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## BYLAWS OF THE COLLEGE OF NATUROPATHIC DOCTORS OF ALBERTA

### Part 1: Interpretation

#### 1.1 In these Bylaws:

- (a) “College” means the College of Naturopathic Doctors of Alberta;
- (b) “Council” means the Council of the College established pursuant to Section 5 of the Health Professions Act;
- (c) “Council Member” means a member of the Council;
- (d) “Act” means the Health Professions Act of the Province of Alberta;
- (e) “Member” means a person registered as either a Regulated or Non-Regulated Member of the College;
- (f) “Non-Regulated Member” means a person who is registered as a member under Section 33(1)(b) of the Act and is defined in section 8 of these Bylaws;
- (g) “Regulated Member” means a person who is registered as a member under Section 33(1)(a) of the Act; and
- (h) “Regulations” means regulations made under the Act.

#### 1.2 Words importing masculine gender include the feminine gender.

#### 1.3 A reference in these Bylaws to Council, an Officer, person or committee includes any delegate of the Council, officer, person or committee.

### Part 2: Council of the College

#### 2.1 The governing body of the College is the Council. Council is empowered to:

- (a) Act on behalf of the College to implement the applicable requirements of the Act;
- (b) Establish, revise and approve policies, procedures, Bylaws and directives which govern the activities of the members, Council, officers of the College and committees;
- (c) Delegate authority and responsibility for implementation of the College’s policies to the Registrar or any other staff member;
- (d) Appoint any committees, in addition to the committees referenced in this Bylaw, as Council may consider necessary and advisable, and may, by resolution and without requirement of further bylaws, designate such further committees and the powers and duties of any committee; and
- (e) Provide for the appointment of individuals in accordance to the Act.
- (f) Conduct reviews or appeals in accordance to the Act.
- (g) Establish a continuing competence program in accordance to the Act.
- (h) Establish and oversee the financial structure of the College including the auditing of the finances.
- (i) Determine from time to time who shall have the authority to sign documents required to be signed on behalf of the College.

### Part 3: Elections

- 3.1 There shall be an election for any regulated member vacancy on Council on a date set by the Registrar.
- 3.2 A call for nominations shall be forwarded at the direction of the Registrar to all Regulated Members, at the address shown in the records of the College, at least seventy-five (75) days prior to the anticipated Council seat vacancy, together with the following:
- (a) Blank nomination form;
  - (b) Confirmation of Eligibility Form;
  - (c) Election Undertaking
  - (d) Conflict of Interest Questionnaire;
  - (e) Fiduciary Agreement;
  - (f) Agreement Regarding Duties of Members of Council; and
  - (g) Notice of the closing date for receipt of nominations, which will be no later than thirty (30) days prior to the anticipated Council seat vacancy.
- 3.3 Nomination forms shall be submitted to the Registrar within the time provided for in the call for nominations. Each form shall be signed by two (2) Regulated Members in good standing.
- 3.4 After the closing date for nominations has expired, the Nominations Committee, which shall be comprised of the President, Vice President, and one additional Council member appointed by the President, shall prepare a list of the eligible candidates that have been nominated.
- 3.5 In the event that an insufficient number of nominations have been received to fill all of the vacant positions on Council, the Nominations Committee shall have the power to add names to the proposed list of candidates, subject to the following:
- (a) The proposed candidate must agree to have their name added to the list;
  - (b) The proposed candidate must be otherwise eligible for nomination.
- 3.6 All Regulated Members who are in good standing are eligible for nomination.
- 3.7 A Regulated Member of the College shall be in good standing only if:
- (a) No fines, fees, costs, or levies are owing by the Member to the College; and
  - (b) The Member is not subject to any disciplinary or incapacity proceeding;
  - (c) The Member has not been disqualified from Council in the preceding three (3) years; and
  - (d) In the case of Regulated Members, the Regulated Member has a valid Practice Permit and his registration is not:
    - (i) under suspension pursuant to Part 4 of the Act;
    - (ii) cancelled pursuant to Part 4 of the Act; or
    - (iii) subject to any conditions or restrictions on practice under Part 4 of the Act.
- 3.8 At close of nominations, the Nominations Committee shall compile a complete list of candidates, which shall be forwarded to the Registrar.
- 3.9 Upon Receipt of the list of candidates, the Registrar shall:
- (a) Prepare a list of eligible voters;

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- (b) Provide the following information to each Regulated Member of the College who is eligible to vote:
- (i) Biographical data pertaining to each candidate;
  - (ii) Notification of the date on which completed ballots must be received, which shall be no later than ten (10) days prior to the anticipated Council seat vacancy.
- 3.10 Voting shall be by a secure electronic process approved by Council.
- 3.11 A Regulated Member entitled to vote shall have one vote for each vacancy on Council.
- 3.12 Candidates shall be elected by a plurality of votes.
- 3.13 If there are an equal number of votes for two or more candidates, the Registrar shall, within a reasonable period of time, hold a by-election in the same manner, all necessary modifications implied, for the candidates with the equal number of votes.
- 3.14 After the deadline for receipt of ballots has passed, the Registrar shall request a certified voting report from the electronic voting provider and shall provide the President with:
- (a) A list of the successful candidates;
  - (b) The number of votes received by each candidate; and
  - (c) An accounting of any discrepancies in voting, if any.
- 3.15 The Registrar shall retain a copy of the certified voting report until authorized by Council to destroy such report.
- 3.16 The Registrar shall report the names of the successful candidates to the Members and shall report, upon the request of the Members, the voting information with the consent of the nominees.
- 3.17 If, after any nominations or elections period has passed and a vacant Council seat remains unfilled, the Nominations Committee may present to Council the name of a candidate to fill the vacant seat until the expiry of the term for that seat provided:
- (a) The proposed candidate agrees to have their name added to the list;
  - (b) The proposed candidate is otherwise eligible for nomination; and,
  - (c) Two-thirds or more of the members of Council present and voting vote in favour.

#### **Part 4: Officers of the College**

- 4.1 Council is comprised of:
- (a) President;
  - (b) Vice President;
  - (c) A minimum of 3 and up to four (4) Members-at-Large;
  - (d) Up to three (3) public members, who shall be appointed by the Lieutenant Governor in Council in accordance with the Act; and
  - (e) Any ex-officio members appointed by Council, who shall be non-voting members
- 4.2 Council shall elect a President and Vice President from among the members of Council.
- 4.3 The President shall preside as Chair in Council.

- 4.4 In the absence of the President, the Vice President shall preside as Chair in Council.
- 4.5 The President provides overall leadership to the College. It shall be the duty of the President to preside at all meetings of the College and of Council.
- 4.6 Between Council meetings, the President may appoint temporary committees. They shall have the power to call special meetings of Council in their sole discretion.
- 4.7 The President shall conduct general supervision of the affairs of the College and shall perform such other duties as Council may from time to time direct.
- 4.8 In the absence of the President, the Vice President shall have the powers and duties of the President.
- 4.9 The Vice President shall, upon the request of the President, perform the duties of the President during their absence, illness or incapacity.
- 4.10 The Vice President succeeds to the Office of President but only if their succession is confirmed through election by the Council. If the Vice President is not elected by Council to succeed to the position of President, then the Council shall elect another member of Council to be President.
- 4.11 All Council Members (other than replacements for seats vacated prior to term completion) shall serve a three (3) year term.
- 4.12 A Council Member may at any time resign by letter directed to the Registrar. In the event of resignation, or vacancy for any other reason which occurs not more than eighteen (18) months before the expiry of the Council Member's term of office, the Council may:
- (a) Leave the seat vacant; or
  - (b) Call for new nominations and hold a special election to fill the vacated seat; or,
  - (c) If 4.12(b) has been exhausted and no candidate elected to fill the vacant seat, Council may rely on the provisions set out in 3.17 herein.
- 4.13 If the seat of an elected Council Member becomes vacant more than eighteen (18) months before the expiry of a Council Member's term of office, the Council shall call for new nominations and hold a special election to fill the vacant seat.
- 4.14 The term of a Council Member elected in accordance with Bylaws 3.10 or 3.11 shall continue until the time the former Council Member's term would have expired or for an extended term of not more than an additional 18 months if Council deems that the College's interests would be best served by extending the former member's term.
- 4.15 A member of Council shall be removed from their position in the event that they:
- (a) is suspended from practice through disciplinary action by the College;
  - (b) is found guilty of unprofessional conduct under the Act; or
  - (c) has their registration cancelled by the College unless there are extenuating circumstances acceptable to Council.
- 4.16 A member of Council may be removed from their position in the event that they:
- (a) misses three (3) consecutive meetings of Council without reasonable excuse;
  - (b) is found guilty of an offence under the Criminal Code of Canada; or

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- (c) is or has been engaged in any conduct or activity that undermines the College or its objectives.
- 4.17 In the case of any of the circumstances arising in Bylaw 4.16 (a) to (c) above, Council shall meet and vote on whether the member will be removed from Council;
- (a) If two-thirds or more of the members of Council present and voting vote in favour of removing the member from Council, the member concerned shall thereby be removed from office as a member of Council; and
- (b) The member of Council who is the subject of the vote under subsection (a) shall not vote.
- 4.18 The Registrar:
- (a) Is appointed by Council;
- (b) Acts as the Chief Executive Officer of the College and is responsible for the implementation of policy established by Council;
- (c) Oversees the administration of the College;
- (d) Reports to and takes directions from Council;
- (e) shall perform all duties required of, and exercise the powers provided to, the Registrar in the Act, the Regulations and these bylaws.

## **Part 5: Council Meetings**

- 5.1 Council shall endeavour to meet a minimum of four (4) times per year.
- 5.2 The Registrar and other invited College staff are permitted to attend Council meetings and may remain in Council meetings even when the meeting, or portion thereof, is ordered to be closed.
- 5.3 In addition to regularly scheduled meetings, the President may also call a special meeting of the Council as required. A special meeting may also be called at the request of a quorum of Council Members.
- 5.4 A quorum consists of 50 percent of the voting members of Council, plus one.
- 5.5 If the President or the Vice President are not present within fifteen (15) minutes after the time appointed for holding such meeting, the other members of Council present shall choose from one of the members of Council to act as Chair.
- 5.6 Unless otherwise directed by Council, meetings are closed to the public. Members of the College may attend meetings of Council with the permission of the President. Council may direct that a meeting, or portion of a meeting be ordered to be closed. Members, who are not members of Council, present at the meeting will be excluded from such closed proceedings.

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- 5.7 If one or more Council Member(s) is unable to attend a meeting of the Council in person, the Council Member(s) may participate in the meeting by way of teleconference or videoconference.
- 5.8 Decisions of Council shall be made as follows:
- (a) At a Council meeting, by a vote of the majority of those present (whether in person or by teleconference or videoconference) and voting at the meeting;
  - (b) During a meeting solely by way of teleconference or videoconference, by a vote of a majority of those members participating in the conference and who vote; or
  - (c) For a vote held by mail, facsimile, or electronic means, by a vote of a majority of those participating in the vote.
- 5.9 An ex-officio member of Council shall not vote unless Council agrees otherwise.
- 5.10 The Registrar and any other invited College staff shall not vote.
- 5.11 All Council Members, except those referred to in Bylaw 5.9, including the President, present at or participating in a Council Meeting, shall each be entitled to one vote.

#### **Part 6: Executive Committee**

- 6.1 The Executive Committee of the College shall consist of:
- (a) The President, who shall serve as Chair,
  - (b) The Vice President,
  - (c) One (1) appointed Council member,
  - (d) One (1) Public Member, with approval by Alberta Health funding, and
  - (e) Registrar as an ex officio member.
- 6.2 The authority and responsibilities of each member of the Executive Committee shall be as determined by Council.
- 6.3 Terms of office for members of the Executive Committee shall be for a two (2) year period.
- 6.4 The Registrar shall be a non-voting member of the Executive Committee.
- 6.5 The powers and duties of the Executive Committee are:
- (a) To manage the affairs of the College to the extent the same are delegated to it by Council;
  - (b) To prepare the annual budget of the College; and
  - (c) To identify issues of importance to the College and to bring forward issues for consideration by the Council.
- 6.6 The President may call meetings of the Executive Committee at any time deemed necessary or advisable.

#### **Part 7: Meetings of the College**

- 7.1 The College will hold an Annual Meeting each year at any time Council considers advisable. Council may fix the time and place thereof, and designate the notice to be given to Regulated Members.

- 7.2 The purpose of the Annual Meeting is to provide a report to the Regulated Members regarding the College's activities from the prior fiscal year.
- 7.3 Only Regulated Members, public members on Council, College staff, and any members or guests invited by the Registrar, shall be allowed to attend the Annual Meeting.
- 7.4 A quorum at the Annual Meeting shall consist of five (5) Regulated Members personally present. If there is no quorum within thirty (30) minutes of the time specified in the notice, the meeting shall not proceed and Council shall be authorized to proceed with the business which was to have been done at such meeting and need not call a further meeting of the College during the calendar year.

### **Part 8: Non-Regulated Members**

- 8.1 The College shall maintain a Register for Non-Regulated Members.
- 8.2 The following members shall be entered on the Non-Regulated Members' Register:
- (a) Retired members;
  - (b) Student members;
  - (c) Public members;
  - (d) Honorary members; and,
  - (e) Any other individuals appointed by Council.
- 8.3 A Retired Member Register is an individual who was formerly a Naturopathic Doctor in good standing in Alberta.
- 8.4 A Student Member is a student at an accredited naturopathic college.
- 8.5 A Public Member is an individual described in Bylaw 2.2(g).
- 8.6 An Honorary Member is an individual appointed by Council in Council's discretion.
- 8.7 Subject to these Bylaws, a Non-Regulated Member may attend and participate in any meeting of the College but is not entitled to any other rights or privileges enjoyed by Regulated Members, except as specified by Council.
- 8.8 The Registrar may enter and remove any information the Registrar considers appropriate in the Non-Regulated Members' Register.

### **Part 9: Registration**

- 9.1 The following categories of Regulated Members are hereby established, in accordance with the Regulations:
- (a) Naturopathic Doctor, who is a Regulated Member registered on the General Register in accordance with the Regulations;
  - (b) Provisional Naturopathic Doctor, who is a Regulated Member registered on the Provisional Register in accordance with the Regulations; and
  - (c) Courtesy Registrant, who is a Regulated Member registered on the Courtesy Register in accordance with the Regulations.

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- 9.2 Applicants for registration as a Regulated Member shall provide the information required by the College in accordance with the Act, the Regulations, and any other information deemed necessary by Council.
- 9.3 The Registrar will maintain the General, Provisional and Courtesy Registers which shall include the information required by the Act and Regulations, and which will clearly indicate the category of registration of the Regulated Member.
- 9.4 No information recorded on a Register for Regulated Members may be changed or added to except in accordance with the direction of the Registrar.
- 9.5 No name shall be removed from a Register for Regulated Members except in accordance with the Act or an Order of a Court of competent jurisdiction.
- 9.6 Regulated Members must submit a complete application for a practice permit each year on or before the date specified by the Registrar, which shall become effective on the date specified by Council.
- 9.7 The Registrar shall consider for approval complete applications for a practice permit, or may, in their sole discretion, refer such applications to the Registration Committee.
- 9.8 Where a practice permit is cancelled under the Act, except under Part 4, a Regulated Member may apply to the Registrar for the practice permit to be re-issued, and the Registrar may re-issue the practice permit in their discretion.
- 9.9 An applicant may request a review of the decision made by the Registrar pursuant to Bylaws 4.18 (e) or 8.8, which shall be conducted in accordance with the Act.
- 9.10 The Registrar may delegate in writing all or any of his duties and responsibilities to another staff member of the College, with or without conditions.

### **Part 10: Practice Permits**

- 10.1 Regulated Members must submit a complete application in accordance with procedures outlined in Bylaw 9.6.
- 10.2 If the Registrar determines that a Regulated Member does not comply with conditions imposed on a practice permit then the Registrar may cancel the Regulated Member's practice permit and registration in accordance with Section 43 of the Act.
- 10.3 A Regulated Member whose registration or practice permit has been suspended or cancelled for a reason other than under Part 4 of the Act, may apply for the practice permit to be issued or the registration to be reinstated in accordance with these bylaws.
- 10.4 An application under Bylaw 10.3 shall be in the form determined by the Registrar along with the required fee, any outstanding fees, charges or levies, and any other information required by the Registrar.
- 10.5 The Registrar shall, within a reasonable period of time, consider a completed application under Bylaw 10.4 in accordance with Section 30 or Section 40 of the Act, as the case may be.



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### **Part 11: Standing Committees**

- 11.1 Council shall appoint no fewer than three (3) Regulated Members to each standing committee with the exception of the Competence Committee which shall have no fewer than five (5) appointed Regulated Members.
- 11.2 Standing committee shall include, but are not limited to:
- (a) Registration Committee
  - (b) Competence Committee
- 11.3 Council shall designate a member of each standing committee to act as the Chair.
- 11.4 Each standing committee shall carry out the powers and duties outlined under the Act or otherwise delegated by Council.
- 11.5 A quorum of each standing committee is three (3) members.
- 11.6 A decision of the standing committee shall be by a vote of a majority of the members present at a meeting.
- 11.7 The Registrar may attend meetings of each standing committee but will not be permitted to vote.
- 11.8 Each standing committee shall make decisions that are then presented to Council or the Registrar as appropriate as recommendation for their consideration and subsequent vote, if to Council.
- 11.9 Council may designate other ad hoc committees from time to time, as deemed appropriate by Council.
- 11.10 Membership, terms of reference and the procedures to be followed by ad hoc committees shall be as determined by Council.

### **Part 12: Membership List for Hearing Tribunal and Complaint Review Committee**

- 12.1 Council must appoint members to a membership list consisting of no fewer than four (4) regulated members to be used for appointing members to both hearing tribunals and complaint review committees.
- 12.2 The Hearing Tribunal and Complaints Review Committee shall carry out the powers and duties outlined under the Act.

### **Part 13: Fees, Charges and Levies**

- 13.1 Council may establish fees, costs, levies or assessments for the following:
- (a) Application fees;
  - (b) Registration fees;
  - (c) Registration review fees;
  - (d) Practice permit fees;
  - (e) Practice permit review fees;

- (f) Late payment fees and administrative fees; and,
- (g) Fees for reviews or appeals of any decisions under the Act.

13.2 Council may establish such other fees, costs, levies, and assessments as it deems advisable for anything it considers necessary for services provided by the College or by another organization to a Regulated Member or to any other person.

#### **Part 14: Fiscal Year**

14.1 The College's fiscal year will be from January 1<sup>st</sup> to December 31<sup>st</sup> each year.

#### **Part 15: Budget**

- 15.1 The College's annual budget shall be prepared by the Executive Committee and will be presented to Council for approval.
- 15.2 The approved budget, as well as an audited financial statement of the prior year's budget and expenditures will be made available to Members upon request.

#### **Part 16: Auditors**

- 16.1 Council shall appoint one or more chartered accountants registered in the Province of Alberta as auditor for the College.
- 16.2 The Auditor shall, at least once each year, examine the accounts, books and securities of the College and provide a written report to the Council.
- 16.3 The Register shall publish annually a copy of the audited financial statements.

#### **Part 17: Expenses and Remuneration**

17.1 Members of Council and members of committees when attending or conducting business on behalf of the College may claim expenses and per diem amounts as determined by resolution of Council

#### **Part 18: Head Office**

18.1 The head office of the College will be at such location as may be determined by the Council.

#### **Part 19: Delegation**

- 20.1 Subject to Sections 19 and 20 of the Act:
  - (a) Council may, by resolution, delegate any of its powers and duties under the Act and these Bylaws to one or more persons or committees.
  - (b) A person or committee to whom a power or duty is given under the Act or these Bylaws may in writing delegate the power or duty to one or more persons or Committees.

## **Part 20: Adoption or Amendment of Bylaws**

20.2 Despite Bylaw 5.4, Council may, on a two-thirds (2/3) majority vote of members of Council present at a meeting, adopt new Bylaws or amend the College's current Bylaws as provided for in the Act.

## **Part 21: Code of Ethics and Standards of Practice**

21.1 Council may by resolution adopt or amend a Code of Ethics and Standards of Practice after completing consultation in accordance with Section 133(2) of the Act.

21.2 A Regulated Member receiving notice under Bylaw 21.1 may make submissions in writing to the Registrar within the time period stipulated by Council or the Registrar.

21.3 Council shall review and consider any submissions made under Bylaw 21.2.

21.4 Despite Bylaw 5.4, Council may, on a two-thirds (2/3) majority vote of members of Council present at a meeting, adopt or amend the code of ethics and, on a majority vote of members of Council present at a meeting, adopt or amend Standards of Practice.

21.5 Whenever amendments are made to the Code of Ethics or Standards of Practice, any consequential editorial changes as required are implied.

