

**CODE OF ETHICS OF THE
PRIVATE PRACTICE AUDIOLOGISTS OF ATLANTIC CANADA,
OPERATING AS SOUNDS+**

The Code of Ethics of the Private Practice Audiologists of Atlantic Canada, operating as Sounds+, specifies professional standards that allow for the proper discharge of audiologists' responsibilities and protects the integrity of its profession.

STATEMENT OF RULES AND PRINCIPLES

PRINCIPLE 1: Members shall provide professional services with honesty and shall respect the dignity, worth, and rights of those served.

PRINCIPLE 2: Members shall maintain high standards of professional competence in rendering services, providing only those professional services for which they are qualified by education and experience.

Rule 2a: Individuals shall use available resources, including referrals to other specialists, and shall not accept benefits or items of personal value for receiving or making referrals.

Rule 2b: Individuals shall exercise all reasonable precautions to avoid injury to persons in the delivery of professional services.

Rule 2c: Individuals shall not discriminate in the provision of services on the basis of sex, religion, national origin, sexual orientation, or general health.

Rule 2d: Individuals shall maintain professional competence, including participation in continuing education.

PRINCIPLE 3: Members shall maintain the confidentiality of the information and records of those receiving services.

Rule 3a: Individuals shall not reveal to unauthorized persons any professional or personal information obtained from the person served professionally, unless required by law.

PRINCIPLE 4: Members shall provide only services and products that are in the best interest of those served.

Rule 4a: Individuals shall not participate in activities that constitute a conflict of interest.

PRINCIPLE 5: Members shall provide accurate information about the nature and management of communicative disorders and about the services and products rendered.

Rule 5a: Individuals shall maintain documentation of professional services rendered.

PRINCIPLE 6: Members shall comply with the ethical standards of the Association with regard to public statements.

Rule 6a: Individuals shall comply with the ethical standards of the Association with regard to public statements.

Rule 6b: Individuals' public statements regarding professional services and products shall not contain representations that are false, misleading or deceptive.

PRINCIPLE 7: Members shall honor their responsibilities to the public.

Rule 7a: Individuals shall inform the public in a manner consistent with the highest professional standards about products and services they have rendered.

PRINCIPLE 8: Members shall uphold the dignity of the profession and freely accept the Association's standards.

Rule 8a: Individuals shall inform the Association when there are reasons to believe a member of the Association may have violated the Code of Ethics.

BY-LAWS
OF
**ASSOCIATION OF PRIVATE PRACTICE AUDIOLOGISTS OF ATLANTIC
CANADA, OPERATING AS SOUNDS+**

1. In these By-Laws unless there be something in the subject or context inconsistent therewith:

- (a) “Associate” means an associate of the Society whose name is entered on the Register of Associates.
- (b) “Member” means a member of the Society whose name is entered on the Register of Members.
- (c) “Society” means the Association of Private Practice Audiologists of Atlantic Canada, operating as Sounds+.
- (d) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*.
- (e) “Special Resolution” means a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to the membership in accordance with these by-laws, and none other, shall be Members of the Society, and their names shall be entered in the Register of Members accordingly.

3. For the purposes of registration, the number of Members and Associates of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office in the Society.

5. Membership in the Society shall not be transferable.

6. The following shall be admitted to membership in the Society and shall be considered Members:

Audiologists in Atlantic Canada in private practice who hold certification (C) from the Canadian Association of Speech Language Pathologists and Audiologists (“CASLPA”) or a Certificate of Clinical Competency in Audiology from the American Speech and Hearing Association, such certification being verified on an annual basis or otherwise from time to time by the Society and who uphold the ethical standards of their certifying organization.

7. Membership in the Society shall cease upon the death of a Member, or if, by notice in writing to the Society, he or she resigns his or her membership, or if he or she ceases to qualify for the membership in accordance with these by-laws, or upon resolution of the Executive Committee terminating his or her membership.

ASSOCIATES

8. Other hearing health care professionals, representatives of related consumer groups, manufacturers’ representatives and clinical audiologists not in private practice may apply to the Society to be an Associate of the Society. If the application is accepted, the name of any such Associate shall be entered in the Registry of Associates.

9. Associates may attend meetings of the Members but shall not be entitled to vote thereat. Associates may be excluded from any meeting of the Members at the direction of the President.

10. Associateship in the Society shall cease upon the death of an Associate, or if, by notice to the Society, he or she resigns his or her associateship or if he or she ceases to qualify for associateship in accordance with these by-laws or upon resolution of the Executive Committee terminating his or her associateship.

DUES

11. The Executive Committee shall from time to time establish dues of membership and associateship which shall be payable as a condition of such membership of associateship.

FISCAL YEAR

12. The fiscal year of the Society shall be the period from May 1 in any year to April 30 in the following year.

MEETINGS

13. (a) The ordinary annual general meeting of the Members of the Society shall be held within the Province of Nova Scotia after the end of each fiscal year of the Society at a date and time established by the Executive Committee;
- (b) An extraordinary general meeting of the Members of Society may be called by the President at any time, and shall be called by the Executive Committee if requisitioned in writing by at least twenty-five per centum (25%) in number of the Members of Society.

14. At least three days' notice of a meeting, specifying the place, date and time of the meeting and, in the case of special business, the nature of such business, shall be given to the Members. Notice shall be given in print and by sending it through the post in a prepaid letter addressed to each Member at his or her last known address or by facsimile or electronic mail. Any notice by post shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. Any notice by facsimile or electronic mail shall be deemed received on the day following sending to the last facsimile telephone number or electronic mail address known to the Society. The non-receipt of any notice by any Member shall not invalidate the proceedings at any general meeting. Associates may, at the direction of the President, but shall not be entitled to, receive notices sent to Members. Members and Associates may participate in any ordinary, extraordinary or annual general meeting of the Society by way of telephonic, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting, and a Member or Associate participating in such a meeting by such means is deemed to be present at the meeting.

15. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding general meeting;
- Consideration of the annual report of the Executive Committee;
- Consideration of the financial statements, including the
- Balance sheet and operating statement and the report of the auditors or directors thereon;
- Nomination and election of officers (if required) for the ensuing year;
- Appointment of Auditors (if appropriate);

16. No Business shall be transacted at any meeting of the Society unless a quorum of Members is present at the commencement of such business and such quorum shall consist of eight (8) members.

17. If within ten minutes form the time appointed for the meeting, a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the Members then present shall direct and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned *sine die*.

18. (a) The President of the Society shall preside as Chair at every ordinary or annual general meeting of the Society;
- (b) In the absence of the President at any meeting, the Vice-President shall preside as Chair;
- (c) In the absence of the President or Vice-President at the meeting, the Members present shall choose someone of their number to Chair the meeting.

19. The Chair may, with the consent of the Members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.

20. At any meeting, unless a poll is demanded by at least three Members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such resolution.

21. If a poll is deemed in the manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

22. Every member shall have one vote and no more. Members may vote in person or by telephonic, electronic or other communication facility as provided for in Section 14. For matters of particular importance, the Executive Committee may also call for votes of Members not present to be delivered to the Secretary within a designated period of time after the meeting, which votes shall be in writing may be delivered by facsimile or electronic mail. Associates shall have no vote.

OFFICERS AND DIRECTORS

23. Unless otherwise determined by general meeting, the number of officers shall not be less than five. The subscribers to the Memorandum of Associate of the Society shall be the first officers and directors of the Society.

24. The Society shall have an Executive Committee consisting of the following offices:

- (a) President – The President shall serve a term of up to two years and preside over meetings of the Executive Committee and the general membership. The President shall serve as spokesperson and shall represent the Society’s interactions with other organizations and the public.
- (b) Vice-President – The in-coming President shall be the Vice-President during the President’s term. The Vice-President shall at the direction of the President assist the President in the carrying out his or her duties and to act in his or her absence at meetings.
- (c) Past President – The Past President shall be the immediate Past President during the President during the President’s term. The Past President shall at the direction of the President assist the President in carrying out his or her duties.
- (d) Secretary – The Secretary shall at the direction of the President attend to the daily administrative affairs of the Society. The Secretary shall record a true account of the proceedings at all meetings of the general membership and of the Executive Committee. The Secretary shall be responsible for circulating an agenda of meetings to the Members and Associates.
- (e) Treasurer – The Treasurer shall attend to the daily financial affairs of the Society. The Treasurer shall maintain a true and accurate account of all monies received under the jurisdiction of the Society; to deposit them in a chartered bank chosen by the Executive Committee; to sign with a co-signature of the President or a signing officer such cheques are approved for payment by the Executive Committee and which the Secretary will forward to the payee.

25. Any Member of the Society shall be eligible to be elected an officer of the Society.

26. The officers of the Society shall, by virtue of their office, also be the directors of the Society. The Executive Committee of the Society shall constitute the Board of Directors of the Society.

27. Officers shall be elected by the Members at the annual general meeting of the Society. The Officers shall serve terms of up to two years. Except in exceptional circumstances as determined by the Executive Committee, officers shall not serve more than two consecutive terms holding the same office.

28. In the event that an officer (except the President) resigns his or her office or ceases to be a Member in the Society, whereupon his or her office as officer shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among the Members of the Society. In the event the President resigns his or her office or ceases to be a Member in the Society, the Vice-President shall fill vacancy for the unexpired portion of the President's term.

29. The Society may, by special resolution, remove any officer before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the officer in whose place he or she is appointed would have held office if he or she had not been removed.

30. Meetings of the Executive Committee shall be held as often as the business of the Society may require and shall be called by the President or Secretary. A meeting of the Executive Committee may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, by electronic mail or in writing to each officer within a reasonable time before the meeting is to take place, but non-receipt of such notice by any officer shall not invalidate the proceedings at any meeting of the officers.

31. No business shall be transacted at any meeting of the Executive Committee unless at least a majority in number of the Executive Committee are present at the commencement of such business.

32. The President or, in his or her absence, the Vice-President or, in the absence of both of them, any officer appointed from among those officers present, shall preside as Chair at meetings of the Executive Committee.

33. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Members

(a) upon nomination, and

(b) if serving as a director, when the possibility of a conflict is realized.

34. A conflict of interest does not prevent a Member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

35. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties with the approval of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

36. The management of the activities of the Society shall be vested in the Executive Committee who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. The Executive Committee may appoint standing or ad hoc committees consisting of such Members as the Executive Committee determines.

ACCOUNTS

37. The Members of the Society may annually appoint an auditor at the ordinary or annual general meeting and, on failure of the Members to appoint an auditor, the Executive Committee may do so.

38. The Society shall make a written report to the Members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor (or if there is no auditor, the directors) shall make a written report to the Members upon the balance sheet and operating account, and in every such report, he, she or they shall state whether, in his, her or their opinion, the balance is a full and fair balance sheet containing the particulars required by the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

MISCELLANEOUS

40. The Society shall file with the Registrar with its annual statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

41. The directors shall file with the Registrar a copy of every special resolution within fourteen days after the resolution is passed.

42. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.

43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Executive Committee shall be the responsibility of the Secretary.

44. The books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President, or otherwise as prescribed by resolution of the Executive Committee.

46. The borrowing powers of the Society may be exercised by special resolution of the Members.