

CONSTITUTION

OF THE

LEADERSHIP

DIVISION

OF THE

CANADIAN PHYSIOTHERAPY

ASSOCIATION



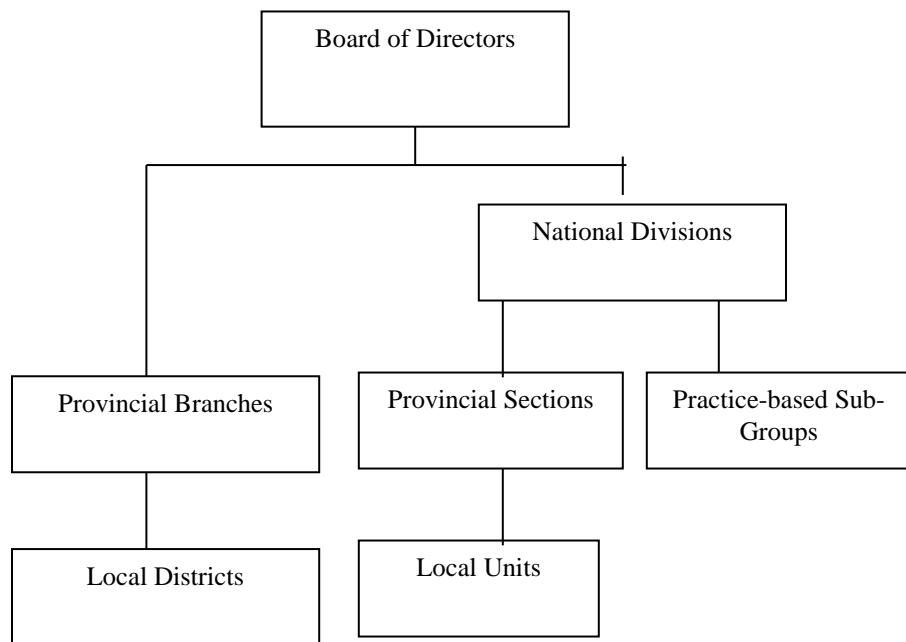
Canadian
Physiotherapy
Association

Association
canadienne de
physiothérapie

INTERPRETATION

The Constitutions shall be read with all grammatical changes as are necessary to apply to all members.

RELATIONSHIPS OF CPA COMPONENTS



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LEADERSHIP DIVISION

CANADIAN PHYSIOTHERAPY ASSOCIATION

CONSTITUTION

ARTICLE I NAME

The name of this Division shall be the Leadership Division of the Canadian Physiotherapy Association", (CPA), a special interest group of the CPA, hereinafter referred to as the "Division".

ARTICLE II OBJECT

The object of this Division shall be:

1. To unite the members of CPA who are interested in all aspects of leadership in physiotherapy
2. To acquire and make available information and educational materials as related to leadership in physiotherapy
3. To encourage the development and publication of research¹ in leadership in physiotherapy in Canada and elsewhere

ARTICLE III MEMBERSHIP

1. The membership shall consist of CPA members who have paid the annual membership fee of the Division.
2. Maintain a membership of not less than 1% of total CPA physiotherapist members. Divisions falling below this threshold following two consecutive membership renewals may be dissolved.
3. Voting privileges of all members shall comply with CPA By-laws.

ARTICLE IV FEES

1. In consultation with the membership, the Division's Executive Committee (hereinafter referred to as the "Executive Committee") may apply to the Board of Directors of CPA to establish the Division membership fee.

¹ *In this document, research includes three distinct areas or dimensions: basic research, clinical research, and targeted/directed research.*

2. This fee, which is due at the same time as the CPA fee, is collected by CPA.

ARTICLE V CHAIR-ELECT

1. CHAIR-ELECT

The Chair-elect is not an officer of the Division².

- (1) The Chair-elect must have experience or an interest in leadership in physiotherapy
- (2) The Chair-elect shall hold office for one year prior to the end of the Chair's term of office and shall automatically become Chair at the end of that officer's term.
- (3) The Chair-elect may attend all meetings of the Executive Committee and shall receive copies of minutes, reports, and other relevant communications.
- (4) Four months prior to the Annual General Meeting (AGM), at which the Chair will complete his term of office, the Chair-elect shall affirm in writing to the Chair his intent to assume the office of Chair of the Division.

2. NOMINATION AND ELECTION

(1) Nominating Committee

- (a) The Nominating Committee Chair shall be appointed by the Executive Committee at least six months prior to the election.
- (b) The Nominating Committee shall have at least two other members who shall be appointed by the Executive Committee in consultation with the Chairman.

(2) Nominations

- (a) The Nominating Committee shall submit a list of nominees and their biographies to all members no less than 30 days prior to the AGM.

² The Division officers form the Executive Committee and are expected to attend all its meetings. It is not usually feasible (in terms of time and money) to have the Chair-elect (who is usually in another part of the country) present at all Executive Committee meetings. This is the reason the Chair-elect is not an officer of the Division.

- (b) Further nominations may be made at the AGM provided that any such nominee who is not present has given written acceptance of the nomination.

(3) **Election**

- (a) Election of the Chair-elect shall take place at the AGM one year prior to the commencement of his term of office as Chair.
- (b) Voting shall be by ballot except when there is only one nominee for an office, in which case voting may be by a show of hands.
- (c)
 - (i) If the Chair-elect is unable to assume the office of Chair, the retiring Chair shall appoint a nominating committee for the office of Chair.
 - (ii) In this case, nominations and election shall be as for the position of Chair-elect, within the time available.

(4) **Duties**

The Chair-elect shall be responsible for:

- (1) Preparing to assume the office of Chair by
 - (a) becoming familiar with the structure and functioning of the Division
 - (b) participating in the decision making of the Division
 - (c) attending, when possible, all Division meetings;
- (2) Appointing the Nominating Committee if officers are to be elected rather than appointed.

ARTICLE VI OFFICERS AND RESOURCE PERSONS

1. OFFICERS

- (1) The officers of the Division shall be Chair, Vice Chair, Past Chair Secretary, Treasurer, and Newsletter Editor and Division Research Representative.
- (2) The term of office for each officer shall be two years, excluding Chair-Elect and Past Chair and shall commence at the close of the AGM.
- (3) When the Chair's term of office is completed, that individual will assume the position of Past-Chair. The Past-Chair position shall be occupied every second year, corresponding to years that there is no Chair-Elect.

- ii) The Past-Chair shall serve a one year term of office.
- (4) No officer shall hold the same office for more than two consecutive terms.
- (5) To comply with CPA By-laws, Student Members, Support Workers and Affiliates are not eligible to be officers.

2. **RESOURCE PERSONS**

Resource persons may be appointed to the Executive Committee and to other committees of the Division.

- (a) Resource persons³ shall be appointed by the Executive Committee.
- (b) If the appointment is to other than the Executive Committee, the appointment is made in consultation with the committee chair.
- (2) Resource persons, if they are physiotherapists, shall be members of CPA.
- (3) Resource persons are not members of the committee to which they have been appointed, therefore they are not counted in determining a quorum and have no vote.)

3. **ELECTION OR APPOINTMENT**

- (1) No less than two months prior to taking office, the Chair-elect, in consultation with current executive and the members of the Division shall decide whether the officers shall be elected by those members or appointed by the incoming Chair.

4. **NOMINATIONS AND ELECTIONS**

If officers are to be elected, rather than appointed by the Chair, the procedure is as follows:

- (1) **Nominating Committee**
 - (a) The Nominating Committee Chair shall be appointed by the Division Chair.
 - (b) The Committee shall have at least two other members who shall be appointed by the Division Chair in consultation with the Chair.

³ Resource persons may be other than physiotherapists e.g. public relations experts, course organizers, etc.

(2) Nominations

- (a) The Nominating Committee shall submit a list of nominees and their biographies to all Division members at least 30 days prior to the meeting at which the elections will be held.
- (b) Further nominations may be made at that meeting provided that any such nominee who is not present has given written acceptance of the nomination.

(3) Election

- (a) Election of officers shall take place at the meeting scheduled for that purpose and they shall take office immediately following that meeting.
- (b) Voting shall be by ballot except when there is only one nominee for an office, in which case voting may be by a show of hands.

5. VACANCIES

- (1) An officer should remain in office until his successor is appointed/elected.
- (2) If an office becomes vacant, the Executive Committee may fill the vacancy by appointing a member of the Division to complete the term of office.
- (3) If the position of Past Chair becomes vacant, it will remain vacant until the next election cycle is complete.

6. REMOVAL

Any officer, resource person, or member of a committee may be removed in the same manner as is provided herein for his election/appointment.

7. DUTIES**(1) Chair**

The Chair shall be responsible for:

- (a) supervising the affairs of the Division and ensuring that they are carried out in accordance with CPA policies;
- (b) calling at least six Executive Committee Meetings per year;
- (c) ensuring that a member of the Division shall represent the Division at all relevant Association meetings and/or functions as deemed necessary by the Executive Committee;

- (d) appointing, at all Annual General Meetings (AGM), a Minutes Approving Committee⁴ of three members, which shall approve the minutes of the Meeting, with any necessary corrections, and return them to the Secretary within one month of receipt of same;
- (e) reporting to the Annual General Meeting of the Division;
- (f) consulting with the Division members in his District (or Branch if no District exists) regarding their preference to elect the officers of the Division or to give the Chair the authority to appoint the officers;
- (g) appointing the Nominating Committee Chair if officers are to be elected;
- (h) reporting, as required to the meetings of the Board of Directors of the Association;
- (i) planning the Congress program for the Division and, when possible, chairing the Annual General Meeting;
- (j) performing such other duties as usually pertain to the office of Chair.

(2) **Vice-chair**

The Vice Chair shall:

- (a) assist the Chair in carrying out his responsibilities;
- (b) serve in the absence of the Chair;
- (c) be the resource person regarding rules of order for meetings;
- (d) be responsible for reviewing annually the policies and procedures of the Division;
- (e) perform such other duties as may be assigned by the Executive Committee.

(3) **Past-Chair**

The Past- Chair shall:

- (a) assist the Chair in carrying out his responsibilities;

⁴ Usually members attending a meeting approve the minutes of the previous meeting. It follows, then, that one would expect members at an Annual General Meeting (AGM) to approve the minutes of the previous AGM. However, how can members remember what took place the year before? Is there assurance that the members at the second AGM will have been at the previous AGM? To offset these circumstances and to simplify the process, it is customary to appoint, at an AGM, a Minutes Approving Committee. This is the Committee that reviews, corrects, and approves the minutes. To facilitate their task, a time limit is set so their memories are not taxed too greatly! At the next AGM, the Chair of the Meeting simply reports that the minutes have been approved.

- (b) serve in the absence of the Chair or Vice-Chair;
- (c) be responsible for assisting in annually reviewing the policies and procedures of the Division;
- (d) assist in being an advisor regarding rules of order for meetings;
- (e) perform such other duties as may be assigned by the Executive Committee.

(4) **Secretary**

The Secretary shall be responsible for:

- (a) recording the minutes of all Executive Committee and General Meetings of the Division;
- (b) sending copies of all Executive Committee meeting minutes, at least ten days prior to the next meeting, to
 - (i) all members of the Division Executive Committee
 - (ii) the Chair-elect
 - (iii) the Chair of all Sections (or Units if no Section exists)
- (iv) the President and Executive Director of the CPA
- (v) the Board of Directors liaison;
- (c) the General Meeting minutes to members of the Minutes Approving Committee no later than two weeks after the Meeting concerned;
- (d) sending copies of the approved minutes of General Meetings to
 - (i) all members of the Division Executive Committee
 - (ii) the Chair-elect
 - (iii) the Chair of all Sections (or Units in a province where no Section exists)
 - (iv) the Board of Directors liaison;
 - (v) the President and Executive Director of CPA;
- (e) sending copies of all Division briefs, submissions, and reports to CPA;

- (f) correspondence as deemed necessary by the Chair;
- (g) maintaining the files of the Division;
- (h) sending a copy of the Constitution to any member who may request it;
- (i) performing such other duties as may be assigned by the Executive Committee

(5) **Treasurer**

The Treasurer shall be responsible for:

- (a) banking all monies received by the Division;
- (b) serving as one of the signing officers of the Division;
- (c) examining all accounts and bills;
- (d) submitting all accounts and bills to the Executive Committee for approval of payment;
- (e) keeping accurate records of all financial transactions of the Division;
- (f) providing the Executive Committee with a bank reconciliation and financial statement at monthly intervals;
- (g) preparing the annual budget in consultation with the Executive Committee;
- (h) having the books audited at the end of the fiscal year, and at the end of the Treasurer's term of office⁵;

⁵ For the purposes of this constitution, "Audit" is defined as a review of financial transactions and records. While it is preferable, it is not necessary to have a chartered accountant complete the audit for Association components. However, so that an objective review of the financial transactions is undertaken, the audit should be completed by someone other than a member of the Canadian Physiotherapy Association who is cognizant in the area of finance (hereinafter referred to as the "auditor").

The fiscal year for the CPA is January 1 - December 31, and this is the same for Association components. Branches and Division must submit an audited statement for their fiscal year. It is essential to have the books audited, as well, when the Treasurer changes, if this occurs at some time other than at the end of the component's fiscal year.

The audit must contain the following:

- (1) A balance sheet of all funds held in the name of, or under the responsibility of the component;
- (2) A related statement of receipts and disbursements for each fund or asset.

The auditor must ensure that there is adequate documentation for each financial transaction. For example, for each disbursement there must be an accompanying invoice, and for all income a counter receipt. There should be evidence of a monthly bank reconciliation and financial statement.

The auditor must verify the accuracy and completeness of the financial transactions and may offer comments regarding the method of keeping books, handling funds, and banking procedures.

The auditor's report and all financial records must, by law, be retained for a period of seven years.

- (i) presenting the audited annual balance sheet and related statement of receipts and disbursements, to the AGM;
- (j) performing such other duties as may be assigned by the Executive Committee.

(6) **Newsletter Editor**

The Newsletter Editor shall be responsible for:

- (a) keeping an up to date list of the members of the Division;
- (b) notifying the members of all General Meetings of the Division;
- (c) publication of a minimum of three newsletters in each fiscal year;
- (d) including the minutes of Annual General Meeting in a newsletter prior to the next Annual General Meeting;
- (e) sending copies of the newsletter to
 - (i) all members of the Division
 - (ii) The President and Executive Director of CPA
 - (iii) the Editor of the CPA journal;
- (f) maintaining a complete set of newsletters;
- (g) responding to inquiries related to privacy of member information, and ensuring that member information provided to the Division in any format is managed in accordance with legislated privacy requirements.
- (h) performing such other duties as may be assigned by the Executive Committee.

(7) **Division Research Representative**

The Division Research Representative shall be responsible for:

- (a) Facilitating the development of research priorities for Division area of practice.
 - (b) Promoting knowledge translation initiatives through membership to clinicians, researchers and client/public.
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- (c) Promoting fundraising initiatives for research and encourage annual Division contribution and/or partnerships with research funding bodies (i.e. Physiotherapy Foundation of Canada)
- (d) Maintaining communication with Division executive with respect to Division Research Representative Committee (DRRC) and Physiotherapy Research Advisory Consortium (PRAC) activities.
- (e) Promoting the development of physiotherapy research and evidence-based practice through Division activities.
- (f) Maximizing research and evidence-based practice content in Division course development.
- (g) Optimizing research and evidence-based practice content in Division communication strategies (i.e. Division newsletters and websites)
- (h) Promoting research dissemination at Congress through abstract submissions and workshop/course development.

(8). **Resource Persons**

Resource persons shall:

- (a) when assigned to the Executive Committee, carry out the duties determined by the Executive Committee;
- (b) when assigned to other committees, carry out the duties determined by the Executive Committee in consultation with the committee concerned.

ARTICLE VII COMMITTEES

1. EXECUTIVE COMMITTEE

(1) Composition

- (a) The Executive Committee shall consist of the officers of the Division and other members appointed by the officers on an annual basis.
- (b) The number of appointees shall be less than the officers.
- (c) One Student Member of CPA may be appointed to the Executive Committee. To comply with CPA By-laws, this Member shall have no vote.

(2) Authority and Mandate

- (a) The Executive Committee may, at its discretion, exercise all the rights and powers of the Division with the exception of those which are by law or by the Constitution required to be exercised by the members in a General Meeting.
- (b) The Executive Committee's responsibilities for the management of the Division shall include:
 - (i) finances
 - (ii) communications
 - (iii) representation.

2. OTHER COMMITTEES

The Executive Committee shall have the power to appoint such committees as may be necessary, and all committee members or resource persons who are physiotherapists shall be members of the CPA.

(1) Composition

- (a) The Chair shall be appointed by the Executive Committee.
- (b) Committee members shall be appointed by the Executive Committee in consultation with the Committee's Chair.

(2) Authority and Mandate

The Executive Committee shall establish the terms of reference and authority of all the committees it appoints.

ARTICLE VIII MEETINGS**1. EXECUTIVE COMMITTEE MEETINGS**

- (1) The Executive Committee shall hold a minimum of six meetings per year.
- (2) These meetings shall be called by the Chair, or by the Executive Committee at the written request of three officers.
- (3) A majority of the officers shall constitute a quorum.

2. GENERAL MEETINGS

(1) Annual General Meeting

- (a) The AGM shall be called by the Chair.
- (b) The AGM shall be held during the Annual Congress of CPA.
- (c) Notice of the AGM shall be given to members at least 30 days prior to the date of the Meeting

(2) Special General Meetings

- (a) A Special General Meeting may be called at any time by the Chair in consultation with the Executive Committee, or at the written request of ten voting members.
- (b) Notice of a Special General Meeting shall state the business for which the Meeting is called. No subject shall be considered to be properly before the Meeting unless specifically mentioned in this notice.
- (c) Notice of a Special General Meeting shall be given at least two weeks prior to the date of the Meeting.

(3) Essentials for Annual and Special General Meetings

a) Notice

- (i) Notice of Meetings shall be given in writing, by mail or electronic mail, if possible.
- (ii) If notice is given by mail or electronic mail, the postmark for mail and the send date for e-mail shall constitute the date of the notice.

(b) Quorum

- (i) The quorum for transaction of business at General Meetings shall be 1% of the total membership or five members, whichever is greater, and shall include at least one of the Division's officers.
- (ii) The Executive Committee members present may not constitute a majority of the quorum.

(c) **Voting**

- (i) In all cases not otherwise specified by the Constitution, a majority vote of those present, eligible to vote, and voting shall decide all questions put to the vote.
- (ii) Voting may be by a show of hands unless a ballot is requested by a majority vote.
- (iii) To comply with CPA By-laws, Student Members, Support Workers and Affiliates are not eligible to vote.
- (iv) A mail ballot may be used at the discretion of the Executive Committee.

(iii) **Electronic Ballot**

An electronic ballot may be used at the discretion of the Executive Committee

ARTICLE IX FINANCE

1. FISCAL YEAR

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

2. BANKING AND INVESTMENT

- (1) All monies received by the Treasurer are to be deposited in the name of the Division in any deposit taking institutions where deposits are insured by the Canada Deposit Insurance Corporation.
- (2) The Executive Committee may invest monies in instruments of deposit taking institutions providing the total of the investments in each institution does not exceed the amount protected by the insurance of that institution.

3. BUDGETARY CONTROL

- (1)
 - (a) The Executive Committee shall monitor the finances of the Division through its examination of bank reconciliations and financial statements provided by the Treasurer each month.
 - (b) The financial statements shall be discussed at Executive Committee meetings.
- (2) The Treasurer, and two other officers appointed by the Executive Committee, shall be the signing officers of the Division.

- (3) The signatures of any two signing officers shall be required for all cheques.
- (4) The Treasurer shall be responsible for examining all bills and accounts rendered to the Division and submitting them to the Executive Committee for approval of payment.

(5) All accounts shall be paid by cheque.

4. **AUDIT**

- (1) An auditor, who should not be a CPA member, shall be appointed by the Executive Committee prior to the end of the fiscal year.
- (2) The auditor shall conduct an audit at the end of the fiscal year, and at the end of the Treasurer's term of office.
- (3) The audited annual balance sheet, and related statement of receipts and disbursements shall be presented at the Annual General Meeting.

5. **MEMORANDUM OF AGREEMENT**

- (1) The Division may enter into a memorandum of agreement with CPA and/or any CPA component with respect to financing and with respect to the control and supervision of the financial and other affairs of the Division.
- (2) None of the officers of the Division, nor any of the members thereof, shall be personally liable in respect of an agreement.
- (3) The resources and assets of the Division shall be available to the fullest extent to satisfy any provision contained in a memorandum of agreement.

6. **BORROWING AND LENDING**

- (1) Borrowing or lending in the name of the Division shall only be permitted between the Division and CPA/CPA components.
- (2) No loans may be negotiated without the approval of the members.

ARTICLE X SECTIONS AND UNITS

1. **DEFINITION**

- (1) A Section is a component of the Division and includes all the Division's members in a province.

- (2) A Unit is a component of a Section and includes all the Division's member in a local area.
- (3) A Sub-Group is a practice- based component of a Division that includes all Division's members expressing interest in the area of practice of the sub-group.

2. SECTIONS

- (1) (a) Five or more Division members may apply to the Executive Committee of the Division to form a Section.

(b) The application should indicate the support of existing Units in the province.
- (2) The Section shall elect its own officers.
- (3) An annual report, including a financial report, shall be submitted by each Section to the Division Executive Committee at least 30 days prior to the AGM of the Division.
- (4) If membership in a Section falls below five, that Section shall automatically be dissolved.
- (5) Sections shall be accountable to the Executive Committee of the Division.

3. UNITS

- (1) (a) Five or more Division members may apply to the Executive Committee of the Section to form a Unit and shall inform the Division's Executive Committee of this action.

(b) If no Section exists, five or more Division members may apply to the Division's Executive Committee to form a Unit.
- (2) The boundaries of a Unit shall be established in consultation with any other Units in the province and with the Section.
- (3) Units are regulated as for Sections regarding officers and reports and dissolution.
- (4) If the membership of a Unit falls below five, that Unit shall automatically be dissolved.
- (5) Units shall be accountable to the Executive Committee of the Section (or of the Division if no Section exists).

4. **SUB-GROUPS**

- (1) Five or more Division members may apply to the Executive Committee of the Division to form a Sub-Group.
- (2) The process for application and on-going administration of sub-groups shall adhere to the Guiding Principles for Sub-group Formation, established jointly by the National Division Chairs, as amended from time to time.
- (3) Sub-groups shall be accountable to the Executive Committee of the Division.
- (4) If the membership of a sub-group falls below 5, the sub-group shall automatically be dissolved.

5. **LEVY**

The amount of any annual levy for Section/Unit members shall be:

- a determined by the Section/Unit members;
- b paid by all Section/Unit members;
- c collected by the Section/Unit.

6. **CONSTITUTIONS**

(1) **Sections**

- (a) Within six months of formation being approved, a Constitution shall be developed in consultation with the Executive Committee of the Division and with the Chief Executive Officer of CPA.
- (b) The Constitution of a Section shall have the approval of the members concerned and the Board of Directors of CPA before being in effect

(2) **Units**

- (a) Within six months of formation being approved, a Constitution shall be developed in consultation with the Executive Committee of the Section (or of the Division if no Section exists) and with the Chief Executive Officer of CPA.

- (b) The Constitution of a Unit shall have the approval of the members concerned and the Board of Directors of CPA before being in effect.

(3) **Sub-Groups**

Sub-groups shall be administered according to the requirements set out in the Memorandum of Agreement between the Division and the Sub-group.

ARTICLE XI REGULATION

1. The Division shall be under the authority of CPA except for the submission of resolutions to the CPA Resolutions Committee.
2. The Division shall be subject to the By-laws of CPA.
3. The Constitution of the Division shall require approval by the members of the Division and by the appropriate committee of CPA before being in effect.

ARTICLE XIII AMENDMENTS TO THE CONSTITUTION

1. **AMENDMENTS**

Amendments to the Constitution may be made at any General Meeting of the Division.

2. **METHOD OF AMENDING**

- (1) Amendments to the Constitution may be proposed by:
 - (a) the Executive Committee;
 - (b) fifteen members of the Division. Such amendments shall be submitted to the Executive Committee of the Division at least four months⁶ prior to the General Meeting at which they will be considered.
- (2) The Executive Committee shall submit the proposed amendments to the Chief Executive Officer of CPA for review.
- (3) When directed by CPA, a written notice of the proposed amendments shall be sent to all members at least 30 days prior to:

⁶ This four-month period should provide enough time for all the necessary communication between the Division and the appropriate CPA Committees.

- (a) The General Meeting at which they will be considered, OR
 - (b) the date set for a mail ballot authorized by the Executive Committee.
- (4) Amendments shall require approval by two-thirds of those present, eligible to vote, and voting.
 - (5) Where a mail ballot or electron ballot is used, amendments shall require approval by two-thirds of those eligible to vote and voting.
 - (6) Following membership approval, the proposed amendments shall not be in force until submitted to, and approved by, the Board of Directors of CPA.

2. **Notification of Amendments**

Members shall be notified of all the amendments adopted.

REV:

04.09

02/06 (Board)

04/93

07/86

05/85