



College of  
**Midwives**  
of Ontario

Ordre des  
**sages-femmes**  
de l'Ontario

## General By-law

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## 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.

“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.

“Director” means the person on staff in a senior position with oversight responsibilities and has been assigned the designation.

“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.

“Member” means a Member of the College.

“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 and includes an Acting Registrar.

“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 the Registrar 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, Director of Operations 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 \$10,000

All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$10,000 shall be signed by any one (1) of the following: Registrar, Deputy Registrar or Director and any one (1) of the following: President, Vice-President (Professional), Vice-President (Public), Registrar, Deputy Registrar, or Director.

### 4.04 – Authorized Signatories for Amounts of \$10,000 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 \$10,000 or more shall be signed by at least one (1) of the following: Registrar, Deputy Registrar or Director and any two (2) of the following: President, Vice-President (Professional), Vice-President (Public), Registrar, Deputy Registrar, or Director.

### 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 – Indemnification

Every Council member, Committee member and officer or employee of the College, including assessors, 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.

#### 4.08 – 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.

#### 4.09 – Term of Office

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

#### 4.10 – 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.

#### 4.11 – 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 unless Council has approved a later deadline.

### **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 1 to the Fees and Remuneration By-laws.

#### 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 other than a certificate in the Transitional 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 six (6) 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 director, board member, officer or employee of the Association of Ontario Midwives or the Canadian Association of Midwives in the preceding 12 months;
- (h) The Member has not been director, owner, or board member of an educational institution relating to midwifery in the preceding 12 months;
- (i) the Member has not been disqualified from Council within the preceding three (3) years;
- (j) the Member is not a member of a council of any other college regulated under the RHPA;
- (k) the Member is not an employee of the College;
- (l) the Member has been nominated in accordance with the by-laws;
- (m) 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;
- (n) the Member is not in any default of returning any required form or information to the College, including Quality Assurance Program (QAP), Active Practice Requirements (APR), renewal and certifications; and;
- (o) the Member principally practices or principally resides in Ontario.

#### 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 other than a certificate in the Transitional 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, including QAP, APR, renewal and certifications.

#### 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 withdrawal 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 online votes;
- c) establish procedures for the counting of online votes;
- d) provide for the notification of all candidates and Members of the results of the election;
- e) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective, including applying the election procedures with necessary modifications to permit electronic voting .

#### 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 link to online voting and an explanation of the voting process.

#### 5.21 – Online Vote Verification

Online votes submitted 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 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 online votes 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 and paying the recount fee. (See Fee and Remuneration By-Law)

#### 5.26 – Manner of Recount

The Registrar shall hold a recount no more than fifteen (15) days after receiving a written request and the required fee and the recount shall be conducted in the same manner as the original counting of the online votes 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 as well as the recount fee.

#### 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 Executive Committee

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

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.

#### 5.30 – Options Available to Council

The Council may, after reviewing the report and recommendation of the Executive Committee 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.

#### 5.31 – 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.

#### 5.32 – 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;
- 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 Practise Committee;
- f) has a term, condition, or limitation imposed by the Discipline Committee, the Fitness to Practice Committee, the Registration Committee or the Quality Assurance Committee.
- g) becomes a director, board member, officer or employee of the Association of Ontario Midwives or the Canadian Association of Midwives.
- h) becomes a director, board member or owner of a midwifery educational institution.
- i) becomes a member of a council of any other college regulated under the RHPA;
- j) fails, without reasonable cause, to attend two (2) meetings of the Council in any twelve month period;
- k) fails, in the opinion of the Council, to discharge properly or honestly any office to which he or she has been elected or appointed;



- l) is convicted of an offence which is of a nature that warrants disqualification; or
- m) ceases to either principally practice or principally reside in Ontario.

#### 5.33 – 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.

#### 5.34 – 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.

#### 5.35 – 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.

#### 5.36 Report to Council

If, after reviewing the Council member’s response, the Executive Committee believes that the information does not warrant formal consideration by Council, it shall update Council at its next regularly scheduled Council meeting of the Executive Committee’s recommendation that no action is warranted.

#### 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 5.32.

#### 5.38 – Date of Meeting

A meeting called by the Council under section 5.37 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, a by-election shall be held 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 (Schedule 1)

#### 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 for up to one year as an ex-officio member of the Executive Committee and shall not be entitled to vote.

#### 6.06 – 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.

#### 6.07 – 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.

#### 6.08 – Chairs

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

#### 6.09 – Ex-Officio Committee Members

The President shall be an ex-officio member of every Committee, with the exception of the Executive Committee (of which she is a voting member), and the Registrar or Deputy-Registrar shall be an ex-officio member of every Committee.

#### 6.10 – 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.

#### 6.11 – Appointment of Non-Council Members to Committees

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

#### 6.12 – Decisions Regarding Appointments

In making an appointment under section 6.10 or 6.11, 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.

#### 6.13 – 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 other than a certificate in the Transitional 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 director, board member, officer or employee of the Association of Ontario Midwives or the Canadian Association of Midwives in the previous 12 months.
- (h) the Member has not been a director, board member or owner of a midwifery educational institution in the previous 12 months.
- (i) the Member has not been disqualified from Council within the preceding three (3) years;
- (j) Member is not a member of a council of any other college regulated under the RHPA;
- (k) the Member is not an employee of the College;
- (l) the Member is not in any default of returning any required form or information to the College; and
- (m) the Member principally practice or principally reside in Ontario.

#### 6.14 – 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 one (1) time 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 appointed to Council by the Lieutenant Governor in Council, 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 – CONFLICT OF INTEREST**

#### 8.01 – 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.

#### 8.02 – 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.

#### 8.03 – 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.

#### 8.04 – 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.

#### 8.05 – 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.

#### 8.06 – 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 8.05, 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.

#### 8.07 – 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 8.01 with respect to the overall role of the Council or Committee member in question.

#### 8.08 – 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.

#### 8.09 – 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 8.01.

#### 8.10 – 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 8.09, 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.

#### 8.11 – 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.

#### 8.12 – 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 8.01 and any action the Chair undertakes to address the conflict.

#### 8.13 – 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.

#### 8.14 – 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.



## 8.15 – 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 9 - DUTIES OF COUNCIL AND COMMITTEE MEMBERS

### 9.01 – 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, be prepared 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.

### 9.02 – 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 9.01 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.

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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.

#### 9.03 – Subject Member Not Involved

If the information received by the Registrar under section 9.02 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.

#### 9.04 – Opportunity to Respond

The Council/Committee member 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.

#### 9.05 – Complaints Not Warranting Formal Action

If after reviewing the Council/Committee member's response, the Executive Committee believes that the complaint does not warrant formal action, it shall update Council at its next regularly scheduled Council meeting of the Executive Committee's recommendation that no action is warranted.

#### 9.06 – Complaints Warranting Formal Action

If after reviewing the Council/Committee member's response, 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.

#### 9.07 – Sanction

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

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

#### 9.08 – 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.

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

Council/Committee member who is the subject of a vote by Council under section 9.07 shall not be present during the discussion or vote and shall not vote on the motion.

### **ARTICLE 10 - OFFICERS**

#### 10.01 – 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.

#### 10.02 – Election of Officers

The election of officers shall take place as set out in Schedule 1 to these by-laws.

#### 10.03 – Duties of President

The President shall, when present, preside at all meetings of the Council and all meetings of Members, chair the Executive Committee, develop agendas, 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.

#### 10.04 – 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.

#### 10.05 – Duties of Other Officers

The duties of all other officers of the College, if any, as determined by Council under section 10.01, shall be such as the terms of their engagement call for or the Council requires of them.

#### 10.06 – 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 11 – THE REGISTRAR**

#### 11.01 – 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.

#### 11.02 – Duties of the Deputy Registrar

The Registrar or Council may appoint a Deputy Registrar and once appointed 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 12 – DUTIES OF MEMBERS**

#### 12.01 – Professional Liability Insurance

Every Member, other than those in the inactive class shall maintain professional liability insurance acceptable to the College and provide evidence of coverage upon request by the College.

#### 12.02 – Code of Ethics

Every Member shall abide by the Code of Ethics of the College, which is attached as Schedule 2 and forms part of these by-laws.

### **ARTICLE 13 – REGISTRATION RENEWAL**

#### 13.01 – 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.

#### 13.02 – Annual Registration Card

The College shall make available an Annual Registration card to each Member whose certificate of registration is not subject to a suspension and who has completed an annual renewal application and paid any fees owed to the College (Fees and Remuneration By-Law).

#### 13.03 – Terms, Conditions and Limitations

The Annual Registration Card of a member whose certificate of registration is subject to a term, condition or limitation shall include a notation to that effect.

## ARTICLE 14 –THE REGISTER

### 14.01 – Register Information Required by the Code

The Registrar shall maintain a register in accordance with section 23 (1) of the Code.

### 14.02 – Additional Register Information

In addition to the information required to be contained in the register pursuant to section 23(2) of the Code, the register shall contain the following information known to the College 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 and any names other than the proper legal name of the Member, including any common names or abbreviations that the Member uses in any place of practice;
- b) the Member's certificate of registration number;
- c) the classes of certificate of registration held by each Member, the date on which each class of registration the Member holds was obtained and, if applicable, the date on which each was terminated or expired;
- d) if the Member ceased to be a Member as a result of resignation, a notation to that effect and the date that the resignation occurred;
- e) the name, business address and business telephone number of every current and past practice with which the Member is or was 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;
- g) any revocations, suspensions or restrictions of privileges with a hospital, birth centre or health facility in Ontario reported to the College under section 85.5 of the Code and the date the revocation, suspension or restriction took effect;
- h) any information that the College and the Member have jointly agreed will be included in the register;
- i) where the Member's certificate of registration is subject to an interim order under section 25.4(1), 59 or 62 of the Code, a notation of that fact, the nature of the order and the date that it took effect;

- j) where the Member's certificate of registration is subject to a suspension or is revoked for failure to pay a fee, or where the Member's certificate of registration is suspended or revoked in accordance with the Registration Regulation, Ontario Regulation 168/11, made under the Act, a notation of the suspension or revocation, and the date that the suspension or revocation took effect;
- k) 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;
- l) where a finding of professional misconduct or incompetence has been made against the Member by another regulatory body, inside or outside of Ontario,
  - i. a notation of the fact,
  - ii. the date of the finding,
  - iii. the name of the regulatory body that made the finding and the place where it was made,
  - iv. a brief summary of the facts upon which the finding was based,
  - v. any orders made relative to the finding,
  - vi. if applicable, a notation that the decision is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of;
- m) where the Member's registration or licensure is subject to a restriction made by another regulatory body, inside or outside of Ontario,
  - i. a notation of the fact,
  - ii. the date the restriction was imposed,
  - iii. the name of the regulatory body that made the restriction and the place where it was made,
  - iv. a brief summary of the facts upon which the restriction was based,
  - v. if applicable, a notation that the restriction is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of;
- n) where a finding of incapacity has been made against the Member by another regulatory body, inside or outside of Ontario, to the extent that the information is made public by the other regulatory body,
  - i. a notation of the fact,
  - ii. the date of the finding, the name of the regulatory body and the place where it was made,
  - iii. any orders made relative to the finding,

- iv. if applicable, a notation that the finding is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of;
- o) for 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:
- i. a notation of that fact, including the date of the referral,
  - ii. the specified allegations,
  - iii. the notice of hearing,
  - iv. the anticipated date of the hearing, if the hearing date has been set, or the next scheduled date for the continuation of the hearing if the hearing has commenced,
  - v. if the hearing is awaiting scheduling, a statement of that fact, and
  - vi. if the hearing of evidence and arguments is completed and the parties are awaiting a decision of the Discipline Committee, a statement of that fact;
- p) a notation, including the date of the referral, for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter has been resolved;
- q) if a finding of incapacity has been made in respect of the Member, the date of the finding;
- r) where a decision of a panel of the Inquiries, Complaints and Reports Committee with respect to the Member resulting from a complaint made or Registrar's investigation begun on or after March 1, 2016, includes a written caution,
- i. a notation of that fact,
  - ii. a summary of the concern and a summary of the contents of the caution,
  - iii. the date of the panel's decision,
  - iv. if applicable, a notation that the panel's decision is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of,
  - v. the information placed on the register pursuant to paragraph (r) shall be removed from the public register two (2) years from the date of the panel's decision (unless the panel decision was overturned on appeal or review, in which case the information will remain on the register along with a link to the appeal decision unless the member requests that the information be removed, in which case it will be removed);

- s) where a decision of a panel of the Inquiries, Complaints and Reports Committee with respect to the Member resulting from a complaint made or Registrar's investigation begun on or after March 1, 2016, orders a caution in person, as authorized by paragraph 3 of subsection 26(1) of the Code,
  - i. a notation of that fact,
  - ii. a summary of the concern and a summary of the contents of the caution,
  - iii. the date of the panel's decision,
  - iv. once the member has received the caution, a notation to that effect and the date the member received the caution,
  - v. if applicable, a notation that the panel's decision is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of,
  - vi. provided that where the decision is overturned on appeal or review the information shall be removed from the register;
  
- t) for decisions released prior to May 30, 2017, where a decision of a panel of the Inquiries, Complaints and Reports Committee with respect to the Member resulting from a complaint made or Registrar's investigation begun on or after March 1, 2016, orders a specified continuing education or remediation program that includes a monitoring component, as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code:
  - i. a notation of that fact,
  - ii. a summary of the concern and a summary of the contents of the specified continuing education or remediation program,
  - iii. the date of the panel's decision,
  - iv. once the program is completed, a notation to that effect and the date on which the program was completed,
  - v. if applicable, a notation that the panel's decision is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of,
  - vi. provided that where the decision is overturned on appeal or review the information shall be removed from the register;
  
- u) for decisions released on or after May 30, 2017, where a decision of a panel of the Inquiries, Complaints and Reports Committee with respect to the Member resulting from a complaint made or Registrar's investigation begun on or after March 1, 2016, orders a specified continuing education or remediation program, as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code:
  - i. a notation of that fact,
  - ii. a summary of the concern and a summary of the contents of the specified continuing education or remediation program,
  - iii. the date of the panel's decision,



- iv. once the program is completed, a notation to that effect and the date on which the program was completed,
  - v. if applicable, a notation that the panel's decision is under review or appeal, which notation shall be removed once the review or appeal is finally disposed of,
  - vi. provided that where the decision is overturned on appeal or review the information shall be removed from the register;
- v) where a member has terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions or limitations and, where applicable, the Committee responsible for the imposition of those terms, conditions or limitations;
- w) where an application for reinstatement has been referred to the Discipline Committee for a hearing,
  - i. a notation of that fact,
  - ii. the status of the hearing, and
  - iii. the result of the hearing;
- x) where a criminal finding of guilt or a finding of guilt under the Health Insurance Act or the Controlled Drugs and Substances Act was made against the Member on or after March 1, 2016,
  - i. a notation of that fact,
  - ii. a summary of the finding and penalty,
  - iii. the date of the decision,
  - iv. where the finding or penalty is under appeal, a notation to that effect until the appeal is finally disposed of,
  - v. any such summary shall be removed if the decision on finding and penalty is overturned or if the Member is pardoned or obtains a record suspension, unless the Member wishes the summary and fact of successful appeal to be maintained on the register for a period,
  - vi. no information shall be included in contravention of a court-imposed publication ban known to the College;
- y) where a finding of guilt is made by a court against the Member on or after June 13, 2018 in relation to any provincial or federal offence which in the opinion of the Registrar is relevant to the Member's suitability to practise,
  - i. a notation of that fact,
  - ii. a summary of the finding and penalty,
  - iii. the date of the decision,
  - iv. where the finding or penalty is under appeal, a notation to that effect until the appeal is finally disposed of,

- v. any such summary shall be removed if the decision on finding and penalty is overturned or if the Member is pardoned or obtains a record suspension, unless the Member wishes the summary and fact of successful appeal to be maintained on the register for a period,
  - vi. no information shall be included in contravention of a court-imposed publication ban known to the College;
- z) where a criminal charge or a charge under the Health Insurance Act or the Controlled Drugs and Substances Act was laid against the Member on or after March 1, 2016,
- i. a notation of that fact,
  - ii. a summary of the charge including the date it was laid,
  - iii. provided that any such summary shall be removed if the Member is acquitted, the charge is withdrawn or stayed, or the charge has been superseded by a finding, and no information shall be included in contravention of a court-imposed publication ban known to the College;
- aa) where a charge is laid against the Member on or after June 13, 2018 in relation to any provincial or federal offence which in the opinion of the Registrar is relevant to the Member's suitability to practise,
- i. a notation of that fact,
  - ii. a summary of the charge including the date it was laid,
  - iii. provided that any such summary shall be removed if the Member is acquitted, the charge is withdrawn or stayed, or the charge has been superseded by a finding, and no information shall be included in contravention of a court-imposed publication ban known to the College;
- bb) a summary of any currently existing conditions or restrictions, including the effective date, relating to the custody or release of the Member imposed by a court or other lawful authority on or after March 1, 2016, excluding any information that would contravene a court-imposed publication ban known to the College;
- cc) where the Member is or has been registered or licensed by a regulatory body in any profession in any jurisdiction, a notation to that effect, including the name of the regulatory body, the effective date of registration or licensure, and the effective date of any termination of that registration or licensure;
- dd) all past midwifery practice locations in Ontario, including the Member's position at that location;
- ee) a summary of any Alternate Practice Arrangements approved by the College with respect to the Member;

ff) if the member resigned while under investigation by the College, a notation of that fact; and

gg) where a notation of a finding of professional negligence or malpractice made against the Member is in the register,

(i) the date of the finding,

(ii) the name and location of the court that made the finding against the Member, and

(iii) the status of any appeal respecting the finding.

#### 14.03 – Additional Register Information Public

For the purpose of subsection 23(5) of the Code, all of the information listed in section 14.02 is designated as public.

#### 14.04 – Registrar’s Discretion

All of the information in the register 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.

#### 14.05 – Member to Provide Information

A Member shall provide the College annually and upon request by the College, unless a different timeline is required by the RHPA, the Act or the Regulations, 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 complaint against the Member or investigation of the Member in process by another regulatory body, inside or outside of Ontario, and the outcome of the complaint or investigation;

(c) the name, address and telephone number of the Member’s principal place of practice as well as all past practice locations;

(d) the name address and telephone number of all other places where the Member practices midwifery, not including the private residences of clients;

(e) the Member’s residential address, telephone number and personal email address;

- (f) with respect to each hospital, birth centre and health facility in Ontario where the Member has privileges, the date that each privilege was granted, restricted, suspended, revoked, resigned or otherwise terminated, if applicable;
- (g) information required by the Quality Assurance Committee; and
- (h) information required by the Minister for the purpose of health human resource planning or for the purpose of compiling statistical data.

#### 14.06 – Changes to Information

A Member shall inform the College, in a form acceptable to the Registrar, of a change to any previously provided information under paragraphs (a) to (f) of section 14.05 within fourteen (14) days of the change.

### **ARTICLE 15 – PROFESSIONAL CORPORATIONS**

#### 15.01 – 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 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.

#### 15.02 – 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 15.01 within fourteen (14) days of the change.

#### 15.03 – Information Public

The information specified in section 15.01, and any changes to that information under section 15.02 are designated as public for the purposes of paragraph 14 of subsection 23(2) of the Code.

#### 15.04 – 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 fourteen (14) days of the date that the change of shareholders takes effect.

### **ARTICLE 16 – FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE**

#### 16.01 – Confirmation of Therapy or Counselling from Regulated Health Professional

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.

#### 16.02 – Confirmation of Therapy or Counseling Provided by Person who is not a Regulated Health Professional

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.

16.03 – 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 17 – MEMBERSHIPS IN OTHER ORGANIZATIONS**

17.01 – 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 18 – BY-LAWS AND AMENDMENTS**

18.01 – Effective Date

These by-laws shall become effective as of March 3, 2016

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

18.03 – 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  
\_\_\_\_\_.

Witness the corporate seal of the College

\_\_\_\_\_  
President

\_\_\_\_\_  
Registrar

ARCHIVED

**APPENDIX A**

Seal of the College of Midwives of Ontario

ARCHIVED



## **SCHEDULE 1**

### Process for Election of Officers

The elections will be supervised by the Elections and Nominating working group and the Registrar. The Registrar may be assisted by scrutineers.

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.

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.

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.

Before the first regular meeting of the newly elected Council each year or any other Council meeting designated for the purpose by Council resolution, the Registrar shall send an invitation to all Council members requesting any person wishing to stand for election to the offices of the President, Vice-President (Professional), Vice-President (Public) and Executive Committee member(s) to indicate so, in writing, to the Registrar.

A Council member's written intent must be supported by the signatures of one (1) other Council member and be returned to the Registrar no later than 11:59 p.m. on the day one week before the meeting of Council when the election of officers shall take place. The Registrar may, at any time, inform a Council member about any other Council member's written intent that has been submitted before the deadline. At least five (5) days prior to the meeting of Council when the election of officers shall take place, the Registrar shall circulate to the Council a list of the eligible candidates for election to the offices of the President, Vice-President (Professional), Vice-President (Public) and Executive Committee members.

A Council member may withdraw as a candidate at any time before the election.

At the meeting of Council when the election of officers shall take place, the Registrar shall present the names of eligible candidates who have indicated their interest for the position of President.

Where there is only one nominee for a position, that person shall be elected by acclamation. In the event that there is more than one candidate for the office, the voting will be conducted by ballot, with the result being tabulated and then recorded and reported by the Registrar. Before the vote, candidates shall be given the opportunity to speak briefly (order to be determined by lot). The election of a candidate shall be confirmed by a majority vote of those present and voting. Where no candidate receives a majority vote, the candidate receiving the fewest votes shall be disqualified and Council shall, by ballot, vote on the remaining candidates until one candidate receives a majority vote.

Where no candidate is nominated for a position or, in the case of Executive Committee members at large, where there are insufficient nominations for the number of positions available, nominations from the floor will be permitted.

In the event of a tie, a second ballot will take place. If the second ballot also results in a tie, the winning candidate will be determined by lot.

The results of each election will be tabulated and reported by the Registrar, with the number of votes accorded to each candidate to remain confidential.

Once the President is elected, the Vice-President (Professional), shall be nominated and elected in a similar manner. Once the Vice-President (Professional) has been elected, the Vice-President (Public) shall be nominated the remaining Executive Committee positions shall be filled in a similar manner.

Once the election is completed, the Registrar shall call for a motion to destroy the ballots.

## **SCHEDULE 2**

### Code of Ethics (September 2015)

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 their practice, and, in the exercise of professional accountability, shall:

1. Act in a way that promotes and safeguards the well-being of clients and advocate for their interests to be heard.
2. Clearly inform and educate clients and the public as to the scope, role, function, standards and philosophy of midwifery practice, as well as with respect to any limitations of midwifery.
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 race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.
5. Avoid any abuse of the privileged relationship that 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.
6. Refrain from disclosing confidential information about a client without the consent of the client or the client's authorized representative, except where disclosure is required or authorized by law.
7. Ensure that no action or omission on their part or within their sphere of influence is detrimental to the condition or safety of clients. A midwife will never engage in the practice of midwifery while their ability to perform any professional service is impaired.
8. 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.
9. Consult or transfer care in accordance with the standards of practice of the profession.

10. Assist clients to find appropriate alternate care if for any reason the midwife is unable to provide care.
11. Attempt to provide the best possible care under any circumstance. A midwife may not refuse to attend or abandon a client in active labour.
12. Build a professional reputation based upon the midwife's ability and integrity and advertise professional services only in a manner that upholds the dignity of the profession.
13. Avoid the use of professional qualifications in the promotion of commercial products, in order to maintain the independence of professional judgment.
14. Refuse to accept any gift, favour or hospitality, which might reasonably be seen to create conflict of interest.
15. Assume responsibility for complying with the mandatory reporting requirements of the *Regulated Health Professions Act*.
16. Strive to maintain and improve professional knowledge and competence.
17. Facilitate ethical research in midwifery practice.
18. Assist health care practitioners and students to develop and maintain professional competence.