

By-Law 20-2012



By-Laws are approved by Council and form the operational guidelines for CRTO staff to administer the policies, regulations and legislation.

February 24, 2012

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1. DEFINITIONS

1.01 In this By-law, unless otherwise defined or required by the context, the following words and phrases shall have the meanings set out below:

"Act" means the *Respiratory Therapy Act, 1991*, as amended from time to time and the regulations promulgated thereunder

"annual general meeting" means the annual meeting of the College required by article 13.01 (b), usually held in conjunction with a regular meeting (see "regular meeting")

"appointed officer" means an employee of the College appointed by the Council, or the Executive Committee, as an officer

"authorized personnel" means a person authorized to carry out the College's banking and investment and includes the President, Vice-President, Registrar, Deputy Registrar and Finance and Office Manager, as outlined in the policy of the College

"Code" means the *Health Professions Procedural Code*, being schedule 2 of the RHPA

"Committee" means a statutory and/or non-statutory Committee of Council

"Council member" means a member of Council elected or appointed in accordance with the RHPA and/or the Act and/or this By-law

"ex-officio" means by virtue of one's office, e.g., The Registrar is an ex-officio member of College committees by virtue of his/her office as Registrar and Chief Executive Officer. In his/her capacity as an ex-officio member of a committee the Registrar has the right, but not the obligation, to attend committee meetings, other than some aspects of hearings. However, he/she is not entitled to make a motion or vote, and is not counted when determining if a quorum is present

"faculty member" means an instructor employed by one of the approved educational Respiratory Therapy programs in Ontario and/or an administrator employed by one of the approved educational Respiratory Therapy programs in Ontario (such as program coordinator, curriculum developer)

"member" unless further defined, or the context indicates otherwise, is an individual who holds a certificate of registration with the College; previously referred to as "registrant"

"Non-Council Committee member" means a member of the College who is elected or appointed to the pool of Non-Council Committee members

"officer of the College" includes the President, the Vice-President, the Registrar or an appointed officer as defined above

"panel" means a panel of a committee of the College

"presiding officer" is the person who chairs a meeting of Council or a Committee

"profession" means the profession of respiratory care or respiratory therapy

"professional corporation" or **"health profession corporation"** means a corporation incorporated under the *Business Corporations Act* that holds a valid certificate of authorization issued under *Regulated Health Professions Act* (including regulations), or the *Health Professions Procedural Code*

“public Council member” is a person, who is not a member of the College, and who is appointed to the Council by the Lieutenant Governor in Council

“registrant” is an individual who holds a certificate of registration with the College; now referred to as “member”

“Registrar” includes a person appointed as Acting Registrar by the Council during a vacancy in the office of the Registrar or during the disability or prolonged absence of the Registrar

“regular meeting” means a meeting of the Council to which article 13.01(a) refers

“related company” means a company, corporation, business partnership or entity that is owned or controlled, wholly, substantially or actually, directly or indirectly, by a person or another person related to the person

“related person” is any person connected with another person by blood relationship, marriage, common-law, partnership or adoption, namely:

- persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other;
- 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;
- persons are connected by common-law if the persons have a conjugal relationship and live together, have a cohabitation agreement or are the parents (together) of a child;
- persons are connected by a partnership when they live together or have a close personal relationship that is of primary importance in both lives;
- persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other person or a blood relation of the other person

“respiratory therapist” includes respiratory care practitioner

“respiratory therapy” includes the practice of respiratory care

“RHPA” means the *Regulated Health Professions Act, 1991*, as amended from time to time and includes the Code

“signing officer” means a person authorized to sign documents on behalf of the College and includes the President, Vice-President, Registrar, Deputy Registrar and Manager of Quality Assurance and Member Relations, as outlined in the policy of the College

“sitting Council member” is a member of Council who currently holds a Council position

“special meeting” means a meeting of the Council to which article 13.01(c) refers

2. SEAL

2.01 The College will maintain an official seal.

2.02 Any person authorized to sign any document on behalf of the College may affix the seal thereto.

3. HEAD OFFICE

- 3.01 The Head Office of the College shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Council of the College may, from time to time, determine.

4. BANKING

- 4.01 In this article, "bank" means the bank appointed under article 4.02.
- 4.02 The Council shall appoint one or more banks chartered under the *Bank Act Canada* for the use of the College upon the recommendation of the Executive Committee.
- 4.03 All money belonging to the College shall be deposited in the name of the College with the bank.
- 4.04 The Registrar or designate may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank, and the College's stamp may be used for such endorsement.
- 4.05 Securities and other financial documents shall be placed in, or removed from, the College's safety deposit box designated for this use only by two (2) authorized personnel.

5. INVESTMENT

- 5.01 The College's funds may be invested within the restrictions set out in this By-law, the policies and investment guidelines of the College.
- 5.02 Funds of the College required for operation during the fiscal year, as identified in the annual budget, may only be invested in:
- a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the government of a Canadian province or the Government of Canada;
 - b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank chartered under the *Bank Act Canada*; or
 - c) savings accounts and other investments that are fully secured by the Canada Deposit Insurance Corporation.
- 5.03 Funds of the College in excess of funds required for operation during the fiscal year, as identified in the annual budget, may only be invested in:
- a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the government of a Canadian province or the Government of Canada; or

- b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank chartered under the *Bank Act Canada*; or
 - c) savings accounts or other investments that are fully secured by the Canada Deposit Insurance Corporation.
- 5.04 Any security in which the College invests shall be placed, promptly after the investment is made, in its safety deposit box at the bank appointed under article 4.02 except that securities of the type mentioned in article 5.02 and 5.03 may be kept by the bank issuing or endorsing them if the documentary evidence of the bank's possession is deposited, promptly after the investment is made, in a secure place designated by the Registrar.
- 5.05 Investments must be authorized by two (2) authorized personnel.

6. BORROWING

- 6.01 The Council may from time to time by resolution:
- a) borrow money on the credit of the College;
 - b) limit or increase the amount or amounts to be borrowed; and
 - c) secure any present or future borrowing, or any debt, obligation, or liability of the College, by charging, mortgaging or pledging all or any of the real or personal property of the College, whether present or future.
- 6.02 Two (2) signing officers must sign documents to implement the decision made under article 6.01.

7. EXPENDITURES

- 7.01 Goods and services, excluding employment contracts and expenses associated with matters referred to the Inquiries, Complaints and Reports, Discipline or Fitness to Practise Committees or to defend legal proceedings brought against the College, may be purchased or leased for the benefit of the College if the purchase or lease is approved by:
- a) the Registrar if the resulting obligation does not exceed \$10,000.00;
 - b) the Registrar and one other signing officer if the resulting obligation does not exceed \$20,000.00; or
 - c) Council if the resulting obligation exceeds \$20,000.00.
- 7.02 All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by:
- a) two (2) internal signing officers if the amount is less than \$10,000.00 including all payroll cheques and source deduction remittances;

- b) one (1) internal and one external signing officer for amounts \$10,000 or more except for payroll cheques and source deduction remittances as described in (a).
- 7.03 All internal signature cheques must be reviewed by an external signing officer within forty-five (45) days.

8. DOCUMENTS

- 8.01 Except where specifically referred to elsewhere in this By-law, and subject to the Act and the regulations, all documents requiring the signature of the College may be signed by the Registrar or the President.
- 8.02. Except where otherwise provided by law, the Registrar may sign summonses and notices on behalf of any Committee of the College.
- 8.03 The seal of the College shall, when required, be affixed to contracts, documents, or instruments in writing, signed as aforesaid.
- 8.04 The Registrar and the President shall sign certificates of registration given to members for display.
- 8.05 No person shall sign or seal a document on behalf of the College unless authorized by the RHPA, the Act, the regulations or this By-law.

9. FINANCIAL AUDIT

- 9.01 The fiscal year of the College is from March 1 to the last day of February.
- 9.02 The Council shall at each annual general meeting appoint auditors who are duly licensed under the *Public Accountancy Act* to hold office until the next annual general meeting and, if an appointment is not so made, the auditors in office shall continue until successors are appointed.
- 9.03 In the event that the auditors appointed in article 9.02 are unable to continue their duties as agreed, the Council may appoint new auditors.
- 9.04 The auditors shall table their report with the Council at its meeting preceding the annual general meeting at which the report is to be presented to the members of the College.
- 9.05 The auditors have a right of access, at all reasonable times, to all records, documents, books accounts and vouchers of the College and are entitled to require from the Council members, officers, employees and members of the College such information as is necessary in their opinion to enable them to report as required by law or under this article.
- 9.06 The auditors are entitled to attend a Council meeting, and/or the annual general meeting, as the case may be, to address their report.

10. ELECTIONS AND APPOINTMENTS

10.01 For the purpose of the election of Council members and the election or appointment of Non-Council Committee members to the pool of members available to serve on committees, the electoral districts are as follows:

- a) Electoral district 1 is composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
- b) Electoral district 2 is composed of the territorial districts of Cochrane, Timiskaming, Sudbury, Algoma, Manitoulin, Parry Sound and Nipissing and the District Municipality of Muskoka.
- c) Electoral district 3 is composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry, and The Regional Municipality of Ottawa-Carleton.
- d) Electoral district 4 is composed of the counties of Haliburton, Victoria, Peterborough, Northumberland and Simcoe, the regional municipalities of Durham, York and Peel and The City of Toronto.
- e) Electoral district 5 is composed of the regional municipalities of Halton, Hamilton-Wentworth, Niagara, Waterloo and Haldimand-Norfolk and the counties of Brant, Dufferin and Wellington.
- f) Electoral district 6 is composed of the counties of Grey, Bruce, Huron, Perth, Middlesex, Oxford, Elgin, Lambton, Kent and Essex.
- g) Electoral district 7 is composed of the whole of the province of Ontario.

10.02 A member is eligible to vote in an electoral district if:

- a) on the sixtieth (60th) day before the election, the member principally practices the profession in that district; or
- b) the member is not practising the profession on the sixtieth (60th) day before the election, the member principally resides in that district.

10.03 Nine members of the College shall be elected to the Council with one (1) Council member for each of electoral districts 1, 2, 3, 6 and 7 and two (2) Council members for each of electoral districts 4 and 5.

- 10.04
- a) Subject to the Council's policy from time to time a maximum of three (3) members shall be elected or appointed as Non-Council Committee members in electoral districts 1, 2, 3, 4, 5 and 6.
 - b) There shall be no Non-Council Committee Members elected or appointed in district 7.

10.05 The term of office of an elected Council member or a Non-Council Committee member is three (3) years. The maximum length of service of a Council or a Non-Council Committee member is three (3) terms or nine (9) consecutive years.

10.06 The term of office begins with the first regular Council meeting following the election and the Council member or Non-Council Committee member shall continue to serve until his or her successor takes office in accordance with this By-law unless the member is disqualified under article 10.19, or as set out in the RHPA.

- 10.07 An election of Council members and Non-Council Committee members shall be held on a day fixed by the Registrar:
- a) in October 2011 and in October in every third (3rd) year after that for each of electoral districts 3, 4 and 6; and
 - b) in October 2012 and in October in every third (3rd) year after that for each of electoral districts 1, 2, 5 and 7.
- 10.08 A member is eligible for election as a Council member or a Non-Council Committee member, in electoral districts 1, 2, 3, 4, 5 and 6 or for appointment under articles 10.11, 10.23 or 10.24 if,
- a) on the date of the nomination or application through to the date of election or appointment, the member:
 - i) subject to Article 10.26, practices or resides in the electoral district for which they are seeking election or appointment;
 - ii) holds an active General or Limited certificate of registration;
 - iii) is not running for election in another electoral district;
 - iv) is not in default of the payment of any fees;
 - v) is not the subject of any current disciplinary or incapacity proceeding;
 - vi) holds a certificate of registration that is not subject to a term, condition or limitation arising from a professional misconduct, incompetence, incapacity or quality assurance proceeding;
 - vii) is not an employee, director, officer, or elected member of a professional association or special interest group related to the profession; and
 - viii) if running for election, is nominated by three (3) eligible voters who practice or reside in the same electoral district as the nominated member.
 - b) within the twelve (12) months before the date of the nomination or application, the member has not been:
 - i) an employee of the College; or
 - ii) an employee, director, officer, or elected member of a working group or committee of an organization which develops or produces "entry to practice" examinations related to the profession.
 - c) within the six (6) years before the date of the nomination or application, the member has not:
 - i) had his or her certificate of registration suspended as a result of a professional misconduct, incompetence or incapacity proceeding;
 - ii) had his or her certificate of registration revoked as a result of a professional misconduct, incompetence or incapacity proceeding; or
 - iii) received a new certificate of registration following revocation of his or her certificate of registration as a result of a professional misconduct, incompetence or incapacity proceeding.
 - d) within the three (3) years before the date of the nomination or application, the member has not been disqualified from sitting as a Council member or Non-Council Committee member.

- 10.09 A member is eligible for election as a Council member in electoral district 7 or for appointment under article 10.21 if,
- a) on the date of the nomination through to the date of election the member:
 - i) is a faculty member employed by one of the approved Respiratory Therapy educational programs in Ontario;
 - ii) is not running for election in another electoral district;
 - iii) holds an active General or Limited certificate of registration;
 - iv) is nominated by three (3) eligible voters as defined under article 10.02;
 - v) is not in default of the payment of any fees;
 - vi) is not the subject of any current disciplinary or incapacity proceeding;
 - vii) holds a certificate of registration that is not subject to a term, condition or limitation arising from a professional misconduct, incompetence, incapacity or quality assurance proceeding; and
 - viii) is not an employee, director, officer, or elected member of a professional association or special interest group related to the profession.
 - b) within the twelve (12) months before the date of the nomination, the member has not been:
 - i) an employee of the College; or
 - ii) an employee, director, officer, or elected member of a working group or committee of an organization which develops or produces "entry to practice" examinations related to the profession.
 - c) within the six (6) years before the date of the nomination, the member has not:
 - i) had his or her certificate of registration suspended as a result of a professional misconduct, incompetence or incapacity proceeding;
 - ii) had his or her certificate of registration revoked as a result of a professional misconduct, incompetence or incapacity proceeding; or
 - iii) received a new certificate of registration following revocation of his or her certificate of registration as a result of a professional misconduct, incompetence or incapacity proceeding.
 - d) within the three (3) years before the date of the nomination, the member has not been disqualified from sitting as a Council member or Non-Council Committee member.
- 10.10 If the number of candidates nominated for an electoral district is equal to the number of members to be elected in the electoral district, the Registrar shall declare the candidates to be elected by acclamation.
- 10.11 If the number of Council member or Non-Council Committee member candidates nominated for an electoral district is fewer than the number of Council member or Non-Council Committee members to be elected in the electoral district, the Council may do any one of the following, subject to the provisions of the Act,
- a) in the case of Council member candidates:
 - i) direct the Registrar to hold an election for Council members; or

- ii) declare the candidates for Council to be elected by acclamation and direct the Registrar to hold an election for the remaining Council member positions.
 - b) in the case of Non-Council Committee member candidates:
 - i) direct the Registrar to hold an election for Non-Council Committee members;
 - ii) declare the candidates for Non-Council Committee members to be elected by acclamation and direct the Registrar to hold an election for the remaining Non-Council Committee member positions;
 - iii) declare the candidates for Non-Council Committee members to be elected by acclamation and direct the Executive Committee to appoint members for the remaining positions in accordance with College policy; or
 - iv) declare the candidates for Non-Council Committee members to be elected by acclamation and leave the remaining positions vacant.
- 10.12 If the Council sets a new date for an election the Registrar shall conduct the election in accordance with this By-law.
- 10.13 A member may cast as many votes on a ballot as there are members to be elected from the electoral district in which the member is eligible to vote.
- 10.14 A member shall not cast more than one vote for any one candidate.
- 10.15 If there is a tie, the Registrar shall break the tie, by lot.
- 10.16 A candidate may request a recount by giving written notice to the Registrar within ten (10) days of notification of the results of the election.
- 10.17 The Registrar shall hold the recount no more than fifteen (15) days after receiving the request.
- 10.18 Where there is an interruption of mail service during a nomination or election, the Registrar shall extend the holding of the nomination or election for such a period of time as the Registrar considers necessary to compensate for the interruption.
- 10.19 An elected Council member is disqualified from sitting on the Council or a Non-Council Committee member is disqualified if the Council member or Non-Council Committee member:
- a) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee;
 - b) is found to be incapacitated by a panel of the Fitness to Practise Committee;
 - c) becomes the subject of a discipline or incapacity proceeding;
 - d) fails, without reasonable justification, to attend two (2) meetings of the Council or of a Committee of which he or she is a member during their term;
 - e) fails, without reasonable justification, to attend a panel for which he or she has been selected;
 - f) fails to fulfil the duties of Council and Non-Council Committee members in accordance with Article 12 of these by-laws;
 - g) breaches the confidentiality policy of the College;
 - h) in the case of districts 1, 2, 3, 4, 5 and 6, ceases to practise and/or reside in the electoral district for which he or she was elected;

- i) in the case of district 7, ceases to be a faculty member for more than ninety (90) days;
 - j) ceases to hold an active a certificate of registration;
 - k) becomes or has been found by the Council to be:
 - i) an employee of the College;
 - ii) an employee, director, officer, or elected member of a professional association, special interest group related to the profession; or
 - iii) an employee, director, officer, or elected member of a working group or committee of an organization which develops examinations related to the profession.
 - l) has been found by the Council to have been ineligible for election in accordance with the by-laws; or
 - m) fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed.
- 10.20 a) A Council member who is disqualified from sitting on the Council ceases to be a Council member.
- b) A Non-Council Committee member who is disqualified ceases to be a Non-Council Committee member.
- 10.21 If the seat of an elected Council member becomes vacant less than twelve (12) months before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election; or
 - b) leave the seat vacant.
- 10.22 If the seat of an elected Council member becomes vacant twelve (12) months or more before the expiry of the term of office, the Registrar shall hold an election as soon as possible.
- 10.23 If the seat of a Non-Council Committee member becomes vacant less than twelve (12) months before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election as soon as possible;
 - b) direct the Executive Committee to appoint a Non-Council Committee member in accordance with College policy; or
 - c) leave the seat vacant.
- 10.24 If the seat of an elected Non-Council Committee member becomes vacant twelve (12) months or more before the expiry of the term of office, the Council may:
- a) direct the Registrar to hold an election as soon as possible; or
 - b) direct the Executive Committee to appoint a Non-Council Committee member in accordance with College policy.
- 10.25 The term of a Council member or Non-Council Committee member appointed or elected to fill a vacancy shall continue until the time the former Council member's or Non-Council Committee member's term would have expired.
- 10.26 Article 10.08 (a)(i) will not apply where there are no Non-Council nominees or Non-Council applicants for appointment in a particular electoral district.

11. POWERS OF COUNCIL AND EXECUTIVE COMMITTEE

- 11.01 The Council shall have full power with respect to the affairs of the College, including making, amending and revoking Regulations and By-laws, and no Regulation or By-law or resolution passed or made by the Council, or any other action taken by the Council, requires confirmation or ratification by the members of the College in order to become valid or to bind the College.
- 11.02 As set out in the RHPA, The Executive Committee has, between Council meetings, all the powers of Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend, or revoke a Regulation or by-law.

12. COUNCIL MEETINGS

- 12.01 The Council shall hold,
- a) at least four (4) regularly scheduled meetings per year, which shall be called by the President;
 - b) an annual general meeting of the College which shall be called by the President, and held no later than eight months after the end of the previous fiscal year;
 - c) special meetings which may be called by the President, or by any five (5) Council members who deposit with the Registrar a written requisition for the meeting containing the matter or matters for decision at the meeting.
- 12.02 Meetings of the Council shall take place in Ontario at a place, date and time designated by the President or the 5 Council members calling the meeting.
- 12.03 The Registrar shall cause each Council member to be notified in writing of the place, date and time of a Council meeting by sending such notification by ordinary prepaid mail at least fourteen (14) days before a meeting.
- 12.04 The Registrar shall cause to be included in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with him/her.
- 12.05 A Council member may, at any time, waive notice of a meeting.
- 12.06 A Council meeting may consider or transact,
- a) at a special meeting, only the matter or matters for decision at the meeting contained in the requisition deposited with the Registrar,
 - b) at a regular meeting:
 - i) matters brought by the Executive Committee;
 - ii) recommendations from committees;
 - iii) motions of which a notice of motion was given by a Council member at the preceding Council meeting; and

- iv) matters which the Council members may agree to decide by a two-thirds (2/3) vote of those in attendance; and
 - c) at any meeting, routine and procedural matters in accordance with the rules of order.
- 12.07 A majority of Council members constitutes a quorum.
- 12.08 The President shall organize an agenda for each Council meeting.
- 12.09 The President, or his/her appointee for the purpose, shall preside over meetings of the Council.
- 12.10 Matters shall be decided by vote as follows:
- a) Making, amending and revoking By-laws and regulations shall require a two-thirds (2/3) majority vote of those Council members in attendance.
 - b) Unless otherwise required by law or by this By-law, every motion which properly comes before the Council may be decided by a simple majority of the votes cast at the meeting by those Council members in attendance.
 - c) If there is a tie vote on a motion, the motion shall be defeated.
- 12.11 Except where a secret ballot is required, every vote at a Council meeting shall be by a show of hands but, if any two (2) Council members so require, the presiding officer shall require the Council members voting in the affirmative and in the negative, respectively, to stand until they are counted and, in either case, the presiding officer shall declare the result and his/her declaration is final.
- 12.12 The presiding officer shall cause minutes to be taken of the proceedings of the Council meeting, and the minutes, when approved at a subsequent Council meeting and signed by the presiding officer are prima facie proof of the accuracy of the contents of the minutes and are open to the public, except for those portions of the minutes which relate to parts of the meeting held *in camera*.
- 12.13 Any meetings of the Council may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously.
- 12.14 The rules of order in Schedule 1 to this By-law are rules of order for meetings of the Council and Committees and form part of this By-law. In all cases not provided for by these rules, the most recent edition of Roberts Rules of Order, as published from time to time, shall be followed so far as they may be applicable to the Council and Committees, provided that said Rules of Order are not inconsistent with the RHPA, the Act, the Regulations or By-laws of the College. Where such inconsistency exists, the RHPA, the Act, the Regulations or By-laws of the College shall govern.

13. EXECUTIVE COMMITTEE

- 13.01 The Executive Committee shall be elected from the sitting Council members and composed of:
- a) three (3) Council members who are members of the College; and
 - b) two (2) public Council members.

- 13.02 The President and Vice-President of the Council shall be included in the membership of the Executive Committee.
- 13.03 a) The President of the Council shall be the Chair of the Executive Committee.
b) The Vice-President of the Council shall be the Vice-Chair of the Executive Committee.
c) If the immediate Past President is still a Council member, but he or she is not elected to the Executive Committee, he or she shall be an ex-officio member of the Executive Committee without the right to vote or be counted for a quorum.
- 13.04 The Council shall, at the first meeting following each regularly scheduled election, or at least annually, from amongst those Council members in attendance, elect a President, Vice-President, and three (3) other Council members to the Executive Committee to hold office for a one (1) year term and if an election is not so held, to continue in office until their successors are elected.
- 13.05 a) The election of the President, Vice-President and Executive Committee shall be by secret ballot, in accordance with the policies and procedures approved by Council and, where more than two (2) Council members are nominated, the nominee who receives the lowest number of votes on each ballot shall be deleted from nomination unless one nominee receives a majority of the votes cast on the ballot, and this procedure shall be followed until one (1) nominee receives a majority of the votes cast.
b) The election will be conducted by the Registrar.
c) The Registrar will make a call for nominations for the positions of President, Vice-President, and three other Executive Committee members, proceeding in that order.
d) Once all elections are completed the Registrar will ensure the ballots are destroyed.
- 13.06 a) If the office of the President becomes vacant, the Vice-President shall serve as President until the Council holds an election for the position of President at the next regular meeting or at a special meeting which the Vice- President may call for that purpose.
b) Any further Executive Committee vacancies shall be dealt with under article 13.05 of the By-law.
- 13.07 Unless otherwise specified in this By-law, the Executive Committee:
a) annually selects and appoints the members and a Chair and Vice-Chair for each other Committee;
b) oversees the financial management of the College; and
c) reviews the College's annual operating budget for approval at the last Council meeting of the fiscal year.
- 13.08 In selecting the members for each Statutory Committee, the Executive Committee shall:
a) provide each Council member and Non-Council Committee member the opportunity to express his or her preferences with respect to committees and to specify the reasons for those preferences;

- b) appoint Council members and Non-Council Committee members to sit on committees, giving due consideration to:
 - i) the preferences expressed by the members;
 - ii) the number of members required;
 - iii) the desirability of providing a mix of experienced and new members on committees; and
 - iv) any other relevant factors.
- c) for Non-Council Committee members, appoint only from the pool of Non-Council Committee members elected or appointed under article 10.

13.09 The President shall:

- a) fulfil the responsibilities of the position in accordance with the RHPA, the Act, the Regulations, the By-laws and the Policies and Procedures of the College;
- b) chair all meetings of the Council;
- c) be the Chair of the Executive Committee;
- d) administer the Registrar's performance appraisal; and
- e) attend all committee meetings as he/she deems appropriate, other than some aspects of hearings, and with the express permission of the committee chair.

13.10 The Vice-President shall:

- a) generally assist the President;
- b) exercise the powers and duties of the President during the President's absence or inability to act;
- c) perform such other duties as may be assigned by the Council; and
- d) administer the Registrar's performance appraisal.

13.11 Each Executive Committee member shall perform such duties as may be assigned by the Executive Committee.

14. REMUNERATION

14.01 The fees payable for honoraria and expenses of Council, Committees and Working Groups are as set out in policy.

14.02 Council members who are members of the College and Non-Council Committee members will be reimbursed for expenses and paid honoraria for College business at the same rate as Council members appointed by the Lieutenant Governor in Council.

15. COMMITTEES

15.01 Council may, from time to time, create Non-Statutory committees.

- 15.02 In appointing members to any Committee, Council members or Non-Council Committee members may be appointed unless the By-laws or policies of the College provide otherwise.
- 15.03 Appointments to committees remain in effect until the member is re-assigned, resigns, retires or is disqualified.
- 15.04 Any member of the Committee is eligible to be selected as Chair or Vice-Chair.

16. COMMITTEE MEETINGS

- 16.01 Each Committee shall meet at the call of its Chair at a place in Ontario, subject to article 16.10, on a date and time designated by the Chair.
- 16.02 Committees shall operate in accordance with the policies and procedures of the College.
- 16.03 No formal notice is required for a meeting of a Committee but reasonable efforts will be made to notify all the Committee members informally of every meeting and to arrange meeting dates and times for the convenience of the Committee members.
- 16.04 Unless otherwise provided in the Code, a majority of the actual members of a Committee constitutes a quorum.
- 16.05 The Chair, or his/her appointee for the purpose, shall preside over meetings of the Committee.
- 16.06 Every motion which comes before a Committee may be decided by a majority of the votes cast at the meeting, including the presiding officer's and, in the case of a tie vote, the motion is defeated.
- 16.07 The presiding officer shall cause minutes to be taken of the proceedings of the Committee meeting, and the minutes, when approved at a subsequent Committee meeting and signed by the presiding officer of that meeting, are prima facie proof of the accuracy of the contents of the minutes.
- 16.08 Minutes of all committee meetings and all other College activities are, and shall remain, confidential.
- 16.09 The written record of every Committee meeting shall be deposited with the Registrar promptly after it has been signed by the presiding officer.
- 16.10 Meetings of any Committee or of panels that are held for a purpose other than conducting a hearing, may be held in any manner that allows all persons participating to communicate with each other simultaneously and instantaneously.

17. REGISTRATION COMMITTEE

- 17.01 The Registration Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Council member who is a member of the College;
 - b) at least one (1) public Council member;

- c) at least two (2) Non-Council Committee members; and
- d) an academic member of Council.

18. INQUIRIES, COMPLAINTS AND REPORTS COMMITTEE

- 18.01 The Inquiries, Complaints and Reports Committee shall consist of at least eight (8) voting members with:
- a) at least two (2) Council members who are members of the College;
 - b) at least two (2) public Council members; and
 - c) at least two (2) Non-Council Committee members.

19. DISCIPLINE COMMITTEE

- 19.01 The Discipline Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Council member who is a member of the College;
 - b) at least two (2) public Council members; and
 - c) at least one (1) Non-Council Committee member.

20. FITNESS TO PRACTISE COMMITTEE

- 20.01 The Fitness to Practise Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Council member who is a member of the College;
 - b) at least two (2) public Council members; and
 - c) at least one (1) Non-Council Committee member.

21. QUALITY ASSURANCE COMMITTEE

- 21.01 The Quality Assurance Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Council member who is a member of the College;
 - b) at least one (1) public Council member; and
 - c) at least two (2) Non-Council Committee members.

22. PATIENT RELATIONS COMMITTEE

- 22.01 The Patient Relations Committee shall consist of at least five (5) voting members with:
- a) at least one (1) Council member who is a member of the College;
 - b) at least one (1) public Council member; and
 - c) at least two (2) Non-Council Committee members.
- 22.02 The Patient Relations Committee shall require that therapists and counsellors who are providing therapy or counselling that is funded through the program required under section 85.7 of the Code and persons who are receiving such therapy or counselling provide a written statement that:
- a) contains details of the therapist's or counsellor's training and experience;
 - b) confirms that therapy or counselling is being provided;
 - c) confirms that the funds received are being devoted only for the therapy or counselling that is being provided; and
 - d) is signed by the therapist or counsellor and by the person who is receiving such therapy or counselling.

23. PROFESSIONAL PRACTICE COMMITTEE

- 23.01 Professional Practice Committee shall consist of at least six (6) voting members with:
- a) at least one (1) member of the Council who is a member of the College;
 - b) at least one (1) public Council member;
 - c) at least one (1) Non-Council Committee member;
 - d) at least one representative of an approved RT program; and
 - e) at least two CRTO members at large in accordance with the terms of reference of the committee.

In addition, and to provide specific expertise in certain areas, other individuals may be invited to join the core members of the Committee on an ad hoc basis and as Non-voting members according to the subject matter being considered.

24. BY-LAWS

- 24.01 By-laws of the College may be made, amended, or revoked by a two-thirds (2/3) vote of the sitting Council members in attendance at a duly constituted meeting or by the signatures of all actual Council members.
- 24.02 Notice of motion to make, amend or revoke a By-law must be given to Council members fourteen (14) days prior to the meeting referred to in article 25.01.

24.03 Every By-law and every amendment thereof shall be numbered according to the order in which it was passed, certified by the President or Vice-President and by the Registrar, sealed and maintained in a book in its numerical order.

25. INDEMNIFICATION AND DIRECTORS INSURANCE

25.01 Every Council member, Non-Council Committee member, Staff member or officer and his or her heirs, executors, administrators, and other personal representatives shall at all times be indemnified and saved harmless out of the funds of the College from and against:

- a) any liability and all costs, charges and expenses that such person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against such person for or respect of anything done or permitted by the person in respect of the execution of the duties of such person's office; and
- b) subject to the policies and procedures of the College and the Government of Ontario, all costs, charges or expenses that such person sustains or incurs in respect of the affairs of the College, except any liability or costs, charges or expenses occasioned by such person's wilful neglect or default.

25.02 The College shall at all times maintain "Errors and Omissions Insurance" covering the Council members and Committees, Staff members or Officers of the College.

26. MANAGEMENT OF PROPERTY

26.01 Property and other assets carried on the inventory of the College will be insured against loss or damage.

27. REGISTRAR

27.01 The Registrar may be hired or fired only by a motion passed by a two-thirds (2/3) majority of the sitting Council members in attendance at a Council meeting.

27.02 The Registrar is also the Chief Executive Officer of the College.

27.03 The Registrar shall:

- a) give all notices required to be given to Council members and members of the College;
- b) be the custodian of the seal of the College and of all books, papers, records, contracts and other documents belonging to the College;
- c) keep full and accurate account of all financial affairs of the College in proper form and deposit all monies or valuables in the name and to the credit of the

- College in such depositories as may, from time to time, be designated by the Council;
- d) disburse the funds of the College under the direction of the Council, taking proper vouchers therefor and render to the Council, whenever required, an account of all transactions and of the financial position of the College;
 - e) engage, dismiss, supervise and determine the terms of employment of all other employees of the College;
 - f) keep the register in the form required by the RHPA, the Act, the regulations, the By-laws and the Policies and Procedures of the College;
 - g) be responsible for and direct the administration of the affairs and operations of the College;
 - h) prepare the College's annual operating budget for review by Executive Committee;
 - i) supervise the nomination and election of Council members and Non-Council Committee members;
 - j) implement such forms as he/she considers necessary or advisable to enable the College to fulfil its obligations under the RHPA, the Act, the regulations and the By-laws and to enable the College to administer its affairs in an appropriate manner;
 - k) fulfil the responsibilities of the position in accordance with the RHPA, the Act, the Regulations, the By-laws and the Policies and Procedures of the College; and
 - l) perform such other duties as may be determined, from time to time, by the Council.

27.04 The Registrar is an ex-officio member of all Committees.

27.05 The Registrar is expected to:

- a) attend all Council meetings; and
- b) attend such Committee meetings as are required in the proper performance of his/her duties.

28. ACTING REGISTRAR

28.01 A person who has been appointed by the Council as Acting Registrar during the prolonged absence or disability of the Registrar, shall discharge all the duties of the Registrar.

29. COLLEGE MEMBERSHIP IN OTHER ORGANIZATIONS

29.01 The College shall maintain affiliation with other organizations in order to further the goals of the College.

- 29.02 The College shall maintain membership in the National Alliance of Respiratory Therapy Regulatory Bodies and shall pay the annual assessment required for the membership.
- 29.03 The College shall maintain membership in the Federation of Health Regulatory Colleges of Ontario and shall pay the annual assessment required for the membership.
- 29.04 The Registrar and the President or designate(s) shall represent the College at meetings of the organizations identified in this article.

30. APPOINTMENT OF INSPECTORS

- 30.01 The Registrar may, from time to time, with the prior approval of the Executive Committee or Council, appoint any person, other than a Council or Non-Council Committee member, to act as an inspector for and on behalf of the College. Inspectors so appointed shall have such authority and shall perform such duties as, from time to time, may be prescribed by the Council or by the Act.

31. PRESCRIBED INFORMATION IN THE REGISTER AND DUTY TO REPORT

- 31.01 The Registrar shall maintain a register in accordance with section 23 of the *Health Professions Procedural Code* ("the Code").
- 31.02 Subject to Article 31.03 a member's name in the register shall be the full name indicated on the documents used to support the member's initial registration with the College.
- 31.03 The Registrar may enter a name other than the name referred to in Article 31.02, in the register if the Registrar:
- a) has received a written request from the member;
 - b) is satisfied that the member has legally changed his or her name; and
 - c) is satisfied that the name change is not for any improper purpose.
- 31.04 In the event that the member is not employed or self-employed as a respiratory therapist a notation shall be made on the register to indicate the member does not have a business address.
- 31.05 In the event that the member's business address is the same as the member's residential address the Registrar shall enter as the member's business address contact information as designated by the member.
- 31.06 In addition to the information set out in subsection 23(2) of the Code, the register shall contain the following publicly available information:
- a) if there have been any changes to the member's name since the date of the member's initial application for registration, the former name(s) of the member;
 - b) the name, address and telephone number of every employer for whom the member is employed as a respiratory therapist and, if the member is self-

employed as a respiratory therapist, the address and telephone number of every location where the member practices other than addresses of individual clients to a maximum of four (4);

- c) the member's registration number;
- d) whether the member holds active or inactive status;
- e) if the member ceased to be a member, a notation specifying the reason for the termination of membership and the date upon which the member ceased to be a member;
- f) 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) a statement of the purpose of the hearing; and
 - iii) any hearing times, dates and location including times, dates for and location the continuation of the hearing.
- g) where the member's certificate of registration is subject to an interim order, a notation of that fact, the nature of the order and the date that the order took effect;
- h) where the member's certificate of registration is subject to a suspension for failure to pay a fee, the reason for the suspension and the date of the suspension in addition to the fact of the suspension;
- i) any information jointly agreed to be placed on the register by the College and the member;
- j) information designated in s 23(2) of the Code and Article 33 of this by-law related to health profession corporations; and
- k) information in respect of a former member related to discipline proceedings in Ontario shall be entered on the register for a period of fifty years after the termination of membership.

31.07 If requested, in a manner determined by the Registrar, members shall immediately provide the following information about the member to the College:

- a) information required to be maintained in the register in accordance with subsection 23(2) of the Code and Article 31.06 of this By-law;
- b) address and telephone number of primary residence;
- c) date of birth;
- d) languages spoken;
- e) preferred e-mail address;
- f) information regarding registration with any other body that governs a profession, whether inside or outside of Ontario;
- g) information related to entry to practice examination results;
- h) information related to respiratory therapy or related education;
- i) information related to employment history;
- j) proof of professional liability insurance;
- k) employment information including:
 - i) title and position;
 - ii) employment category and status;

- iii) name of supervisor; and
- iv) employer facsimile number
- l) areas of practice;
- m) information for the purpose of compiling human resource and statistical data;
- n) information about participation in the Quality Assurance program;
- o) information about any finding by a court made after June 3, 2009 that the member is guilty of any of the following:
 - i) an offence under the *Criminal Code of Canada*;
 - ii) an offence related to prescribing, compounding, dispensing, selling or administering drugs;
 - iii) an offence that occurred while the member was practicing or that was related to the practice of the member (other than a municipal by-law infraction or an offence under the *Highway Traffic Act*);
 - iv) an offence in which the member was impaired or intoxicated; or
 - v) any other offence relevant to the member's suitability to practice the profession.
- p) information about any finding by a court made after June 3, 2009 of professional negligence or malpractice against the member;
- q) information regarding professional registration and conduct; and
- r) information related to professional corporations as required by section 23(2) of the Code and Article 33 of this By-law.

31.08 Within thirty (30) days of the effective date of the change, members shall notify the College in writing of any change in the information provided on their previous registration renewal form or application for registration form, including:

- a) name(s);
- b) address and telephone number of the member's primary residence;
- c) member's business name, address telephone and facsimile number;
- d) preferred e-mail address;
- e) employment status;
- f) conduct information; and/or
- g) information related to professional corporations as required by section 23(2) of the Code and Article 33 of this By-law.

32. FEES

In this article, "year" means the College's membership year that begins on March 1 and ends on the last day of the following February.

32.01 The annual fee for an:

- a) General, Graduate or Limited certificate is \$500.00
- b) Inactive certificate is \$50.00
- c) Honorary member is \$0
- d) Life member is \$0.

- 32.02 The application fee for registration for any class is \$75.00.
- 32.03 For applicants who have never been registered with the College the initial registration fee, for any class, prorated on a quarterly basis, is as follows:
- a) March 1st to May 31st: \$500.00
 - b) June 1st to August 31st: \$375.00
 - c) September 1st to November 30th: \$250.00
 - d) December 1st to the last day of February: \$125.00.
- 32.04 Applicants or members will be responsible for the payment of any fees to third parties associated with activities that may be required by the College including:
- a) competence assessment;
 - b) credential assessment;
 - c) language assessment;
 - d) remediation;
 - e) retraining; or
 - f) entry to practice examinations.
- 32.05 Every member shall pay the annual fee on or before March 1.
- 32.06 No later than sixty (60) days before the annual fee is due, the Registrar shall notify the member of the renewal requirement, the amount of the fee and the day on which the fee is due.
- 32.07 a) If an active member fails to pay the annual fee on or before the day on which the fee is due, the member shall pay a penalty fee of \$100.00 in addition to the annual fee.
- b) If an inactive member fails to pay the annual fee on or before the day on which the fee is due, the member shall pay a penalty fee of \$25.00 in addition to the annual fee.
- 32.08 If the member fails to submit the completed registration renewal form by the date it is due, then the member shall pay a penalty as if the member had failed to pay the annual fee on time.
- 32.09 Where a member in the inactive class is reissued his or her General or Limited certificate of registration in accordance with the Regulation and the By-laws, the annual fee, prorated on a quarterly basis, is as follows:
- a) March 1st to May 31st: \$500.00
 - b) June 1st to August 31st: \$375.00
 - c) September 1st to November 30th: \$250.00
 - d) December 1st to the last day of February: \$125.00.
- 32.10 The equivalency of competence assessment fee is \$500.00
- 32.11 The fee for reinstating a certificate of registration that has been suspended under 65(1) of the regulation or section 24 of the Health Professions Procedural Code, or revoked under subsection 66(2) of the regulation is \$250.00.
- 32.12 A fee paid under this article is non-refundable.
- 32.13 Where a certificate of registration expires or is deemed to have been revoked through the registration process or is revoked by an order of a panel of the Discipline or Fitness to Practise Committee, the Registrar may issue a new certificate of registration if the person otherwise meets the requirements for reinstatement and no additional penalty fees will apply with respect to the reinstatement, however, any penalties related to a suspension that were imposed at the time of the revocation, will be enforced.

33. PROFESSIONAL INCORPORATION

- 33.01 The fee for the issuance of a certificate of authorization, including for any reinstatement of a certificate of authorization, of a professional corporation, is \$500.00.
- 33.02 The fee for the annual renewal of a certificate of authorization is \$500.00
- 33.03 The fee for the issuing of a document or certificate respecting a professional corporation is \$50.00
- 33.04 Every member of the College shall, for every professional corporation of which the member is a shareholder, provide in writing the following information on the application and annual renewal forms, upon the written request of the Registrar within fifteen (15) days and upon any change in the information within fifteen (15) days of the change:
- (1) the name of the professional corporation as registered with the Ministry of Consumer and Business and Services;
 - (2) any business names used by the professional corporation;
 - (3) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
 - (4) 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;
 - (5) the head office address, telephone number, facsimile number and email address of the professional corporation;
 - (6) the address and telephone number of the major location or locations at which the professional services offered by the professional corporation are provided; and
 - (7) a brief description of the professional activities carried out by the professional corporation.
- 33.05 The information specified in Article 33.04 is designated as public for the purposes of paragraph 4 of subsection 23(3) of the *Health Professions Procedural Code*.
- 33.06 The Registrar may issue a revised Certificate of Authorization to the corporation if the corporation changes its name after the certificate of authorization has been issued to it and provides proof of name change to the Registrar.

34. HONORARY CERTIFICATES OF REGISTRATION

- 34.01 The Council may designate a person who is not a member, to be an Honorary Member and may issue an Honorary Certificate of Registration to the person.
- 34.02 An Honorary Member is entitled to use the title "Honorary Member of the College of Respiratory Therapists of Ontario" and to display the Honorary Certificate of Registration issued by the College.

- 34.03 An Honorary Member cannot, by virtue of his or her Honorary Member status, vote or run for election to Council, or perform a controlled act or use a title other than that set out in subsection 34.02.
- 34.04 The Council can withdraw the designation of an Honorary Member or an Honorary Certificate of Registration.

35. LIFE MEMBERSHIP

- 35.01 The Council may designate a person who is or was a member and who is permanently retired from the practice of respiratory therapy, to be a Life Member, and may issue a Certificate of Life Membership in the CRTO to the person.
- 35.02 A Life Member is entitled to use the title "Life Member of the College of Respiratory Therapists of Ontario" or "membres à vie", and to display the Certificate of Life Membership issued by the College.
- 35.03 A Life Member may vote in an election of Council Members, may be invited to attend all meetings of members and receive regular mailings to members, but cannot, by virtue of his or her Life Member status, run for election to Council, or perform a controlled act, hold himself or herself out as a as a person who is qualified to practise in Ontario as a respiratory therapist or use a title other than that set out in subsection 36.02.
- 35.04 The Council can withdraw the designation of Life Member and the Certificate of Life Membership.

36. PROFESSIONAL LIABILITY INSURANCE

- 36.01 A member engaging in the practice of respiratory therapy shall carry professional liability insurance with the following characteristics:
- a) the minimum coverage shall be no less than \$2,000,000 per occurrence;
 - b) the aggregate coverage shall be no less than \$4,000,000;
 - c) the insurer must be licensed with the Financial Services Commission of Ontario; and
 - d) the member must be personally insured under the insurance policy.

37. CONDUCT AND DUTIES OF COUNCIL & NON-COUNCIL COMMITTEE MEMBERS

- 37.01 Council members and Non-Council Committee members shall act in the best interests of the College and of the public of Ontario.

- 37.02 Council and Non-Council Committee members shall perform their duties in accordance with the RHPA, the Act, Regulations, By-laws and the Policies and Procedures of the College.
- 37.03 A Council member or Non-Council Committee member who wishes to apply for employment with the College must resign at least one year before they apply to the College for employment.
- 37.04 Council members and Non-Council Committee members, related persons and related companies may not enter into employment or contracts with the College for a period of one year after termination of their appointment or term.
- 37.05 Council members and Non-Council Committee members shall not carry out their duties when they are in a conflict of interest.
- 37.06 A conflict of interest may be a real (actual) or apparent (perceived).
- a) A conflict of interest exists where a reasonable person could conclude that the personal or private interests of the individual Council member or Non-Council Committee member, or a related person or related company, could improperly influence, or be perceived to influence, the individual's judgment in performing his or her duties as a Council member or Non-Council Committee member.
 - b) A real (actual) conflict of interest exists when a Council member or Non-Council Committee member has a private or personal interest of which he or she is aware, that is connected with the Council member's or Non-Council Committee member's College responsibilities and could influence the Council member or Non-Council Committee member carrying out his or her College duties. A real conflict exists whether or not the Council member or Non-Council Committee member is actually influenced by the private interest and regardless of whether the Council member or Non-Council Committee member obtains personal benefit.
 - c) An apparent (or perceived) conflict exists when there is an apprehension, which a reasonable person could have, that a conflict of interest exists. A potential conflict of interest exists as soon as a reasonable person can foresee that the Council member or Non-Council Committee member has a private or personal interest that may influence how the Council member or Non-Council Committee member carries out his or her duties or responsibilities.
- 37.07 It is not a conflict of interest for a Council member or a Non-Council Committee member to:
- a) participate in a matter that affects all or most CRTO members similarly unless the member has an interest over and above that of all or most CRTO members or the impact of the interest on the member is substantially greater than that of all or most other members;
 - b) participate in a matter that affects all or most public members similarly unless the public member has an interest over and above that of other public members or the impact of the interest on the public member is substantially greater than that of all or most other public members;
 - c) accept reasonable, usual and customary hospitality.
- 37.07 A Council member or Non-Council Committee member who has, or believes she/he has, a conflict of interest in a matter before the Council, a committee or a panel shall:

- a) declare the conflict to the President, Registrar or committee Chair at the earliest opportunity;
 - b) not participate in the discussion of or voting on the matter; and
 - c) withdraw from the meeting, or in the case of a Council meeting that is open, withdraw from the Council table, for any discussion of or voting on the matter.
- 37.09 Any Council member or Non-Council Committee member who believes another Council member or Non-Council Committee member has a conflict in relation to an issue before Council, a committee or a panel which has not apparently been declared, may discuss the issue with the Council member or Non-Council Committee member. If the matter is not resolved to the satisfaction of the Council member or Non-Council Committee member who perceives the conflict, that Council member or Non-Council Committee member shall discuss it with the President, Registrar or committee Chair, or raise it as a point of order in the meeting. If the President, Registrar or committee Chair is unable to resolve the issue, it shall be brought to Council (unless it is inappropriate to do so, for example, in a matter arising on a Panel for a hearing) to determine if a conflict of interest exists. The decision of Council, as to whether or not a conflict of interest exists, is final.
- 37.10 Council member or Non-Council Committee member who acts in a conflict of interest is subject to disqualification under article 10.18.
- 37.11 All declared conflicts and their resolution shall be recorded.
- 37.12 Bias may be defined as holding, or appearing to hold, a preformed judgment or opinion or forming a judgment or opinion without thoughtful examination of all the facts, issues and arguments. In any proceeding it is essential that the decision-makers be free of conflict of interest and bias. There are four (4) common ways in which a reasonable apprehension of bias may be created:
- a) where a relationship exists between a Council member or Non-Council Committee member and a participant in the proceeding;
 - b) by the conduct of a Council member or Non-Council Committee member during the proceeding;
 - c) through prior involvement or prejudgment by the a Council member or Non-Council Committee member;
 - d) where a Council member or Non-Council Committee member has a conflict of interest.
- 37.13 A close relationship, either personal or business, between a Council member or Non-Council Committee member and the subject of the proceeding, the subject matter of the proceeding, or a participant in a proceeding may create an apprehension of bias. Such relationships include:
- a) relatives, personal friends, neighbours and acquaintances;
 - b) business partners or professional acquaintances;
 - c) persons with whom the panel member had a dispute in the past;
 - d) employer/employee and student/teacher relationships; or
 - e) practising in close association with (e.g., in the same hospital).

In deciding whether the relationship constitutes an appearance of bias, one must consider the nature and extent of the relationship, what type of information would pass between the panel member and participant, how long ago the relationship existed, the nature and size of the profession and the College's policy in such matters.

- 37.14 Council members or Non-Council Committee members dealing with a member-specific matter must be impartial and appear to those present to be impartial.
- 37.15 Notwithstanding a Council member or Non-Council Committee member's right to openly discuss and debate an issue during the course of a Council or committee meeting, once a decision has been made by the Council or a committee, Council member and Non-Council Committee members will respect and support that decision.

38. DISSOLUTION

- 38.01 In the event the College is dissolved, the Council shall, after paying and making provisions for the payment of all debts and liabilities, transfer any assets that remain after dissolution to an organization with similar purposes and which is exempt from income tax under the Income Tax Act (Canada) and whose incorporating documents or bylaws prohibit the organization from paying any of its income to or for the benefit of any of its members.

SCHEDULE TO BY-LAW: RULES OF ORDER OF THE COUNCIL AND COMMITTEES

1. When any Council/committee member wishes to speak, he/she shall so indicate by raising his/her hand, and shall address the presiding officer and confine himself/herself to the question under discussion.
2. When two (2) or more Council/committee members raise their hand to speak, the presiding officer shall call upon one member to speak first.
3. No Council/committee member, shall interrupt another Council/committee member except to raise a point of order. The interrupting Council/committee member shall confine himself/herself strictly to the point of order.
4. Any Council/committee member in speaking or otherwise who transgresses these rules, if called to order either by the presiding officer or on a point raised by another Council/committee member, shall immediately cease speaking while the point is being stated, after which he/she may explain and shall then obey the decision of the presiding officer.
5. A Council/committee member may speak only once upon any question, except:
 - a) in explanation of a material point of his/her speech which may have been misquoted or misunderstood, but then he/she is not to introduce any new matter or argument;
 - b) the proposer of a substantive motion, who shall be allowed a reply which shall close the debate, or
 - c) with the permission of the presiding officer.
6. No Council/committee member may speak longer than seven (7) minutes upon any question except with the permission of the presiding officer.
7. When the question under discussion contains distinct propositions, any Council/committee member may require the vote upon each proposition to be taken separately.
8. When the presiding officer puts the question, no Council/committee member shall enter or leave the chamber, and no further debate is permitted.
9. Any question when once decided by the Council/committee members shall not be reintroduced within 6 months except by a two-thirds' (2/3) majority vote of the members in attendance.
10. All motions shall be recorded and seconded, before being debated. When a motion is seconded, it may be re-read by the presiding officer or his or her designate. When the question under discussion has not been printed and distributed, any Council/committee member may require it to be at any time during the debate, but not so as to interrupt a member while speaking.
11. A Council/committee member who has made a motion may withdraw the same without the permission of the seconder or the consent of the Council or Committee. Rule 9 does not prevent another Council/committee member from making the same motion.
12. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Council or Committee without debate. In explaining

a point of order or practice, he/she shall state the rule or authority applicable to the case.

13. When a question is under debate, no motion is received except to amend it, to postpone it (which may be indefinitely or to a day or time certain), to put the question, to adjourn the debate, to adjourn the meeting, or to refer the question to a Committee.
14. A motion to amend the main question shall be disposed of before the main question is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.
15. Whenever the presiding officer is of the opinion that a motion offered to the Council or Committee is contrary to these rules or the By-law, he/she shall apprise the Council or Committee thereof immediately, rule the motion out of order, and quote the rule or authority applicable to the case.