

**NEW BRUNSWICK ASSOCIATION OF
RESPIRATORY THERAPISTS**

BY-LAWS

April 27, 2020

BY-LAWS
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NEW BRUNSWICK ASSOCIATION OF RESPIRATORY THERAPISTS

BY-LAWS

DEFINITIONS

In these by-laws and in any rules made by the Board unless the context otherwise requires;

“Act” means the Respiratory Therapist Act;

“Association” means the New Brunswick Association of Respiratory Therapists;

“Board” means the Board of the Association;

“director” means voting member on the Board which includes the President, President-Elect, Past President, Secretary-Treasurer, directors elected at large and the director appointed by the Minister;

“member” means a respiratory therapist and any person whose name is entered in the temporary register or in any of the rosters established and maintained pursuant to the Act, the by-laws and rules;

“Minister” means the Minister of Health and includes any person designated by the Minister to act on the Minister’s behalf;

“officer” means a member who holds the office of President, President-Elect, Past President, Secretary-Treasurer, or Registrar;

“prescribed” means prescribed by by-laws and rules made under the Act by the Board;

“professional misconduct” includes the acts or omissions specified in the Act;

“respiratory therapist” means a person whose name is entered in the register;

“register” means the register kept pursuant to paragraph **10(1)(a)** of the Act;

“Registrar” means the person holding the office of Registrar under subsection **9(1)** of the Act;

“registration” means the entry of the name of a person in the register or temporary register;

“rosters” means the rosters kept pursuant to paragraph **10(1)(c)** of the Act;

“rule” means a rule made by the Board pursuant to section **6** of the Act;

“temporary register” means the register kept pursuant to paragraph **10(1)(b)** of the Act;

Any words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa wherever the context so requires.

Any words used in these by-laws or in the rules which are defined in the Act shall have the meaning set out in the Act.

BY-LAW NO. 1

HEAD OFFICE AND FISCAL YEAR

- 1.01** The head office of the Association shall be at such place as may be determined by the Board from time to time by rule. All notifications, notices, correspondence and any other directions shall be made to the Association or the Board at the head office.
- 1.02** The fiscal year of the Association shall terminate on the 31st day of December each year, which date may be changed from time to time by resolution of the Board.

BY-LAW NO. 2

SEAL

- 2.01** The corporate seal of the Association shall be in such form as the Board may approve from time to time.

BY-LAW NO. 3

OFFICERS

- 3.01** The officers of the Association shall be the President, President-Elect, Past President, Secretary-Treasurer, and Registrar.
- 3.02** The President-Elect and the Secretary-Treasurer shall be elected every 2 years, at the annual meeting of the Association.
- 3.021** The President-Elect shall assume the office of President at the expiry of his or her term as President-Elect, and serve as President for a term of 2 years.
- 3.03** The Registrar shall be appointed by the Board, shall be a respiratory therapist, shall not be a member of the Board and shall hold office during the pleasure of the Board.
- 3.04** The Past President shall serve as an officer for a period of 1 year in which his/her successor remains in office as President.
- 3.05** If any vacancy in any of the offices of the Association shall occur for any reason the Board shall fill such vacancy and such person shall hold office until his/her successor is elected or appointed.
- 3.06** Upon termination of office, all officers of the Association shall promptly surrender all books, seals, monies, and other property of the Association to his/her successor or to any officer of the Association, no later than 30 days after his/her term of office has expired.

BY-LAW NO. 4
DUTIES OF OFFICERS

4.01 President

The President shall,

- a) be the Chief Executive Officer of the Association,
- b) preside at all meetings of the Association and Board,
- c) supervise the affairs of the Association,
- d) prepare the agendas of general and Board meetings,
- e) establish dates of meetings,
- f) answer correspondence of the Association when required,
- g) act as a signing officer,
- h) be an ex officio member of all committees,
- i) have a second casting vote in the event of a tie at any meeting at which he/she presides,
- j) be one of the Association's delegates to the National Alliance of Respiratory Therapy Regulatory Bodies (NARTRB), and
- k) perform such other duties as may be delegated to him/her under the by-laws or by the Board for the efficient management of the Association.

4.02 President-Elect

The President-Elect shall,

- a) assume the duties of the President in his/her absence or inability to act,
- b) act as a signing officer,
- c) be an ex officio member of all committees,
- d) assume the office and carry out the duties of the President upon the expiry of the term of office of his/her predecessor as President, and
- e) perform such other duties as may be delegated to him/her under the by-laws or by the Board for the efficient management of the Association.

4.03 Secretary-Treasurer

The Secretary shall,

- a) arrange for the maintenance of all records of the Association,
- b) arrange for the taking and maintaining of minutes of all general and Board meetings,
- c) collect and disburse the funds of the Association with the approval of the Board,
- d) present a report and the Annual Financial Statements at the annual meeting,
- e) prepare and administer the Association Budget,
- f) act as a signing officer, and
- g) perform such other duties as may be delegated to him/her under the by-laws or by the Board for the efficient management of the Association.

4.04 Past President

The Past President shall,

- a) serve as a consultant to the Board,
- b) act as a signing officer, and
- c) perform such other duties as may be delegated to him/her by the President or the Board for the efficient management of the Association.

4.05 Registrar

The Registrar shall,

- a) issue a certificate of registration to active registered members and a certificate and/or written notification of membership to all other members upon admission to membership and from time to time and in such form or forms as the Board may approve by resolution, to such persons who have met the requirements of the Act, by-laws and rules and have paid all required fees,
- b) issue annually a renewal of registration and membership in such form or forms as the Board may approve by resolution, to such persons who have met the requirements of the Act, by-laws and rules and have paid all required fees,
- c) accurately keep or cause to be kept all registers and rosters of the Association and shall record or cause to be recorded all information required to be kept in such registers and rosters,

- d) perform all duties and exercise all powers assigned to the Registrar in the Act, by-laws and rules and perform such other duties and exercise such other powers as may be directed from time to time by the Board,
 - e) act as a signing officer,
 - f) be one of the Association's delegates to the National Alliance of Respiratory Therapy Regulatory Bodies (NARTRB), and
 - g) deliver to his/her successor in office all books, papers and other property of the Association and Board.
- 4.06** All certificates of registration and membership and all renewals of registration or membership, in such forms as the Board may approve, shall be and remain the property of the Association and shall be returned to the Association immediately upon demand by the Registrar.
- 4.07** The Board may appoint an Executive Director to carry out such duties as the Board may direct from time to time for the efficient management of the Association and to be responsible for the business affairs of the Association not otherwise committed to the Board or the officers. The Registrar shall carry out all the duties of the Executive Director until such time as a person is appointed to a separate Executive Director position by the Board.

BY-LAW NO. 5

PAYMENT OF EXPENSES OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

- 5.01** The reasonable out-of-pocket expenses of officers, directors and persons acting on committees of the Association, incurred while carrying out duties and business on behalf of the Association shall be paid by the Association subject to such rules as may be prescribed by the Board from time to time.
- 5.02** The Board may by resolution approve the payment of a per diem allowance to the directors and the members of the Complaints, Fitness to Practice and Discipline Committees who are not members of the Association.
- 5.03** The Board may by resolution approve the payment of an allowance for wage maintenance for directors and members of the Complaints, Discipline and Fitness to Practise Committees if wages are lost by such persons in order to attend to their duties on behalf of the Association.

BY-LAW NO. 6

MEETINGS

6.01 Annual

The annual meeting of the Association shall be held each year on such date and at such place as the Board may determine.

6.02 Special

Special meetings of the Association shall be convened by order of the President or on written demand signed by forty percent of the active registered members at such time and place as may be determined by the President and in no case later than 90 days following receipt of such written demand by the President.

6.03 Board

- a) Meetings of the Board shall be held at least four (4) times yearly at any time or place determined by the President.
- b) Additional meetings of the Board shall be determined by the President, and shall be held on the written request of two directors, at a time and place determined by the President, and in no case later than 30 days following receipt of such written request by the President.
- c) The Registrar of the Association shall be permitted to attend meetings of the Board as an observer.

6.04 Notice of Annual, General and Special Meetings of the Association

- a) Notice of annual, general or special meetings of the Association shall be mailed, forwarded by facsimile or electronic transmission, or delivered to each member of the Association at his/her last known address, or electronic or facsimile address, at least 30 days before the holding of the meeting and the notice shall designate the time and place of such meeting.
- b) In the case of a special meeting of the Association, such notice shall specify the nature of the proposed business to be transacted and no other business shall be transacted at such meeting or any adjournment thereof.

6.05 Notice of Board Meetings

- a) Notice of the time and place of Board meetings shall be given to each Board Member, by the same methods as notice of annual, general or special meetings is given, not less than ten (10) days before the date of such meeting.
- b) Notwithstanding the foregoing, a meeting of the Board may be held at any time or place without formal notice if all Board of Directors are present or have waived notice of the meeting.
- c) Notwithstanding the foregoing, a meeting of the Board shall be held each year following the annual meeting.

6.06 Quorum – Association, Board, Committees

The Quorum for meetings shall be in the case of,

- a) The Association – ten percent of the active registered respiratory therapists in good standing,

- b) the Board – a majority of the directors, provided that at least two (2) of the President, Past President, President-Elect and Secretary-Treasurer shall be present, and
- c) Committees - unless otherwise provided, a majority of the members of the Committee.

6.07 Voting

- a) Unless otherwise provided by the Act, by-laws or rules, voting on any question at any meeting of the Association, the Board or any committee shall be determined by the majority of votes cast on such question.
- b) Subject to paragraph **6.07(c)**, voting at all meetings of the Association shall be by show of hands unless twenty (20) active registered members present in person request a secret ballot in which case the President shall appoint three (3) scrutineers for the purposes of taking the secret ballot.
- c) Voting for the election of officers shall be by secret ballot in accordance with the provisions of section **6.09** and such rules which may be made by the Board.
- d) Voting rights at members meetings shall be one vote per active registered member in good standing.
- e) A member may, by means of a written proxy in a form of proxy approved by the Board, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy, whether relating to specific or non-specific business items. A proxy holder must be an active registered member of the Association. No one member will be allowed to carry more than five proxy votes. All proxies must be received by the Association at least 24 hours before the meeting specified in the proxy.
- f) In the event of a tie vote the President shall have a second casting vote.

6.08 Procedure

- a) Subject to the by-laws and rules, the procedure at meetings of the Association and the Board shall be governed by the latest edition of Roberts Rules of Order.
- b) If within half an hour of the time appointed for the annual or a general or special meeting of the Association a quorum is not present the President shall in the case of an annual meeting call another meeting for such time and place and subject to such notice requirements as he/she shall determine and in the case of a special or general meeting the meeting shall be dissolved.
- c) At any meeting at the discretion of the President the rules of order may be suspended to facilitate discussion.

6.09 Elections

- a) Only active registered members shall be eligible to stand for office or to vote at a meeting of members.
- d) The election of the President-Elect and the Secretary-Treasurer every 2 years shall be held at the annual meeting of the Association by a secret ballot of active registered members present in person or represented by proxy issued in accordance with the by-laws and rules. A majority vote of the ballots cast by active registered members shall be sufficient to elect.
- e) Each nominee shall consent, either verbally or in writing, to the President to allow his/her name to stand on a ballot.
- f) The President will announce the election results.

BY-LAW NO. 7

EXECUTION OF DOCUMENTS AND ACCOUNTING

- 7.01** Contracts, documents, cheques or other instruments in writing requiring execution by the Association may be signed by any two of the President, President-Elect, Registrar, Past-President and Secretary-Treasurer, or by any one of the foregoing and another director, and the corporate seal may be affixed thereto, and all contracts, documents, cheques and instruments in writing so signed shall be binding upon the Association without further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers on behalf of the Association either to sign contracts, documents, cheques and instruments in writing generally or to sign specific contracts, documents, cheques or instruments in writing.
- 7.02** The accountant of the Association shall be appointed annually by the Board and shall be a chartered accountant or certified general accountant.
- 7.03** The Board shall cause to be kept proper records and accounts of all transactions of the Association.
- 7.04** A copy of the Annual Financial Statements, approved by the Board and prepared by the Association's accountant, shall be available to each member at the annual meeting.

BY-LAW NO. 8

FEEES

- 8.01** The Board may from time to time determine all fees, dues and assessments for all matters including annual and other fees for all categories of membership, initial admission or registration fees, late filing fees, examination fees and administrative fees of any kind payable by any category of membership or person by an ordinary resolution of the Board.
- 8.02** All annual fees for the next membership year are due on March 31st in each year and the Registrar shall send an overdue notice to any member failing to pay his/her fees by that date.

- 8.03** On or before the 1st day of February in each year the Registrar shall send, by mail or otherwise, to each person liable to pay an annual fee, a notice with respect to such fees.
- 8.04** If the membership or registration fees and a completed renewal application in such form as may be prescribed by the rules are not received by March 31st in any year the Registrar shall not consider any renewal application until such time as the applicant has paid such late filing fees as may be set by the Board from time to time.
- 8.05** If a member has not filed the required renewal application together with the applicable annual fee by March 31st in any year:
- a) the name of the member shall be struck from the applicable register or roster,
 - b) in the case of active registered or temporary members the Registrar shall forthwith send a notice to the member's employer, if known, that the member is no longer entitled to practice as a respiratory therapist or to hold himself/herself out as such, and
 - c) the member shall enjoy none of the rights and privileges of a member,
- until the conditions of section 8.04, subsections 14.09(b) and (c) and any other requirements for readmission set out in the rules have been met.

BY-LAW NO. 9

BOARD

- 9.01** a) The Board shall be composed of:
- (i) the President;
 - (ii) the President-Elect;
 - (iii) the Past President;
 - (iv) the Secretary-Treasurer;
 - (v) one director who shall not be a member of the Association, appointed by the Minister in accordance with the provisions of the Act; and
 - (vi) three directors at large elected at an annual meeting.
- b) The term of office for the director mentioned in subparagraph **9.01(a)(v)** shall be two years with a maximum of two terms, provided that if the term of office of a director appointed by the Minister is due to expire and a successor has not yet been appointed, the Board may by resolution extend the term of the incumbent director for a period of up to one (1) year until a successor is appointed.
- c) The term of office for the directors mentioned in **9.01(a)(vi)** shall be three years and the Board by resolution may establish staggered terms for such directors.

- d) The method of nominating directors and officers and the method of holding and conducting elections of directors and officers shall be as set out in the rules from time to time.

9.02 Subject to subsection **9.01(b)** and section **9.04**, the term of office of all members of the Board shall commence and be effective immediately following the meeting at which he/she is elected.

9.03 The office of director shall become vacant:

- a) if the director ceases to reside in New Brunswick;
- b) if the director becomes bankrupt under the provisions of the *Bankruptcy and Insolvency Act*;
- c) if an order is made declaring the director to be mentally incompetent or incapable of managing his/her affairs;
- d) if a director is convicted of a criminal offence by indictment; or
- e) upon receipt by the Secretary-Treasurer of the written resignation of the director effective on the date specified in the resignation.

9.04 a) If any vacancy on the Board occurs, the Board may fill such vacancy.

- b) Any person appointed to fill a vacancy shall hold office until his/her successor is elected and commences his/her term of office.
- c) If any director fails to attend three consecutive meetings of the Board without valid cause after being duly advised of the holding of such meetings, the Board may declare his/her position to be vacant and may appoint another person to fill the vacancy so created.

9.05 a) Pursuant to section **6** of the Act the Board may by resolution make, amend or repeal rules regulating any aspect, subject or matter of the business and affairs of the Association and the practice of respiratory therapy as may be governed by by-law, including such subjects or matters described in paragraphs **5(1)(a) to (u)** inclusive of the Act and any such rule shall be valid, binding and effective from the date of the resolution of the Board until amended or repealed by an ordinary resolution at an annual meeting or at a special meeting of the Association called for the purpose of considering the same.

- b) No motion for the repeal or amendment of a rule at the instance of a member pursuant to the Act shall be considered at an annual, special or other meeting of the Association unless a Notice of Motion in writing signed by the proponent of the motion and setting out the exact wording of the proposed motion has been given to the Association not later than 60 days prior to the date of the meeting at which the motion is to be considered. Such Notice of Motion shall be forwarded to the members by the Association at least 25 days prior to the meeting at which it is to be considered.

9.06 The Board and any committee of the Board or the Association may conduct meetings by telephone

or other communication facilities provided that a notice of meeting by telephone or other communication facilities has been given not less than three (3) days before the date of such meeting or such notice has been waived. The minutes of any action, decision, order or determination taken or made by a meeting held by telephone or other communication facilities shall be made part of the minutes of the Board or committee, as the case may be.

- 9.07** Every director, committee member, agent or officer of the Association and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
- a) all costs, charges and expenses whatsoever which such director, committee members, agent or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matters or things whatsoever made, done or permitted by him / her, in or about the execution of the duties of his/her office; and
 - b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

BY-LAW NO. 10

COMMITTEES

- 10.01** The Association shall maintain the following standing committees:
- a) Executive Committee,
 - b) Complaints,
 - c) Discipline,
 - d) Fitness to Practise.
- 10.02** The Chairpersons of the Complaints, Discipline and Fitness to Practice Committees and the members thereof shall be appointed in accordance with the provisions of the Act and by-laws with respect to each such committee.
- 10.03** The Board shall establish, maintain and appoint such other committees as it from time to time deems necessary or expedient.
- 10.04** Unless otherwise expressly provided, the Board may fill any vacancy on any committee and any person appointed to fill such a vacancy shall hold office until his/her successor is appointed.
- 10.05** Except as otherwise expressly provided the Board may from time to time appoint an additional member or members to any committee.
- 10.06** The Board may make rules respecting the duties, conduct and proceedings of committees.

10.07 Pursuant to subsections **9(5) and (6)** of the Act, the Executive Committee shall consist of the elected officers of the Association and the director appointed by the Minister and may under the provisions of the Act exercise any of the powers and privileges of the Board between meetings of the Board or at such other times as may be deemed necessary by the Executive.

BY-LAW NO. 11

COMPLAINTS

Complaints Committee

11.01 The Complaints Committee shall be composed of a minimum of three (3) active registered members in good standing with the Association, and at least one person who is not a member of the Association appointed by the Board to represent the public. None of the members of the Committee shall be a member of the Board, the Discipline Committee or the Fitness to Practise Committee.

- 11.02**
- a) The Board shall appoint the members of the Complaints Committee including the Chairperson and Vice-Chairperson for terms of three (3) years and may establish staggered terms.
 - b) The active registered members of the Complaints Committee shall have at least two (2) years work experience in his/her respective field.
 - c) In the event of a vacancy for any reason, or an inability of a committee member to participate at any time, the Board shall fill such vacancy forthwith for an ad hoc term or for a new three (3) year term as the case may be.

11.03 Upon receiving a complaint the Chairperson of the Complaints Committee shall:

- a) appoint a panel of three (3) members of the Committee to consider and investigate the complaint. Each panel shall consist of the Chairperson or the Vice-Chairperson, one (1) active registered member and one (1) person who is not a member of the Association.
- b) cause the Registrar or a person designated by the Registrar to:
 - (i) notify the member in writing that a complaint has been received by the Committee and that an investigation is being conducted;
 - (ii) forward a copy of the complaint to the member against whom the complaint is made and request that the member state his/her language preference;
 - (iii) notify the member's employer, if known, that a complaint has been lodged against the member;
 - (iv) conduct a preliminary investigation, request and obtain such information as he/she considers necessary for the purposes of the Committee and prepare and

forward to the Committee and the member against whom the complaint is made a report of such investigation;

- (v) upon completion of the preliminary investigation, call a meeting of the Complaints Committee and notify the member of the date of the first meeting of the Complaints Committee in accordance with the provisions of subsection **33(12)(c)** of the Act; and
- (vi) provide the member with copies of all reports, documents and evidence presented to the Committee in writing, other than privileged documents.

11.04 After the Complaints Committee has made a determination under subsection **33(22)** of the Act, the Committee shall forward to the Board, the member against whom the complaint has been made, the complainant and the member's employer a summary of its findings and decision, signed by the members of the Committee concurring therein.

11.05 If the Complaints Committee has under subsection **33(22)** of the Act referred a complaint to the Discipline Committee or Fitness to Practise Committee in respect of allegations of professional misconduct, incompetence or incapacity, it shall submit all evidence and documents received by it together with the report described in section **11.04** to the Discipline Committee or Fitness to Practise Committee as the case may be.

BY-LAW NO. 12

DISCIPLINE AND FITNESS TO PRACTISE

Discipline and Fitness to Practise Committees

12.01 The Discipline Committee and the Fitness to Practise Committee (hereinafter referred to as a "Committee") shall each be composed of:

- a) at least three active registered members;
- b) at least one person who is not a member of the Association;

and none of whom shall be a member of the Board.

- 12.02**
- a) The Board shall appoint the members of the Committee, including the Chairperson and the Vice-Chairperson, for terms of three (3) years provided that two (2) members of the first Committee may be appointed for initial terms of two years and the Board may establish staggered terms.
 - b) In the event of any vacancy for any reason on the Committee, the Board shall fill such vacancy forthwith for the unexpired term of the vacated member.
 - c) Each of the active registered members who are members of the Committee shall have at least two (2) years work experience in their respective fields.

12.03 Upon receiving a complaint from the Complaints Committee the Chairperson of the Committee shall:

- a) appoint a panel of three (3) members of the Committee to consider and investigate the complaint. Each panel shall consist of the Chairperson or the Vice-Chairperson, a committee member mentioned in 12.01 (b) and one (1) other member of the Committee;
- b) cause the Registrar to:
 - (i) notify the member in writing that a complaint has been received by the Committee and the member's rights under **37(1)** of the Act;
 - (ii) forward a copy of the complaint and all other material received from the Complaints Committee to the member and request the member to state his/her language preference;
 - (iii) request and obtain from any person such information, documents, evidence and things as he/she considers necessary for the purposes of the Committee and prepare and deliver to the Committee such information, documents, evidence and things;
 - (iv) upon completion of such preliminary matters deemed necessary by the Registrar, set a date for the first hearing of the Committee which shall not be more than sixty (60) days after the date the last member of the panel is appointed, unless the parties otherwise agree; and
 - (v) provide the member with thirty (30) days notice of the said hearing date in accordance with the provisions of paragraph **37(1)(g)** of the Act.

12.04 When the Committee has made a determination, decision or order pursuant to subsection **35(9)** of the Act, the Committee shall forward to the Board, the member against whom the complaint was made, the complainant and the member's employer a copy of the decision, the reasons for the decision and the penalty imposed, if any, and a statement of the rights of the parties to appeal the decision to the Court.

12.05 Each panel of the Committee shall constitute a quorum and shall act for, carry out and exercise all the duties and powers of the Committee.

- 12.06**
- a) Both the complainant and the member against whom a complaint is made have the right to be represented at any hearing by legal counsel, at their own expense.
 - b) The Committee shall ensure the oral evidence presented at the hearing is recorded and the provisions of subsection **37(1)** of the Act are complied with.
 - c) It is the duty of the member against whom a complaint is made to appear at all hearings but in the event of non-attendance the Committee upon proof of mailing or service of notice of such hearing, may proceed in the same way as though the member were in attendance.

12.07 When the Committee has made a determination, decision or order pursuant to subsection **35(9)** of the Act, or a decision respecting an application under subsection **12.08** hereof, the Committee shall notify any persons, including the public generally, as required by the Act and as it deems expedient or necessary, of its determination, decision or order in such manner and form as it deems expedient.

12.08 Applications for Reinstatement or Alteration of Sanctions

- a) The Committee or a panel thereof shall consider all applications for reinstatement of registration, membership or right to practice after revocation or suspension and all applications for removal or alteration of conditions, restrictions or limitations imposed on a member's registration, membership or right to practice (hereinafter collectively referred to as "sanctions") and shall make such investigations and conduct such hearings it deems necessary for the consideration of such applications.
- b) A panel of the Committee appointed to consider an application under **12.08(a)** shall be appointed in the manner set out in subsection **12.03(a)** with such modifications as are necessary to ensure no member of the panel appointed to consider the application has participated in the previous decision which is the subject of the application under **12.08(a)**.
- c) The Committee shall determine its own rules of procedure with respect to applications under **12.08(a)**.

12.09

- a) The Committee shall not consider any application made under **12.08** unless:
 - (i) the application is in writing and is signed by the applicant;
 - (ii) the application sets out the grounds of the application, the remedy or order sought and the remedial measures taken by the applicant;
 - (iii) the applicant has paid all fees determined by the Board by resolution from time to time; and
 - (iv) the applicant has complied with any requirements set out in the rules will respect to such applications.
- b) The Committee may:
 - (i) dismiss an application made under section **12.08** or may make such decision, order or determination as it deems appropriate;
 - (ii) specify a period of time before which the member may not apply again under **12.08**, and where the Committee does not specify a time, no application under **12.08** may be made within twelve (12) months from the date on which sanctions were imposed or within twelve (12) months from the date of the determination of any previous application under **12.08(a)**.

- c) When the Committee has made a decision, order or determination with respect to an application under section **12.08** it shall forward to the Board, the applicant and such other persons as the Committee deems appropriate, a copy of its decision, order or determination signed by the members of the Committee concurring therein.

BY-LAW NO. 13

RULES OF CONDUCT

- 13.01** Such Statement of Ethics and Professional Conduct, Code of Ethics, or Code of Conduct that may be approved by resolution of the Board from time to time is incorporated herein by reference as by-laws and hereafter is referred to as the Association's Rules of Conduct.
- 13.02** In the case of conflict between the Rules of Conduct and the other provisions of the by-laws, the other provisions of the by-laws shall have precedence.
- 13.03** No member shall act or practice or permit anything to be done on his/her behalf contrary to the Rules of Conduct.
- 13.04** When any member
 - a) fails to do anything required by the Rules of Conduct;
 - b) does anything or permit anything to be done which is not permitted by the Rules of Conduct; or
 - c) breaches any provision of the Rules of Conduct; or any combination thereof;

the Registrar may upon becoming aware of such conduct complete, sign and deliver a complaint with respect to the member to the Complaints Committee.

BY-LAW NO. 14

REGISTRATION AND MEMBERSHIP

14.01 Categories of Membership

There shall be the following six (6) categories of membership in the Association:

- a) active registered members,
- b) temporary members,
- c) inactive members,
- d) honorary members,
- e) student members,

- f) associate members.

14.02 Active Registered Members

- a) Registered members shall be those persons whose names are entered in the register, who have complied with the requirements of the by-laws and rules and have paid all required fees.
- b) Registered members shall be entitled, subject to the by-laws and rules:
 - (i) to receive notice of, attend and participate in meetings of the Association and to receive copies of any regular bulletins or publications issued by the Association;
 - (ii) upon election or appointment, to hold office and to nominate persons to hold office in the Association;
 - (iii) upon election or appointment, serve on committees of the Association;
 - (iv) to the right to vote, and
 - (v) to full membership rights;
- c) Registered membership shall be renewed annually in accordance with the by-laws and the rules and applicants for renewal of registration shall file with the Registrar a completed renewal application in such form as the Board may approve from time to time and provide such additional information as the Registrar may reasonably require.
- d) All new applicants for registered membership shall comply with such requirements as may be prescribed and shall:
 - (i) submit proof of graduation from an approved program of respiratory therapy training, or an equivalent program, as set out in the rules;
 - (ii) submit a completed application for registration in the form approved by the Board;
 - (iii) submit proof of successful completion of the examinations and such other requirements as may be set out in the rules; and
 - (iv) pay all required application, registration and admission fees.
- e) Inactive members must complete a re-entry training program, or submit proof of compliance with the standards of the Association's continuing competency program, as set forth in the rules, upon application for registration.
- f) Effective April 1, 2011 all registered members must participate in the continuing competency program approved by the Board and set out in the rules and for renewal of registration commencing April 1, 2012 shall submit such information, documents and

forms as may be approved by the Board to confirm compliance with the requirements of the continuing competency program.

- g) Applicants who have satisfied all requirements except successful completion of the required examinations set out in the rules shall be issued an Active With Restrictions registration/license for a period of 12 months, shall carry out practice in accordance with such limitations and restrictions as are set out in the rules and shall not be eligible to hold such registration/license for a period in excess of 12 months unless otherwise provided in the rules.
- h) All applicants for registration or renewal of registration shall provide proof of compliance with the rules respecting the maintenance of professional liability insurance.

14.03 Temporary Members

- a) Temporary members shall be those persons whose names are entered in the temporary register, who have complied with the requirements of the by-laws and the rules and have paid all required fees.
- b) The practice of temporary members shall be subject to such requirements, conditions and limitations as are set out in the rules.
- c) With respect to rights in the Association, other than the right to practice as set out in the Act, by-laws and rules, and the right to use such designations as are set out in the rules, temporary members shall be entitled to the rights of inactive members.
- d) Registration in the temporary register shall be issued and renewed at such intervals and subject to such conditions, limitations and restrictions as may be set out in the rules.
- e) No person shall be entitled to have his/her name entered in the temporary register for a period exceeding six (6) months within any twelve (12) consecutive months.

14.04 Inactive Members

- a) Inactive members shall be those persons who are former members or are persons eligible for membership in the Association, whose names are entered in the inactive members roster, who have complied with the requirements, limitations and conditions set out in the by-laws and rules, and have paid all required fees.
- b) Inactive members shall be entitled;
 - (i) to receive notice of and attend meetings of the Association and to receive copies of any regular bulletins or publications issued by the Association; and
 - (ii) to serve, upon appointment, on committees of the Association in accordance with the by-laws and rules.

- c) Inactive members shall have no voting or other rights at meetings of the Association except as otherwise provided herein and shall not be eligible for nomination to any office of the Association.
- d) Inactive membership shall be renewed annually in accordance with the by-laws and the rules.
- e) Inactive members must participate in and complete the continuing competency program requirements and such other conditions as are set out in the rules, including such knowledge and skills review as may be prescribed, in order to be eligible to obtain active registered membership.

14.05 Honorary Members

- a) Honorary members shall be those persons whose names are entered in the roster of honorary members pursuant to a resolution passed by a two-third majority vote at an annual or special meeting.
- b) Honorary members may be awarded to persons who have made outstanding contributions to the Association or the practice of respiratory therapy;
- c) Honorary members shall be entitled to the rights of inactive members.

14.06 Student Members

- a) Student Members shall be those persons who have commenced a respiratory therapy training program approved by the Board and set out in the rules and who have paid all prescribed fees.
- b) Student Members who are completing an approved respiratory therapy program may carry out such tasks and functions as are necessary for the completion of such program, under the supervision and direction of an active registered member, subject to the requirements, conditions, restrictions and limitations set out in the rules.
- c) Student Members shall be entitled to the rights of inactive members.
- d) Student Members who are completing an approved respiratory therapy program may use the title "Respiratory Therapy Student" and the abbreviation "RTS", or such other titles or designations as may be set out in the rules from time to time, as part of the student's participation in the program but not otherwise.

14.07 Associate Members

- a) Associate Members shall be those persons who have left the field of respiratory therapy and wish to continue to participate in the promotion of the profession, whose application for Associate Membership has been approved by the Board and has paid all prescribed fees.
- b) Associate Members shall be entitled to the rights of Inactive Members.

14.08 Registration Qualifications

- a) The qualifications for registration or membership in the Association in existence at the coming into force of these by-laws, except to the extent they are inconsistent with the by-laws, shall continue to be the qualifications required for registration and membership and shall be deemed to be rules of the Board. The Board may from time to time as it deems necessary or expedient make rules respecting the qualifications for registration and membership.
- b) Persons who are applicants for registration from other jurisdictions shall be considered for registration in accordance with the requirements, terms and conditions set out in the rules.

14.09 Resignation and Readmission

- a) A member may resign in good standing by a resignation submitted in writing to the Association provided that all indebtedness of the member to the Association has been paid in full. A member whose resignation is received by April 30th in any year shall not be liable for the annual fees or late filing fees with respect to amounts due on March 31st of that year.
- b) A former member who has resigned and who is not indebted to the Association may apply for readmission to membership in accordance with the rules provided that a former member who applies for readmission within 12 months of resignation shall pay all fees, including late filing fees, that would have been due for the preceding year if the member had not resigned.
- c) All applicants for readmission shall be required to complete a re-entry training program or meet the requirements of the Association's continuing competency program, or equivalent programs as assessed by the Board, as set out in the rules from time to time.

14.10 Emergency Registration

- a) Notwithstanding anything to the contrary contained in these By-Laws, the Board of Directors may, to such extent and subject to such conditions as the Board of Directors may in its discretion determine necessary or advisable, temporarily suspend any requirements for registration under the Act, By-Laws or rules to allow persons who are:
 - (i) authorized and duly licensed to practise respiratory therapy in another jurisdiction;
 - (ii) on the Association's inactive member register or associate member register; or

- (iii) were previously on the Association's active member register and have resigned in accordance with section 14.09 of these By-Laws;

to practise respiratory therapy in the Province during a public health emergency (an "Emergency"), should the Minister provide the Board of Directors with written notice that an Emergency exists in all or part of the Province and it has been determined, after consulting with public health officials and any other persons that the Minister considers advisable, that the services of all or any of the persons described in sections 14.10(i), (ii) and (iii) are required to assist in dealing with the Emergency.

- b) For greater certainty, the Board of Directors may exercise its authority under section 14.10(a) even if no official state of emergency has been declared nationally or in the Province.
- c) All requirements for registration under the Act, By-Laws or rules which have been temporarily suspended under section 14.10(a) as a result of an Emergency shall resume in effect upon the earlier of the following:
 - (i) the Minister provides the Board of Directors written notice that the Emergency has ended or abated to such extent that the persons described in sections 14.10(i), (ii) and (iii) are no longer required to assist in dealing with the Emergency; or
 - (ii) the Board of Directors determines in its discretion that the Emergency has ended or abated to such extent that the persons described in sections 14.10(i), (ii) and (iii) are no longer required to assist in dealing with the Emergency.

BY-LAW NO. 15

PROFESSIONAL CORPORATIONS

Corporations Register

- 15.01** a) The Registrar shall maintain a corporations register containing the following information:
- (i) the name of each professional corporation that is or was at any time permitted to carry on the practice of respiratory therapy under the Act, by-laws and rules;
 - (ii) the registration number given by the Registrar to each such professional corporation;
 - (iii) a note of the status of each professional corporation including a reference to any conditions, limitations and restrictions that may apply to that corporation;
 - (iv) the date of issuance and the expiry date of the licence issued to each corporation;

- (v) the mailing address and address for service in New Brunswick of the corporation;
 - (vi) such further particulars as may be directed by the Board from time to time.
- b) The Registrar shall maintain in such convenient form as the Board may approve all the information regarding each applicant for entry in the corporations register and every professional corporation licensed to carry on the practice of respiratory therapy that is submitted in compliance with the Act, the rules or these by-laws.
- c) For the purposes of the Act, the records maintained by the Registrar, pursuant to paragraph **15.01(a)** above, with the exception of the information relating to corporations no longer entitled to carry on the practice of respiratory therapy, shall be deemed to be the corporations register.

Application for Registration

- 15.02**
- a) Any corporation wishing to be entered on the corporations register shall submit:
 - (i) a completed application in **Form A** together with the documents referred to in **Form A**; and
 - (ii) the required registration fee.
 - b) The Registrar shall enter the applicant corporation in the corporations register if satisfied that the requirements of the Act, the rules and the by-laws have been met or notify the applicant corporation as to what pre-requisites have not been met.
 - c) Upon registration the Registrar shall issue to the professional corporation a licence under the Act in such form as the Board may approve by resolution.
 - d) Subject to subsection (g), no application for entry in the corporation's register or for a renewal license shall be accepted if any of the shares of the applicant corporation are legally or beneficially owned by a person other than,
 - (i) a member of the Association,
 - (ii) a member of the immediate family of a member of the Association, which means a spouse, child or parent of a member,
 - (iii) a trust, all of the beneficiaries of which are persons described in (i) or (ii) above, or
 - (iv) a body corporate, all of the issues shares of which are legally or beneficially owned by persons described in (i), (ii) or (iii) above.
 - e) All of the directors of the professional corporation shall be members.

- f) All persons who practice respiratory therapy by, through or in the name of the professional corporation shall be members.
- g) The Board may permit the shares of the professional corporation to be vested in:
 - (i) an executor, administrator, the estate of a shareholder, for the limited purposes of permitting the executor or administrator to discharge his/her duties in relation to the administration of the estate; or
 - (ii) a trustee in bankruptcy, for the limited purpose of permitting the trustee to discharge his/her duties as trustee in bankruptcy of a shareholder or the professional corporation;provided the Act and the other provisions of the by-laws are complied with.
- h) No person or corporation shall carry on, purport to carry on or advertise the carrying on the practice of respiratory therapy by, through or in the name of a corporation or professional corporation unless registered as a professional corporation under the Act and by-laws.
- i) Registration in the corporation's register is mandatory for all professional corporations practising respiratory therapy.

Information Returns and Renewal of Licence

- 15.03**
- a) Every professional corporation shall provide the Registrar with a duplicate of all forms filed regarding the corporation:
 - (i) under the Business Corporations Act or under the Partnerships and Business Names Registration Act of New Brunswick; and
 - (ii) if incorporated in a jurisdiction other than New Brunswick, under the applicable corporate filing legislation in the other jurisdiction;

within 10 days of such filing.

- b) On or before the 1st day of February in each year the Registrar shall send to each professional corporation a notice in **Form B** respecting renewal of its licence.
- c) Every professional corporation that wishes to have its licence renewed shall furnish to the Registrar on or before March 31st in the year a completed Renewal Application in **Form C** together with the required renewal fee.
- d) The Registrar shall issue to the professional corporation a renewal licence if the corporation has duly complied with paragraph **15.03(c)** and if the Registrar is satisfied that the requirements of the Act, the rules and the by-laws have been met.

- e) The Registrar shall note in the corporations register the new expiry date for renewal licences that have been issued pursuant to paragraph **15.03(d)**.
- f) The Registrar shall promptly notify any corporation upon expiry of its licence of the fact that it is no longer entered in the corporations register and no longer entitled to carry on the practice of respiratory therapy.
- g) Each professional corporation shall forthwith notify the Registrar in writing of the occurrence of any of the following events:
 - (i) a change in the legal or beneficial ownership of shares;
 - (ii) a change in the voting rights of any shares;
 - (iii) the existence of any agreement affecting the voting rights of any shareholder; and
 - (iv) the death of a shareholder, director, officer or employee who was a member.
- h) Whether or not a professional corporation has sent to the Registrar the duplicate forms referred to in paragraph **15.03(a)**, the corporation shall notify the Registrar of any changes in the information provided in its application (**Form A**) or its last Renewal Application (**Form C**) within 10 days of such changes.

Member Representing Corporation

- 15.04**
- a) Each professional corporation shall appoint a member as its representative to whom all communications regarding the corporation may be sent or given and service on such member by the Association or the Registrar shall be deemed good service on the corporation, its directors, officers and shareholders.
 - b) The appointment of a member pursuant to paragraph (a) and the replacement of such representative by a new one shall be in **Form D** and shall be sent to the Registrar within **10** days of the appointment.

Corporate Name

- 15.05**
- a) The name of a professional corporation shall contain only the surnames, or the surnames and any combination of the given names or initials, of one or more members of the Association, who practice respiratory therapy on behalf of the corporation followed by the words "Professional Corporation" or "Corporation professionnelle" and which may also be followed by the abbreviation "Inc."
 - b) Except as provided in paragraph **15.05(c)**, a professional corporation shall carry on the practice of respiratory therapy under its corporate name.
 - c) A professional corporation may carry on the practice of respiratory therapy under a name which does not contain its full corporate name, provided that the other name complies with

the requirements of the rules respecting non-corporate practice names and that the full corporate name of the professional corporation is shown on the letterhead and invoices issued by the professional corporation.

Fees

- 15.06** Every professional corporation shall be primarily liable for payment of the annual fees in respect of its license and the annual fees fixed in respect of each member of the Association who practises as a respiratory therapist on behalf of the corporation but only if such fee is paid by the corporation on his or her behalf is the member relieved from his or her obligation to pay the fee.
- 15.07** Upon revocation of the licence of a professional corporation pursuant to subsection **19(8)** of the Act the Registrar shall forthwith notify the corporation and each member practising on behalf of the Corporation of the revocation by prepaid mail.

FORM A

Application for Registration as a Professional Corporation

1. Name of applicant corporation:
2. Jurisdiction of incorporation:
3. Address of registered office:
4. Name of member appointed to represent the corporation:
5. The following documents are annexed hereto:
 - (a) A copy of all letters patent, corporate articles, charter documents and any extra-provincial licence;
 - (b) A copy of all forms filed under the Partnerships and Business Names Registration Act;
 - (c) A Certificate of Status issued by the N.B. Corporation's branch;
 - (d) a completed Form D;
 - (e) A list of the names, addresses and telephone numbers of all shareholders, officers and directors of the corporation and a statement of the number and classes of shares owned by each, and where the beneficial owner is different from the registered owner, (such as where there is a trust or other corporation) full details of such arrangements and the ownership of shares;
 - (f) A copy of any agreement affecting voting rights; and
 - (g) A list of the names and addresses of members who will be practising respiratory therapy on behalf of the corporation;
6. The pre-requisites for registration set forth in the by-laws and in section 19 of the Act have all been satisfied.
7. **[Such other information and particulars as may be specified by the Board by resolution from time to time.]**
8. The undersigned member representative of the above-named corporation hereby certifies that the foregoing information and particulars contained in this application are true, correct and complete.

DATED the ____ day of _____, 20__.

_____ Professional Corporation

_____ c.s.
President

Member Representative

Instructions for completion of Form A

1. Complete sections 1,2,3 and 4.
2. Attach the documents listed in section 5, including completed Form D.
3. Date, sign and seal the Form.
4. Deliver or mail the Form with all attachments and the required fee to the Registrar.

FORM B

Renewal Notice to Professional Corporations

TO: _____ **DATE:** _____, 20__
(Member Representative)

(Name of Professional Corporation) (the “Corporation”)

TAKE NOTICE that the licence of the Corporation expires on **March 31, 20__**. A completed Renewal Application, **Form C** (a copy of which is attached) and the required renewal fee must be received by the Registrar on or before the expiry date and if not received by that date a late filing fee is payable before the application will be considered. If a renewal licence is not issued by **March 31st** in any year the name of the Corporation will be removed from the corporations register and it will be prohibited from carrying on the practice of respiratory therapy.

Registrar

FORM C
Professional Corporations Licence Renewal Application

1. Name of applicant professional corporation: _____
2. NBART Licence Number: _____

**ONLY COMPLETE APPLICABLE SECTIONS 2 TO 6 IF ANY OF THESE
ITEMS HAVE CHANGED SINCE THE LAST APPLICATION:**

Government Corporation Number: _____
 Jurisdiction of incorporation: _____
 Address of registered office: _____
 Name of member appointed to represent the corporation: _____

The following documents are annexed hereto:

A copy of all supplementary letters patent, corporate articles or charter documents **issued since the last Application;**

A copy of all forms filed under the *Partnerships and Business Names Registration Act* **since the last Application;**

A list of the names, addresses and telephone numbers of all shareholders, officers and directors of the corporation **if changed since last Application;** and

Any agreement affecting voting rights **not previously filed.**

Below is a list of the names and addresses of members who will be practising respiratory therapy on behalf of the corporation this year:

The pre-requisites for registration set forth in the by-laws and in section 19 of the *Act* have all been satisfied.

The undersigned member representative of the above named corporation hereby certifies that the foregoing information and particulars contained in this application are true, correct and complete.

DATED the _____ day of _____, 20____.

(Print Name of Professional Corporation)

Signature - Member Representative

(Print Name)

Instructions for completion of Form C

1. Complete sections 1 and 7.
2. Complete applicable sections 2, 3, 4, 5 and 6, **if changed since last Application.**
3. Attach the documents listed in section 6, **if changed since last Application.**
4. Date and sign the Form.
5. Mail the Form with all necessary attachments and the required fee payable to NBART to the Registrar.

FORM D

Appointment of Member as Representative of Corporation

TO: The Registrar
New Brunswick Association of Respiratory Therapists

The undersigned corporation hereby appoints _____, who is a member in good standing of the Association as agent, attorney and representative of the corporation for all purposes connected with the Respiratory Therapy Act, and the by-laws and rules of the Association including the signing, certifying and delivering of any and all documents, forms, applications, reports, returns, documents and instruments on behalf of the corporation.

This appointment shall continue in force until a replacement representative is appointed and a new form of appointment is delivered to the Registrar.

DATED the ___ day of _____, 20__.

_____ Professional Corporation
by _____ c.s.
President

BY-LAW NO. 16

EDITORIAL CHANGES

16.01 Whenever amendments are made to the by-laws or rules, consequential editorial changes may be made to the by-laws or rules by the Board, as required.

**LIST OF REVISIONS TO THE BY-LAWS OF
THE NEW BRUNSWICK ASSOCIATION OF RESPIRATORY THERAPISTS**

Initial Date of Publication: March 8, 2011

Date of Revision	Numbers of revised sections
September 19, 2011	1.02
October 21, 2014	3.02, 3.021, 3.04, 6.09 (b)
April 27, 2020	Add 14.10 (a), Add 14.10 (b), Add 14.10 (c)