by the Board in accordance with Article 6.

(b) Term of Office

The Vice President shall serve a one-year term of office during the first year of the President's term.

(c) Duties

The Vice President shall:

- assist the President

- during the President's absence or inability to function as the President, exercise the powers and duties of the President
- perform such other duties as may be assigned by the Board of Directors or the President.

(d) Vacancy

If the position of Vice President becomes vacant, the Board may appoint a Director of the Board to complete the term of office.

9.5 Director of Finance

(a) Election

The eight elected members of the Board of Directors shall elect from amongst their number a Director of Finance.

(b) Term of Office

The term of office for the Director of Finance shall be one year.

(c) Duties

The Director of Finance shall:

- (i) serve as Chair of the Finance Committee;
- (ii) maintain accountability of the books of account and accounting records of the Association required to be kept by law;
- (iii) present the audited financial statement to the membership at the Annual General Meeting;
- (iv) perform other duties as may be assigned by the Board

(d) Vacancy

If the position of Director of Finance becomes vacant the Board may appoint a Member of the Association to complete the term of office.

If the position of Director of Finance becomes vacant the Board may appoint from amongst themselves, a Director to complete the Term of Office.

ARTICLE TEN RESOLUTIONS PROCESS

10.1 Involvement of Members

The Association shall seek ongoing involvement of the Members through a resolution process established by the Board and described in the Rules and Regulations.

10.2 Satisfaction with Process

A member who has submitted a recommendation through the resolutions process, and is not satisfied with the result of the process may submit that recommendation directly to the Board for its consideration.

10.3 Resolutions Report

A resolutions report shall be presented to the Members at the Annual General Meeting.

ARTICLE ELEVEN NOMINATIONS AND ELECTIONS

11.1 Nominations

A committee appointed by the Board shall be responsible for soliciting nominations from each of the Regions for the Board of Directors.

11.2 Acclamation

Where there is only one (1) nominee for any position, election shall be by acclamation.

11.3 Election Procedures

Members of the Board shall be elected by ballot and the election process shall be coordinated by the Association's provincial office. Candidates to represent each specific Region shall be voted on only by the members resident in that specific Region. Members who live outside the province may vote in the Region of their work address.

ARTICLE TWELVE ASSOCIATION COMPONENTS

- 12.1** The Board shall establish provisions for the existence of Districts, Regions, Special Interest Groups and other such components or relationships with the Association, as it deems necessary.

ARTICLE THIRTEEN ADMINISTRATION AND FINANCE

13.1 Indemnification of Directors

- (a) Subject to the Society Act every Director, officer, committee member or employee of the Association, or other person who undertakes any liability on behalf of the Association, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
- (i) all costs, charges and expenses which such persons sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against

such person for or in respect of any act deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of the person's office or in respect of any such liability; except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default;

- (ii) all other costs, charges and expenses which such person sustains or incurs in or about, or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.
- (b) The Association may purchase and maintain insurance for the benefit of any Director, officer, committee member or employee, or other person against such liabilities and in such amounts as the board may from time to time determine.

13.2 Remuneration of Directors/Officers/Committee Members

Directors and officers and committee members may receive reasonable remuneration for performing their duties. Such remuneration shall be in accordance with guidelines established by the Board.

13.3 Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

13.4 Budget

The budget of the Association for each fiscal year shall be approved by the Board and presented to the membership as information at the AGM.

13.5 Audit

- (a) The auditor, who shall not be a CPA member, shall be appointed by a majority vote of the Members each year at the Annual General Meeting to audit the accounts of the Association and to report on the accounts to the members
- (b) The audited financial statements of the Association shall be presented to the AGM.

13.6 Banking and Investment

- (a) All monies received by the Association shall be invested as determined from time to time by the Board. Funds which are not in surplus shall be deposited in a chartered bank or other deposit taking institution where deposits are insured by the Canadian Deposit Insurance Corporation or any similar insurer.
- (b) Two (2) signatures shall be required for all cheques. The signing officers or employees of the Association authorized to sign cheques shall be determined from time to time by the Board

13.7 Memorandum of Agreement

- (a) The Association may, from time to time, enter into agreements with the CPA as may be necessary or appropriate with respect to establishing the relationship between the

Association and the CPA, without restricting the generality of the above, In particular, to define the mechanism by which the Association may function as a "Branch" within CPA, authorizing any financial arrangements to be made between the Association and CPA for their mutual benefit. Any such memorandum shall not be deemed to be valid or effective until ratified by a two-thirds (2/3) vote of the Members present at a general meeting of the Association.

- (b) The Association may, from time to time, enter into a memorandum of Agreement with any organized group of CPA members in British Columbia who request formal liaison with the Association.

13.8 Borrowing and Lending

- (a) Neither the Board nor any Member of the Association shall have the power to borrow in the name of the Association, without the approval of the membership, as provided for in the Bylaws.
- (b) No loans may be negotiated without the approval of the membership, as provided for in the Bylaws.
- (c) Any transaction so done will comply with the Societies Act - Borrowing and Lending.

13.9 Authority for Execution of Documents

All documents to be signed or executed by the Association shall be signed or executed in its name on its behalf by the Chief Staff Officer or by such officers or employees of the Association as the Board determines.

13.10 Corporate Seal

- (a) The Corporate Seal of the Association shall be kept in the custody of the Chief Staff Officer.
- (b) The seal shall be affixed as necessary to documents signed or executed by the Association.

13.11 Head Office

The head office of the Association shall be in the Greater Vancouver Region, in the province of British Columbia, and at such place therein as the Directors may from time to time, determine within the requirements of the Act.

ARTICLE FOURTEEN RULES AND REGULATIONS

14.1 Authority of the Board to make Rules

The Board may from time to time prescribe and make such Rules and Regulations as are consistent with these Bylaws and relate to the management of the Association.

14.2 Approval of Rules

A two-thirds (2/3) vote of the Directors present and voting at the Board Meeting shall be required to amend the Rules and Regulations.

14.3 Notification of Members

Members shall be notified of revisions to the Rules and Regulations.

ARTICLE FIFTEEN AMENDMENTS TO THE BYLAWS

15.1 Amendments

- (a) Amendments to the Bylaws may be made at any meeting of the Members of the Association subject to the amending procedures outlined in these Bylaws.
- (b) Where provided by agreement entered into between the Association and CPA, amendments shall be developed in consultation with CPA and shall be consistent with CPA Bylaws.

15.2 Amending Procedure

- (a) Amendments to the Bylaws may be proposed by:
 - (i) The Board of Directors
 - (ii) Regions of the Association
 - (iii) Twenty-five percent (25%) of members of the Association entitled to vote thereon.
- (b) The proposed amendments shall be included in the notice of the Members Meeting at which they are to be considered.
- (c) An affirmative vote of at least seventy-five (75%) of the votes cast at a Members Meeting is required to approve the proposed amendments.
- (d) No repeal or amendment shall be enforced or acted upon until the approval of the B.C. Societies Act has been obtained.