



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.

“Board” means the Board of Directors which is the Council of the College as established under section 6 of the *Midwifery Act, 1991*.

“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 Board under these by-laws, including planning groups and working groups.

“Director” means the persons elected or appointed to the Board and includes: the Professional Directors and the Public Directors (but does not include Staff Directors); and “Director” means any one of them.

“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.

“Professional Director” means a Director who is a Registrant who is elected to the Board.

“Public Director” means a Director who is appointed to the Board by the Lieutenant Governor in Council.

“Registrar” means the person appointed by the Board as Registrar for the College and includes an Acting Registrar.

“Registrant” means a member of the College within the meaning of subsection (1) of the RHPA and section 1 of the Act unless otherwise indicated.

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

“Related Person” means a person connected with a registrant 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.

“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” in relation to a registrant, means, (a) a person who is the registrant’s spouse as defined in section 1 of the *Family Law Act*, or (b) a person who has lived with the registrant in a conjugal relationship outside of marriage continuously for a period of not less than three years.

“Staff Director” means an individual on staff in a senior position with oversight responsibilities who has been assigned the designation.

## 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 – 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.

## 1.04 – 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 the Board 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, Staff Director, or other such person as the Board may designate, and all documents so signed are binding upon the College without further authorization or formality.

### 3.02 – Other Signing Authority

The Board 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 Board 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 orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$10,000 shall be authorized by any two (2) of the following: Registrar, Staff Director, Chair, Vice-Chair.

#### 4.04 – Authorized Signatories for Amounts of \$10,000 or More

All orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$10,000 or more shall be authorized by at least one (1) of the following: Chair or Vice-Chair and two (2) of the following: Registrar, Staff Director, Chair, Vice-Chair. Written authorization can be given at each instance of signing for the Registrar or Staff 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 Board 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 Board may, from time to time, authorize one or more officers, Directors, or employees of the College to exercise any or all of the powers set out in section 4.05 in such manner as the Board shall determine.

#### 4.07 – Indemnification

Every Director, 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 Board 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 Board.

#### 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 Board.

#### 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 Board unless the Board has approved a later deadline.

## ARTICLE 5 – BOARD

#### 5.01 – Authority of the Board

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

#### 5.02 – Honoraria

The amount payable to Professional Directors of the Board and non-Board committee 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-law.

#### 5.03 – Composition of the Board

In accordance with the requirements set out in the Act, the Board shall be composed of at least seven (7) and no more than eight (8) Professional Directors and at least five (5) and no more than seven (7) Public Directors.

#### 5.04 – Term of Office

The term of office of a Professional Director shall, subject to section 5.34, commence on the day of the first regular Board 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 the Board, or until such other time designated by the Board, 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 Directors to the Board shall be held annually on a date determined by the Registrar.

#### 5.07 – Number of Professional Directors

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

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

#### 5.08 – Eligibility for Election

5.08(1) A registrant is eligible for election to the Board if, on the deadline for the receipt of nominations and up to and including the final date for voting in the election,

- a) the registrant holds a certificate of registration other than a certificate in the transitional, emergency, or supervised class;
- b) the registrant is not in default of payment of any fees prescribed by College by-law;
- c) the registrant is not the subject of any disciplinary or incapacity proceeding, in any jurisdiction;
- d) the registrant has not been the subject of any professional misconduct or incompetence finding, in any jurisdiction;
- e) the registrant's certificate of registration has not been revoked or suspended, in any jurisdiction for any reason other than non-payment of fees;
- f) the registrant does not have a notation on the register of a finding of professional negligence or malpractice made against the registrant;
- g) the registrant does not have a notation on the register of a criminal charge or a charge under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;

- h) the registrant does not have a notation on the register of a criminal finding of guilt or a finding of guilt under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;
- i) the registrant does not have a notation on the register of a charge in relation to any provincial or federal offence;
- j) the registrant 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 registrant 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 registrant'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 registrant does not have a notation on the register of an undertaking provided to the College in relation to a matter involving the registrant's conduct or capacity;
- n) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints, and Reports Committee;
- o) the registrant 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 registrant 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 registrant has not been a director, board member, officer, or employee of a Professional Association in the preceding three (3) years;
- r) the registrant has not been a director, owner, or board member of an educational institution relating to midwifery in the preceding three (3) years;
- s) the registrant has not been disqualified from the Board within the preceding three (3) years;
- t) the registrant is not a member of a Board of any other college regulated under the RHPA;
- u) the registrant is not and has not been an employee of the College during the previous three (3) years;
- v) the registrant has been nominated in accordance with the by-laws;
- w) the registrant has completed and returned the conflict of interest declaration and the registrant does not have a conflict of interest to serve as a member of Board;

- x) the registrant is not in any default of returning any information or form required under the Regulations or the by-laws to the College;
- y) the registrant is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- z) the registrant principally practises or principally resides in Ontario;
- aa) the registrant has successfully completed the College's training program relating to the duties, obligations, and expectations of Board and Committee members prior to the date of nomination;
- bb) the registrant meets the pre-defined competencies and suitability criteria that may be approved by the Board; and
- cc) the registrant has not completed three consecutive terms as a Professional Director within the past three (3) years.

5.08(2) A registrant is not eligible for election to the Board who, if elected, would be unable to serve completely the three-year term prescribed by subsection 5.04 by reason of the nine-consecutive-year term limit prescribed by subsection 5(2) of the Health Professions Procedural Code.

#### 5.09 – Eligibility to Vote

A registrant is eligible to vote in an election for electing Directors of the Board if, on the day the election opens, the registrant,

- a) holds a certificate of registration other than a certificate in the transitional, emergency, or supervised class;
- b) principally practices or principally resides in Ontario;
- c) is not in default of any fees or other amounts owed to 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 registrant'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 registrant 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 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 Board 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 Declaration**

The Registrar shall request every eligible nominee to complete and return a conflict of interest declaration and any nominee who fails to complete and return the declaration 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 registrants under section 5.20.

#### **5.16 – Withdrawal of Nominations**

A candidate may withdraw their nomination for election to the Board, 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.

#### **5.17 – Acclamation**

If, following the deadline for the return of the conflict of interest declaration and the written confirmation of eligibility, the Registrar determines that the number of eligible candidates is less than or equal to the number of Directors 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 registrants 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 registrants 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 registrant 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 registrant may cast as many votes in an election of Directors as there are candidates 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 registrants 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 the 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 Director, the Executive Committee shall hold an inquiry into the validity of the election of the Director in question and, following the inquiry, shall make a report and recommendation to the Board.

#### 5.29 – Options Available to the Board

The Board 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

The Board 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 a Professional Director becomes vacant less than twelve (12) months before the expiry of the Director's term of office, the Board may,

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

### 5.32 – By-Election

If the seat of a Professional Director becomes vacant more than twelve months before the expiry of the Director'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 Registrants Filling Vacancies

The term of office of a registrant appointed or elected to fill a vacancy shall continue until the date that the former Director'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 the Board, where applicable.

### 6.02 – Creation of Non-Statutory Committees

In addition to the statutory Committees required by the Code, the Board 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 Directors of the Board shall elect five (5) Directors to the Executive Committee from amongst their number on the day of the first regular Board meeting after the Board election (Schedule 1).

### 6.04 – Composition of Executive Committee

The Executive Committee shall be composed of three (3) Professional Directors of the Board and two (2) Public Directors of the Board.

### 6.05 – Role of Past Chair

Where the Board determines that the immediate Past-Chair of the Board 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 Board 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 Board.

#### **6.07 – Chairs**

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

#### **6.08 – Ex-Officio Committee Members**

The Chair of the Board 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 Board, shall serve for a term of office of approximately one (1) year, and may, subject to the Board'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-Board Members to Committees**

The Board may, at its discretion, appoint a registrant who is not a Director of the Board and a person who is not a registrant to any Committee.

#### **6.11 – Decisions Regarding Appointments**

In making an appointment under section 6.09 or 6.10, the Board 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 registrant is eligible for appointment to a Committee, if on the date of the appointment,
  - i. the registrant holds a certificate of registration other than a certificate in the transitional, emergency, or supervised class;
  - ii. the registrant is not in default of payment of any fees prescribed by College by-law;
  - iii. the registrant is not the subject of any disciplinary or incapacity proceeding, in any jurisdiction;

- iv. the registrant has not been the subject of any professional misconduct or incompetence finding in any jurisdiction;
- v. the registrant's certificate of registration has not been revoked or suspended in any jurisdiction for any reason other than non-payment of fees;
- vi. the registrant does not have a notation on the register of a finding of professional negligence or malpractice made against the registrant;
- vii. the registrant does not have a notation on the register of a criminal charge or a charge under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;
- viii. the registrant does not have a notation on the register of a criminal finding or a finding of guilt under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;
- ix. the registrant does not have a notation on the register of a charge in relation to any provincial or federal offence;
- x. the registrant 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;
- xi. the registrant 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;
- xii. the registrant'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;
- xiii. the registrant does not have a notation on the register of an undertaking provided to the College in relation to a matter involving the registrant's conduct or capacity;
- xiv. the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- xv. the registrant 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;
- xvi. the registrant 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;
- xvii. the registrant has not been a director, board member, officer, or employee of a Professional Association in the previous three (3) years.
- xviii. the registrant has not been a director, board member, or owner of a midwifery educational institution in the previous (3) three years.
- xix. the registrant has not been disqualified from the Board within the preceding three (3) years;

- xx. registrant is not a member of a Board of any other college regulated under the RHPA;
  - xxi. the registrant is not and has not been an employee of the College during the previous (3) three years;
  - xxii. the registrant has completed and returned the conflict of interest declaration and the registrant does not have a conflict of interest to serve as a member of a committee;
  - xxiii. the registrant is not in any default of returning any information or form required under the Regulations or the by-laws to the College;
  - xxiv. the registrant is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
  - xxv. the registrant principally practices or principally resides in Ontario;
  - xxvi. the registrant meets the pre-defined competencies and suitability criteria that may be approved by the Board;
  - xxvii. the registrant has successfully completed the College's training program relating to the duties, obligations and expectations of the Board and committee members prior to the date of appointment; and
- b) A person who is not a registrant and not a former registrant is eligible for appointment to a Committee if, on the date of the appointment, they meet the eligibility criteria as the Board may from time to time determine.

### 6.13 – Removal of Committee Members

The Board may remove a member of a Committee at its discretion.

## ARTICLE 7 – MEETINGS OF THE BOARD AND COMMITTEES

### 7.01 – Notice of Board Meetings

- a) The Registrar shall ensure that notice of every Board meeting that is required to be open to the public is posted on the College's website at least 14 days before a regular Board meeting and as soon as reasonably possible days before a special Board 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 – Board Meetings

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

### 7.03 – Committee Meetings

Committee meetings may be held 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.

### 7.04 – Chair of the Board

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

### 7.05 – Quorum

Unless otherwise required by the Code or the by-laws, a simple majority of members of the Board or a Committee that includes, in both cases, at least one member who is a registrant and one non-registrant member, shall constitute a quorum for the purpose of a meeting.

### 7.06 – Simple Majority

Unless otherwise required by the Code or the by-laws, Directors 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.

### 7.07 – Minutes

The Chair of the Board and all Committee Chairs shall ensure that accurate and approved records of all Board and Committee meetings are recorded and maintained by the College.

### 7.08 – Meetings by Other Means

Any meeting of the Board or a Committee may be conducted by means of teleconference or any other electronic 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 Director 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 Director's or Committee member's position or relationship with another organization, or the Director's or Committee member's personal interests, whether financial or otherwise, would be sufficient to influence the objective discharge of the Director's 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 of the Director or the Committee member, as the case may be.

### 8.04 – Where Conflict Shall Not be Deemed

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

### 8.05 – Conflict Relating to Role

Where a Director of the Board or a Committee member believes that they may have a conflict of interest with respect to their overall role as a Director or Committee member, they shall advise the Chair or a designated member of staff 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 Director 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 Director or member may have a conflict of interest, it shall ask the Chair to investigate the matter.

### 8.07 – Report to Board

The Executive Committee shall report the results of its investigation to the Board and the Board shall determine whether there is a conflict of interest as defined in section 8.01 with respect to the overall role of the Director or Committee member in question.

### **8.08 – Where a Conflict of Interest Relating to Role Exists**

Where the Board determines that a Director or a Committee member is in a conflict of interest with respect to their overall role, the Board shall,

- a) in the case of a Committee member, remove the individual from the Committee;  
or
- b) in the case of a Director, either
  - i. remove the Professional Director from the Board and from any Committee of which they are a member; or
  - send a report to the Public Appointments Secretariat requesting the removal of the Public Director concerned from the Board.

### **8.09 – Declaration of Conflict Relating to Board Matters**

Where a Director 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 Board, 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 Board and accept the Board'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 Director or a Committee member believes that they have a conflict of interest, or where the Board 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 Board or a Committee, the Director 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 or a designated staff person 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 Director 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 Director or a Committee member may not hold any other position, contract or appointment with the College while serving as a Director or as a Committee member.

### 8.15 – Confidentiality Agreement

Directors and Committee members are required to sign the confidentiality agreement approved by the Board.

## ARTICLE 9 – DUTIES OF BOARD AND COMMITTEE MEMBERS

### 9.01 – Expectations and Duties

Every Director 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 the Board, 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 Director or as a member of a Committee are not disclosed, except as required for the performance of their duties, as directed by the Board or the Chair, or in accordance with the RHPA<sup>1</sup>;
- f) conduct themselves in an appropriate manner with College staff, other Directors or members of the Committees, registrants, 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.

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<sup>1</sup> Section 36 of the RHPA permits disclosure in a number of specific circumstances and members of the Board, 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.

## 9.02 – Disqualification of Directors

The Board shall disqualify a Director, if the Director,

- a) resigns from the Board;
- 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;
- 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 registrant;
- h) has a notation on the register of a criminal charge or a charge under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;
- i) has a notation on the register of a criminal finding of guilt or a finding of guilt under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996*;
- 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 registrant'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 a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent,

- provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- s) fails to continue to meet the pre-defined competencies and suitability criteria approved by the Board;
  - t) is in default of returning any information or form required under the Regulations or the by-laws to the College;
  - u) becomes a director, board member, officer, or employee of a Professional Association;
  - v) becomes a director, board member, or owner of a midwifery educational institution;
  - w) becomes a member of a Council or Board of any other college regulated under the RHPA;
  - x) fails, without reasonable cause, to attend two (2) meetings of the Board in any twelve-month period;
  - y) fails, without reasonable cause, to attend two (2) meetings of a Committee in any twelve-month period;
  - z) fails, without reasonable cause, to attend a hearing of which they are a panel member;
  - aa) fails, in the opinion of the Board, to discharge properly or honestly any office to which they have been elected or appointed;
  - bb) ceases to either principally practise or principally reside in Ontario.

### 9.03 – Contravention of Duties

A complaint about a Director of the Board 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 a Professional or Public Director 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 the Board, the Director 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 the Board

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

#### 9.08 – Consideration by the Board

If, after reviewing the Director's response, the Executive Committee believes that the information warrants formal consideration by the Board, it shall raise the matter at the next scheduled Board meeting or, if in the opinion of the Executive Committee the matter should be addressed sooner, shall call a meeting of the Board to determine whether the member fails to discharge their duties under section 9.01 or 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 Directors present, but not including the Director whose conduct is the subject of concern, is required to disqualify or sanction a Director.

#### 9.10 – Recording of Votes

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

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

The Director 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.

#### 9.12 – Effect of Disqualification

A Professional Director who is disqualified by the Board ceases to be a member of the Board and ceases to be a member of any Committee of which they are a member. A request for removal of a Public Director who is disqualified by the Board will be made to the Public Appointments Secretariat and ceases to be a member of any Committee.

#### 9.13 – Sanction

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

- a) censure of the Director;
- b) removal of the Director from any Committees upon which they are a member;  
and
- c) disqualification of a Professional Director from the Board or a report requesting removal of the Public Director concerned from the Board 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 the Board 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 Board 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 the Board 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 the Board.

### **10.05 – Duties of Other Officers**

The duties of all other officers of the College, if any, as determined by the Board under section 10.01, shall be such as the terms of their engagement call for or the Board 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 Board deems sufficient, the Board may delegate any or all of the officer's duties and powers to any other officer or to any Board Director, for whatever period of time the Board 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 the Board.

## **ARTICLE 12 – DUTIES OF REGISTRANTS**

### **12.01 – Professional Liability Insurance**

Every registrant, other than those in the inactive or non-practising class, shall maintain professional liability insurance acceptable to the College such that it covers the practise of midwifery in Ontario and must provide evidence of coverage upon request by the College.

## **ARTICLE 13 – REGISTRATION RENEWAL**

### **13.01 – Annual Renewal**

On or before October first each year, every registrant 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 registrant 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) and 23 (2) of the Code and O. Reg 261/18. See Appendixes B and C.

## 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 registrant:

- a) any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names other than the proper legal name of the registrant, including any common names or abbreviations that the registrant uses in any place of practice;
- b) the registrant's certificate of registration number;
- c) the classes of certificate of registration held by each registrant, the date on which each class of registration the registrant holds was obtained and, if applicable, the date on which each was terminated or expired;
- d) if the registrant ceased to be a registrant 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 registrant 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 registrant 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 registrant have jointly agreed will be included in the register;
- i) where the registrant'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 registrant's certificate of registration is subject to a suspension or is revoked for failure to pay a fee, or where the registrant's certificate of registration is suspended or revoked in accordance with the Registration Regulation, 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 registrant'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 registrant 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 registrant'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 registrant 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 registrant, the date of the finding;
- r) where a decision of a panel of the Inquiries, Complaints, and Reports Committee with respect to the registrant 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,
  - iii. the date of the panel's decision,
  - iv. once the registrant 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;
- s) 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 registrant 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;
- t) 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 registrant 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;
- u) where a registrant 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;
- v) 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;
- w) where a criminal finding of guilt or a finding of guilt under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996* was made against the registrant 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 registrant is pardoned or obtains a record suspension, unless the registrant 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;

- x) where a finding of guilt is made by a court against the registrant 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 registrant'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 registrant is pardoned or obtains a record suspension, unless the registrant 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 criminal charge or a charge under the *Health Insurance Act, 1990* or the *Controlled Drugs and Substances Act, 1996* was laid against the registrant 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 registrant 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;
  
- z) where a charge is laid against the registrant 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 registrant'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 registrant 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) a summary of any currently existing conditions or restrictions, including the effective date, relating to the custody or release of the registrant 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;
  
- bb) where the registrant 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;

- cc) if the registrant resigned while under investigation by the College, a notation of that fact if there is a compelling interest in disclosing this information; and
- dd) where a notation of a finding of professional negligence or malpractice made against the registrant is in the register,
  - i. the date of the finding,
  - ii. the name and location of the court that made the finding against the registrant, 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 – Registrant Reporting Requirements

A registrant 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 registrant or investigation of the registrant in process by another regulatory body, inside or outside of Ontario, and the outcome of the complaint or investigation;
- c) the registrant's residential address, telephone number, and personal email address;
- d) with respect to each hospital, birth centre, and health facility in Ontario where the registrant has privileges, the date that each privilege was granted, restricted, suspended, revoked, resigned, or otherwise terminated, if applicable;
- e) information required by the Quality Assurance Committee; and

- f) 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 registrant 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 registrant shall, for every professional corporation of which the registrant 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 Public and Business Service Delivery and Procurement,
- 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 – Information Public

The information specified in section 15.01, and any changes to that information under section 15.03 and 15.04 are designated as public for the purposes of paragraph 14 of subsection 23(2) of the Code. Including:

- a) The date of issue of a certificate of authorization for a professional corporation.
- b) All changes in the status of a certificate of authorization for a professional corporation and the effective date.

### 15.03 – Changes to Information

Every registrant shall, for every professional corporation of which the registrant 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.

### 15.04 – 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 counselling 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 counsellor's training and experience;
- b) confirming that if the therapist or counsellor is not a regulated health professional, they understand that the therapist or counsellor is not subject to professional discipline;
- c) confirming that the therapy or counselling is being provided;
- d) confirming that they do not have a familial relationship to the therapist or counsellor or any other potential conflict of interest;
- e) confirming that they understand that funding shall only be paid to the therapist or counsellor;
- f) confirming that they understand that the maximum amount of funding payable to any therapist or counsellor 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 counselling 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 counselling received from the therapist or counsellor and that if any time OHIP or a private insurer becomes required to pay for the therapy or counselling, 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 counselling;

- j) confirming that the funds received are being used only for therapy or counselling;
- 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 Counsellor

For the purpose of granting funding pursuant to s.85.7 in the Code, the therapist or counsellor of a person receiving therapy or counselling 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 counselling is being provided;
- e) confirming that the funds received are being used only for therapy or counselling;
- 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 the Board

The Board 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 August 1, 2024.

### 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 Directors present and voting at a meeting of the Board called for that purpose.

Passed and enacted by the Council of the College in accordance with the Code, on the first day of August, 2024.

Witness the corporate seal of the College



Claire Ramlogan-Salanga, Chair



Kelly Dobbins, Registrar and CEO



# APPENDIX A

Seal of the College of Midwives of Ontario

## APPENDIX B

### SCHEDULE 2 HEALTH PROFESSIONS PROCEDURAL CODE

Note: This Code is deemed by section 4 of the *Regulated Health Professions Act, 1991*, to be part of each health profession Act.

#### **Register**

**23** (1) The Registrar shall maintain a register. 2007, c. 10, Sched. M, s. 28.

#### **Contents of register**

(2) The register shall contain the following:

1. Each member's name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder.
2. Where a member is deceased, the name of the deceased member and the date upon which the member died, if known to the Registrar.
3. The name, business address and business telephone number of every health profession corporation.
4. The names of the shareholders of each health profession corporation who are members of the College.
5. Each member's class of registration and specialist status.
6. The terms, conditions and limitations that are in effect on each certificate of registration.
7. A notation of every caution that a member has received from a panel of the Inquiries, Complaints and Reports Committee under paragraph 3 of subsection 26 (1), and any specified continuing education or remedial programs required by a panel of the Inquiries, Complaints and Reports Committee using its powers under paragraph 4 of subsection 26 (1).
8. A notation of every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 and that has not been finally resolved, including the date of the referral and the status of the hearing before a panel of the Discipline Committee, until the matter has been resolved.
9. A copy of the specified allegations against a member for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 and that has not been finally resolved.
10. Every result of a disciplinary or incapacity proceeding.

11. A notation and synopsis of any acknowledgements and undertakings in relation to matters involving allegations of professional misconduct or incompetence before the Inquiries, Complaints and Reports Committee or the Discipline Committee that a member has entered into with the College and that are in effect.
12. A notation of every finding of professional negligence or malpractice, which may or may not relate to the member's suitability to practise, made against the member, unless the finding is reversed on appeal.
13. A notation of every revocation or suspension of a certificate of registration.
14. A notation of every revocation or suspension of a certificate of authorization.
15. Information that a panel of the Registration Committee, Discipline Committee or Fitness to Practise Committee specifies shall be included.
16. Where findings of the Discipline Committee are appealed, a notation that they are under appeal, until the appeal is finally disposed of.
17. Where, during or as a result of a proceeding under section 25, a member has resigned and agreed never to practise again in Ontario, a notation of the resignation and agreement.
18. Where the College has an inspection program established under clause 95 (1) (h) or (h.1), the outcomes of inspections conducted by the college.
19. Information that is required to be kept in the register in accordance with regulations made pursuant to clause 43 (1) (t) of the *Regulated Health Professions Act, 1991*.
20. Information that is required to be kept in the register in accordance with the by-laws. 2017, c. 11, Sched. 5, s. 11 (1)

## APPENDIX C

### Regulated Health Professions Act, 1991

#### ONTARIO REGULATION 261/18

### INFORMATION PRESCRIBED UNDER SUBSECTION 23 (2) OF THE HEALTH PROFESSIONS PROCEDURAL CODE

**Consolidation Period:** From May 1, 2018 to the e-Laws currency date.

No amendments.

*This is the English version of a bilingual regulation.*

#### **Prescribed information**

1. (1) The following information, if known to the College, is prescribed information to be contained in a College's register for the purposes of paragraph 19 of subsection 23 (2) of the Code and is designated as information subject to subsection 23 (13.1) of the Health Professions Procedural Code in Schedule 2 to the Act:

1. If there has been a finding of guilt against a member under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada) and if none of the conditions in subsection (2) have been satisfied,
  - i. a brief summary of the finding,
  - ii. a brief summary of the sentence, and
  - iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.
2. With respect to a member, any currently existing conditions of release following a charge for an offence under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada) or subsequent to a finding of guilt and pending appeal or any variations to those conditions.
3. If a member has been charged with an offence under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada) and the charge is outstanding,
  - i. the fact and content of the charge, and
  - ii. the date and place of the charge.

4. If a member has been the subject of a disciplinary finding or a finding of professional misconduct or incompetence by another regulatory or licensing authority in any jurisdiction,

i. the fact of the finding,

ii. the date of the finding,

iii. the jurisdiction in which the finding was made, and

iv. the existence and status of any appeal.

5. If a member is currently licenced or registered to practice another profession in Ontario or a profession in another jurisdiction, the fact of that licensure or registration.

(2) The conditions referred to in paragraph 1 of subsection (1) are the following:

1. The Parole Board of Canada has ordered a record suspension in respect of the conviction.

2. A pardon in respect of the conviction has been obtained.

3. The conviction has been overturned on appeal.

(3) Nothing in this Regulation shall be interpreted as authorizing the disclosure of identifying information about an individual other than a member.

(4) In this section,

“identifying information” means information that identifies an individual or for which it is reasonably foreseeable in the circumstances that it could be utilized, either alone or with other information, to identify an individual.

## SCHEDULE 1

### Process for Election of Officers

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

A Director 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 the Board.

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 the Board, or until such other time designated by the Board, whichever occurs first.

At least forty-five (45) days before the date of the election, the Registrar shall notify every member of the Board of the date of the election and of the procedure, criteria and deadline for the Board 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 Board in support of their candidacy.

Before the first regular meeting of the newly elected Board each year or any other Board meeting designated for the purpose by Board resolution, the Registrar shall send an invitation to all Directors 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 Director'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 the Board when the election of officers shall take place. The Registrar may, at any time, inform a Director about any other Director's written intent that has been submitted before the deadline. At least five (5) days prior to the meeting of the Board when the election of officers shall take place, the Registrar shall circulate to the Board 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 Director may withdraw as a candidate at any time before the election.

At the meeting of the Board 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 the Board 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.