



College of
Midwives
of Ontario

Ordre des
sages-femmes
de l'Ontario

General By-law

June 2009
Revised September 2011
Revised May 2013
Revised September 2014
Revised March 2016
Revised June 2018
Revised October 2018
Revised December 2020

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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.

“Council” means the Council of 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 unless otherwise indicated.

“Professional Association” means an organized group of individuals who promote and advocate for the interests of the profession related to midwifery but does not include an institution whose sole purpose is to educate.

“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 sibling 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 sibling, 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 – 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.

1.03 – 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.

1.04 – 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.

1.05 – 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 Chair, Vice-Chair, Registrar, Director 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 two (2) of the following: Registrar, Director, Chair, Vice-Chair.

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: Chair or Vice-Chair and two (2) of the following:

Registrar, Director, Chair, Vice-Chair. Written authorization can be given at each instance of signing for the Registrar or Director to sign on behalf of the Chair or Vice-Chair.

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 their 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 are sustained or incurred in any action, suit or proceeding that is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b) all other costs, charges and expenses that are sustained or incurred in or about or in relation to the affairs of the College except such costs, charges or expenses as are occasioned by their 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

In accordance with the requirements set out in the Act, 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.

5.04 – Term of Office

The term of office of an elected member of Council shall, subject to section 5.34, commence on the day of the first regular Council meeting after the election and shall continue for approximately three (3) years until their successor takes office in accordance with these by-laws, or until they resign their office or are 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 final date for voting in 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, in any jurisdiction;
- d) the Member has not been the subject of any professional misconduct or incompetence finding, in any jurisdiction;
- e) the Member's certificate of registration has not been revoked or suspended, in any jurisdiction for any reason other than non-payment of fees;
- f) the Member does not have a notation on the register of a finding of professional negligence or malpractice made against the member;
- g) the Member does not have a notation on the register of a criminal charge or a charge under the *Health Insurance Act* or the *Controlled Drugs and Substances Act*;
- h) the Member does not have a notation on the register of a criminal finding of guilt or a finding of guilt under the *Health Insurance Act* or the *Controlled Drugs and Substances Act*;
- i) the Member does not have a notation on the register of a charge in relation to any provincial or federal offence;
- j) the Member does not have a notation on the register of a finding of guilt made by a court in relation to any provincial or federal offence;
- k) the Member is not subject to any revocations, suspensions or restriction of privileges with a hospital, birth centre or health facility in Ontario reported to the College under section 85.5 of the Code;
- l) 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;
- m) the Member does not have a notation on the register of an undertaking provided to the College in relation to a matter involving the Member's conduct or capacity;

- n) the Member is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- o) the Member does not have a notation on the register of having been ordered to appear before a panel of the Inquiries, Complaints and Reports Committee to be cautioned in the preceding three (3) years;
- p) the Member does not have a notation on the register of having been ordered to complete a specified continuing education or remediation program required by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- q) the Member has not been a director, board member, officer or employee of a Professional Association in the preceding 12 months;
- r) the Member has not been director, owner, or board member of an educational institution relating to midwifery in the preceding 12 months;
- s) the Member has not been disqualified from Council within the preceding three (3) years;
- t) the Member is not a member of a council of any other college regulated under the RHPA;
- u) the Member is not and has not been an employee of the College during the previous two (2) years;
- v) the Member has been nominated in accordance with the by-laws;
- w) 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;
- x) the Member is not in any default of returning any information or form required under the Regulations or the by-laws to the College;
- y) the Member principally practises or principally resides in Ontario; and
- z) the Member has successfully completed the College's training program relating to the duties, obligations and expectations of Council and Committee members prior to the date of nomination.

5.09 – Eligibility to Vote

A Member is eligible to vote in an election for members of Council if, on the day the election opens, 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 information or form required under the Regulations or by-laws to the College.

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 final date for voting in 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 final date for voting in the election.

5.13 – Confirmation of Eligibility

The Registrar shall request every nominee to confirm their 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.

5.14 – 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.

5.15 – 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.

5.16 – Withdrawal of Nominations

A candidate may withdraw their nomination for election to the Council, in writing, up to the end of the seventh (7th) day after the nomination deadline, after which time the withdrawal of nominations shall be at the discretion of the Registrar.

5.17 – 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.

5.18- Where There Are No Candidates

If there are no candidates who are eligible for election, the Registrar shall, as soon as possible, call a by-election.

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 the modification of election procedures.

5.20 – Voting Process

No later than thirty (30) days before the final date of voting in 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 they 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 Fees 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.

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 their recount fee.

5.28 – 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.

5.29 – 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.

5.30 – 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.

5.31– 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.

5.32 – 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.

5.33 – Manner of Holding By-Elections

A by-election 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.

5.34 – 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 on the day of the first regular Council meeting after the Council election (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 Chair

Where the Council determines that the immediate Past-Chair of Council may serve as a member of the Executive Committee, in addition to the five (5) elected members, the immediate Past-Chair 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, and subject to the Code and Regulations, the Council may constitute every Committee of the College as it deems necessary or advisable, from time to time. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Council.

6.07 – Chairs

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

6.08 – Ex-Officio Committee Members

The Chair of Council shall be a non-voting ex-officio member of every Committee, with the exception of the Executive Committee of which they are a voting member, and the Registrar shall be a non-voting ex-officio member of every Committee.

6.09 – 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 their term if they meet the eligibility requirements at that time.

6.10 – Appointment of Non-Council Members to Committees

The Council may, at its discretion, appoint a Member who is not a member of the Council and a person who is not a Member to any Committee.

6.11 – Decisions Regarding Appointments

In making an appointment under section 6.09 or 6.10, the Council shall take into consideration the location of practice or residence, experience, expertise, availability and other qualifications and characteristics of the candidate for appointment, in order to complement the attributes of the other Committee members.

6.12 – Eligibility for Appointment

- a) A Member is eligible for appointment to a Committee, if on the date of the appointment,
 - i. the Member holds a certificate of registration other than a certificate in the Transitional class;

- xviii. the Member has not been a director, board member or owner of a midwifery educational institution in the previous 12 months.
- xix. the Member has not been disqualified from Council within the preceding three (3) years;
- xx. Member is not a member of a council of any other college regulated under the RHPA;
- xxi. the Member is not and has not been an employee of the College during the previous two (2) years;
- xxii. 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 a committee;
- xxiii. the Member is not in any default of returning any information or form required under the Regulations or the by-laws to the College;
- xxiv. the Member principally practices or principally resides in Ontario; and
- xxv. the Member has successfully completed the College's training program relating to the duties, obligations and expectations of Council and committee members prior to the date of appointment.

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6.13 – Removal of Non-Council Committee Members

The Council may remove a non-Council member of a Committee at its discretion.

ARTICLE 7 – MEETINGS OF COUNCIL AND COMMITTEES

7.01 – Notice of Council Meetings

- a) The Registrar shall ensure that notice of every council meeting that is required to be open to the public posted on the College's website at least 14 days before a regular Council meeting and as soon as reasonably possible days before a special Council meeting.
 - i. The notice shall be provided in English and French; and
 - ii. The notice shall include the intended date, time and place of the meeting.
- b) The Registrar shall give a copy of the notice to every person who requests it.

7.02 – Provision of Information Regarding Discipline Committee Hearings

- a) The Registrar shall ensure that information concerning a hearing by a panel of the Discipline Committee respecting allegations of professional misconduct or incompetence by a member is given to every person who requests it,
 - i. at least 30 days before the intended date of the hearing, if possible; or
 - ii. for requests made less than 30 days before the meeting, as soon as reasonably possible after the request is made.
- b) The information shall be available in English or French as requested.
- c) The information shall include,
 - i. the name of the Member against whom the allegations have been made;
 - ii. the Member's principal place of practice;
 - iii. the intended date, time and place of the hearing;
 - iv. a statement of the purpose of the hearing; and
 - v. a notation that the hearing is open to the public. If the panel makes an order that the public be excluded from a hearing or any part of it, a notation to that effect.

7.03 – 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.

7.04 – 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.

7.05 – Chair of Council

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

7.06 – 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.

7.07 – 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.

7.08 – 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.

7.09 – Meetings by Other Means

Any meeting of the Council or a Committee, other than a hearing that is held in accordance with the Code, 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 they may have a conflict of interest with respect to their overall role as a Council or Committee member, they shall advise the Chair of the nature of the potential conflict as soon as possible.

8.06 – Investigations Relating to Conflict of Role

Where the Chair has been advised by a Council or Committee member that they may have a conflict of interest with respect to their overall role under section 8.05, the Chair shall advise the Executive Committee and, if the Executive Committee believes that the member may have a conflict of interest, it shall ask the Chair 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 their 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 of which they are 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 they 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, they shall consult with the Chair 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 they have 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, the member of Council shall:

- a) prior to any consideration of the matter at the meeting, disclose the fact that they have a conflict of interest;
- b) not take part in the discussion of, or vote on, any question in respect of the matter;
- c) absent themselves 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 shall be recorded in the minutes of the meeting.

8.12 – Declaration of Conflict Relating to Committee Matters

Where a Committee member believes that they 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, they 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 their 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 and Committee members 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 their duties:

- a) familiarize themselves with the Act, the RHPA, the Code, the by-laws and any policies of the College;
- b) familiarize themselves with any other records, documents and guidelines that may be necessary for the performance of their 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 their attention as a member of the Council or as a member of a Committee are not disclosed, except as required for the performance of their duties, as directed by the Council or the Chair, or in accordance with the RHPA¹;
- f) conduct themselves 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 their position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

9.02 – Disqualification of Council Members

The Council shall disqualify a 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) has a certificate of registration in any jurisdiction outside of Ontario revoked or suspended for any reason other than non-payment of fees;
- e) is the subject of any professional misconduct, incompetence or incapacity proceeding, in any jurisdiction;

¹ 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.

- f) is the subject of any professional misconduct or incompetence finding, in any jurisdiction;
- g) has a notation on the register of a finding of professional negligence or malpractice made against the member;
- h) has a notation on the register of a criminal charge or a charge under the *Health Insurance Act* or the *Controlled Drugs and Substances Act*;
- i) has a notation on the register of a criminal finding of guilt or a finding of guilt under the *Health Insurance Act* or the *Controlled Drugs and Substances Act*;
- j) has a notation on the register of a charge in relation to any provincial or federal offence;
- k) has a notation on the register of a finding of guilt made by a court in relation to any provincial or federal offence;
- l) is subject to any revocations, suspensions or restriction of privileges with a hospital, birth centre or health facility in Ontario reported to the College under section 85.5 of the Code;
- m) has a term, condition or limitation imposed by the Discipline Committee or the Fitness to Practice Committee;
- n) has a notation on the register of an undertaking provided to the College in relation to a matter involving the Member's conduct or capacity;
- o) is the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- p) is required to appear before a panel of the Inquiries, Complaints and Reports Committee to be cautioned;
- q) is required by a panel of the Inquiries, Complaints and Reports Committee to complete a specified continuing education or remediation program;
- r) is in default of returning any information or form required under the Regulations or the by-laws to the College;
- s) becomes a director, board member, officer or employee of a Professional Association.
- t) becomes a director, board member or owner of a midwifery educational institution.
- u) becomes a member of a council of any other college regulated under the RHPA;
- v) fails, without reasonable cause, to attend two (2) meetings of the Council in any twelve-month period;
- w) fails, without reasonable cause, to attend two (2) meetings of a Committee in any twelve-month period;
- x) fails, without reasonable cause, to attend a hearing of which they are a panel member.

- y) fails, in the opinion of the Council, to discharge properly or honestly any office to which they have been elected or appointed;
- z) ceases to either principally practise or principally reside in Ontario.

9.03 – Contravention of Duties

A complaint about a member of Council 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 Chair, who shall bring the complaint to the attention of the Executive Committee.

9.04 – 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 9.02, the Registrar shall advise the Chair, who shall bring the information to the attention of the Executive Committee.

9.05 – Subject Member Not Involved

If the information received by the Registrar under sections 9.03 or 9.04 relates to the Chair, 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 Chair shall bring the information to the attention of the remaining members of the Executive Committee.

9.06 – 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.

9.07 – 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.

9.08 – 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 raise the matter at the next scheduled Council meeting or, if in the opinion of the Executive Committee the matter should be addressed sooner, 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 9.02 or otherwise requires sanction.

9.09 – Two-thirds Majority

A two-thirds majority of all Council members, but not including the member whose conduct is the subject of concern, is required to disqualify or sanction a member of the Council.

9.10 – Voting by Alternative Means

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

9.11 – Recording of Votes

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

9.12 – Subject Member Not Entitled to Vote

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

9.13 – 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 they are a member.

9.14 – Sanction

Following consideration by Council, the appropriate sanction can include one or more of the following:

- a) censure of the Council member,
- b) removal of the Council member from any Committees upon which they are a member, and
- c) disqualification of an elected member from the Council or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat.

ARTICLE 10 – OFFICERS

10.01 – Officer Positions

The officers of the College shall include the Chair, the Vice-Chair (Professional), the Vice-Chair (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 Chair

The Chair 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 their signature, and have such other powers and duties as may be assigned to them by Council from time to time.

10.04 – Duties of Vice-Chair

The duties of the Vice-Chairs shall include all the powers and all the duties of the Chair in the absence or inability or refusal to act by the Chair and any such duties as may from time to time be assigned 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 their 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.

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.

ARTICLE 13 – REGISTRATION RENEWAL

13.01 – Annual Renewal

On or before October 1st 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

For the purpose of granting funding pursuant to s. 85.7 of the Code, a person receiving therapy or counseling for sexual abuse must, in order to receive funding from the College, sign a document:

- a) confirming that they are aware of the therapist's or counselor's training and experience;
- b) confirming that if the therapist or counselor is not a regulated health professional, they understand that the therapist or counselor is not subject to professional discipline;
- c) confirming that the therapy or counseling is being provided;
- d) confirming that they do not have a familial relationship to the therapist or counselor or any other potential conflict of interest;
- e) confirming that they understand that funding shall only be paid to the therapist or counselor;
- f) confirming that they understand that the maximum amount of funding payable to any therapist or counselor is the amount that Ontario Health Insurance Plan (OHIP) would pay for 200 half hour sessions of individual out-patient psychotherapy with a psychiatrist;
- g) confirming that they will use other sources of funding for therapy and counseling that are available to them first, such as that available through a private insurer;
- h) confirming that to their knowledge, neither OHIP nor any public or private insurer is required to pay for the therapy or counseling received from the therapist or counselor and that if any time OHIP or a private insurer becomes required to pay for the therapy or counseling, they will notify the College;
- i) confirming that they understand that the funding available from the College does not cover late appointments, missed appointments or other expenses incidental to receiving therapy or counseling;

- j) confirming that the funds received are being used only for therapy or counseling;
- k) confirming that they will keep confidential all information obtained through the funding application process, including, if funding is granted, the fact that funding has been granted and any reasons given by the Client Relations Committee for granting the funding, and to refrain from using that information for any other purpose; and
- l) confirming that they understand that a decision by the Client Relations Committee regarding their eligibility for funding does not constitute a finding of guilt against the member who has been alleged to have committed sexual abuse and will not be considered by any other committee of the College dealing with the member.

16.02– Confirmation from Therapist or Counselor

For the purpose of granting funding pursuant to s.85.7 in the Code, 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) confirming that they have 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) confirming that they do not have a familial relationship to the person receiving therapy or any other potential conflict of interest;
- c) detailing their training and experience;
- d) confirming that the therapy or counseling is being provided;
- e) confirming that the funds received are being used only for therapy or counseling;
- f) confirming that they understand that the maximum amount of funding payable to any therapist or counsellor approved under the program is the amount that the Ontario Health Insurance Plan (OHIP) would pay for 200 half hour sessions of individual out-patient psychotherapy with a psychiatrist;
- g) confirming that to their knowledge, neither OHIP nor any public or private insurer is required to pay for the therapy or counselling that they provide or propose to provide to the person applying for funding;
- h) confirming that they understand that there will be no payment from the College for any late or missed appointments; and
- i) confirming that they will keep confidential all information obtained through the funding application process, including, if funding is granted, the fact that funding has been granted and the reasons given by the Client Relations Committee for granting the funding.

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 December 9, 2020.

18.02 – Prior By-Laws Revoked

Upon these by-laws becoming effective, all prior General 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

Chair

Registrar

APPENDIX A

Seal of the College of Midwives of Ontario

SCHEDULE 1

Process for Election of Officers

The elections will be supervised by the Registrar. The Registrar may be assisted by scrutineers.

A member of Council is eligible for election to the Executive Committee if, on the date of the election, 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 election and shall continue for approximately one (1) year, until the term of office of the subsequently elected Executive Committee commences or until they resign or are removed from their 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 their 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 Chair, Vice-Chair (Professional), Vice-Chair (Public) and Executive Committee member(s) to indicate so, in writing, to the Registrar.

A Council member's written intent must 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 Chair, Vice-Chair (Professional), Vice-Chair (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 Chair.

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 Chair is elected, the Vice-Chair (Professional), shall be nominated and elected in a similar manner. Once the Vice-Chair (Professional) has been elected, the Vice-Chair (Public) shall be nominated and elected. 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.