

# **COLLEGE OF MIDWIVES OF ONTARIO**



## **BY-LAWS**

**JUNE 2009  
REVISED MAY 2010**

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## **BY-LAW 1 - GENERAL BY-LAW**

### **ARTICLE 1 - INTERPRETATION**

#### 1.01 - Definitions

In these by-laws:

“Act” means the *Midwifery Act, 1991*, S.O. 1991, c. 31, as amended from time to time, and includes the Regulations thereunder.

“Client” means a woman with whom the midwife has a contractual relationship.

“Code” means the *Health Professions Procedural Code*, being Schedule 2 to the *Regulated Health Professions Act, 1991*, as amended from time to time.

“College” means the College of Midwives of Ontario/L'Ordre des sage-femmes de l'Ontario.

“Committee” means a committee of the College and includes statutory, standing and ad hoc committees and any committee established by the Council under these by-laws, including planning groups and working groups, but does not include a Board of Inquiry or a panel of the Inquiries, Complaints and Reports Committee.

“Council” means the Council of the College.

“Deputy Registrar” means the person appointed by the Council as the Deputy Registrar for the College.

“Member” means a Member of the College as that term is used in the RHPA and the Act.

“Offence” means any of the following:

- (a) an offence under the Criminal Code of Canada;
- (b) an offence related to prescribing, compounding, dispensing, selling or administering drugs;
- (c) an offence that occurred while the member was practicing or that was related to the practice of the member (other than a municipal by-law infraction or an offence under the Highway Traffic Act);
- (d) an offence in which the member was impaired or intoxicated; or
- (e) any other offence relevant to the member’s suitability to practice the profession.

“Related Corporation” means a corporation wholly or substantially owned or controlled by the Member or a person related to the Member.

“Related Person” means a person connected with a Member by blood relationship, marriage, cohabitation or adoption and includes a spouse, and

- (a) persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other;
- (b) persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other;
- (c) persons are connected by cohabitation if they live together in a conjugal relationship, whether inside or outside of marriage; and
- (d) persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other or as the child of a person who is so connected by blood relationship, except as a brother or sister, to the other.

“Registrar” means the person appointed by the Council as Registrar for the College.

“Regulations” means the regulations made under the RHPA and the Act, as amended from time to time.

“RHPA” means the *Regulated Health Professions Act, 1991*, S.O. 1991, c. 18, as amended from time to time, and includes the regulations thereunder.

“Spouse” means either of two persons who are married to each other and includes a common law spouse and a same sex partner of the person.

#### 1.02 – Singular and Plural/Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

#### 1.03 – Legislative References

Any reference in these and all by-laws of the College to a statute, a Regulation or a section of a statute or Regulation shall be deemed to apply to any re-enactment or amendment of that statute, Regulation or section, as the case may be.

#### 1.04 – Consistency with RHPA and Act

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the RHPA and the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

#### 1.05 – Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

#### 1.06 – Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

### **ARTICLE 2 – GENERAL**

#### 2.01 – Head Office

The head office of the College shall be in the City of Toronto, in the Province of Ontario, at such place therein or at such other location in the Province of Ontario as Council may determine from time to time

#### 2.02 – Forms

Certificates of registration and other forms issued by the College shall be in such form or forms as Council shall approve from time to time.

### **ARTICLE 3 – EXECUTION OF CONTRACTS AND OTHER DOCUMENTS**

#### 3.01 – General Signing Authority

Documents requiring execution by the College may be signed by the President together with either the Vice-President (Professional), Vice-President (Public), Registrar, Deputy Registrar or other such person as the Council may designate, and all documents so signed are binding upon the College without further authorization or formality.

### 3.02 – Other Signing Authority

The Council may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College, either generally or in relation to specific contracts, documents or instruments in writing.

### 3.03 – Seal

The seal, an impression of which is appended in Appendix A of these by-laws, shall be the seal of the College.

### 3.04 – Use of Seal

The seal of the College shall be affixed to any document that requires the College seal by a person authorized to sign the document on behalf of the College.

## **ARTICLE 4 – BANKING AND FINANCE**

### 4.01 – Fiscal Year

The fiscal year of the College shall commence on the first day of April and conclude on the last day of March.

### 4.02 – Appointed Bank

The Council shall appoint, from time to time, one or more Canadian banks chartered under the *Bank Act* (Canada) for the use of the College.

### 4.03 – Authorized Signatories for Amounts Less Than \$5,000

All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$5,000 shall be signed by any two (2) of the following: President, Vice-President (Professional), Vice-President (Public), Registrar, Deputy Registrar.

### 4.04 – Authorized Signatories for Amounts of \$5,000 or More

All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$5,000 or more shall be signed by any three (3) of the following: President, Vice-President (Professional), Vice-President (Public), Registrar, Deputy Registrar.

#### 4.05 – Borrowing

Subject to any limitation set out in these or any other by-laws of the College, the Council may, by resolution,

- (a) borrow money on the credit of the College;
- (b) limit or increase the amount or amounts that may be borrowed;
- (c) issue, sell or pledge debt obligations of the College, including, but not limited to, bonds, debentures, notes or other liabilities, whether secured or unsecured; and
- (d) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College.

#### 4.06 – Delegation of Borrowing Authority

The Council may, from time to time, authorize one or more officers, Council members or employees of the College to exercise any or all of the powers set out in section 4.05 in such manner as Council shall determine.

#### 4.07 – Grants

The Executive Committee may negotiate grant agreements on behalf of the College but such agreements shall be approved by the Council before they are finalized.

#### 4.08 – Indemnification

Every Council member, Committee member and officer or employee of the College, including assessors and inspectors, and each of his or 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 College from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in any action, suit or proceeding that is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the College except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

#### 4.09 - Appointment of Auditor

The Council shall appoint a chartered accountant or a firm of chartered accountants to audit the accounts of the College and to prepare financial statements for the fiscal year.

#### 4.10 - Term of Office

The Auditor shall remain in office until removed by the Council.

#### 4.11 - Audited Financial Statements and Report

The audited financial statements of the College together with a signed and certified copy of the Auditor's report shall be presented annually to the Council.

#### 4.12 - Deadline for Report

The report of the Auditor shall be prepared within one hundred and ten (110) days of the close of the fiscal year for presentation to the Council.

### **ARTICLE 5 - COUNCIL**

#### 5.01 - Authority of the Council

The Council shall manage and administer the affairs of the College.

#### 5.02 - Honoraria

The amount payable to members of the Council and Committees who are Members for attendance at, travel to and preparation for the transaction of College business, shall be equivalent to the amounts set out in Schedule 2, as approved by Council from time to time.

#### 5.03 - Composition of Council

The Council shall be composed of at least seven (7) and no more than eight (8) persons who are members of the Council elected in accordance with these by-laws and at least five (5) and no more than seven (7) persons who are appointed to the Council by the Lieutenant Governor in Council, but the number of elected Council members shall

exceed the number of appointed Council members at all times except when there are vacant positions on the Council.

#### 5.04 - Term of Office

The term of office of an elected member of Council shall, subject to section 5.47, commence on the day of the first Council meeting after the election and shall continue for approximately three (3) years until his or her successor takes office in accordance with these by-laws, or until he or she resigns his or her office or is removed from Council, or until such other time designated by Council, whichever occurs first.

#### 5.05 - Electoral Districts

The College shall have one electoral district, which shall be the Province of Ontario.

#### 5.06 - Election Date

An election of members to the Council shall be held in the month of June each year.

#### 5.07 - Number of Members Elected

The number of Council members elected each year shall correspond to the sum of,

- (a) the number of Council members whose term of office has expired or will expire on the day of the first Council meeting after the election, and
- (b) the number of Council members whose seat has become vacant and not been filled before June.

#### 5.08 - Eligibility for Election

A Member is eligible for election to the Council if, on the deadline for the receipt of nominations and up to and including the date of the election,

- (a) the Member holds a certificate of registration in the general class;
- (b) the Member is not in default of payment of any fees prescribed by College by-law;
- (c) the Member is not the subject of any disciplinary or incapacity proceeding;
- (d) the Member has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;

- (e) the Member's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (f) the Member's certificate of registration is not subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practice Committee;
- (g) the Member has not been a member of the Board of Directors or an employee of the Association of Ontario Midwives in the preceding year;
- (h) the Member has not been disqualified from Council within the preceding three (3) years;
- (i) the Member is not a member of a council of any other college regulated under the RHPA;
- (j) the Member is not an employee of the College;
- (k) the Member has been nominated in accordance with the by-laws;
- (l) the Member has completed and returned the conflict of interest questionnaire and the Member does not have a conflict of interest to serve as a member of Council; and
- (m) the Member is not in any default of returning any required form or information to the College.

#### 5.09 - Eligibility to Vote

A Member is eligible to vote in an election for members of Council if, on the day of the election, the Member,

- (a) holds a certificate of registration in the general class or the supervised practice class;
- (b) principally practices or principally resides in Ontario;
- (c) is not in default of any fees or other amounts owed the College; and
- (d) is not in default of returning any required form or information.

#### 5.10 - Disputes Decided by Registrar

Any disputes regarding a Member's eligibility to vote in an election shall be decided by the Registrar.

#### 5.11 – Notice of Election and Nominations

At least ninety (90) days before the date of an election, the Registrar shall notify every Member of the date of the election, and of the nomination procedure including the deadline for returning nominations to the College.

#### 5.12 – Nomination Deadline

The nomination of a candidate for election as a member of the Council shall be in writing and shall be received by the Registrar at least sixty (60) days before the date of the election.

#### 5.13 – Signed Nominations

The nomination shall be signed by at least two (2) Members who support the nomination and shall also be signed by the nominee as a signal of his or her consent to the nomination.

#### 5.14 – Confirmation of Eligibility

The Registrar shall request every nominee to confirm his or her eligibility for election to the Council in writing and any nominee who fails to provide such confirmation in the manner and by the deadline set by the Registrar, shall not be eligible for election.

#### 5.15 – Conflict of Interest Questionnaire

The Registrar shall request every eligible nominee to complete and return a conflict of interest questionnaire and any nominee who fails to complete and return the questionnaire in the form and by the deadline set by the Registrar, shall not be eligible for election.

#### 5.16 – Personal Statement

The Registrar shall invite every eligible nominee to provide a personal statement in the form and manner and by the deadline established by the Registrar, and any personal statement that is not submitted in the form and manner and by the deadline set by the Registrar shall not be included with the materials sent to Members under section 5.20.

#### 5.17 – Withdraw of Nominations

A candidate may withdraw his or her nomination for election to the Council, in writing, up to the end of the seventh (7<sup>th</sup>) day after the nomination deadline, after which time the withdraw of nominations shall be at the discretion of the Registrar.

#### 5.18 – Acclamation

If, following the deadline for the return of the conflict of interest questionnaire and the written confirmation of eligibility, the Registrar determines that the number of eligible candidates is less than or equal to the number of members to be elected, the Registrar shall declare those candidates who are eligible for election to be elected by acclamation and shall notify the candidates and the membership of this result in the manner that the Registrar deems most expedient and practical.

#### 5.19 – Registrar’s Electoral Duties

The Registrar shall supervise and administer the election of candidates and, without limiting the generality of the foregoing, the Registrar may, subject to the by-laws,

- (a) appoint returning officers and scrutineers;
- (b) establish procedures and any necessary deadlines including procedures and deadlines relating to the receipt of nominations, personal statements and ballots;
- (c) establish procedures for the opening and counting of ballots;
- (d) provide for the notification of all candidates and Members of the results of the election;
- (e) provide for the destruction of ballots following an election; and
- (f) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

#### 5.20 – Voting Process

No later than thirty (30) days before the date of an election, the Registrar shall send every Member a list of the eligible candidates, the personal statement of every eligible candidate who has submitted a personal statement in the form and manner and by the deadline established by the Registrar, a ballot and an explanation of the voting process.

#### 5.21 – Ballot Verification

Ballots returned to the College must be received by the College on or before the election date in order to be counted in the vote.

#### 5.22 – Number of Votes Cast

A Member may cast as many votes on a ballot in an election of Members to the Council as there are Members to be elected, but shall not cast more than one (1) vote for any candidate.

#### 5.23 – Results

As soon as practicable after the ballots have been counted, the Registrar shall advise the membership of the results of the election and shall advise each eligible candidate of the results of the election, the number of votes he or she received and the candidate's right to request a recount in accordance with section 5.25.

#### 5.24 – Tie Votes

In the event that a winner cannot be declared because two (2) or more candidates have received the same number of votes, the Registrar shall break the tie, by lot.

#### 5.25 – Request for Recount

A candidate may require a recount by delivering a written request to the Registrar no more than seven (7) days after receiving notification of the election results.

#### 5.26 – Manner of Recount

The Registrar shall hold a recount no more than fifteen (15) days after receiving a written request and the recount shall be conducted in the same manner as the original counting of the ballots except that each of the candidates shall be entitled to attend and observe the recount in person or by a representative.

#### 5.27 – Change in Results

In the event that the recount changes the election outcome, the candidate requiring the recount is entitled to the reimbursement of his or her reasonable travel expenses to attend the recount.

#### 5.28 – Proxy Voting

A Member who is eligible to vote may permit another person to vote on his or her behalf by delivering to the College, at least five (5) days before the election date, a letter that includes the following:

- (a) the Member's name and registration number;
- (b) the Member's signature;
- (c) the name of the person who will be voting on the Member's behalf; and
- (d) the signature of the person who will be voting on the Member's behalf.

#### 5.29 – Referral of Disputes to Elections and Nominations Working Group

If the Executive Committee is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any member of Council, the Executive Committee shall refer the matter to the Elections and Nominations Working Group.

#### 5.30 – Report and Recommendation of Elections and Nominations Working Group

Where a matter has been referred to the Elections and Nominations Working Group under section 5.29, the Elections and Nominations Working Group shall hold an inquiry into the validity of the election of the member of Council in question and, following the inquiry, shall make a report and recommendation to the Council.

#### 5.31 – Options Available to Council

The Council may, after reviewing the report and recommendation of the Elections and Nominations Working Group and subject to section 5.26, do one of the following:

- (a) declare the election result in question to be valid; or
- (b) declare the election result in question to be invalid; and either
  - (i) declare another candidate to have been elected; or
  - (ii) direct that another election be held.

#### 5.32 – Minor Irregularities Not Fatal

Council shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of the by-laws or a procedure established by the Registrar.

#### 5.33 – Disqualification of Elected Members

The Council shall disqualify an elected member of Council, if the Member,

- (a) resigns from the Council;
- (b) ceases to hold a certificate of registration in the general class;

- (c) is in default of payment of any fee prescribed by College by-law for a period of more than thirty (30) days;
- (d) is found to have committed professional misconduct or to be incompetent by a panel of the Discipline Committee;
- (e) is found to be incapacitated by a panel of the Fitness to Practice Committee;
- (f) permits his or her certificate of registration to become subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practice Committee;
- (g) becomes a member of the Board of Directors or an employee of the Association of Ontario Midwives;
- (h) becomes a member of a council of any other college regulated under the RHPA;
- (i) fails, without reasonable cause, to attend two (2) consecutive meetings of the Council; or
- (j) fails, in the opinion of the Council, to discharge properly or honestly any office to which he or she has been elected or appointed.

#### 5.34 – Registrar’s Receipt of Information

If the Registrar receives information, in writing, which suggests that an elected member of Council meets one or more of the criteria for disqualification set out in 5.33, the Registrar shall advise the President, who shall bring the information to the attention of the Executive Committee.

#### 5.35 – Subject Member Not Involved

If the information received by the Registrar under section 5.34 relates to the President, the Registrar shall bring the information directly to the attention of the Executive Committee and if the information relates to a member of the Executive Committee, the President shall bring the information to the attention of the remaining members of the Executive Committee.

#### 5.36 – Opportunity to Respond

If the Executive Committee believes that the information may warrant formal consideration by Council, the member of Council whose conduct is the subject of

concern shall be given a reasonable opportunity to respond to the information before the Executive Committee makes a decision in this regard.

#### 5.37 - Consideration by Council

If, after reviewing the Council member's response, the Executive Committee believes that the information warrants formal consideration by Council, it shall call a meeting of the Council to determine whether the member meets one or more of the criteria for disqualification set out in section 5.33.

#### 5.38 - Date of Meeting

A meeting called by the Council under section 5.36 shall be scheduled to take place no sooner than fifteen (15) days after notice of the meeting has been sent to members of the Council.

#### 5.39 - Two-thirds Majority

A two-thirds majority of all Council members, but not including the member whose conduct is under scrutiny, is required to disqualify an elected member of the Council.

#### 5.40 - Voting by Alternative Means

If a Council member is not present at the meeting where a vote is being conducted regarding the disqualification of another Council member, he or she may vote by mail, facsimile, teleconference or email.

#### 5.41 - Recording of Votes

The Chair of the Council meeting shall ensure that the number of votes in favour of a motion to disqualify a member of Council, the number of votes against the motion and the number of abstentions are recorded.

#### 5.42 - Subject Member Not Entitled to Vote

The elected member of Council who is the subject of a motion for disqualification shall not be present during the discussion or vote and shall not vote on the motion.

#### 5.43 - Effect of Disqualification

An elected Council member who is disqualified by Council ceases to be a member of the Council and ceases to be a member of any Committee of which he or she is a member.

#### 5.44 – Filling of Vacancies

If the seat of an elected Council member becomes vacant less than twelve (12) months before the expiry of the member's term of office, the Council may,

- (a) leave the seat vacant;
- (b) appoint as an elected member, the candidate, if any, who had the most votes of all the unsuccessful candidates in the applicable election of Council members; or
- (c) direct the Registrar to hold a by-election in accordance with this by-law.

#### 5.45 – By-Election

If the seat of an elected Council member becomes vacant more than twelve months before the expiry of the member's term of office, the Council shall direct the Registrar to hold a by-election in accordance with this by-law.

#### 5.46 – Manner of Holding By-Elections

A by-election ordered by the Council shall be held in the same manner and shall be subject to the same criteria and processes as a regular election, subject to any necessary modifications.

#### 5.47 – Term of Office for Members Filling Vacancies

The term of office of a Member appointed or elected to fill a vacancy shall continue until the date that the former Council member's term would have expired.

### **ARTICLE 6 – COMMITTEES**

#### 6.01 – Duties and Responsibilities

The duties and responsibilities of each Committee shall be those set out in these by-laws, the RHPA, the Code and the Terms of Reference for that Committee, as approved by Council, where applicable.

#### 6.02 – Creation of Non-Statutory Committees

In addition to the statutory Committees required by the Code, the Council shall establish and maintain any additional standing or special Committees, including Sub-Committees, Ad-hoc Committees, planning groups and working groups, deemed necessary for the efficient function of the College.

#### 6.03 – Election of Executive Committee

The members of Council shall elect five (5) members to the Executive Committee from amongst their number in the month of September each year.

#### 6.04 – Composition of Executive Committee

The Executive Committee shall be composed of three (3) members of the Council who are Members and two (2) members of the Council appointed by the Lieutenant Governor in Council.

#### 6.05 – Role of Past President

Where the Council determines that the immediate Past-President of Council may serve as a member of the Executive Committee, in addition to the five (5) elected members, the immediate Past-President may serve as an ex-officio member of the Executive Committee and shall not be entitled to vote.

#### 6.06 – Eligibility for Election

A member of Council is eligible for election to the Executive Committee if, on the deadline for the receipt of submissions of candidacy, the member has served, wherever possible, at least twelve (12) months on Council.

#### 6.07 – Term of Office

The term of office of a member of the Executive Committee shall commence on the day of the first meeting of the Executive Committee after the September election and shall continue for approximately one (1) year, until the term of office of the subsequently elected Executive Committee commences or until he or she resigns or is removed from his or her office or from Council, or until such other time designated by Council, whichever occurs first.

#### 6.08 – Notice of Elections

At least forty-five (45) days before the date of the election, the Registrar shall notify every member of Council of the date of the election and of the procedure, criteria and deadline for Council members to submit, in writing, their candidacy for a position as a member of the Executive Committee and any personal statement that the member wishes to be circulated to the Council in support of his or her candidacy.

#### 6.09 – List of Candidates

At least fourteen (14) days prior to date of the election, the Registrar shall circulate to the Council a list of the eligible candidates and any personal statements that meet the word limit and any deadline or other criteria established by the Registrar under section 6.07.

#### 6.10 – Voting Process

Every member of Council is entitled to cast, by secret ballot, three (3) votes for candidates who are Members and two (2) votes for candidates who are members of Council appointed by the Lieutenant Governor in Council but shall not cast more than one vote for any one candidate.

#### 6.11 – Tie Votes

In the event that a successful candidate cannot be declared because two or more candidates have received the same number of votes, the Council members shall participate in a further vote, by secret ballot, as between the tied candidates. In the event of a further tie, the Registrar shall break the tie, by lot.

#### 6.12 – Results

As soon as practicable after the ballots have been counted, the Registrar shall advise the Council and the membership of the results of the election.

#### 6.13 – Composition of Other Committees

Unless stated otherwise in the by-laws, every Committee of the College shall be composed of at least three (3) persons and shall include at least one (1) member of the Council who is also a Member and at least one (1) member of the Council appointed by the Lieutenant Governor in Council, except that the Discipline Committee shall include at least two (2) members of the Council appointed by the Lieutenant Governor in Council.

#### 6.14 – Ratios

The number of Committee members who are also Members shall, wherever possible, exceed the number of Committee members appointed by the Lieutenant Governor in Council.

#### 6.15 – Chairs

Unless stated otherwise in these by-laws, the Chair or Chairs of each Committee shall be appointed by the Council.

#### 6.16 – Ex-Officio Committee Members

The President shall be an ex-officio member of every Committee that he or she is not a member of and the Registrar and Deputy-Registrar may be designated, by the Council, as ex-officio members of any Committee.

#### 6.17 – Appointment and Term of Office of Committee Members

Unless otherwise stated in the by-laws, every Committee member shall be appointed by the Council, shall serve for a term of office of approximately one (1) year, and may, subject to Council's discretion, be re-appointed to the same Committee or to another Committee at the expiration of his or her term if he or she meets the eligibility requirements at that time.

#### 6.18 – Appointment of Non-Council Members

The Council may, at its discretion, appoint Members who are not members of the Council to any Committee.

#### 6.19 – Decisions Regarding Appointments

In making an appointment under section 6.17 or 6.18, the Council shall take into consideration the location of practice, experience, expertise, availability and other qualifications and characteristics of the Member, in order to complement the attributes of the other Committee members.

#### 6.20 – Eligibility for Appointment

A Member is eligible for appointment to a Committee or a working group if, on the date of the appointment,

- (a) the Member holds a certificate of registration in the general or the supervised practice class;
- (b) the Member is not in default of payment of any fees prescribed by College by-law;
- (c) the Member is not the subject of any disciplinary or incapacity proceeding;

- (d) the Member has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;
- (e) the Member's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (f) the Member's certificate of registration is not subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practice Committee;
- (g) the Member has not been a member of the Board of Directors or an employee of the Association of Ontario Midwives in the preceding year;
- (h) the Member has not been disqualified from Council within the preceding three (3) years;
- (i) Member is not a member of a council of any other college regulated under the RHPA;
- (j) the Member is not an employee of the College; and
- (k) the Member is not in any default of returning any required form or information to the College.

#### 6.21 - Removal of Appointed Committee Members

The Council may remove an appointed member of a Committee at its pleasure.

### **ARTICLE 7 - MEETINGS OF COUNCIL AND COMMITTEES**

#### 7.01 - Council Meetings

Council meetings shall, wherever possible, be held in the Toronto area on dates set in advance and shall occur at regular intervals and at such frequency as necessary for Council to conduct its business but shall, in any event, occur at least three (3) times per year.

#### 7.02 - Committee Meetings

Committee meetings shall, wherever possible, be held in the Toronto area on dates set in advance and without limiting the generality of the foregoing, shall occur at such frequency as necessary for the Committee to conduct its business but shall, in any event, occur at least three (3) times per year.

#### 7.03 – Chair of Council

The President acts as Chair of Council and, in the President's absence, a Vice-President appointed by the Chair, shall serve as Chair of Council. In the event that the Chair is unable or unwilling to appoint a Vice-President to serve as Chair, the Council shall elect, from amongst their number, a member to serve as Chair at that meeting.

#### 7.04 – Quorum

Unless otherwise required by the Code or the by-laws, a simple majority of members of the Council or a Committee that includes, in both cases, at least one member of the Council who is a Member and one member of the Council who is not a Member, shall constitute a quorum for the purpose of a meeting.

#### 7.05 – Simple Majority

Unless otherwise required by the Code or the by-laws, Council and Committee members shall, when making decisions, make every effort to reach a consensus, defined as a state of mutual agreement among members of a group where all legitimate concerns of individuals have been addressed to the satisfaction of the group but, where a decision cannot be reached by consensus, a conventional voting process shall be used and the decision shall be made by a simple majority of the votes cast by the members present.

#### 7.06 – Minutes

The Chair of Council and all Committee Chairs shall ensure that accurate and approved records of all Council and Committee proceedings are recorded and maintained at the College office.

#### 7.07 – Meetings by Teleconference

Any meeting of the Council or a Committee, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other, and persons participating in the meeting by such means are deemed to be present at the meeting.

## **ARTICLE 8 - MEETINGS OF MEMBERS**

### 8.01 - Place, Date and Time

The Council may call a meeting of Members to take place in Ontario at a place, date and time designated by the Council for the purpose of education and information sharing.

### 8.02 - Notice

Members shall receive at least thirty (30) days notice of a meeting of Members.

### 8.03 - Agenda

The agenda for every meeting of Members shall be confirmed by Council and circulated with the notice of the meeting.

### 8.04 - Chair

The President, and in the President's absence, a Vice-President appointed by the President, shall preside over meetings of Members.

### 8.05 - Meeting Procedures

Council may establish the procedures to be followed at any meeting of Members.

## **ARTICLE 9 - CONFLICT OF INTEREST**

### 9.01 - Definition of Conflict of Interest

For the purposes of this and all College by-laws, a conflict of interest may be real or perceived, actual or potential, direct or indirect.

### 9.02 - Perception of Conflict

A member of Council or a Committee member would be perceived to have a conflict of interest in a matter if a reasonable person, knowing the relevant facts, would believe that the Council or Committee member's position or relationship with another organization, or the Council or Committee member's personal interests, whether financial or otherwise, would be sufficient to influence the objective discharge of the Council or Committee member's official duties.

#### 9.03 – Interests of Family

For the purposes of this by-law, the personal or financial interests, direct or indirect, of a Related Person or a Related Corporation, are interpreted to be the interests of the member of Council or the Committee member, as the case may be.

#### 9.04 – Where Conflict Shall Not be Deemed

Members of Council and Committee members shall not be deemed to have a conflict of interest with respect to issues relating to the indemnification of other Council members, or the acquisition of insurance for the indemnification of Council members.

#### 9.05 – Conflict Relating to Role

Where a member of Council or a Committee member believes that he or she may have a conflict of interest with respect to his or her overall role as a Council or Committee member, he or she shall advise the President of the nature of the potential conflict as soon as possible.

#### 9.06 – Investigations Relating to Conflict of Role

Where the President has been advised by a Council or Committee member that he or she may have a conflict of interest with respect to his or her overall role under section 9.05, the President shall advise the Executive Committee and, if the Executive Committee believes that the member may have a conflict of interest, it shall ask the President to investigate the matter.

#### 9.07 – Report to Council

The Executive Committee shall report the results of its investigation to the Council and the Council shall determine whether there is a conflict of interest as defined in section 9.01 with respect to the overall role of the Council or Committee member in question.

#### 9.08 – Where a Conflict of Interest Relating to Role Exists

Where the Council determines that a member of Council or a Committee member is in a conflict of interest with respect to his or her overall role, the Council shall,

- (a) in the case of a Committee member, remove the individual from the Committee; or
- (b) in the case of a member of Council, either

- (i) remove the member from the Council and from any Committee upon which he or she is a member, if the individual is an elected member of Council; or
- (ii) send a report to the Public Appointments Secretariat requesting the removal of the member concerned from the Council, if the member was appointed to the Council by the Lieutenant Governor in Council.

#### 9.09 – Declaration of Conflict Relating to Council Matters

Where a member of Council believes that he or she may have a conflict of interest with respect to a matter that will be or is the subject of discussion, deliberation or action by the Council, he or she shall consult with the President or the Registrar at the earliest opportunity and, if there is any doubt about the matter, declare the potential conflict to the Council and accept the Council's decision as to whether there is a conflict of interest as defined in section 9.01.

#### 9.10 – Where a Conflict Exists

Where a member of Council or a Committee member believes that he or she has a conflict of interest, or where Council has decided that the member has a conflict of interest under section 9.09, with respect to a matter that is the subject of discussion, deliberation or action by the Council or a Committee, he or she shall:

- (a) prior to any consideration of the matter at the meeting, disclose the fact that he or she has a conflict of interest;
- (b) not take part in the discussion of, or vote on, any question in respect of the matter;
- (c) absent himself or herself from the portion of the meeting relating to the matter; and
- (d) not attempt, in any way, to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

#### 9.11 – Declarations Recorded in Minutes

Every declaration of conflict of interest and the nature of the conflict shall be recorded in the minutes of the meeting.

#### 9.12 – Declaration of Conflict Relating to Committee Matters

Where a Committee member believes that he or she may have a conflict of interest with respect to a specific matter that will be the subject of discussion, deliberation or action by the Committee, he or she shall consult with the Committee Chair at the earliest opportunity and accept the Chair's direction as to whether there is a conflict of interest as defined in section 9.01 and any action the Chair undertakes to address the conflict.

#### 9.13 – Use of College Property

A member of Council or a Committee member shall not use College property or information of any kind to advance his or her own interests, either directly or indirectly.

#### 9.14 – Staff Positions

A member of Council or a Committee member may not hold any other position, contract or appointment with the College while serving as a member of Council or as a Committee member.

#### 9.15 – Confidentiality Agreement

Members of Council, Committee members, staff and persons retained or appointed by the College are required to sign the confidentiality agreement approved by Council.

### **ARTICLE 10 - DUTIES OF COUNCIL AND COMMITTEE MEMBERS**

#### 10.01 – Expectations and Duties

Every member of Council and every Committee member shall, in the performance of his or her duties:

- (a) familiarize himself or herself with the Act, the RHPA, the Code, the by-laws and any policies of the College;
- (b) familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
- (c) comply with the provisions of the Act, the RHPA, the Code, the by-laws, any policies of the College and rules that are adopted by Council, from time to time;
- (d) regularly attend meetings on time and participate constructively in discussions;

- (e) ensure that confidential matters coming to his or her attention as a member of the Council or as a member of a Committee are not disclosed by him or her, except as required for the performance of his or her duties, as directed by the Council or the Chair or in accordance with the Act the Act<sup>1</sup>;
- (f) conduct himself or herself in an appropriate manner with College staff, other members of Council or members of the Committees, Members and members of the public;
- (g) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law; and
- (h) perform the duties associated with his or her position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

#### 10.02 – Contravention of Duties

A complaint about a member of Council or a Committee member alleging a contravention of one or more of the duties and expectations set out in section 10.01 shall be in writing and shall be filed with the Registrar. The Registrar shall advise the President, who shall bring the complaint to the attention of the Executive Committee.

#### 10.03 – Subject Member Not Involved

If the information received by the Registrar under section 10.02 relates to the President, the Registrar shall bring the information directly to the attention of the Executive Committee and if the information relates to a member of the Executive Committee, the President shall bring the information to the attention of the remaining members of the Executive Committee.

#### 10.04 – Opportunity to Respond

The person whose conduct is the subject of concern shall be given a reasonable opportunity to respond to the complaint before the Executive Committee decides whether the complaint warrants formal action.

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<sup>1</sup> Section 36 of the RHPA permits disclosure in a number of specific circumstances and members of the Council, Committee members, staff and persons retained or appointed by the College are expected to obtain advice if they believe that one of the exceptions under section 36 may apply.

#### 10.05 – Complaints Warranting Formal Action

If the Executive Committee believes that the complaint warrants formal action, it shall call a meeting of the Council to determine whether there has been a breach of duties and, if so, the appropriate sanction.

#### 10.06 – Sanction

The appropriate sanction can include one or more of the following:

- (a) censure of the person,
- (b) removal of the person from any Committees upon which he or she is a member, and
- (c) removal of an elected member of the Council from the Council or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat.

#### 10.07 – Two-thirds Majority

A decision by Council finding that there has been a breach of duties and a decision to impose a particular sanction must be approved by two-thirds of all Council members, but not including the member whose conduct is under scrutiny.

#### 10.08 – Subject Member Not Entitled to Vote

The member of Council or Committee member who is the subject of a vote by Council under section 10.06 shall not be present during the discussion or vote and shall not vote on the motion.

### **ARTICLE 11 – DUTIES OF MEMBERS**

#### 11.01 – Professional Liability Insurance

Every Member shall maintain professional liability insurance acceptable to the College and provide evidence of coverage upon request by the College.

#### 11.02 – Code of Ethics

Every Member shall abide by the Code of Ethics of the College, which is attached as Schedule 1 and forms part of these by-laws.

## **ARTICLE 12 - OFFICERS**

### 12.01 - Officer Positions

The officers of the College shall include the President, the Vice-President (Professional), the Vice-President (Public) and such other officers as Council may determine from time-to-time.

### 12.02 - Election of Officers

The members of the Executive Committee shall, at their first meeting after their election, elect the officers of the College from amongst their number.

### 12.03 - Eligibility for Election as Officer

Only a current member of the Executive Committee may be elected as an officer of the College.

### 12.04 - Term of Office

An officer of the College shall serve for a term of approximately one (1) year commencing on the date that he or she is elected under section 12.02 and continuing until such time as his or her successor is elected or until he or she resigns his or her office or is removed from Council, whichever occurs first.

### 12.05 - Re-election and Removal of Officers

An officer who meets the eligibility requirements set out in section 12.03 may stand for re-election; however, the Council may, notwithstanding section 12.04, remove, at its pleasure, any officer of the College by a vote of two-thirds of the members of Council.

### 12.06 - Subject Member Not Entitled to Vote

The officer who is the subject of a motion for removal under section 12.05 shall not be present during the discussion or vote and shall not vote on the motion.

### 12.07 - Vacancies

Where a vacancy occurs in an officer position, the members of the Executive Committee shall elect, from amongst their number, a person to fill the vacancy and, if the person filling the vacancy already holds an officer position, the Executive Committee shall elect another person, from amongst their number to fill that vacancy until all of the officer positions are filled.

#### 12.08 – Term of Office for Members Filling Vacancies

The term of office of a member of the Executive Committee elected to fill a vacancy for an officer position shall continue until the date that the former officer's term would have expired.

#### 12.09 – Honoraria

The Council may pay an honoraria to any officer who is also a Member for attendance at, travel to and preparation for the transaction of College business, on a basis equivalent to the amounts set out in Schedule 2, as approved by Council from time to time.

#### 12.10 – Duties of President

The President shall, when present, preside at all meetings of the Council and all meetings of Members, chair the Executive Committee, sign such contracts, documents or instruments in writing as require his or her signature, and have such other powers and duties as may be assigned to him or her by Council from time to time.

#### 12.11 – Duties of Vice-President

The duties of the Vice-Presidents shall include all the powers and all the duties of the President in the absence or inability or refusal to act by the President and any such duties as may from time to time be assigned to him or her by Council.

#### 12.12 – Duties of Other Officers

The duties of all other officers of the College, if any, as determined by Council under section 12.01, shall be such as the terms of their engagement call for or the Council requires of them.

#### 12.13 – Delegation of Duties

In the event that an officer is absent or otherwise unable or unwilling to perform his or her duties, or for any other reason that the Council deems sufficient, the Council may delegate any or all of the officer's duties and powers to any other officer or to any Council member, for whatever period of time the Council sees fit.

## **ARTICLE 13 - THE REGISTRAR**

### 13.01 - Duties of the Registrar

The Registrar shall be the Chief Executive Officer of the College and shall have such duties and responsibilities as are conferred by the Act, the RHPA, the Code, the regulations, the by-laws and the policies of the College as well as such duties and responsibilities assigned to the position by Council.

### 13.02 - Duties of the Deputy Registrar

The Deputy Registrar may perform any of the statutory and other functions of the Registrar in the absence or incapacity of the Registrar or where the Registrar formally or informally assigns those functions to the Deputy Registrar and, without limiting the generality of the foregoing, the Deputy Registrar may appoint investigators under the Code.

## **ARTICLE 14 - REGISTRATION RENEWAL**

### 14.01 - Completion of Annual Renewal Form

On or before October 1<sup>st</sup> each year, every Member shall complete and submit to the Registrar an annual registration renewal form in the manner set out by the Registrar.

## **ARTICLE 15 - FEES AND REGISTRATION CARDS**

### 15.01 - Application Fee

The application fee for registration with the College is \$50.

### 15.02 - Annual Administration Fee

The annual administration fee for registration renewal is \$35.

### 15.03 - Annual Fees

Every Member who holds a certificate of registration in the general class or the supervised practice class shall pay to the College the following fees on or before October 1 of each year:

- (a) an annual fee of \$1,500, and
- (b) an annual administration fee of \$35.

#### 15.04 – Notification

The Registrar shall send a notification to every Member who is required to pay annual fees, setting out the amount of the fees and the day on which they are due, least sixty (60) days before the fees are due.

#### 15.05 – Late Penalties

If a Member fails to pay all of the fees that he or she is required to pay, on or before the day on which the fees are due, the Member shall pay, in addition to the outstanding balance, a penalty equivalent to fifteen (15) % of the fees owed.

#### 15.06 – Annual Certificate and Registration Card

Upon receiving a completed copy of the Member's annual renewal form and any fees owed by the Member the College shall, within a reasonable time, send to each Member whose certificate of registration is not subject to a suspension, an annual certificate and a registration card.

#### 15.07 – Suspended Members

A Member who has not received from the College an annual certificate and a registration card as a result of the suspension of his or her certificate of registration shall receive an annual certificate and a registration card once the suspension is removed.

#### 15.08 – Terms, Conditions and Limitations

The annual certificate and the registration card of a member whose certificate of registration is subject to a term, condition or limitation shall include a notation to that effect.

#### 15.09 – Fee for Name Change and New Documents

The fee for changing the Member's name as it appears on the register and for issuing new registration documents is \$100.

#### 15.10 – Administrative Fee for Notices

A Member shall pay an administrative fee of \$50 for each notice sent by the Registrar to the Member for failure to provide information or a form to the College or a Committee of the College within thirty (30) days of being requested or required to do so.

15.11 – Deadline for Administrative Fee for Notices

The administrative fee for notices referred to in section 15.10 is due within thirty (30) days of the date that the notice was sent and, if the fee is not received by the College within that time, an additional notice may be issued and an additional administrative fee may be required at that time and after every subsequent thirty (30) day period.

15.12 – Fees for Returned Cheques

A Member, who pays a fee owed to the College by cheque, shall pay a fee of \$40, in addition to any outstanding balance, in the event that the cheque is returned to the College due to insufficient funds.

15.13 – Fees for Letters of Professional Conduct

The fee for the College to issue a letter of professional conduct for a Member is \$40 if the letter is issued in fifteen (15) days or less and \$60 if the Member requests that the letter is issued in three (3) days or less.

15.14 – Fees for Proof of Professional Conduct

The fee for the College to issue a proof of professional conduct for a Member is \$40 if the proof is issued in fifteen (15) days or less and \$60 if the Member requests that the proof is issued in three (3) days or less.

15.15 – Fees for Practice Audit

A Member shall pay up to \$2,000 for each practice audit and each follow up practice audit ordered by a panel or Committee of the College.

15.16 – Fees for Requests

A person who requests the Registrar to do anything that the Registrar is required or authorized to do by statute, regulation, by-law, or policy shall pay,

- (a) if a fee is specified, the specified fee; or
- (b) if no fee is specified and if the Registrar has set a fee, the fee set by the Registrar.

#### 15.17 – Registrar’s Discretion

The Registrar may reduce the amount of any fee payable to the College or alter the timing or manner in which a fee is payable in accordance with Council policy or where the Registrar is satisfied that there are exceptional circumstances which warrant the exercise of his or her discretion.

#### 15.18 – Fee for Jurisprudence Course

The registration fee for the local jurisprudence course for midwifery in Ontario for an individual who has met the registration requirements of the Mutual Recognition Agreement is \$300.

#### 15.19 – Reinstatement Fee

The reinstatement fee for a Member whose certificate of registration has been revoked and who is applying for reinstatement of his or her certificate of registration is \$50.

### **ARTICLE 16 -THE REGISTER**

#### 16.01 – Register Information Required by the Code

Subject to the exceptions set out in the Code, the following information is required to be contained in the register in accordance with subsection 23(2) of the Code:

- (a) each Member’s name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder;
- (b) the name, business address and business telephone number of every health profession corporation;
- (c) the names of the shareholders of each health profession corporation who are Members;
- (d) each Member’s class of registration and specialist status;
- (e) the terms, conditions and limitations that are in effect on each certificate of registration;
- (f) a notation of every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under

section 26 of the Code and has not been finally resolved, until the matter has been resolved;

- (g) the result, including a synopsis of the decision, of every disciplinary and incapacity proceeding, unless a panel of the relevant Committee makes no finding with regard to the proceeding;
- (h) a notation of every finding of professional negligence or malpractice, which may or may not relate to the Member's suitability to practise, made against the Member, unless the finding is reversed on appeal;
- (i) a notation of every revocation or suspension of a certificate of registration;
- (j) a notation of every revocation or suspension of a certificate of authorization;
- (k) information that a panel of the Registration, Discipline or Fitness to Practise Committee specifies shall be included;
- (l) where findings of the Discipline Committee are appealed, a notation that they are under appeal, until the appeal is finally disposed of;
- (m) where, during or as a result of a proceeding under section 25 of the Code, a member has resigned and agreed never to practise again in Ontario, a notation of the resignation and agreement; and
- (n) information that is required to be kept in the register in accordance with the by-laws.

#### 16.02 – Additional Register Information

In addition to the information set out in section 16.01, and for the purposes of paragraph 14 of subsection 23(2) of the Code, the register shall contain the following information with respect to each Member:

- (a) any change to the Member's name that has been made in the register of the College from the date of the Member's initial registration with the College;
- (b) the Member's registration number;
- (c) the date on which each class of registration the Member holds was obtained and, if applicable, the date on which each terminated or expired;
- (d) if the Member ceased to be a Member as a result of resignation or death, a notation to that effect and the date that the resignation or death occurred, if available;

- (e) the name, business address and business telephone number of every practice with which the Member is affiliated, whether as a sole proprietor, a partner, an associate or in some other capacity as a Midwife;
- (f) the name of each hospital, birth centre and health facility in Ontario where the Member has privileges as of October 1st;
- (g) any information that the College and the Member have jointly agreed will be included;
- (h) where the Member's certificate of registration is subject to an interim order under subsection 37(1) of the Code, a notation of that fact, the nature of the order and the date that it took effect;
- (i) where the Member's certificate of registration is subject to a suspension for failure to pay a fee, a notation of the suspension, the basis for the suspension and the date that the suspension took effect;
- (j) where a decision of the Discipline Committee has been published by the College with the Member's name or former name included,
  - (i) a notation of that fact, and
  - (ii) identification of the specific publication of the College that contains the information;
- (k) where a finding of professional misconduct or incompetence has been made against the Member by another regulatory body, in or outside Ontario,
  - (i) that fact,
  - (ii) the date of the finding and the place where it was made, and
  - (iii) a brief summary of the facts upon which the finding was based; and
- (l) if a finding of incapacity has been made in respect of the Member,
  - (i) the date of the finding.

#### 16.03 – Additional Register Information Public

For the purpose of subsection 23(5) of the Code, all of the information listed in section 16.02 is designated as public.

#### 16.04 – Registrar’s Discretion

All of the information referred to in sections 16.01 and 16.02 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College’s website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

#### 16.05 – Member to Provide Information

A Member shall provide the College with the following information in the form and manner determined by the Registrar:

- (a) information required to be maintained in the register or provided to the College pursuant to the by-laws, the RHPA, the Act or the Regulations;
- (b) information relating to any finding by a court made after June 3, 2009, that the Member is guilty of an offence, including:
  - (i) the nature of and a description of the offence;
  - (ii) the date the member was found guilty of the offence;
  - (iii) the name and location of the court that found the member guilty of the offence;
  - (iv) the status of any appeal initiated respecting the finding of guilt; and
  - (v) any change in status of the finding of guilt as the result of an appeal;
- (c) information relating to any finding of professional negligence or malpractice made against the member by a court after June 3, 2009, including:
  - (i) the nature of and a description of the finding;
  - (ii) the date that the finding was made against the Member;
  - (iii) the name and location of the court that made the finding against the Member;
  - (iv) the status of any appeal initiated respecting the finding made against the Member; and
  - (v) any change in status of the finding made against the Member as the result of an appeal;

- (d) information relating to any finding of professional misconduct or incompetence made against the Member by another regulatory body, in or outside of Ontario, including:
  - (i) a description of the finding made against the Member;
  - (ii) the name of the regulatory body that made the finding;
  - (iii) the date of the finding;
  - (iv) a summary of the facts upon which the finding was based;
  - (v) the status of any appeal respecting the finding made against the Member; and
  - (vi) any change in status of the finding made against the Member as the result of an appeal;
- (e) the name, address and telephone number of the Member's principal place of practice;
- (f) the name address and telephone number of all other places where the Member practices midwifery, not including the private residences of clients;
- (g) his or her residential address, telephone number and personal email address;
- (h) the names of the Member's partners, associates, employers and employees;
- (i) information required by the Quality Assurance Committee;
- (j) information required by the Minister for the purpose of health human resource planning; and
- (k) with respect to each hospital, birth centre and health facility in Ontario where the Member has privileges, the date that each privilege was granted and terminated, if applicable.

#### 16.06 - Changes to Information

A Member shall inform the College, in writing, of a change to any of the following within thirty (30) days of the change:

- (a) the information required under paragraph (a) of section 16.01; and

- (b) the information required under clause (v) of paragraph (b), clause (v) of paragraph (c), clause (vi) of paragraph (d), or under paragraphs (e) or (g) of section 16.05.

## **ARTICLE 17 - PROFESSIONAL CORPORATIONS**

### **17.01 - Fee for Certificate of Authorization**

The fee for the application for a certificate of authorization, including on any reinstatement of a certificate of authorization is \$1,500.

### **17.02 - Annual Renewal Fee**

The fee for the annual renewal of a certificate of authorization is \$500.

### **17.03 - Administrative Fee for Late Renewal**

A professional corporation, or a Member listed in the College's records as a shareholder of the professional corporation, shall pay an administrative fee of \$50 for each notice sent by the Registrar to the corporation or Member for failure of the corporation to renew its certificate of authorization on time.

### **17.04 - Deadline for Administrative Fee**

The administrative fee for late renewal referred to in section 17.03 is due within thirty (30) days of the date that the notice was sent and, if the fee is not received by the College within that time, an additional notice may be issued and an additional administrative fee may be required at that time and after every subsequent thirty (30) day period.

### **17.05 - Fees for Documents**

The fee for the issuing of a document or certificate respecting a professional corporation, other than the first certificate of authorization or one annual renewal of a certificate of authorization is \$100.

### **17.06 - Required Information**

Every Member shall, for every professional corporation of which the Member is a shareholder, provide the following information, in the form and in the manner requested, within thirty (30) days of receiving a written request from the Registrar:

- (a) the name of the professional corporation as registered with the Ministry of Consumer and Business and Services,
- (b) any business names used by the professional corporation,
- (c) the name, as set out in the register, and registration number of each shareholder of the professional corporation,
- (d) the name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director,
- (e) the principal practice address, telephone number, facsimile number and email address of the professional corporation,
- (f) the address and telephone number of all other practice locations, other than the private residences of clients, at which the professional services offered by the professional corporation are provided, and
- (g) a brief description of the professional activities carried out by the professional corporation.

#### 17.07 – Changes to Information

Every Member shall, for every professional corporation of which the Member is a shareholder, advise the College, in writing, of any changes to the information required under section 17.06 within fifteen (15) days of the change.

#### 17.08 – Information Public

The information specified in section 17.06, and any changes to that information under section 17.07, are designated as public for the purposes of paragraph 14 of subsection 23(2) of the Code.

#### 17.09 – Change of Shareholder

A corporation that holds a certificate of authorization issued by the College is required to notify the College, in writing, of every change of shareholders of the corporation within fifteen (15) days of the date that the change of shareholders takes effect.

## **ARTICLE 18 - FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE**

### **18.01 - Confirmation of Therapy or Counseling Provided by Member**

In addition to the requirements set out in the Code, a person receiving therapy or counseling for sexual abuse from a member of one of the health regulatory colleges listed in Schedule 1 to the RHPA, must, in order to receive funding from the College, sign a document:

- (a) indicating that he or she is aware of the therapist's or counselor's training and experience;
- (b) confirming that the therapy or counseling is being provided; and
- (c) confirming that the funds received are being used only for therapy or counseling.

### **18.02 - Confirmation of Therapy or Counseling Provided by Non-Member**

In addition to the requirements set out in the Code, a person receiving therapy or counseling for sexual abuse from a person who is not a member of one of the health regulatory colleges listed in Schedule 1 to the RHPA, must, in order to receive funding from the College, sign a document:

- (a) indicating that he or she understands that the therapist or counselor is not subject to professional discipline;
- (b) indicating that he or she is aware of the therapist's or counselor's training and experience;
- (c) confirming that therapy or counseling is being provided; and
- (d) confirming that the funds received are being used only for therapy or counseling.

### **18.03 - Confirmation from Therapist or Counselor**

In addition to the requirements set out in the Code, a person providing therapy or counseling to the therapist or counselor of a person receiving therapy or counseling for sexual abuse must, in order for the person receiving therapy to obtain funding from the College, sign a document;

- (a) indicating that he or she has not at any time or in any jurisdiction been found guilty of professional misconduct of a sexual nature or been found civilly or criminally liable for an act of a similar nature;
- (b) detailing his or her training and experience;
- (c) confirming that the therapy or counseling is being provided; and
- (d) confirming that the funds received are being used only for therapy or counseling.

## **ARTICLE 19 - INSPECTORS**

### 19.01 - Appointment of Inspectors

The Council may appoint one or more inspectors<sup>2</sup> in accordance with the Code to perform such duties as prescribed by the Council and the Code.

## **ARTICLE 20 - MEMBERSHIPS IN OTHER ORGANIZATIONS**

### 20.01 - Authorization by Council

The Council may authorize membership in a provincial, national or international organization of bodies with similar functions and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

## **ARTICLE 21 - BY-LAWS AND AMENDMENTS**

### 21.01 - Effective Date

These by-laws shall become effective as of June 4, 2009.

### 21.02 - Prior By-Laws Revoked

Upon these by-laws becoming effective, all prior by-laws of the College are revoked, but such revocation shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred

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<sup>2</sup> The College uses the term "auditor" to describe an individual appointed with the duties of an "inspector" under the Code. This is not to be confused with a chartered accountant or firm of accountants appointed under Article 4 of these by-laws.

under, or the validity of any contract or agreement made pursuant to the by-laws, prior to their repeal.

21.03 – Amendments

The by-laws of the College or any section thereof may be enacted, amended, or revoked by a two-thirds majority of the Council members present and voting at a meeting of the Council called for that purpose.

Passed and enacted by the Council of the College  
in accordance with the Code, on the \_\_\_\_ day of  
\_\_\_\_\_ **2009**.

Witness the corporate seal of the College

\_\_\_\_\_  
President

\_\_\_\_\_  
Registrar

*College of Midwives of Ontario*  
*By-laws June 2009*  
*Revised May 2010*

## **APPENDIX A**

Seal of the College of Midwives of Ontario

## **SCHEDULE 1**

### Code of Ethics

(January 1994)

Each midwife shall act, at all times, in such a manner as to justify public trust and confidence, to uphold and enhance the good standing and reputation of the profession, to serve the interest of society, and above all to safeguard the interests of individual clients.

Each midwife is accountable for her practice, and, in the exercise of professional accountability, shall:

1. Always act in such a way as to promote and safeguard the well-being of clients, advocating their interests.
2. Clearly inform and educate clients and the public as to the role, function, standards and philosophy of midwifery practice.
3. Respect clients' right to informed choice.
4. Provide care which respects individuals' needs, values and dignity, and does not discriminate on the basis of language, culture, age, economic status, health status, sexual orientation, marital status, gender, geographic location, institutionalisation, ability, race or religion.
5. Clearly inform clients and other health care practitioners of scope and limitations of midwifery practice.
6. Avoid any abuse of the privileged relationship which exists with clients. Such a relationship allows privileged access to the person, property or residence of the client as well as to personal practices or customs of the client.
7. Refrain from disclosing confidential information obtained in the course of professional practice without the consent of the client or a person entitled to act on her behalf, except where disclosure is required by law or by the order of a court.
8. Ensure that no action or omission on her part or within her sphere of influence is detrimental to the condition or safety of clients. A midwife will never engage in the practice of midwifery while the ability to perform any professional service is impaired by alcohol or a drug.

9. Openly acknowledge to clients and health care practitioners any conscientious objection or conflict of interest which may affect professional practice or the client's right to informed choice.
10. In addition to seeking consultation or referral in accordance with the standards of practice consult or refer when requested by the client or when the midwife finds assessment or treatment is not clear.
11. Assist clients to find appropriate alternate care if for any reason she finds herself unable to provide care.
12. Attempt to provide the best possible care under any circumstance. A midwife may not refuse to attend a client in the course of labour notwithstanding #9.
13. Build a professional reputation based upon her ability and integrity and only advertise professional services or make professional announcements according to local midwifery custom.
14. Avoid the use of professional qualifications in the promotion of commercial products, in order to maintain the independence of professional judgement on which clients rely.
15. Refuse to accept any gift, favour or hospitality which might be interpreted as either professional endorsement of a commercial product or seeking to obtain preferential consideration as a client.
16. Have regard to the environment of health care and its physical, psychological and social effects on clients, and to the adequacy of resources. Make known to appropriate persons or authorities any circumstances which could place clients in jeopardy.
17. Assume responsibility for reporting health care practitioners whose actions might endanger the safety of clients.
18. Take every reasonable opportunity to maintain and improve professional knowledge and competence.
19. Facilitate research in midwifery practice.
20. In the context of her knowledge, experience and sphere of authority, assist health care practitioners and students to develop and maintain professional competence in accordance with their needs.