



THE COLLEGE OF PHYSICIANS AND SURGEONS OF ONTARIO

## **GENERAL BY-LAW**

December 7, 2018

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## **General By-Law**

### **Part 1. Business Practices**

#### **Banking**

1. (1) The executive committee shall appoint a bank chartered under the *Bank Act* (Canada) for the use of the College.

(2) All money belonging to the College shall be deposited in the name of the College with the bank.

#### **Execution of Contracts and Other Documents**

1a. Except as provided otherwise in section 4 of this By-Law, contracts, agreements, instructions and other documents shall be signed on behalf of the College by the registrar or deputy registrar.

#### **Delegation**

1b. The Registrar may delegate any of his or her powers or duties to other officers, agents, or employees of the College.

#### **Investment**

2. (1) Funds of the College that are not immediately required may be invested by an investment dealer selected by, and acting in accordance with criteria or parameters given by, the finance and audit committee, only in,

- (a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada,
- (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank listed in schedule A to the *Bank Act* (Canada), or
- (c) an investment-grade money market fund previously approved for the purpose by the finance and audit committee.

(2) The executive committee may by resolution decide to invest or reinvest funds of the College that are not immediately required in any investment which the executive committee considers advisable, and two signing officers may implement the decision.

#### **Borrowing**

3. (1) The council may 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, hypothecating or pledging all or any of the real or personal property of the College, whether present or future.

(2) Despite section 30, the executive committee shall not exercise the powers or duties of the council under subsection (1) or take any similar action.

(3) The council or the executive committee may by resolution borrow money on behalf of the College for periods of six months or less secured only by investments of the College of the type mentioned in subsection 3(1).

(4) Two signing officers may sign documents to implement a decision made under subsection (1) or subsection (3).

## **Expenses**

4. (1) Goods may be purchased or leased, and services may be obtained, for the benefit of the College if the purchase, lease or obtaining of services is authorized by,

- (a) a signing officer (as defined in subsection 4(7)) if the expenditure is authorized by the College budget;
- (b) a signing officer if the resulting obligation does not exceed \$25,000 and the expenditure is not authorized by the College budget;
- (c) the registrar, deputy registrar or corporate services officer if the resulting obligation exceeds \$25,000 but does not exceed \$75,000 and the expenditure is not authorized by the College budget;
- (d) one of the registrar, deputy registrar or corporate services officer and one of the president or vice-president, after conferring with the chair of the finance and audit committee, if the resulting obligation exceeds \$75,000 and the expenditure is not authorized by the College budget; or
- (e) the executive committee or the council, by resolution.

(2) Two signing officers one or both of whom did not authorize the purchase, lease or obtaining of services may sign,

- (a) a cheque or other form of payment for goods purchased or leased, or services obtained, in accordance with subsection (1); and
- (b) a document for or relating to the purchase, lease or obtaining of services authorized by the council or the executive committee by resolution.

(3) Without derogating from the authority under subsection (1) to obtain legal services, legal advice or representation may be obtained for the benefit of the College,

- (a) if the resulting obligation is authorized by the College budget, by the administrative head of the College's legal office; or
- (b) that is not authorized by the College budget, by the administrative head of the College's legal office with the concurrence of,
  - (i) one of the registrar or the deputy registrar; and
  - (ii) one of the president or the vice-president after conferral with the finance and audit committee.

(4) Two signing officers may sign a cheque for legal services obtained in accordance with subsection (3).

(5) Two signing officers may sign a salary cheque for an employee of the College or may authorize salary payment to an employee of the College by means of electronic transfer of funds to the employee's bank account.

(6) Despite section 4(2), an offer of employment or an agreement for employment with the College, which employment position is authorized by the College budget, may be signed by the director or associate director of the department in which the employee is to be working, the manager responsible for hiring the employee, the associate director of Human Resources, the registrar or the deputy registrar.

(7) For purposes of section 4, the term "signing officer" means any of the following: the registrar, the deputy registrar, the corporate services officer, the manager of finance and the corporate accountant.

(8) Despite sections 4(2) and 4(6), an agreement for employment of the registrar shall be signed on behalf of the College by one of the president or the vice-president.

### **Fiscal Year**

5. The fiscal year of the College is the calendar year.

### **Audit**

6. (1) In this section, "auditor" means the person or people appointed under clause 28(4)(b).

(2) The council shall fill any temporary vacancy in the office of auditor but, while such vacancy continues, the surviving or continuing auditor, if any, shall continue as auditor.

(3) The registrar shall give notice of every appointment and reappointment of an auditor to the auditor in writing promptly after the appointment or reappointment is made, together with a copy of this part and of the Fees and Remuneration By-Law.

(4) The auditor shall make such examinations as will enable him or her to report to the council as required by law and under this section.

(5) The auditor has a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and is entitled to require from the councillors, officers and employees of the College such information as in his or her opinion is necessary to enable him or her to report as required by law or under this section.

(6) The auditor is entitled to attend any meeting of the council and to be heard at any such meeting that he or she attends on any part of the business of the meeting that concerns him or her as auditor.

(7) The auditor shall report,

- (a) in person to the finance and audit committee on the financial statements and related matters as soon as possible after the financial statements are prepared and as long as possible before the annual financial meeting, and

- (b) to the annual financial meeting of the council on the financial statements which shall be submitted to each annual financial meeting and shall state in the report whether, in his or her opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles,

(8) As shortly as practical after each annual financial meeting, the College shall, in a publication sent to the membership of the College generally, publish the financial statements submitted to that meeting, together with a report from the auditor on those financial statements indicating whether, in his or her opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles, and comparing the information in the statement with that of the preceding fiscal year.

(9) For the purposes of subsection (7), the registrar is responsible to send notices of every meeting of the council to the auditor.

(10) Despite section 30, the executive committee shall not exercise the powers or duties of the council under this section.

### **Indemnification**

7. (1) Every councillor, and his or her heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless by the College from and against,

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

except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

(2) If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been deliberately dishonest or has committed a criminal offence, the College will not be liable for such payment.

## **Part 2. The Council**

### **ELECTIONS**

#### **Definition**

8. In this part,

- (a) "election" means an election of members to the council and includes a regular election and a by-election; and
- (b) "regular meeting" of the council includes an annual general meeting and an annual financial meeting.

#### **Electoral Districts and Voter Eligibility**

9. (1) The following electoral districts are established for the purpose of elections:

- 1. Electoral district 1, composed of the counties of Essex, Kent and Lambton.
- 2. Electoral district 2, composed of the counties of Elgin, Huron, Middlesex, Oxford and Perth.
- 3. Electoral district 3, composed of the counties of Bruce, Dufferin, Grey, Wellington and the Regional Municipality of Waterloo.
- 4. Electoral district 4, composed of the County of Brant and the regional municipalities of Haldimand-Norfolk, Halton, Hamilton-Wentworth and Niagara.
- 5. Electoral district 5, composed of the County of Simcoe, The District Municipality of Muskoka and the regional municipalities of Durham, Peel and York.
- 6. Electoral district 6, composed of the counties of Frontenac, Haliburton, Hastings, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prince Edward and Victoria.
- 7. Electoral district 7, composed of the counties of Dundas, Glengarry, Lanark, Prescott, Renfrew, Russell and Stormont, and The Regional Municipality of Ottawa-Carleton.
- 8. Electoral district 8, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury and Timiskaming.
- 9. Electoral district 9, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
- 10. Electoral district 10, composed of the City of Toronto.

(2) A member is eligible to vote in an election being held for an electoral district if, on the forty-fifth day prior to the date fixed for the election, the member principally practises in such electoral district, or if the member is not engaged in the practice of medicine, the member principally resides in such electoral district.

## **Number of Members to Be Elected**

**10.** (1) Except for electoral districts 4, 5, 7 and 10, one member is to be elected for each electoral district.

(2) Two members are to be elected for each of electoral districts 4, 5 and 7 and four members are to be elected for electoral district 10.

## **Term of Office**

**11.** The term of office of a member elected in a regular election is three years, starting at the first regular meeting of the council held in November after the election and expiring at the first regular meeting of the council held in November after the election three years later.

## **Election Date**

**12.** (1) A regular election shall be held in,

- (a) October 2000, and in every third year after that for Districts 6, 7, 8 and 9;
- (b) October 2001, and in every third year after that for Districts 1, 2, 3 and 4; and
- (c) October 2002, and in every third year after that for Districts 5 and 10.

(2) Subject to subsection (1), the council shall set the date for each election of members to the council.

## **Eligibility For Election**

**13.** (1) A member is eligible for election to the council in an electoral district if, on the date of the election,

- (a) the member is engaged in the practice of medicine in the electoral district for which he or she is nominated or, if the member is not engaged in the practice of medicine, is resident in the electoral district for which he or she is nominated;
- (b) the member is not in default of payment of any fees prescribed in any regulation made under the *Regulated Health Professions Act, 1991* or the *Medicine Act, 1991*;
- (c) the member is not the subject of any disciplinary or incapacity proceeding;
- (d) the member's certificate of registration has not been revoked or suspended in the six years preceding the date of the election;
- (e) the member's certificate of registration is not subject to a term, condition or limitation other than one prescribed in any regulation made under the *Regulated Health Professions Act, 1991* or the *Medicine Act, 1991*;
- (f) the member is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, or the Coalition of Family Physicians and Specialists of Ontario;
- (g) the member does not hold a position which would cause the member, if elected as a councillor, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization;



- (h) council has not disqualified the member during the three years before the election date, and
- (i) the member has completed and filed with the registrar a Conflict of Interest form by the deadline set by the registrar.

(2) A member is not eligible for election to the council who, if elected, would be unable to serve completely the three-year term prescribed by section 11 by reason of the nine-consecutive-year term limit prescribed by subsection 5(2) of the Health Professions Procedural Code.

### **Notice of Election and Nominations**

**14.** No later than sixty days before the day of an election, the registrar shall notify every member who is eligible to vote of the date, time and place of the election and of the nomination procedure.

### **Nomination Procedure**

**15.** The nomination of a candidate for election as a councillor shall be in writing and shall be given to the registrar at least forty-nine days before the date of the election.

### **Interruption of Services**

**16.** Where there is an interruption of electronic service provided for or by the College or mail during a nomination or election, the registrar shall extend the holding of nominations and the election for such minimum period of time as the registrar considers necessary to compensate for the interruption.

### **Acclamation**

**17.** If the number of candidates nominated for an electoral district is less than or equal to the number of members to be elected in the electoral district, the registrar shall declare the candidates to be elected by acclamation.

### **Registrar's Electoral Duties**

**18.** (1) The registrar shall supervise and administer the election process and may, for the purpose of carrying out that duty, subject to any other applicable provision in this by-law,

- (a) appoint returning officers and scrutineer;
- (b) establish a deadline for the receiving of ballots;
- (c) establish procedures for the opening, counting and verification of ballots;
- (d) establish reliable and secure voting processes;
- (e) provide for the notification of all candidates and members of the results of the elections; and
- (f) provide for the destruction of ballots or records of ballots following an election.

(2) No later than twenty-one days before the date of an election, the registrar shall send to every member eligible to vote in an electoral district in which an election is to

take place a list of candidates in the electoral district, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the by-laws.

### **Number of Votes to be Cast**

**19.** (1) A member may cast as many votes on a ballot in an election of members to the council as are members to be elected to the council from the electoral district in which the member is eligible to vote.

(2) A member shall not cast more than one vote for any one candidate.

### **Tie Votes**

**20.** If there is a tie in an election of members to the council, the registrar shall break the tie by lot.

### **Recounts**

**21.** (1) A candidate may require a recount by giving a written request to the registrar no more than fourteen days after the date of an election and paying a fee of \$500.

(2) The registrar shall hold the recount no more than thirty days after receiving the request.

### **Disqualification of Elected Members**

- 22.** (1) An elected member is disqualified from sitting on the council if the 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 an incapacitated member by a panel of the fitness to practise committee;
  - (c) with respect to a council member elected after October 1, 2011, ceases to hold a certificate of registration that is not subject to a term, condition or limitation other than one prescribed in any regulation made under the *Regulated Health Professions Act, 1991* or the *Medicine Act, 1991*;
  - (d) fails, without cause, to attend three consecutive meetings of the council;
  - (e) fails, without cause, to attend three consecutive meetings of a committee of which he or she is a member;
  - (f) ceases to either practise or reside in the electoral district for which the member was elected;
  - (g) is in default of payment of any fee prescribed by College by-law for more than thirty (30) days;
  - (h) fails, in the opinion of council, to discharge his or her duties to the College, including having acted in a conflict of interest or otherwise in breach of College by-law, the *Regulated Health Professions Act 1991*, or the College's governance policies;
  - (i) is or becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, or the Coalition of Family Physicians and Specialists of Ontario; or

- (j) holds a position which would cause the member to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization.

(2) If an elected member is disqualified from sitting on the council, his or her seat becomes vacant.

(3) If a councillor believes that an elected member meets one or more of the criteria for disqualification in subsection 22(1), he or she shall advise the registrar in writing.

(4) If the registrar receives information in writing that suggests that an elected council member meets one of the criteria for disqualification set out in subsection 22(1), the registrar shall report the matter to the Executive Committee.

(5) If the executive committee believes that the matter may warrant council's consideration, it shall notify the member about the nature of the concern and provide the member with a reasonable opportunity to respond to the concern before making a decision.

(6) If the executive committee decides that the matter warrants council's consideration, it shall place the matter on the agenda of council's next meeting, or the president shall call a special council meeting for the purpose of determining whether the member meets any of the criteria for disqualification under subsection 22(1). The registrar shall advise the member of the date of the meeting and that the member may make written or oral submissions to council at the meeting.

(7) Disqualification of an elected council member requires a two-thirds majority of members present at the meeting. The member who is the subject of a motion for disqualification shall not be present during the discussion following submissions, if any, or during the vote, and shall not vote on the motion. Council shall not count the member for the purpose of establishing quorum or calculating votes.

(8) A disqualified council member ceases to be a member of council and of any of its committees.

(9) An elected member who becomes subject to any disciplinary or incapacity proceeding shall not serve on council or on any committee until the proceeding is finally completed.

### **Filling of Vacancies**

**23.** (1) If the seat of an elected councillor becomes vacant not more than twelve months before the expiry of the member's term of office the council may,

- (a) leave the seat vacant;
- (b) appoint as an elected member the candidate if any who had the most votes of all the unsuccessful candidates in the last election of councillors for that electoral district; or
- (c) direct the registrar to hold a by-election for that electoral district in accordance with this by-law.

(2) If the seat of an elected councillor becomes vacant more than twelve months before the expiry of the member's term of office, the registrar shall hold a by-election for that electoral district in accordance with this by-law.

(3) The term of office of a member appointed under clause (1)(b) or elected in a by-election expires when the former councillor's term would have expired.

## **ACADEMIC SELECTION**

### **Academic Advisory Committee**

**24.** (1) An Academic Advisory Committee shall be established and shall be composed of members appointed under this section.

(2) Between one and two months before the meeting of the council when the term of office of newly elected councillors starts, the dean of each faculty of medicine of a university in Ontario may appoint one member to the academic advisory committee.

(3) A member is eligible for appointment to the academic advisory committee if, on the date of the appointment,

- (a) the member is on the academic staff of the faculty of medicine;
- (b) the member is not in default of payment of any fee payable to the College;
- (c) the member is not the subject of any disciplinary or incapacity proceeding;
- (d) the member's certificate of registration has not been revoked or suspended in the six years preceding the appointment;
- (e) the member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by a regulation; the member is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, or the Coalition of Family Physicians and Specialists of Ontario; and
- (f) the member does not hold a position which would cause the member, if appointed to the Academic Advisory Committee, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization.

### **Appointments**

**25.** A member shall be appointed to the academic advisory committee for a term of about a year, from the first meeting of the council after his or her appointment when elected councillors take office until the next such meeting.

### **Selection of Councillors**

**26.** (1) Three members of the academic advisory committee shall be selected as councillors in accordance with this section.

(2) At the last meeting of the council before the meeting when the term of office of newly elected councillors starts, a vote shall be held by Council to select as councillors three members of the academic advisory committee. The academic advisory committee

shall recommend three of its members to Council and Council shall vote by a show of hands as to whether to accept the three proposed members as councillors.

(3) Should the majority of those present at Council eligible to vote accept the three members proposed by the academic advisory committee as members of Council, those members shall be councillors for the following year.

(4) Should the academic advisory committee not propose three members to be selected as councillors, or should Council not select, by the method outlined in paragraph 2 above, the three members proposed by the academic advisory committee, a vote shall be held at Council in which all members of the academic advisory committee are placed on a ballot. Each councillor may vote for up to three members of the academic advisory committee. The three members of the academic advisory committee for whom the most ballots are cast will be selected as councillors for the following year.

### **Disqualification of Selected Councillors**

**27.** (1) A person selected as a councillor is disqualified from sitting on the council if the 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 an incapacitated member by a panel of the fitness to practise committee;
- (c) with respect to a council member selected after October 1, 2011, ceases to hold a certificate of registration that is not subject to a term, condition or limitation other than one prescribed through regulation;
- (d) fails without cause, to attend three consecutive meetings of the council;
- (e) fails, without cause, to attend three consecutive meetings of a committee of which he or she is a member;
- (f) ceases to be on the academic staff of the faculty of medicine from which the member was selected;
- (g) is in default of payment of any fee prescribed by College by-law for more than thirty (30) days;
- (h) fails, in the opinion of council, to discharge his or her duties to the College, including having acted in a conflict or otherwise in breach of a College by-law, the *Regulated Health Professions Act, 1991*, or the College's governance policies;
- (i) is or becomes a director or officer of the Ontario Medical Association, the Canadian Medical Association, or the Coalition of Family Physicians and Specialists of Ontario; or
- (j) holds a position which would cause the member to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization.

(2) If a councillor is disqualified from sitting on the council under subsection (1), the council shall select a replacement from among the members of the academic advisory committee who are not disqualified from sitting on the council and are not councillors.

(3) Subsections 22(3) through 22(9) apply with necessary modifications to the disqualification of selected members.

## MEETINGS AND OFFICERS

### Council Meetings

28. (1) The council shall hold,
- (a) an annual general meeting, which shall be called by the president between November 1st and December 14th of each year,
  - (b) an annual financial meeting, which shall be called by the president between March 1st and June 30th of each year,
  - (c) regular meetings other than the annual general meeting and the annual financial meeting, which shall be called by the president from time to time, and
  - (d) special meetings, which may be called by the president or by any 12 councillors if the president or 12 councillors deposit with the registrar a written requisition for the meeting containing the matter or matters for decision at the meeting.

(1.1) In this Section 28, councillors appointed to council by the Lieutenant Governor in Council are referred to as “public councillors”, and physician members of council are referred to as “physician councillors”.

- (2) The council shall,
- (a) annually elect a president and vice-president to hold office starting upon the adjournment of the next annual general meeting (or if elected at an annual general meeting, starting upon the adjournment of that meeting) until the following annual general meeting and, if an election is not so held, the president and vice-president shall continue in office until their successors are elected;
  - (b) annually appoint the Executive Member Representatives (as defined in subsection 39(1)) to the executive committee. The Executive Member Representatives shall be determined in accordance with the following:
    - (i) If one or both of the president-elect and the past president-to-be are not physician councillors, or the then current president is unwilling or unable to serve on the executive committee as the past president in the following year, the council shall hold an election of nominees for the remaining number of physician councillor positions required in order to have a minimum of two physician councillors on the executive committee, as required by subsection 39(1);
    - (ii) If one or both of the president-elect and the past president-to-be are not public councillors, or the then current president is unwilling or unable to serve on the executive committee as the past president in the following year, the council shall hold an election of nominees for the remaining number of public councillor positions required in order to have a minimum of two public councillors on the executive committee as required by subsection 39(1);
    - (iii) The council shall then hold an election of nominees for the number of unfilled Executive Member Representative positions. The

nominees for this election may be physician councillors and /or public councillors;

- (iv) All of the elections contemplated under this subsection 28(2)(b) shall be in accordance with the procedure set out in subsection 28(3.1); and
  - (v) Following such elections, the council shall consider a motion to appoint the successful nominees to serve as the Executive Member Representatives starting upon the adjournment of the next annual general meeting (or if appointed at an annual general meeting, starting upon the adjournment of that meeting) until the following annual general meeting; and
- (c) at the annual general meeting, approve a budget authorizing expenditures for the benefit of the College during the following fiscal year.

(3) *[repealed: December 7, 2018].*

(3.1) The procedure for election of the president, vice-president and the Executive Member Representatives shall be as follows:

- (a) If there is only one nominee for an office or position, the presiding officer shall declare the nominee elected by acclamation; or
- (b) If there are two or more nominees for an office or position,
  - (i) prior to the first vote, each of these nominees shall be given an opportunity to speak to the council for a maximum of two minutes about his/her candidacy for the office or position;
  - (ii) that office or position shall be selected by voting by secret ballot, using generally accepted democratic procedures;
  - (iii) the nominee who receives a majority of the votes cast for that office or position shall be declared the successful nominee;
  - (iv) if no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes shall be deleted from the nomination (subject to clause (v)), and another vote by secret ballot shall be taken. This procedure shall be followed until one nominee receives a majority of the votes cast;
  - (v) if a tie vote occurs between two or more nominees having the lowest number of votes and no nominee receives a majority of the votes cast:
    - i. if there is only one nominee other than the tied nominees, a vote by secret ballot shall be taken to determine which of the tied nominees shall be deleted from the nomination. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot; or
    - ii. if there are two or more nominees other than the tied nominees, all of the tied nominees shall be deleted from the nomination; and

- (vi) if the nominees that remain have an equal number of votes, each of these nominees shall be given an opportunity to speak to the council for a maximum of two minutes about his/her candidacy for the office or position, and then another vote by secret ballot shall be taken. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot.

(3.2) The council may, at its option, use an electronic voting system for votes to be held by ballot (including secret ballot) or by a show of hands. If an electronic voting system is used for a vote by ballot, references in this by-law to ballot shall be deemed to be references to an electronic ballot.

- (4) The council shall at each annual financial meeting,
  - (a) consider and, if thought fit, approve the financial statements for the preceding fiscal year and the auditor's report, and
  - (b) appoint one or more auditors who are duly licensed under the *Public Accountancy Act* to hold office until the next annual financial meeting and, if an appointment is not so made, the auditor in office shall continue until a successor is appointed.

### **Meeting Process**

**29.** (1) Meetings of the council shall take place in Ontario at a place, date and time designated by the president or the 12 councillors calling the meeting but, if a place, date or time is not designated or is incompatible with the by-laws, the registrar shall select a place, date and time compatible with the by-laws which is as close as he or she can reasonably select to the place, date and time designated by the person or people calling the meeting.

(2) No formal notice is required for a meeting of the council and, at any meeting for which notification has been sent in accordance with subsection (3), the council may consider and transact any matter brought in accordance with subsection (4).

(3) The registrar shall cause each councillor to be notified in writing of the place, date and time of a council meeting, by sending such notification at least,

- (a) 14 days before a regular meeting; and
- (b) 5 days before a special meeting;

and the registrar is responsible for including 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 or her.

- (4) The council shall, and may only, consider,
  - (a) at a special meeting, the matter for decision at the meeting contained in the requisition deposited with the registrar;
  - (b) at a regular meeting, a motion made and seconded in writing,
    - (i) on behalf of the executive committee;



- (ii) in a report by a committee which has received prior review by the executive committee;
  - (iii) of which a notice of motion was given by a councillor at the preceding council meeting; or
  - (iv) which the councillors agree to consider by a two-thirds vote of those in attendance; and
- (c) at any meeting, routine and procedural motions in accordance with the rules of order.

(5) The president is responsible for the organization of an agenda for each council meeting, which shall be distributed to the councillors as long a time before the meeting as is practical.

(6) Each agenda for a Council meeting shall include an anticipated time for the consideration of each item on the agenda, and a period during which councillors may ask questions of the Executive Committee, or raise topics for informal discussion, that are relevant to the affairs of the College.

(7) The president or his or her appointee for the purpose shall be the presiding officer for meetings of the council.

(8) Unless otherwise required by law or by the by-laws, every motion which properly comes before the council shall be decided by a simple majority of the votes cast at the meeting by the councillors in attendance (including a councillor who is the presiding officer) and, if there is an equality of votes on a motion, the motion shall be deemed to have been defeated.

(9) Unless otherwise required or permitted by the by-laws, every vote at a council meeting shall be by a show of hands except that, if any two councillors so require, the presiding officer shall require the councillors 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 of every vote, and his or her declaration is final.

(10) The registrar is responsible for the recording of the proceedings of each council meeting, and the written record of the council meeting is, when signed by the persons purporting to be the presiding and recording officers thereof, proof in the absence of evidence to the contrary that the written record accurately reflects the proceedings of the council meeting.

(11) The written record of the proceedings of a council meeting when accepted at a subsequent council meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings of the council meeting.

(12) Whether or not a quorum is present, the presiding officer may adjourn any properly called council meeting and reconvene it at any time and from time to time and, if a quorum is present at any reconvened meeting, any matter may be considered and transacted at it which could have been transacted at the original meeting which was adjourned.

(13) The rules of order contained in or adopted by schedule 1 to this by-law are the rules of order for meetings of the council.

### **Executive Delegation**

**30.** The executive committee may exercise all the powers and duties of the council with respect to any matter that, in the opinion of the executive committee, requires attention between meetings of the council.

### **Presidential Officers**

**31.** (1) The president is the chief officer of the College, and the other members of the executive committee shall assist the president in the discharge of his or her duties.

(2) The vice-president is the deputy chief officer of the College and shall discharge the duties of the president if the president is unavailable.

### **Vacancies in Presidential Offices**

**32.** (1) The office of president or vice-president becomes vacant if the holder of the office dies, resigns, stops being a councillor or is removed from office by a vote of council at a special meeting called for that purpose and, in the case of the vice-president, in accordance with clause (2)(b).

(2) If the office of the president becomes vacant,

- (a) the vice-president becomes the president for the unexpired term of the office;
- (b) the office of vice-president thereby becomes vacant; and
- (c) the council shall fill any vacancy in the office of vice-president at a special meeting which the president shall call for that purpose as soon as practicable after the vacancy occurs.

(3) If the offices of the president and of the vice-president become vacant concurrently,

- (a) the longest-serving member of the executive committee who is (i) a member of the College if the president was a member of the College, or (ii) a public councillor (as defined in subsection 28(1.1)) if the president was appointed to council by the Lieutenant Governor in Council, becomes the president *pro tempore* until the council fills the vacancies;
- (b) the council shall fill both vacancies at a special meeting which the president *pro tempore* shall call for that purpose as soon as practicable after the vacancies occur.

## Part 3. Committees

### APPOINTMENTS AND PROCEDURE

#### Definition

33. In this part, unless otherwise defined or required by the context, "committee" means any committee of the College, whether established by or under the Health Professions Procedural Code, the regulations or the by-laws.

#### Committee Composition

34. (1) Unless otherwise required by law or this by-law,
- (a) the council shall appoint the members of each committee and a chair of each committee;
  - (b) each committee shall be composed of such members of the College and others as the council may appoint; and
- (2) *[repealed: June 26, 2008]*
- (3) The council and the executive committee may establish special committees, and may appoint the members to, and establish the powers and duties of, any such special committee.

#### Appointment of Members to Committees

35. (1) The council may appoint a member of the College to a committee only if, on the date of the appointment,
- (a) the member practises medicine in Ontario or resides in Ontario;
  - (b) the member is not in default of payment of any prescribed fees;
  - (c) the member is not the subject of any disciplinary or incapacity proceeding;
  - (d) the member's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment; and
  - (e) the member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by a regulation.
- (2) The council may appoint a person who is not a member of the College or a councillor to a committee.

#### Disqualification of Members from Committees

36. (1) A committee member who is a member of the College is disqualified from sitting on the committee if the 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 an incapacitated member by a panel of the fitness to practise committee;

- (c) ceases to hold a certificate of registration that is not subject to a term, condition or limitation other than one prescribed in any regulation made under the *Regulated Health Professions Act, 1991* or the *Medicine Act, 1991*;
- (d) fails, without cause in the opinion of the executive committee, to attend three consecutive meetings of the committee or of a subcommittee of which he or she is a member;
- (e) fails, without cause in the opinion of the executive committee, to attend a hearing or review panel for which he or she has been selected;
- (f) is in default of payment of any fee prescribed by College by-law for more than thirty (30) days;
- (g) fails, in the opinion of council, to discharge his or her duties to the College, including having acted in a conflict of interest or otherwise in breach of a College by-law of the *Regulated Health Professions Act, 1991*, or the College's Governance policies; or
- (h) neither practises nor resides in Ontario.

(2) A committee member who is a member of the council and becomes disqualified from sitting on the council is thereby disqualified from sitting on the committee.

(3) The term of office of a committee member expires in the event that the committee member is disqualified from sitting on the committee.

(4) A committee member who is a member of the College and who becomes subject to any disciplinary or incapacity proceeding shall not serve on any committee until the proceeding is finally completed.

(5) Council may remove a committee member who is a member of the College by ordinary resolution requiring a simple majority.

### **Committee Appointments and Term**

**37.** (1) The term of office of a committee member starts when he or she is appointed or at such later time as the council specifies in the appointment.

(2) The term of office of a committee member automatically expires at the annual general meeting of the council which occurs next after the appointment.

(3) Where one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by law or this by-law.

(4) The executive committee may and, if necessary for a committee to achieve its quorum, shall make appointments to fill any vacancies which occur in the membership of a committee.

### **Committee Meetings**

**38.** (1) This section does not apply to a proceeding of a committee or a panel of a committee that is held for the purpose of conducting a hearing.

(2) Each committee shall meet from time to time at the direction of the council or the executive committee or the call of the chair at a place in Ontario, date and time designated by the chair.

(3) No formal notice is required for a meeting of a committee but the chair of each committee shall designate a College employee involved in the administration of the committee's affairs who shall make reasonable efforts to notify all the committee members informally of every meeting and to arrange the meeting date and time for the convenience of the committee members.

(4) Unless otherwise required by law or this by-law, a majority of the members of a committee constitutes a quorum.

(5) The chair or his or her appointee for the purpose shall preside over meetings of the committee.

(6) Every question which comes before a committee may be decided by a majority of the votes cast at the meeting (including a committee member who is the presiding officer) and, if there is an equality of votes on a question, the question shall be deemed to have been defeated.

(7) A meeting of the Council, or a meeting of members of a committee or of a panel of a committee that is held for any purpose other than conducting a hearing, may in the discretion of the chair be held in any manner that allows all the persons participating to communicate with each other simultaneously and instantaneously.

(8) The presiding officer is responsible for the recording of the deliberations at every committee meeting, and the written record is, when signed by the persons purporting to be the presiding and recording officers thereof, proof in the absence of evidence to the contrary that the written record accurately reflects the deliberations at the committee meeting.

(9) The written record of the deliberations at a committee when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the deliberations at the committee meeting.

(10) The written record of the deliberations at every committee meeting shall be deposited with the registrar promptly after it has been signed by the presiding and recording officers.

## **STATUTORY COMMITTEES**

### **Executive Committee**

- 39.** (1) The executive committee shall be composed of the following six members,
- (a) the president and the vice-president;
  - (b) the past president, subject to clause (c); and
  - (c) three or, if the past president is unwilling or unable to serve on the executive committee, four councillors (each, an "Executive Member Representative").

A minimum of two members of the executive committee (regardless of their position on the executive committee) shall be members of the College. A minimum of two members of the executive committee (regardless of their position on the executive committee) shall be councillors appointed to the council by the Lieutenant Governor in Council.

(2) The president is the chair of the executive committee.

(3) In addition to the duties of the executive committee set out in section 30 of this by-law and section 12 (1) of the Health Professions Procedural Code under the *Regulated Health Professions Act*, the executive committee shall review the performance of the registrar and shall set the compensation of the registrar.

(4) In order to fulfill its duties under subsection (3), the executive committee shall,

- (a) consult with Council in respect of the performance of the registrar and with respect to setting performance objectives in accordance with a process approved from time to time by Council;
- (b) ensure that the appointment and re-appointment of the registrar are approved by Council; and
- (c) approve a written agreement setting out the terms of employment of the registrar.

### **Patient Relations Committee**

**39.1** The Patient Relations Committee shall be composed of only:

- (a) no fewer than 2 and no more than 4 members of the College who are not currently Councillors or current members of other committees; and
- (b) one or two members of the public who are not members of the College and who are not currently appointed to the Council by the Lieutenant Governor in Council.

### **Quality Assurance Committee**

**40.** A panel of three or more members of the quality assurance committee appointed by the chair of the quality assurance committee is a quorum, and may discharge the duties and exercise the authority, of the quality assurance committee.

### **Summonses**

**40a.** Any member of a committee that is a tribunal may sign summonses issued under subsection 12(1) of the *Statutory Powers Procedure Act*.

## **STANDING COMMITTEES**

### **Establishment**

**41.** The following committees are the standing committees.

- 1 Council Award Selection Committee
- 2 Education Committee

- 3 Finance and Audit Committee
- 3a Governance Committee
- 4 Methadone Committee *[repealed: May 2018]*
- 5 Nominating Committee *[repealed: May 2003]*
- 6 Outreach Committee
- 7 Premises Inspection Committee
- 8 Compensation Committee *[repealed: May 2017]*

### **Council Award Selection Committee**

**41a.**-(1) The Council Award Selection Committee shall be composed of,

- (a) the president and the three most immediate past presidents except for any of the three most immediate past presidents who are unable or unwilling to be on the committee; and
- (b) a member of the Council who was appointed to the Council by the Lieutenant Governor in Council appointed by the Executive Committee.

(2) The past president shall be the chair of the Council Award Selection Committee if he or she is a member of the committee.

(3) The Council Award Selection Committee shall select the person or people to whom to award the Council Awards.

### **Education Committee**

**42.** (1) The education committee shall include all the persons appointed to the academic advisory committee under section 24, as well as any other persons the council may appoint.

(2) The education committee shall,

- (a) review and make recommendations to the council respecting matters of undergraduate and postgraduate medical education in Ontario;
- (b) establish mechanisms to enhance continuing professional development by College members including:
  - (i) systematically tracking College-observed trends of needs in physician education;
  - (ii) advocating for these needs to be met by external educational providers; and
  - (iii) endorsing methods for measuring outcomes of educational interventions by the College.
- (c) approve, monitor and/or evaluate methods for use by the College, which may include the following:
  - (i) Assessment methods and tools for competence and performance;

- (ii) Programs to promote and enhance professionalism; and
- (iii) Supervision roles.

### **Finance and Audit Committee**

**43.** (1) The finance and audit committee shall review and report to the council regarding the financial affairs and position of the College.

(2) In order to fulfil its duty under subsection (1), the finance and audit committee shall,

- (a) meet with the auditor each year,
  - (i) before the audit to review the timing and extent of the audit and to bring to the attention of the auditor any matters to which it considers the auditor should pay attention; and
  - (ii) as shortly before the annual financial meeting as practical in order to review and discuss with the auditor the financial statements, the auditor's report and the management letter;
- (b) review the draft budget before it is presented to the executive committee, and report to the executive committee and the council arising from its review of,
  - (i) the assumptions in the draft budget;
  - (ii) the steps taken to maximize efficiency and minimize cost in relation to the quality of goods and level of service; and
  - (iii) any other issue which the committee considers may affect the financial affairs and position of the College; and
- (c) review from time to time,
  - (i) the expenditures of the College in relation to the budget;
  - (ii) the performance and administration of the College's pension plans;
  - (iii) the investment strategies and performance of the College's non-pension investments; and
  - (iv) the security of the College's assets generally.

(3) Except where the council or the executive committee directs otherwise by resolution, no significant expenditure shall be made that is not authorized by the budget without an opportunity for the finance and audit committee to consider the implications of the unbudgeted expenditure and provide to the executive committee a revised budget.

### **Governance Committee**

**44.**-(1) The governance committee shall be composed of,

- (a) the president, the vice-president and a past president;
- (b) one councillor who is a member of the College and who is not a member of the executive committee; and
- (c) two persons appointed to the Council by the Lieutenant Governor in Council who are not members of the Executive Committee.



- (2) A past president shall chair the governance committee.
- (3) The Governance Committee shall,
  - (a) monitor the governance process adopted by the Council and report annually to the Council on the extent to which the governance process is being followed;
  - (b) consider and, if considered advisable, recommend to the Council changes to the governance process;
  - (c) ensure nominations for the office of president and vice-president;
  - (d) make recommendations to the Council regarding the members and chairs of committees; and
  - (e) make recommendations to the Council regarding any other officers, officials or other people acting on behalf of the College.

#### **Methadone Expert Advisory Committee**

44. *[repealed: May 31, 2002]*

#### **Methadone Committee**

45. *[repealed: May 25, 2018]*

#### **Nominating Committee**

46. *[repealed: May 29, 2003]*

#### **Outreach Committee**

47. (1) The Outreach Committee shall work collaboratively with the Communications and Government Relations department to:

- (a) help develop major communications and outreach initiatives to the profession and public;
- (b) assist in the development of major communications and government relations activities; and
- (c) develop plans to deliver on each of the communications and outreach related components of the College's strategic plan.

#### **Premises Inspection Committee**

47.1 The Premises Inspection Committee shall administer and govern the College's premises inspection program in accordance with Part XI of Ontario Regulation 114/94, and its duties shall include, but not be limited to:

- (a) ensuring appropriate individuals are appointed to perform inspections or re-inspections as authorized by Ontario Regulation 114/94;
- (b) ensuring adequate inspections and re-inspections are undertaken and completed in a timely way using appropriate tools and mechanisms;
- (c) reviewing premises inspection reports and other material referred to in Ontario Regulation 114/94 and determining whether premises pass, pass with

- conditions or fail an inspection;
- (d) specifying the conditions that shall attach to each “pass with conditions”;
  - (e) delivering written reports as required under Ontario Regulation 114/94; and
  - (f) establishing or approving costs of inspections and re-inspections and ensuring the member or members performing the procedures on the premises are invoiced for those costs.

**47.2** Three members of the Premises Inspection Committee, at least one of whom shall be a person who is not a member of the College, shall constitute a quorum.

### **Compensation Committee**

**47.3** *[repealed: May 26, 2017]*

## **Part 4. Registration Matters**

### **Names in the Register**

**48.** (1) A member's name in the register shall be the member's full name and consistent with the name used by the member in his or her undergraduate medical training, as supported by documentary evidence.

(2) The registrar may direct that a member's name, which is not the name used by the member in his or her medical training, be entered in the register if the member satisfies the registrar that the member has validly changed his or her name since undergraduate medical training and that the use of the newer name is not for an improper purpose.

(3) The registrar may give a direction under subsection (2) before or after the initial entry of the member's name in the register.

### **Content of Register Entries**

**49.** (1) In addition to the information required under subsection 23(2) of the Health Professions Procedural Code, the register shall contain the following information with respect to each member:

1. Any changes in the member's name since his or her undergraduate medical training that is used or to be used in his or her practice, and the date of such change, if known to the College.
2. The member's gender and registration number.
3. The member's date and place of birth.
4. If the member has died, an indication that the member has died and the date of death, where that information is known to the College.
5. The name of the medical school from which the member received his or her undergraduate medical degree and the date the member received the degree.

6. A description of the member's postgraduate training in Ontario.
7. If the member is certified by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada,
  - i. that fact,
  - ii. the date of the certification, and
  - iii. the discipline or sub-discipline in which the member is certified.
- 7.1 If the member is formally recognized as a specialist by the College,
  - i. that fact,
  - ii. the date of recognition, and
  - iii. the discipline or sub-discipline in which the member is recognized.
8. The classes of certificate of registration held by the member and the date on which each certificate was issued and, if applicable, the revocation, suspension or expiration date, or date of removal of a suspension.
9. The member's electoral district for elections to the council and the county or other region within the electoral district where the member principally practises or resides.
10. The member's preferred address for communications from the College.
11. The address, telephone number, facsimile number and e-mail address of the member's principal place of practice.
12. The identity of each hospital in Ontario where the member has professional privileges, and where known to the College, all revocations, suspensions, restrictions, resignations, relinquishments and rejections of appointment or reappointment applications reported to the College by hospitals under section 85.5 of the Health Professions Procedural Code or section 33 of the *Public Hospitals Act*, in each case commencing from the date the relevant portion of this by-law goes into effect.
13. If an allegation of professional misconduct or incompetence against the member has been referred to the discipline committee and not yet decided,
  - i. a summary of the allegation if it was referred to the discipline committee prior to September 10, 2013,
  - ii. a summary of the allegation and/or the notice of hearing if it was referred to the discipline committee after September 10, 2013,
  - iii. an indication that the matter has been referred to the discipline committee,
  - iv. the anticipated date of the hearing, if the date has been set,
  - v. if the hearing has been adjourned after September 10, 2013 and no future date has been set, the fact of the adjournment, and
  - vi. if the decision is under reserve, that fact.

14. If the result of a disciplinary proceeding in which a finding was made by the discipline committee in respect of the member is in the register,
  - i. the date on which the discipline committee made the finding, and
  - ii. the date on which the discipline committee ordered any penalty.
15. If an allegation of the member's incapacity has been referred to the fitness to practise committee and not yet decided, an indication of the referral.
16. If the result of an incapacity proceeding in which a finding was made by the fitness to practise committee in respect of the member is in the register,
  - i. the date on which the fitness to practise committee made the finding,
  - ii. the effective date of any order of the fitness to practise committee,
  - iii. where the finding is under appeal, a notation to that effect, and
  - iv. when an appeal of a finding of incapacity is finally disposed of, the notation added under subparagraph iii of this paragraph 16 shall be removed.
17. If an application to the discipline committee for reinstatement has been scheduled,
  - i. the dates on which the application is scheduled to be heard,
  - ii. if the hearing has been adjourned after September 10, 2013 and no future date has been set, the fact of that adjournment, and
  - iii. if the decision is under reserve, that fact.
- 17.1 If an application to the discipline committee for reinstatement has been decided, the decision of the discipline committee.
- 17.2 (1) If an application for reinstatement has been made to the Council or the Executive Committee under s.74 of the Health Professions Procedure Code, with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary proceedings, the date on which the Council or the Executive Committee will consider the application, and the decision of the Council or Executive Committee.
  - (2) If an application for reinstatement has been made to the Council or the Executive Committee under s.74 of the Health Professions Procedural Code, with respect to a person whose certificate of registration has been revoked or suspended as a result of incapacity proceedings, the date on which the Council or the Executive Committee will consider the application, and a summary of the decision of the Council or Executive Committee unless the Registrar determines that it is in the public interest that the decision be disclosed.
18. If a member is no longer practising in Ontario, contact information regarding the transfer or provisional custody of medical records, where that information has been provided to the College.

19. Where there has been a finding of guilt against a member under the *Health Insurance Act*, made on or after June 1, 2015, and if the finding and/or appeal is known to the College:
  - (i) a brief summary of the finding;
  - (ii) a brief summary of the sentence;
  - (iii) where the finding is under appeal, a notation that it is under appeal, until the appeal is finally disposed of; and
  - (iv) the dates of (i)-(iii), if known to the College,except if one or more of the conditions set out in section 1(2) of Ontario Regulation 261/18 have been satisfied.
20. Any currently existing conditions of release following a charge for a *Health Insurance Act* offence, or subsequent to a finding of guilt under the *Health Insurance Act* and pending appeal, or any variations to those conditions, when known to the College.
21. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a caution-in-person, if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file, is dated on or after January 1, 2015, a summary of that decision, and, where applicable, a notation that the decision has been appealed or reviewed.
22. Where a decision referred to in paragraph 21 above is overturned on appeal or review, the summary shall be removed from the Register.
23. In respect of a decision of the Inquiries, Complaints and Reports Committee that includes a disposition of a Specified Continuing Education or Remediation Program ("SCERP"), if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file is dated on or after January 1, 2015, a summary of that decision, including the elements of the SCERP, and, where applicable, a notation that the decision has been appealed or reviewed.
24. In respect of the elements of a SCERP referred to in paragraph 23 above, a notation that all of the elements have been completed, when so done.
25. Where a decision referred to in paragraph 23 above is overturned on appeal or review, the summary shall be removed from the register.
- 25.1 In respect of a decision of the QAC that includes a disposition of a SCERP, if the decision is made on or after June 1, 2016, the elements of the SCERP.
- 25.2 In respect of the elements of a SCERP, referred to in paragraph 25.1 above, a notation that all of the elements have been completed, when so done.
- 25.3 Where a decision referred to in paragraph 25.1 above is overturned on review, the summary shall be removed from the Register.

26. Where a member has been charged with an offence under the *Health Insurance Act*, and the charge is outstanding and is known to the College, the fact and content of the charge and, if known to the College, the date and place of the charge.
27. *[repealed: December 6, 2018]*
28. *[repealed: December 6, 2018]*
29. If the terms, conditions and limitations (other than those required by regulation) are imposed on a member's certificate of registration or if terms, conditions and limitations in effect on a member's certificate of registration are amended,
  - i. the effective date of the terms, conditions and limitations imposed or of the amendments, and
  - ii. a notation as to the committee or the member, as applicable, that imposed or amended the terms, conditions and limitations on the member's certificate of registration.
30. Where a member's certificate of registration is revoked or suspended, the committee that ordered the suspension or revocation of the member's certificate of registration, if applicable.
31. Where a member's certificate of registration is expired, the reason for the expiry.
32. Where a notation of a finding of professional negligence or malpractice in respect of the member is in the register,
  - i. the date of the finding, and
  - ii. the name and location of the court that made the finding against the member, if known to the College.
33. The date on which the College issued a certificate of authorization in respect of the member, and the effective date of any revocation or suspension of the member's certificate of authorization.
34. The language(s) in which the member is competent to conduct practice, as reported by the member to the College.

(2) *[repealed: September 8, 2016]*

(3) The register shall also contain the outcome and/or status of inspections of all premises (including conditions and/or reasons for fail results) carried out since April 2010 under Part XI of Ontario Regulation 114/94, including the relevant date. This paragraph applies to the most current outcome and/or status as of January 31, 2013, and every outcome and/or status thereafter.

## **Public Information**

**50.1** (1) All information contained in the register, other than:

- (a) a member's preferred address for communications from the College,
- (b) a member's e-mail address,
- (c) a member's date of birth,
- (d) a member's place of birth,
- (e) any information that, if made public, would violate a publication ban if known to the College, and
- (f) information that the registrar refuses or has refused to post on the College's website pursuant to subsection 23(6), (7), (8), (9) or (11) of the Health Professions Procedural Code,

is designated as public except that,

- (g) if,
  - (i) terms, conditions or limitations were directed to be imposed upon a member's certificate of registration by a committee other than the discipline committee, and
  - (ii) the terms, conditions or limitations have been removed,

the content of the terms, conditions or limitations are no longer public information.

(2) The information contained in the register which is designated as public shall be,

- (a) capable of being printed promptly; and
- (b) available in printed form to any person during the normal hours of operation of the offices of the College.

(3) The registrar may give any information contained in the register which is designated as public to any person in printed or oral form.

### **Liability Protection**

**50.2** Each member shall obtain and maintain professional liability protection that extends to all areas of the member's practice, through one or more of

- (a) membership in the Canadian Medical Protective Association;
- (b) a policy of professional liability insurance issued by a company licensed to carry on business in the province, that provides coverage of at least \$10,000,000;
- (c) coverage under the Treasury Board Policy on Legal Assistance and Indemnification.

### **Notification Required by Members**

**51.** (1) A member shall notify the College in writing or electronically as specified by the College of,

- (a) the member's preferred addresses (both mailing and e-mail) for communications from the College;
- (b) the address and telephone number of the member's principal place of practice;

- (c) the identity of each hospital and health facility in Ontario where the member has professional privileges;
- (d) *[repealed: December 7, 2018]*; and
- (e) any changes in the member's name since his or her undergraduate medical training that is used or will be used in the member's practice.

(2) If there is a change in the information provided under subsection (1), the member shall notify the College in writing or electronically as specified by the College of the change within thirty days of the effective date of the change.

(3) The College may forward to its members from time to time requests for information in a printed or electronic form approved by the Registrar. Each member shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for member information may include (but is not limited to) the following:

- (a) his or her home address;
- (b) an e-mail address for communications from the College and the address of all locations at which the member practises medicine;
- (c) a description of the services and clinical activities provided at all locations at which the member engages in medical practice;
- (d) the names, business addresses and telephone numbers of the member's associates and partners.
- (e) information required to be maintained on the register of the College;
- (f) information respecting the member's participation in continuing professional development and other professional training;
- (g) the types of privileges held at each hospital at which a member holds privileges;
- (h) information that relates to the professional characteristics and activities of the member that may assist the College in carrying out its objects, including but not limited to:
  - (i) information that relates to the member's health;
  - (ii) information about actions taken by other regulatory authorities and hospitals in respect of the member;
  - (iii) information related to civil law suits involving the member;
  - (iv) information relating to criminal arrest(s) and charge(s); and
  - (v) information relating to offences.
- (i) information for the purposes of compiling statistical information to assist the College in fulfilling its objects.



- (3.1)(a) In this section “premises” and “procedure” have the definitions that are set out in s.44(1) of Ontario Regulation 114/94 made under the *Medicine Act 1991*;
- (b) Every member who performs a procedure in a premises subject to inspection under Part XI of Ontario Regulation 114/94 shall report to the College, within 24 hours of learning of any of the following events:
- (i) Death within the premises;
  - (ii) Death within 10 (ten) days of a procedure performed at the premises;
  - (iii) Any procedure performed on wrong patient, site, or side; or
  - (iv) Transfer of a patient from the premises directly to a hospital for care.
- (c) In addition to reporting the event, the member shall provide all information underlying the event to the College in an Adverse Events Reporting form approved by the College.

(4) When applying for a certificate of registration or a renewal of a certificate of registration, an applicant must sign a declaration that he or she complies with section 50.2 of the by-law.

(5) A member must have available at his or her office, in written or electronic form, for inspection by the College, evidence that he or she complies with section 50.2, or may have the provider of the protection under s. 50.2 provide regular updates to the College confirming compliance with s. 50.2.

(6) Section 50.2 and subsection (4) do not apply to:

- (a) a member who provides written evidence, satisfactory to the College, that s/he is not providing any medical service in Ontario to any person;
- (b) a person who holds emeritus status or who is designated as a life member under s. 43 of O. Reg. 577/75; or
- (c) a member who provides written evidence, satisfactory to the College, from his or her employer that:
  - (i) the licensed member is only providing medical service to other employees of the employer, and not to any members of the public, and
  - (ii) any professional liability claim made against the licensed member will be covered by the employer or the employer’s insurer.

(7) Upon request of the College, a member shall provide to the College, in writing or electronically, acceptable documentation confirming completion of continuing professional development programs in which the member has participated during a specified period of time.

**51b.** Every health profession corporation that holds a certificate of authorization from the College shall provide the Registrar with notice in writing of any change in the shareholders of such corporation, who are members of the College, within fifteen (15) days following the occurrence of such change. The notification shall include the identity of the shareholder who has ceased to be a shareholder, and the identity of any new shareholder(s), and the date upon which such a change occurred. The notice shall be

addressed to the Registrar, in care of the Registration Department of the College, re: Notice of Shareholder Change. The notification shall be signed by a director of the health profession corporation. The notification may be sent by regular mail, fax, courier or personal delivery, but may not be sent by electronic mail. The Registrar may from time to time approve a standard form for the purposes of providing the notice required by this section and where such form has been approved the notice shall be submitted in the approved form.

### **Emeritus Status**

**52.** (1) The registrar may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and who,

- (a) has held a certificate of registration authorizing independent practice, a General licence under Part III of the *Health Disciplines Act* or the equivalent licence under a predecessor of that Act, or some combination of them, continuously for twenty-five years;
- (b) has not been the subject of a finding of professional misconduct or incompetence that has been entered in the register;
- (c) at the time of application, is not,
  - (i) in default of payment of any fee payable to the College;
  - (ii) in default of providing to the College any information required by or under an Act or regulation; and
  - (iii) is not the subject of proceedings for professional misconduct or incompetence; and
- (d) is fully retired from the practice of medicine.

(2) The registration committee may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and complies with clauses (1)(c) and (d).

(3) A person with emeritus status may not practise medicine.

(4) A member who was designated as a life member under section 43 of Ontario Regulation 577/75 or a predecessor thereof shall be deemed to continue as a person with emeritus status but a life member who continues to meet the requirements of section 43 of Ontario Regulation 577/75 may elect to maintain his or her life membership.

### **Expiry and Renewal of Emeritus Status**

**53.** (1) The registrar shall mail an application for renewal to each person with emeritus status and each life member at the person's last known address before April 15 in each year, together with notification that the person's emeritus status or life membership will expire unless the completed application for renewal is received by the registrar by the following May 31.

(2) An emeritus status and a life membership expire unless the member's completed application for renewal is received by May 31 of each year.

(3) The registrar shall, and the registration committee may, renew the emeritus status of a person whose emeritus status has expired on the same basis as the registrar or the registration committee may grant emeritus status under section 52.

(4) A life membership which expires may not be renewed, but a life member whose membership has expired is entitled to emeritus status.

## **Part 5. By-Laws**

### **Making and Numbering**

**54.** (1) A by-law may be made, amended and revoked by an ordinary motion except that subclause 29(4)(b)(iv) does not permit the making, amending or revoking of a by-law.

(2) Every by-law and every amendment and revocation of a by-law shall be numbered according to the order in which it was passed, certified by the presiding and recording officers of the meeting at which it was passed and maintained in a book in its numerical order.

## **Part 6. Conflict of Interest**

### **Definition of Conflict of Interest**

**55.** A conflict of interest exists where a reasonable person would conclude that a council or committee member's personal or financial interest may affect his or her judgment or the discharge of his or her duties to the College. A conflict of interest may be real or perceived, actual or potential direct or indirect.

### **Process for Resolution of Conflicts in Council Matters**

**56.** A council member who has or may have a conflict of interest in connection with council business shall consult with the registrar and disclose the conflict to council at the earliest opportunity, and in any case before council considers the matter to which the conflict relates. If there is any doubt as to whether a conflict exists, the member must declare it to council and accept council's decision as to whether a conflict exists.

**57.** A council member who has a conflict of interest shall:

- (a) disclose the conflict;
- (b) leave the room when council is discussing the matter; and
- (c) not vote on the matter, or try to influence the vote.

### **Process for Resolution of Conflict in Committee Matters**

**58.** A committee member who has or may have a conflict of interest in connection with a matter before a committee shall consult with the appropriate committee support representative. For adjudicative committees, the committee member should consult with the Hearings Office. The committee member should disclose the conflict at the earliest opportunity, and in any case before the committee considers the matter. The committee member shall accept the Chair's direction as to whether there is a conflict of interest and any steps the Chair takes or requires to resolve the conflict. Where the Chair has or

may have a conflict of interest, the Chair shall accept the executive committee's direction as to whether there is a conflict of interest and any steps the executive committee takes or requires to resolve the conflict.

### **Record of Declarations**

**59.** Declarations with respect to conflicts of interest shall be recorded in the minutes of the meeting.

### **Part 7. Not-For-Profit Status**

**60.** (1) No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any member provided that this restriction shall not prevent a member from receiving reasonable remuneration, including fees, wages, honoraria and expense re-imbusement, for any services provided by such member to or for the benefit of the College.

(2) It is further specifically provided that in the event of dissolution or winding up of the College, all of its remaining assets after payment of its liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the province of Ontario which carry on work and activities similar to those of the College and approved by the College.

## Schedule 1 to By-Law No. 1

### RULES OF ORDER OF THE COUNCIL

#### *General Procedure*

1. The Council will ordinarily meet informally and allow discussion of a topic without a motion needing to be made first.
2. The Council may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, subject to subsection 29(4) [the process rule for motions], motions will usually be made if,
  - (a) a decision will commit the College to an action or a public position, or
  - (b) the chair or the Council is of the opinion that the nature of the matter or of the discussion warrants a motion.
3. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions will apply.

#### *Motions*

4. All motions shall be in writing, seconded and given to the chair before being considered except that, if a motion has been printed and distributed to the Council before being made, it does not need to be given to the chair before being considered.
5. When a motion that has not been printed and distributed to the Council is given to the chair, he or she shall then read it aloud, and any councillor may require it to be read at any time, but not so as to interrupt a councillor while speaking.
6. When the motion contains distinct propositions, any councillor may require the vote upon each proposition to be taken separately.
7. No councillor shall vote upon any motion in which he or she has a direct pecuniary interest, and the chair shall disallow the vote of any councillor on any motion in which the chair believes the councillor has a direct pecuniary interest.

#### *Amendments and other subordinate motions*

8. A substantive motion in writing that has been moved, seconded and given to the chair may be amended by a motion to amend. The chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
9. When a motion has been moved, seconded and given to the chair, no other motion may be made except a motion to amend the motion, to refer the motion to a committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.
10. When motion to refer a motion to a committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.

11. A motion to amend the main motion shall be disposed of before the main motion 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.

#### *Preserving Order*

12. The chair shall call upon councillors to speak as nearly as feasible in the order in which they indicate a wish to speak.

13. The chair shall preserve order and decorum, and shall rule on any question of order or procedure. However, a councillor who believes the chair's ruling is wrong may appeal the ruling to the Council.

14. Whenever the chair is of the opinion that a motion offered to the Council is contrary to these rules or the by-laws, he or she shall immediately inform the Council of his or her opinion, rule the motion out of order and explain why.

15. If a councillor believes that another councillor has behaved improperly or that the Council has broken the by-laws or these rules, the councillor may state a point of order. The chair shall promptly rule on the point of order, which is subject to an appeal to the Council. (There is no "point of personal privilege" or "point of privilege" in a body such as the Council).

16. The chair may limit the number of times a councillor may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.

17. When a circumstance arises in a formal session that is not provided for by these rules or by other rules of the Council, the chair shall make a ruling, which is subject to an appeal to the Council.

18. Except where inconsistent with the *Regulated Health Professions Act, 1991*, the *Medicine Act, 1991*, the regulations or the by-laws of the College, any questions of procedure at or for any meetings of Council shall be determined by the chair of such meeting in accordance with the rules of order as contained in the current version of *Wainberg's Society Meetings Including Rules of Order*.