



COLLEGE OF  
DENTURISTS  
OF ONTARIO

*September 23, 2016*

# BY-LAWS OF THE COLLEGE OF DENTURISTS OF ONTARIO

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# By-laws of the College of Denturists of Ontario

## 1. INTERPRETATION

### 1.01 Definitions

In these by-laws, unless otherwise defined or required by the context,

“Act”	means the <i>Denturism Act, 1991</i> and includes the regulations made under it;
“Auditor”	means the chartered accountant or firm of chartered accountants appointed by Council under article 4.12;
“Code”	means the <i>Health Professions Procedural Code</i> , being Schedule 2 to the <i>Regulated Health Professions Act, 1991</i> ;
“College”	means the College of Denturists of Ontario;
“Committee”	means a committee of the College and includes statutory, standing and ad hoc committees and any committee established by Council under these by- laws;
“Council”	means the Council established under subsection 6(1) of the Act;
“Member”	means a person registered with the College;
“Professional Association”	means an organized group of Members who promote and advocate for the interests of the profession, but does not include a school whose sole purpose is to educate;
“Public Member”	means a person described in clause 6(1)(b) of the Act;
“Registrar”	means the person appointed by Council as Registrar for the College. The “Registrar” includes any person appointed as an Interim, Deputy, Assistant or Acting Registrar; and
“RHPA”	means the <i>Regulated Health Professions Act, 1991</i> and includes the regulations made under it.

### 1.02 Singular and Plural / Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine

### 1.03 Legislative References

Any reference in these and all by-laws of the College to a statute, a regulation or a section of a statute or regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

#### **1.04 Consistency with RHPA and Act**

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the RHPA and the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

#### **1.05 Calculating Time**

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

#### **1.06 Holidays**

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend

## **2. GENERAL**

#### **2.01 Head Office**

The head office of the College shall be in the Province of Ontario, at such place as Council may determine from time to time.

#### **2.02 Forms**

Certificates of registration and other documentation issued by the College shall be in such form as the Registrar shall provide, from time to time.

## **3. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS**

#### **3.01 General Signing Authority**

Documents requiring execution by the College, such as a contract, may be signed by the Registrar together with one of the President, Vice-President or other such person as Council may designate, and all documents so signed are binding upon the College without further authorization or formality

#### **3.02 Other Signing Authority**

Instead of, or in addition to, the persons specified in article 3.01, Council may appoint from time to time, any one or more officers or other persons to sign contracts, documents and instruments in writing on behalf of the College, whether generally or in relation to specific contracts, documents or instruments in writing.

#### **3.03 Seal**

The seal, an impression of which is depicted below, shall be the seal of the College.



#### **3.04 Use of Seal**

The seal of the College shall be affixed to any document that requires the College seal by a person authorized to sign the document on behalf of the College.

## **4. BANKING AND FINANCE**

### **4.01 Fiscal Year**

The fiscal year of the College shall commence on the first day of April and conclude on the last day of March the following year.

### **4.02 Appointed Bank**

Council shall appoint, from time to time, one or more Canadian banks chartered under the *Bank Act* (Canada) for the use of the College.

### **4.03 Authorized Signatories for Amounts Less than \$5,000**

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount less than \$5,000 may be signed by the Registrar.

### **4.04 Authorized Signatories for Amounts of \$5,000 or More**

Subject to article 3.02, all cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange in an amount of \$5,000 or more shall be signed by the Registrar or a staff person designated by the Registrar and one of the President, Vice-President or such other person as Council may designate.

### **4.05 Borrowing**

Subject to any limitation set out in these or any other by-laws of the College, Council may, by resolution,

- (i) borrow money on the credit of the College;
- (ii) limit or increase the amount or amounts that may be borrowed;
- (iii) issue, sell or pledge debt obligations of the College, including, but not limited to, bonds, debentures, notes or other liabilities, whether secured or unsecured; and
- (iv) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College.

### **4.06 Budget**

Council shall approve annually,

- (i) an operating expense and revenue budget for the College for each fiscal year; and
- (ii) a capital budget for the College for each fiscal year.

### **4.07 Expenses**

The President, Vice-President and the Registrar may approve purchases or leasing of goods and acquisition of services in accordance with the following,

- (i) the Registrar may authorize expenses not exceeding \$25,000 if the expenditure has previously been approved as an item in the College budget;
- (ii) the Registrar and one of the President, or Vice-President may authorize expenses in excess of \$25,000 if the expenditure has previously been approved as an item in the College budget;
- (iii) the Registrar may authorize expenses not exceeding \$10,000 if the expenditure has not previously been approved as an item in the College budget if the Registrar believes that the expenditure is necessary for the operations of the College; and
- (iv) the Executive Committee shall review any proposed expense exceeding \$10,000 if the item is not an expenditure in the College budget and make recommendations to Council for approval. If immediate action is required, the Executive Committee may approve the expenditure.

### **4.08 Grants**

The Executive Committee may negotiate the obtaining of a grant on behalf of the College but such agreements shall be approved by Council before they are finalized.

#### **4.09 Investments**

Funds not immediately required by the College may be invested by the College in accordance with policies established by Council.

#### **4.10 Safekeeping**

Securities and other financial documents will be held for safekeeping in the name of the College at its bank.

#### **4.11 Indemnification**

Every Council member, Committee member and officer or employee or appointee of the College, including assessors, investigators and inspectors, and each of his or her heirs, executors and administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against,

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

except such costs, charges, expenses, awards or damages as are occasioned by his or her own willful neglect or default. Where the person is a commercial service provider (e.g., a private investigator hired to conduct an investigation), the College has discretion as to whether or not to provide indemnity.

#### **4.12 Appointment of Auditor**

Council shall appoint a chartered accountant or a firm of chartered accountants to audit the accounts of the College and to prepare financial statements for each fiscal year.

#### **4.13 Term of Office**

The Auditor shall remain in office until removed by Council.

#### **4.14 Audited Financial Statements and Report**

The audited financial statements of the College, together with a signed and certified copy of the Auditor's report, shall be presented annually to Council.

#### **4.17 Deadline for Report**

The report of the Auditor shall be prepared within one hundred and twenty (120) days of the close of the fiscal year for presentation to Council.

### **5. OFFICERS – GENERAL**

#### **5.01 Officers of the College**

The officers of the College shall be the President, Vice-President and such other officers as Council may determine from time-to-time.

#### **5.02 Term of Office**

The term of office for each officer of the College shall commence immediately following their election as an officer and shall continue for approximately one (1) year until the next election for officers.

#### **5.03 Maximum Term**

The maximum term in one office is two (2) consecutive, full-year terms.

## **6. ELECTION OF OFFICERS**

### **6.01 Eligibility for Nomination**

Only a member of Council is eligible for nomination or election as an officer of the College, and only a member of Council who has been appointed by the Lieutenant Governor in Council is eligible for nomination or election as President.

### **6.02 Election Procedure**

At the first regular Council meeting after the elections for Council members, Council shall elect by secret ballot from among those members of Council eligible for election the President, Vice-President and any other officer positions, in accordance with this by-law and the "Process for Election of Officers" set out in Schedule 1.

### **6.03 Filling Vacancies (President)**

In the event that the President is removed from office, resigns or dies or the position of President becomes vacant for any reason, the Vice-President shall become the President for the remaining term of the office and the office of the Vice-President shall become vacant.

### **6.04 Filling Vacancies (Vice-President)**

In the event that the Vice-President is removed from office, resigns or dies or the position of Vice-President becomes vacant for any reason, Council may elect a new Vice-President to hold office for the remainder of the term.

### **6.05 Removal of President or Vice-President**

In addition to the provisions of article 21.01 and 26.02, Council may remove the President or the Vice-President from office by a two-thirds vote of those present and voting where the President or Vice-President has lost the confidence of the Council.

## **7. DUTIES OF OFFICERS**

### **7.01 Duties of the President**

The President shall,

- (i) if present, preside as Chair at all meetings of the Council unless the Council designates an alternate Chair, including persons not on Council who would act as a non-voting Chair, for all or any portion of the meeting;
- (ii) serve as Chair of the Executive Committee;
- (iii) perform those duties assigned to the President in the by-laws;
- (iv) perform other duties and responsibilities as may be decided by Council; and
- (v) report to Council at each Council meeting on all material actions taken since the President's last report.

### **7.02 Duties of the Vice-President**

The Vice-President shall,

- (i) perform the duties of the President in the event that the President is unable to perform those duties;
- (ii) perform those duties assigned to the Vice-President in the by-laws;
- (iii) serve on the Executive Committee; and
- (iv) perform all duties and responsibilities as may be decided by Council.

## **8. THE REGISTRAR**

### **8.01 Appointment of the Registrar**

The Registrar shall be appointed by Council and, despite subsection 12(1) of the Code, the Executive Committee shall not exercise the authority of Council under this article. Where a supervisor is appointed under section 5.0.1, the supervisor is the Registrar unless the appointment of the supervisor or a direction of the supervisor provides otherwise.

### **8.02 Duties of the Registrar**

The Registrar shall be the Chief Executive Officer of the College and shall have such duties and responsibilities as are conferred by the Act, the RHPA, the by-laws and the policies of the College as well as such duties and responsibilities assigned to the position by Council.

### **8.03 Acting Registrar**

If a vacancy occurs in the office of the Registrar, the Executive Committee or Council shall appoint an Acting Registrar until a Registrar is appointed, and during extended absences, the Registrar may appoint, in writing, a senior staff member to serve as the Acting Registrar during the Registrar's absence.

### **8.04 Annual Performance Appraisal of Registrar**

Council shall develop a process for evaluating the performance of the Registrar annually. The process may include, among other things, soliciting feedback from Council members, staff members and stakeholders.

## **9. COUNCIL – GENERAL**

### **9.01 Authority of Council**

Council shall perform the functions assigned to it under the Act and the Code.

### **9.02 Composition of Council**

Council shall be composed of eight (8) Members and as many Public Members as are appointed by Lieutenant Governor in Council in accordance with subsection 6(1) of the Act. Despite this provision, Council remains properly constituted despite any vacancy that leaves only seven (7) Members on the Council.

### **9.03 Term of Office**

The term of office of an elected member of Council shall commence at the first Council meeting immediately after the election and shall continue for approximately three (3) years until his or her successor takes office in accordance with these by-laws, or until he or she resigns his or her office or is removed from Council, or until such other time designated by Council, whichever occurs first.

## **10. ELECTION OF COUNCIL MEMBERS**

### **10.01 Definitions**

In this article, "election" means an election of a Member to the Council for an electoral district and includes a regular election and a by-election, and "elected" has a corresponding meaning.

For the purposes of this article, a Member becomes "the subject of proceedings" when a Committee makes a referral for a hearing in respect of the Member.



## 10.02 Electoral Districts

The following electoral districts are established for the purpose of the election of Members to the Council. The Registrar may assign any new or missing postal codes to the district he or she believes is most appropriate.

**Electoral district 1**, composed of the south western Ontario communities served by the postal codes: N0J, N0K, N0L, N0M, N0N, N0P, N0R, N4G, N4S, N4T, N4V, N4X, N4Z, N5A, N5C, N5H, N5L, N5P, N5R, N5V, N5W, N5X, N5Y, N5Z, N6A, N6B, N6C, N6E, N6G, N6H, N6J, N6K, N6L, N6M, N6N, N6P, N7A, N7G, N7L, N7M, N7S, N7T, N7V, N7W, N7X, N8A, N8H, N8M, N8N, N8P, N8R, N8S, N8T, N8V, N8W, N8X, N8Y, N9A, N9B, N9C, N9E, N9G, N9H, N9J, N9K, N9V and N9Y;

**Electoral district 2**, composed of the south western Ontario communities served by the postal codes: L0R, N0S, L2A, L2E, L2G, L2H, L2J, L2M, L2N, L2P, L2R, L2S, L2T, L2W, L2V, L3B, L3C, L3K, L3M, L8E, L8G, L8H, L8J, L8K, L8L, L8M, L8N, L8P, L8R, L8S, L8T, L8V, L8W, L9A, L9B, L9C, L9G, L9H, L9K, N0A, N0E, N1A, N3L, N3P, N3R, N3S, N3T, N3V, N3W, N3Y and N4B;

**Electoral district 3**, composed of the central western communities served by the postal codes: L0J, L0N, L0P, L4T, L4V, L4W, L4X, L4Y, L4Z, L5A, L5B, L5C, L5E, L5G, L5H, L5J, L5K, L5L, L5M, L5N, L5P, L5R, L5S, L5T, L5V, L5W, L6H, L6J, L6K, L6L, L6M, L6P, L6R, L6S, L6T, L6V, L6W, L6X, L6Y, L6Z, L7A, L7C, L7E, L7G, L7J, L7L, L7M, L7N, L7P, L7R, L7S, L7T, L9T, L9V, L9W, N0B, N0C, N0G, N0H, N1C, N1E, N1G, N1H, N1K, N1L, N1M, N1P, N1R, N1S, N1T, N2A, N2B, N2C, N2E, N2G, N2H, N2J, N2K, N2L, N2M, N2N, N2P, N2R, N2T, N2V, N2Z, N3B, N3C, N3E, N3H, N4K, N4L, N4N and N4W;

**Electoral district 4**, composed of the portions of greater Toronto area communities served by the postal codes: L4C, L4K, L4L, L6A, M3J, M3L, M3M, M3N, M6H, M6J, M6K, M6L, M6M, M6N, M6P, M6R, M6S, M8V, M8W, M8X, M8Y, M8Z, M9A, M9B, M9C, M9L, M9M, M9N, M9P, M9R, M9V and M9W;

**Electoral district 5**, composed of the portions of greater Toronto area communities served by the postal codes: L3T, L4J, M2M, M2N, M2P, M2R, M3H, M3K, M4N, M4R, M4T, M4V, M4W, M4X, M4Y, M5A, M5B, M5C, M5E, M5G, M5H, M5J, M5K, M5L, M5M, M5N, M5P, M5R, M5S, M5T, M5V, M5W, M5X, M6A, M6B, M6C, M6E and M6G;

**Electoral district 6**, composed of the portions of greater Toronto area served by the postal codes: L3P, L3R, L3S, L4B, L6C, L6E, M1B, M1C, M1E, M1G, M1H, M1J, M1K, M1L, M1M, M1N, M1P, M1R, M1S, M1T, M1V, M1W, M1X, M2H, M2J, M2K, M2L, M3A, M3B, M3C, M4A, M4B, M4C, M4E, M4G, M4H, M4J, M4K, M4L, M4M, M4P and M4S;

**Electoral district 7**, composed of the eastern Ontario communities served by the postal codes: K0A, K0B, K0C, K0E, K0G, K0H, K0J, K0K, K0L, K0M, K1B, K1C, K1E, K1G, K1H, K1J, K1K, K1L, K1M, K1N, K1P, K1R, K1S, K1T, K1V, K1W, K1X, K1Y, K1Z, K2A, K2B, K2C, K2E, K2G, K2H, K2J, K2K, K2L, K2M, K2P, K2R, K2S, K2T, K2V, K2W, K4A, K4B, K4C, K4K, K4M, K4P, K4R, K6A, K6H, K6J, K6K, K6T, K6V, K7A, K7C, K7G, K7H, K7K, K7L, K7M, K7N, K7P, K7R, K7S, K7V, K8A, K8B, K8H, K8N, K8P, K8R, K8V, K9A, K9H, K9J, K9K, K9L, K9V, L0A, L0B, L0C, L0H, L1A, L1B, L1C, L1E, L1G, L1H, L1J, L1K, L1L, L1M, L1N, L1P, L1R, L1S, L1T, L1V, L1W, L1X, L1Y, L1Z, L9L and L9P; and

**Electoral district 8**, composed of the central and northern Ontario communities served by the postal codes: L0E, L0G, L0K, L0L, L0M, L3V, L3X, L3Y, L3Z, L4A, L4E, L4G, L4H, L4M, L4N, N4P, L4R, L4S, L6B, L7B, L9M, L9N, L9R, L9S, L9Y, P0A, P0B, P0C, P0E, P0G, P0H, P0J, P0K, P0L, P0M, P0N, P0P, P0R, P0S, P0T, P0V, P0W, P0X, P0Y, P1A, P1B, P1C, P1H, P1L, P1P, P2A, P2N, P3A, P3B, P3C, P3E, P3G, P3L, P3N, P3P, P3Y, P4N, P4P, P4R, P5A, P5E, P5N, P6A, P6B, P6C, P7A, P7B, P7C, P7E, P7G, P7J, P7K, P8N, P8T, P9A and P9N.

### **10.03 Number of Members per Electoral District**

One Member shall be elected to the Council for each electoral district.

### **10.04 When Elections are Held**

There shall be a regular election:

- (i) for electoral districts 1 and 2, in 2013 and every third year after;
- (ii) for electoral districts 3, 4 and 5, in 2011 and every third year after; and
- (iii) for electoral districts 6, 7 and 8, in 2012 and every third year after.

### **10.05 Election Dates**

Except as otherwise provided in this By-Law, a regular election shall be held on the first Wednesday in June but, if the first Wednesday in June is a holiday, the election shall be held on the first day afterwards that is not a holiday.

### **10.06 Interruptions of Mail Service**

If there is an interruption in mail service during the nomination or election process, the Registrar may extend the holding of nominations and the election for such period of time as the Registrar considers necessary to compensate for the interruption.

## **11. TERM OF OFFICE**

### **11.01 Term of Office**

The term of office of a Member elected at a regular election is approximately three (3) years, commencing with the first regular meeting of the Council after the election and expiring, subject to article 11.02, at the first regular meeting of the Council after the regular election three (3) years later.

### **11.02 Expiry of Term of Office**

The term of office of a Member elected at a regular election held after the date required by article 10.05 expires as if he or she had been elected on the required date.

### **11.03 Expiry of Term of Office due to Disqualification**

The term of office of a Member whose office becomes vacant by reason of the Member's disqualification expires upon the declaration of the vacancy and the term of office of a Member elected in a by-election or appointed to replace a Member whose office is vacant expires when his or her predecessor's office would have expired under article 11.01.

## **12. ELIGIBILITY TO VOTE**

### **12.01 Eligibility to Vote**

A Member is entitled to vote in an election if,

- (i) on election day, the Member is a registered Member of the College;
- (ii) on the one hundred and twentieth day immediately preceding the election,
  - (a) the Member practices or resides in Ontario, and
  - (b) the Member's registered address is in the electoral district for which the election is being held; and
- (iii) no fees are owing by the Member to the College on the day that the ballots (or equivalent if voting is done electronically) are distributed.

### **12.02 Disputes**

Disputes as to whether a Member is entitled to vote in an election shall be determined by the Registrar.

## 13. NOMINATIONS

### 13.01 Eligibility to Run for Election

A Member is eligible to run for election to the Council for an electoral district if,

- (i) the Member is entitled to vote in the election;
- (ii) at all times between the one hundred and twentieth day immediately preceding the election and the election;
  - (a) the Member's registered address continues to be in the electoral district, for which the election is being held,
  - (b) the Member is not in default of any obligation to the College under a regulation or the by-Laws,
  - (c) the Member is not the subject of proceedings for incompetence, professional misconduct or incapacity,
  - (d) the Member's certificate of registration is not subject to a term, condition or limitation other than one prescribed by regulation,
  - (e) the Member is not bankrupt or a subject of a consumer proposal, and has not declared bankruptcy or made a consumer proposal over the past five (5) years,
  - (f) the Member is not, and has not for a period of at least one (1) year been, a director, officer or employee of any Professional Association relating to denturism,
  - (g) where the Member has not been disqualified from sitting on the council under article 21.01 during the previous six (6) years;
- (iii) the Member's certificate of registration has not been revoked or suspended at any time in the six (6) years immediately preceding the election; and
- (iv) if the Member has previously served as an elected Council member for nine (9) consecutive years, at least three (3) years have passed.

### 13.02 Disputes

Disputes as to whether a Member is eligible to run for election shall be determined by the Elections Committee. If an Elections Committee has not been appointed, the Registrar shall determine disputes.

### 13.03 Notice of Election and Nominations

At least ninety (90) days before the date of an election, the Registrar shall notify every Member of the date of the election and of the nomination procedure, including the deadline for submitting nominations to the College.

### 13.04 Nomination Deadline

The nomination of a candidate for election as a member of Council shall be in writing and shall be received by the Registrar at least forty-five (45) days before the date of the election.

### 13.05 Signed Nominations

The nomination shall be signed by at least three (3) Members who are entitled to vote in the election and who support the nomination, and shall also be signed by the nominee as a signal of his or her consent to the nomination.

### 13.06 Candidate Must Advise if Becomes Ineligible to Run for Election

A candidate for election to the Council shall advise the Registrar immediately in the event that he or she becomes ineligible to run for election.

### **13.07 Completing Declaration**

The Registrar shall request every nominee to complete and return a declaration form which, among other things, sets out that the nominee:

- (a) understands the public protection mandate of the College,
- (b) is not aware of any potential conflict of interest, and
- (c) agrees to campaign only in accordance with the public interest objects of the College as set out in the Code.

Any nominee who fails to complete and return the declaration by the deadline set by the Registrar and in a form acceptable to the Elections Committee shall not be eligible for election.

### **13.08 Personal Statement**

The Registrar shall invite every nominee to provide a biography and personal statement by the deadline established by the Registrar, and any biography and personal statement that is not submitted by the deadline set by the Registrar and in the form acceptable to the Elections Committee, shall not be included with the materials sent to Members under article 16.01.

### **13.09 Withdrawal of Candidacy**

A candidate in an election may withdraw his or her candidacy by notifying the Registrar of the withdrawal in writing. If the notice in writing is received at least thirty-five (35) days before the date of the election, the candidate's name shall not be placed on the ballot (or equivalent if voting is done electronically). In all other cases, the Registrar shall make reasonable efforts to notify Members eligible to vote that the candidate has withdrawn from the election.

### **13.10 Conduct**

Each candidate shall conduct themselves during the election with honour and dignity. No candidate shall engage in conduct during the electoral process that would tend to bring the profession into disrepute or would tend to taint the electoral process. No candidate shall make verbal or written election statements that are inappropriate or unprofessional.

### **13.11 Consequences for Inappropriate Conduct**

If it appears to the Elections Committee, after appropriate investigation, that a candidate is not conducting himself or herself appropriately during the election, the Elections Committee may take action that it deems appropriate to ensure that the election is as fair as possible, including warning the candidate about his or her conduct and notifying Members entitled to vote about apparently incorrect or inappropriate statements that may have been made. However, the Elections Committee is not required to take corrective measures.

## **14. ACCLAMATION**

### **14.01 Declaration of Acclamation**

If there is only one candidate for an electoral district who is eligible for election, the Registrar shall inform the President in writing and the Registrar shall declare the candidate elected to the Council by acclamation for that electoral district.

### **14.02 Where There Are No Candidates**

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

## **15. ADMINISTRATION**

### **15.01 Chief Returning Officer**

The Registrar shall be the chief returning officer for the election.

### **15.02 Duties of Registrar**

The Registrar shall supervise and administer the election of candidates and, without limiting the generality of the above, the Registrar may, subject to these by-laws,

- (i) appoint returning officers and scrutineers;
- (ii) establish procedures and any necessary deadlines including procedures and deadlines relating to the receipt of nominations, biographies and personal statements and ballots (or equivalent if voting is done electronically);
- (iii) retain third party service providers to assist with administering the election;
- (iv) ensure electronic communications and voting processes are reliable and secure;
- (v) establish procedures for the opening and counting of ballots (or equivalent if voting is done electronically);
- (vi) provide for the notification of the results of the election to all candidates and members;
- (vii) provide for the destruction of ballots (or equivalent if voting is done electronically) following an election; and
- (viii) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.

## **16. VOTING**

### **16.01 Ballots**

No later than thirty (30) days before the date of an election, the Registrar shall send every Member eligible to vote in the election a list of the eligible candidates, the biography and/or personal statement of every eligible candidate who has submitted one by the deadline established by the Registrar, a ballot (or equivalent if voting is done electronically) and an explanation of the voting process.

### **16.02 Contents of Ballots**

Each ballot (or equivalent if voting is done electronically) shall contain, in alphabetical order of surname, the name of each candidate, and any other information entered in the register that the Registrar directs be included to identify the candidates.

### **16.03 Voting Secret**

Voting shall be secret and conducted so that no person knows for whom any Member voted.

### **16.04 Proxy Voting**

A Member cannot vote in an election by means of a proxy.

### **16.05 Number of Votes Cast**

A Member may cast as many votes on a ballot (or equivalent if voting is done electronically) in an election of Members to Council as there are Members to be elected from that electoral district, but shall not cast more than one (1) vote for any candidate.

### **16.06 Ballot Verification**

Ballots (or equivalent if voting is done electronically) must be received in the manner specified at or before the date and time specified for the election in order to be counted in the vote.

## 17. COUNTING VOTES

### 17.01 Ties

If two (2) or more candidates receive the same number of votes in an election, the Registrar shall select one of the candidates by lot who shall be deemed to have received the greatest number of votes in the election.

### 17.02 Decisions by Registrar

All questions arising in the counting of ballots (or equivalent if voting is done electronically), the recording of results or the determination of the result shall be decided by the Registrar who shall record the reason for any decision made with respect to those questions.

### 17.03 Candidate Entitled to be Present

A candidate is entitled, in person or by an agent appointed for the purpose by the candidate in writing, to be present and see the Registrar discharge his or her duties on election day.

## 18. DOCUMENTATION

### 18.01 Election Results

As soon as practicable after the ballots (or equivalent if voting is done electronically) have been counted, the Registrar shall advise Council and the membership of the results of the election, and shall advise each eligible candidate of the results of the election, the number of votes he or she received and the candidate's right to request a recount in accordance with article 19.

### 18.02 Registrar's Declarations

The Registrar shall make all declarations in respect of an election in writing, keep them in the records of the College and include a copy of each declaration in the next package of materials sent to the Council after making it.

### 18.03 Destruction of Ballots

Unless a candidate has requested a recount or otherwise challenged an election or its results, the Registrar shall, thirty-one (31) days after the return of an election destroy all ballots (or equivalent if voting is done electronically) and other material from the election.

## 19. RECOUNTS

### 19.01 Requesting Recount within Thirty (30) Days

Upon written direction to the Registrar received within thirty (30) days after the date of the return and payment to the College as prescribed by these by-laws, a candidate may require a recount.

### 19.02 Recount Process

The Registrar shall hold a recount no more than fifteen (15) days after receiving a written request and the recount shall be conducted in as transparent a manner as the voting system reasonably permits.

### 19.03 Results of Recount

If the result of the recount is that the candidate who required the recount is declared elected to the Council for the electoral district, the candidate is entitled to repayment without interest of the required recount fee described in article 19.01.

### 19.04 Registrar's Report to Council

The Registrar shall report to the Council at its first meeting following any recount the procedures and results of the recount.

## 20. INQUIRY

### 20.01 Referral of Disputes to Elections Committee

If the Council is of the opinion that there is a reasonable ground for doubt or dispute as to the validity of the election of any member of the Council, it shall direct the Elections Committee to initiate an inquiry.

### 20.02 Report and Recommendations of Elections Committee

Where the Elections Committee initiates an inquiry under article 20.01, it shall hold an inquiry into the validity of the election of the member of Council in question and, following the inquiry, shall make a report and recommendation to Council.

### 20.03 Options Available to Council

Council may, after reviewing the report and recommendation of the Elections Committee and subject to article 19.02, do one of the following:

- (i) declare the election result in question to be valid; or
- (ii) declare the election result in question to be invalid; and either
  - (a) declare another candidate to have been elected; or
  - (b) direct that another election be held.

### 20.04 Minor Irregularities Not Fatal

Council shall not declare an election result to be invalid solely on the basis of a minor irregularity regarding the requirements of these by-laws or a procedure established by the Registrar or the Elections Committee.

## 21. VACANCIES

### 21.01 Disqualification of Elected Members

Council shall disqualify an elected member of Council, if the member,

- (i) resigns from Council or otherwise ceases to hold a certificate of registration;
- (ii) ceases to have a registered address in the electoral district for which the member was elected and there is more than one (1) year left in the person's term;
- (iii) is in default of payment of any fee prescribed by College by-law for a period of more than sixty (60) days;
- (iv) is found to have committed professional misconduct or to be incompetent by a panel of the Discipline Committee;
- (v) is found to be incapacitated by a panel of the Fitness to Practice Committee;
- (vi) retains or obtains a responsible position such as director, owner, board member or officer or retains employment or becomes an employee of any Professional Association relating to denturism;
- (vii) becomes a member of a council of any other college regulated under the RHPA;
- (viii) fails, without reasonable cause, to attend three (3) meetings of Council in a calendar year, three (3) meetings of any Committee on which he or she serves in a calendar year or one (1) hearing or a review by a panel to which he or she has been appointed;
- (ix) is convicted of a criminal offence which, in the opinion of Council, is of a nature that warrants disqualification;
- (x) acts in a manner inconsistent with a provision of this by-law applicable to Council or Committee members;
- (xi) advocates or makes a public statement (other than at a Council meeting) against a position taken by the Council;

- (xii) initiates or joins a legal proceeding against the College or any Committee or representative of the College; or
- (xiii) fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed.

#### **21.02 Registrar's Receipt of Information**

If the Registrar receives information which suggests that an elected member of Council meets one or more of the criteria for disqualification set out in article 21.01, the Registrar shall follow the procedure set out in article 26.02. Where the Registrar has reasonable and probable grounds to believe that a member of Council meets the criteria for disqualification and no one else has made a complaint, the Registrar shall make a complaint in writing.

#### **21.03 Effect of Disqualification**

An elected Council member who is disqualified by Council ceases to be a member of Council in accordance with article 11.03 and ceases to be a member of any Committee or working group of which he or she is a member.

#### **21.04 Eligibility following Disqualification**

Where an elected Member of the Council has been disqualified from sitting on the Council under article 21.01, the Member shall not be eligible to run for election for six (6) years.

#### **21.05 Filling Vacancies**

If the seat of an elected Council member becomes vacant less than twelve (12) months before the expiry of the member's term of office, Council may,

- (i) leave the seat vacant;
- (ii) appoint as an elected Council member a Member who meets the criteria for eligibility for election set out in article 13.01; or
- (iii) direct the Registrar to hold a by-election in accordance with this by-law.

#### **21.06 By-Election**

If the seat of an elected Council member becomes vacant more than twelve (12) months before the expiry of the member's term of office, Council shall direct the Registrar to hold a by-election in accordance with this by-law.

#### **21.07 Manner of Holding By-Elections**

A by-election ordered by Council shall be held in the same manner and shall be subject to the same criteria and processes as a regular election, subject to any necessary modifications.

## **22. COUNCIL MEETINGS**

#### **22.01 Location and Frequency of Meetings**

A Council meeting shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for Council to conduct its business but shall, in any event, occur at least three (3) times per year.

#### **22.02 Notice of Meetings**

The Registrar shall notify Council members of the meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted at least ten (10) days before the date of the meeting.

#### **22.03 Waiver of Notice**

A Council member may, at any time, waive the requirement for notice of a meeting to that Council member.



#### **22.04 Business at Meetings**

Council may only consider or transact at a regular meeting,

- (i) matters on the agenda;
- (ii) matters brought by the Executive Committee or the Registrar;
- (iii) reports from the Registrar and the President;
- (iv) recommendations and reports by Committees;
- (v) matters for which notice was given by a member of Council at the preceding meeting or where written notice has been given at least thirty (30) days in advance of the meeting; and
- (vi) such other matters, not included on the agenda, as the majority of members in attendance agree to be of an urgent nature that cannot wait a reasonable time for background information to be prepared.

#### **22.05 Secretary**

The Registrar serves as the Secretary of Council or appoints someone to act as the Secretary of Council.

#### **22.06 Chair**

The President acts as Chair of Council unless the Council has designated an alternate Chair, including a person not on Council who would act as a non-voting Chair, for all or any portion of the meeting. In the event that the President is absent and has not designated an alternate Chair, the Vice-President acts as the Chair of Council, failing which Council shall elect, from amongst their number, a Council member to serve as Chair at that meeting.

#### **22.07 Manner of Meeting**

Any meeting of Council, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

#### **22.08 Quorum**

Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, a simple majority of Council members shall constitute a quorum for the purpose of a meeting.

#### **22.09 Simple Majority**

Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, every motion which properly comes before Council shall be decided by a simple majority of the votes cast at the meeting by the Council members present.

#### **22.10 Chair Votes**

If the Chair is a member of Council, he or she may participate in the discussion of a matter before Council but shall not vote unless there is a tie vote and the Chair's vote would break the tie, unless the Chair wishes to vote against a motion and the Chair's vote would create a tie that would defeat the motion, or unless there is a roll call vote (e.g., to enact a regulation).

#### **22.11 Tie Votes**

In the event of a tie vote, the motion is defeated.

#### **22.12 Unanimous By-laws**

A resolution approving a new or amended by-law, signed by all members of Council, including a resolution where all or some of the members have signed by facsimile or email, is valid and effective as if passed at a meeting of Council held for the purpose.

### **22.13 Rules**

Except where inconsistent with the RHPA, the Act or the by-laws, the rules of order for meetings of Council are set out in Schedule 2.

### **22.14 Minutes**

The Registrar shall ensure that accurate minutes of all Council meetings are recorded, approved and maintained at the College office.

### **22.15 Adjournments**

Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of the majority of Council members present and voting, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

### **22.16 Calling Special Meetings**

The President may call and convene a special meeting of Council,

- (i) where the President and the Registrar agree there is a need to consider a matter that cannot await the next scheduled Council meeting;
- (ii) upon receipt of the written request of any six (6) members of Council; or
- (iii) if a request is received from the Executive Committee under article 26.02.

### **22.17 Notice of Special Meetings**

Subject to article 22.18, the Registrar shall notify Council members of the special meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted, at least five (5) days prior to the date of the meeting. Council may only consider or transact at a special meeting those items of business contained in the notice.

### **22.18 Special Meetings Without Notice**

A special meeting may also be held without notice at any date, time and place provided that all members of Council are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously, including audio or video conferencing, or if all the absent Council members have consented, in writing or electronically, to the holding of such a special meeting.

## **23. COMMITTEES – GENERAL**

### **23.01 Duties and Responsibilities**

The duties and responsibilities of each Committee shall be those set out in the RHPA, the Act, the by-laws and the terms of reference for that Committee, as approved by Council, where applicable.

### **23.02 Non-Statutory Committees**

In addition to the statutory Committees required by the Code, the Council may establish and maintain any additional Committee or working groups deemed necessary for the efficient functioning of the College including an Elections Committee and a Nominating Committee. Unless Council directs otherwise, the Nominating Committee will consist of the Past President, the Vice-President and a Public Member.

### **23.03 Composition of Committees**

Unless stated otherwise in the Code or the by-laws, every Committee of the College shall be composed of at least three (3) persons and shall include at least one (1) member of Council who is also a Member and at least one (1) Public Member.

### **23.04 Vacancies**

Despite anything in these by-laws, a Committee is properly constituted despite any vacancy so long as there are sufficient Members to form a quorum of the Committee or a panel of the Committee.

### **23.05 Quorum**

The quorum of any Committee is three (3) members unless otherwise provided in the Act or unless the Committee is composed of only three (3) members, in which case, the quorum for such a Committee shall be two (2) members.

### **23.06 Panels**

A committee may meet in panels selected by the Chair of the Committee.

## **24. SPECIFIC COMPOSITION AND SELECTION OF COMMITTEES**

### **24.01 Executive Committee**

The Executive Committee shall be composed of the President, the Vice-President and at least three (3) other members of Council. At least three (3) members of the Executive Committee shall be Members and at least two (2) members of the Executive Committee shall be Public Members. However, where a supervisor is appointed under section 5.0.1 of the RHPA, the supervisor shall perform the functions of the Executive Committee unless the appointment of the supervisor or a direction of the supervisor provides otherwise.

### **24.02 Registration Committee**

The Registration Committee shall be composed of,

- (i) at least two (2) Members who are members of Council;
- (ii) at least one (1) Public Member who is a member of Council; and
- (iii) one (1) or more Members who are not members of Council where Council so wishes.

### **24.03 Inquiries, Complaints and Reports Committee**

The Inquiries, Complaints and Reports Committee shall be composed of,

- (i) at least two (2) Members who are members of Council;
- (ii) at least two (2) Public Members who are members of Council; and
- (iii) one (1) or more Members who are not members of Council where Council so wishes.

### **24.04 Discipline Committee**

The Discipline Committee shall be composed of every member of Council and one (1) or more Members who are not members of Council where Council so wishes.

### **24.05 Fitness to Practise Committee**

The Fitness to Practise Committee shall be comprised of every member of Council and one (1) or more Members who are not members of Council where Council so wishes.

### **24.06 Quality Assurance Committee**

The Quality Assurance Committee shall be composed of,

- (i) at least two (2) Members who are members of Council;
- (ii) at least one (1) Public Member who is a member of Council; and
- (iii) at least two (2) or more Members who are not members of Council.

### **24.07 Patient Relations Committee**

The Patient Relations Committee shall be composed of,

- (i) at least two (2) Members who are members of Council;
- (ii) at least two (2) Public Members who are members of Council; and
- (iii) one (1) or more Members who are not members of Council where Council so wishes.

#### **24.08 Appointment of Committee Members and Members of Working Groups**

Unless otherwise stated in the by-laws, the Nominating Committee shall put forward to Council for approval a proposed slate of every Committee member and every member of a working group, including Members who are not members of Council with the exception of the Executive Committee, whose members shall be elected to office.

#### **24.09 Appointment of Non-Council Members**

Subject to any specific composition requirements in these by-laws, the Executive Committee may, where vacancies arise during the Council year, appoint Members, including members of Council, to any Committee or working group and report such appointment(s) to Council.

#### **24.10 Terms of Office of Committee Members**

The term of office of a Committee member shall commence immediately after the appointment and shall continue for approximately one (1) year.

#### **24.11 Chairs**

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

#### **24.12 Decisions Regarding Appointments**

In making an appointment under article 24.08 or 24.09, Council and the Executive Committee shall take into consideration the location of practice, if applicable, as well as the experience, expertise, availability and other qualifications and characteristics of the Member or other person, in order to complement the attributes of the other Committee members or members of the working group.

#### **24.13 Eligibility for Appointment**

A Member is eligible for appointment to a Committee or a working group if, on the date of the appointment,

- (i) the Member holds a certificate of registration;
- (ii) the Member is not in default of payment of any fees prescribed by College by-law;
- (iii) the Member is not the subject of any disciplinary or incapacity proceeding;
- (iv) the Member has not been the subject of any professional misconduct, incompetence or incapacity finding in the preceding three (3) years;
- (v) the Member's certificate of registration has not been revoked or suspended in the preceding six (6) years for any reason other than non-payment of fees;
- (vi) the Member's certificate of registration is not subject to a term, condition, or limitation imposed by either the Discipline Committee or the Fitness to Practise Committee;
- (vii) the Member is not holding, and has not for a period of at least one (1) year held, a responsible position, such as director, owner, board member, officer or employee, with any Professional Association relating to denturism;
- (viii) the Member has not been disqualified from Council or a Committee within the preceding six (6) years;
- (ix) the Member is not a member of a council of any other college regulated under the RHPA;
- (x) the Member is not an employee of the College; and
- (xi) the Member is not in any default of returning any required form or information to the College.

## 25. COMMITTEE MEETINGS

### 25.01 Location and Frequency of Meetings

Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Committee to conduct its business.

### 25.02 Manner of Meeting

Any meeting of a Committee, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing), and persons participating in the meeting by such means are deemed to be present at the meeting.

### 25.03 Chair

In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Committee members shall select, from amongst their number, a Committee member to serve as Chair for the purposes of that meeting, which event shall be recorded in the minutes.

### 25.04 Minutes

The Chair of each Committee shall ensure that accurate minutes of all Committee meetings and proceedings are recorded, approved and maintained at the College office.

### 25.05 Simple Majority

Unless specifically provided for otherwise under the Code or the by-laws, every motion which properly comes before a Committee shall be decided by a simple majority of the votes cast at the meeting by the Committee members present.

### 25.06 Chair Votes

The Chair of the Committee may participate in discussion of a matter before the Committee but shall not vote unless there is a tie vote and the Chair's vote would break the tie, the Chair wishes to vote against a motion and the Chair's vote would create a tie that would defeat the motion, the Committee is conducting a hearing, or there is a roll call vote.

### 25.07 Tie Votes

In the event of a tie vote, the motion is defeated.

## 26. DUTIES OF COUNCIL AND COMMITTEE MEMBERS

### 26.01 Expectations and Duties

Every member of Council and every Committee member shall, in the performance of his or her duties:

- (i) familiarize himself or herself with the Act, the RHPA, the by-laws and any policies of the College;
- (ii) familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
- (iii) comply with the provisions of the Act, the RHPA, the by-laws, any policies of the College and rules that are adopted by Council, from time to time;
- (iv) regularly attend meetings on time and participate constructively in discussions;
- (v) ensure that confidential matters coming to his or her attention as a member of Council or as a member of a Committee or working group are not disclosed by him or her, except as required for the performance of his or her duties or as permitted by the RHPA;

- (vi) conduct himself or herself in an appropriate manner with College staff, other members of Council or members of the Committees, Members and members of the public;
- (vii) comply with the College's Code of Conduct, as set out in the College's governance policies established by Council;
- (viii) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law;
- (ix) step down from his or her position as Council and / or Committee member and / or working group member in the event that allegations regarding his or her conduct, competence or capacity are referred to the Discipline Committee or Fitness to Practise Committee until such time as the matter has been finally disposed of; and
- (x) perform the duties associated with his or her position conscientiously and with integrity and diligence in a manner that serves and protects the public interest.

## **26.02 Removal of Council or Committee Member**

The following procedure shall be followed in the event that a Council or Committee member is alleged to have contravened the duties of a Council or Committee member or meets the criteria for disqualification set out in article 21.01:

- (i) a written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Member of the College, a Council or Committee member or the Registrar. If a member of Council or a Committee receives such a complaint, he or she shall immediately file it with the Registrar;
- (ii) the Registrar shall report the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action;
- (iii) if the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall request a meeting of the Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
  - (a) censure of the member verbally or in writing,
  - (b) removal of the member from any Committee and / or working group on which he or she serves, or
  - (c) disqualification of an elected member of Council from the Council, or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat;
- (iv) a decision finding that there has been a breach of duties or that a Council or Committee member meets the criteria for disqualification set out in article 21.01, and a decision to impose a particular sanction must be approved by a majority affirmative vote of the Council members present and voting; and
- (v) the Council or Committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she will be given a reasonable opportunity to respond to the allegation prior to deliberation or vote.

## **27. CONFLICTS OF INTEREST**

### **27.01 Duty to Avoid Conflicts of Interest**

All Council and Committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest. All Council and Committee members have a duty to uphold and further the intent of the Act to regulate the practice and profession of denturism in Ontario, and not to represent the views of advocacy or special interest groups.

### **27.02 Recognition of Conflict**

Council and Committee members recognize that a conflict of interest or an appearance of a conflict of interest by a member of Council or its Committees,

- (i) could bring discredit to the College;
- (ii) could amount to a breach of the fiduciary obligation of the person to the College; and
- (iii) could create liability for either the College and / or the person involved.

### **27.03 Conflicts Relating to Involvement with a Professional Association**

A member of Council or a Committee member shall be perceived to have conflict of interest in a matter and should not serve on Council or its Committees at all if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of any Professional Association relating to denturism.

### **27.04 Conflicts Relating to Position in Other Organizations**

A member of Council or a Committee member would be perceived to have a conflict of interest in a matter and should refrain from participating in any discussion or voting if he or she holds a responsible position such as director, owner, board member or officer in, or is an employee of, another organization where his or her duties may be seen by a reasonable person as influencing his or her judgment in the matter under consideration by the Council or its Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.

### **27.05 Declaration Forms**

Upon appointment or election, and annually thereafter if requested, every Council and Committee member and every member of a working group shall fully complete and deliver to the Registrar a form, available from the Registrar, declaring his or her current and recent affiliations with Professional Associations and other organizations to facilitate compliance with the above provisions.

### **27.06 Litigation Against College**

A Council or Committee member shall resign from all positions with the College before initiating or joining a legal proceeding against the College or any Committee or representative of the College.

### **27.07 Interests of Related Persons**

For the purposes of this by-law, the direct or indirect personal or financial interests of a parent, spouse, child or sibling of a Council or Committee member are interpreted to be the interests of the Council or Committee member. Here, the term "spouse" includes a common-law spouse and a same-sex partner of the person.

### **27.08 Where a Conflict May Exist**

Where a Council or Committee member believes that he or she may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or its Committees, he or she shall,

- (i) consult, as needed, with the President, the Chair of the Committee, the Registrar and / or legal counsel;
- (ii) if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to the Council or the Committee and accept the President's or Chair of the Committee's ruling as to whether there is an appearance of a conflict, subject to any appeal or reconsideration by the Council or the Committee itself;
- (iii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- (iv) where there appears to be a conflict of interest, leave the room for the portion of any meeting relating to the matter;
- (v) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter; and
- (vi) upon returning to the room, be informed of the outcome of the vote but no further details of the discussion or the details of the vote.

### **27.09 Conflicts Recorded in Minutes**

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict.

### **27.10 Use of College Information or Property**

A member of Council or a Committee member shall not use College property or information of any kind to advance his or her own interests, direct or indirect.

### **27.11 Staff or Other Positions**

A member of Council or a Committee member may not hold any other employment or appointment with the College while serving as a member of Council or its Committees. This includes, but is not limited to, positions as peer assessor, investigator, inspector, examiner or staff. Where a member of Council or a Committee wishes to be considered for any such position or appointment, he or she must first resign their position and agree to an undertaking not to seek election to Council or appointment to a Committee for a period of one (1) year after they cease to be employed or appointed by the College or one (1) year from the date they are informed in the event that they are unsuccessful in their application for employment or appointment by the College. Despite this provision, a member of a Committee who is not on the Council or who is not the Chair of a Committee may serve as an examiner so long as the person does not serve on a Committee that is involved in the examination or registration process.

## **28. CONFIDENTIALITY**

### **28.01 Duty of Confidentiality**

Members of the Council and Committees, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by the Council or is otherwise permitted under subsection 36(1) of the RHPA.



### **28.02 Subsection 36(1) of the RHPA**

Subsection 36(1) of the RHPA states, in part, as follows,

36. (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every Member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person ....

### **28.03 Disclosure Under the RHPA**

Subsection 36(1) of the RHPA permits disclosure in a number of specific circumstances. Members of the Council and Committees, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

### **28.04 Confidentiality Agreement**

Council and Committee members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreement approved by Council.

## **29. COMMUNICATIONS**

### **29.01 Media Contacts**

All media contact shall be channelled and coordinated through the Registrar's office. Any Council or Committee member or any member of a working group being asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the regulation of the profession or the operation of the College shall not provide any such communication and shall instead refer them to the Registrar's office.

### **29.02 College Communications**

The Registrar, the President or, in the absence of the President, the Vice-President,

- (i) are the authorized spokespersons of the College but either of them may request a member of Council or staff to perform this function, as appropriate, under the circumstances; and
- (ii) may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning regulation of the profession or the operation of the College. A member of Council or a Committee member shall not perform such Communications unless authorized by the Registrar, the President or, in the absence of the President, the Vice-President.

### **29.03 Consistent Messaging**

All messages to the media and to the public must be consistent with the approved policies and positions of the College. Any member of Council or Committee member shall resign all positions with the Council and its Committees prior to expressing public disagreement with a decision, policy or position of the College or its Committees and even then, shall only do so in a manner consistent with his or her ongoing fiduciary duties towards the College.

### **29.04 Invitations for Speaking Engagements**

All requests inviting the President, the Registrar or members of Council, Committees or working groups to speak in his or her capacity as a representative of the College must be submitted, in writing, to the Registrar's office with details of the date, time and place of the speaking engagement as well as the topic and anticipated length of the presentation.

### **29.05 Acceptance of Invitations for Speaking Engagements**

The Registrar, in consultation with the President, where possible, will review all requests inviting Council, Committee or working group members to speak and shall determine whether to accept the invitation and the appropriate representative to address the topic. Other than as described above, no member of Council, a Committee or working group shall accept any request to make representations or speak on behalf of the College or in his or her capacity as a representative of the College.

### **29.06 Presentation Content**

The content of every presentation must be consistent with the approved policies and positions of the College and shall be submitted at least five (5) days before the date of the presentation to the Registrar or a person designated by the Registrar for approval.

### **29.07 No Compensation**

No person speaking in his or her capacity as a representative of the College shall receive any payment or benefit related to the presentation or, if the payment or gift cannot in the circumstances be gracefully declined, it shall immediately be turned over to the Registrar. However, mementoes of nominal value (\$50.00 or less) may be accepted and retained.

## **30. HONORARIA**

### **30.01 Application**

This section applies to members of the College who are Councillors or Committee members. It does not apply to Councillors or Committee members appointed by the Lieutenant Governor in Council.

### **30.02 Purpose of Honoraria**

The honoraria set out in this article are not intended as re-imbusement of the professional income that could be earned. Members of Council, Committees and working groups are essentially volunteers.

### **30.03 Honoraria Amounts**

The honorarium and payable expenses for attending a Council or Committee meeting are set out in Schedule 5 and Schedule 6 to these by-Laws.

### **30.04 Payment of Honoraria**

The following principles apply to the payment of honoraria:

- (i) except as set out below, only actual attendance time may be claimed for an honorarium for attendance at a meeting;
- (ii) a maximum of one (1) Full Day honorarium may be claimed for a calendar day despite the number or length of meetings held that day;
- (iii) honoraria may be claimed for an in-person meeting where the meeting is cancelled with less than two (2) business days' notice;
- (iv) where a meeting does not take the scheduled time, the member may claim the honoraria for the scheduled length of the meeting so long as the member arrived on time and did not leave early;
- (v) all claims must be recorded on the forms established by the College and must be submitted within sixty (60) days of the meeting date or the claim will be forfeited; and
- (vi) any disputes about a claim for an honorarium and any request for special consideration shall be determined by the Registrar in consultation with the President.

## 31. FEES

### 31.01 Registration Year

The registration year for Members shall be from April 15<sup>th</sup> to April 14<sup>th</sup> of the following year.

### 31.02 Renewal Process

The annual registration is due on or before April 14<sup>th</sup> of each year. At least forty-five (45) days before the annual fees are due, the Registrar shall send to each Member a notice stating that the annual fees are due, setting out the amount of the annual fee for each category of registration and a request for information required under the regulations and the by-laws of the College. The obligation to pay the annual fee continues even if the Registrar fails to provide the notice or the Member fails to receive such notice.

### 31.03 Fee Amounts

Schedule 7, as the same may be amended from time to time, sets out the applicable fees and penalties that a Member or person shall pay to the College. Where no fee has been set out in the Schedule, a Member or person shall pay to the College the fee set by the Registrar for anything that the Registrar is required or authorized to do.

### 31.04 Payment of Fees set by Registrar

The late payment fee for the late renewal of a certificate of registration becomes payable at 12:01 a.m. on the day after the renewal fee is due to be paid to the College.

### 31.05 Fee Increases

Each year each fee described in Schedule 7 shall be increased by the percentage increase in the Consumer Price Index for goods and services in Canada as published by Statistics Canada or any successor organization unless Council decides to waive a fee increase for that year.

## 32. PROFESSIONAL LIABILITY INSURANCE

### 32.01 Mandatory Insurance Coverage

- 1) A member, other than an Inactive member who has purchased any run-off coverage (sometimes called enduring or tail coverage) contemplated by these by-laws, must carry professional liability insurance with the following characteristics:
  - (i) a minimum of no less than \$1,000,000 per occurrence;
  - (ii) annual aggregate coverage of no less than \$5,000,000;
  - (iii) a deductible of no more than \$1,000 per occurrence;
  - (iv) run-off coverage (sometimes called enduring or tail coverage) for a minimum of three (3) years; and
  - (v) provided by an insurer licensed with the Financial Services Commission of Ontario, the office of the Superintendent of Financial Institutions Canada or a body outside of Ontario that the Registrar considers substantially equivalent to the Financial Services Commission of Ontario.
  
- 2) An Inactive Member who has practised in Ontario within the previous two years must carry professional liability run off coverage (sometimes called enduring or tail coverage) for a minimum of three (3) years since the Member last practised in Ontario provided by an insurer licensed with the Financial Services Commission of Ontario, the office of the Superintendent of Financial Institutions Canada or a body outside of Ontario that the Registrar considers substantially equivalent to the Financial Services Commission of Ontario.

### **32.02 Proof of Insurance**

A practising Member must, upon request, provide to the College proof of professional liability insurance in a form acceptable to the Registrar which must include the following information:

- (i) policy number;
- (ii) name of the insured that matches the name of the Member;
- (iii) address of the insured;
- (iv) policy period; and
- (v) coverage details.

### **32.03 Declaration of Eligibility of Insurance**

An applicant for registration must provide a declaration that he or she is eligible for professional liability insurance coverage and that he or she shall submit proof of insurance to the Registrar no less than 30 days after his or her registration is approved. The Registrar shall not issue the certificate of registration until actual proof of coverage is received.

### **32.04 Relying on Employer's Insurance Coverage**

A member may rely on the insurance coverage provided by his or her employer so long as the insurance coverage complies with the requirements of these by-laws including the ability to provide proof of coverage of the Member by the Member's name.

## **33. THE REGISTER**

### **33.01 Name in Register**

Subject to article 33.02 a Member's name in the register shall be the full name indicated on the document used to support the Member's initial registration with the College.

### **33.02 Change of Name**

The Registrar may enter a name other than the name referred to in article 33.01 in the register if the Registrar,

- (i) has received a written request from the Member;
- (ii) is satisfied that the Member has legally changed his or her name; and
- (iii) is satisfied that the name change is not for any improper purpose.

### **33.03 Business Address**

A Member's primary business address in the register shall be,

- (i) the address of the location in Ontario where the Member is employed or self-employed as a Denturist;
- (ii) in the event that the Member is employed or self-employed as a Denturist in more than one location in Ontario, the location where the Member generally works, or anticipates to work, the most hours; and
- (iii) in the event that the Member is not employed or self-employed in Ontario as a Denturist, the location designated by the Member or any other address approved by the Registrar.

### **33.04 Business Telephone Number**

A Member's business telephone number shall be,

- (i) the telephone number of the location in Ontario where the Member is employed or self-employed as a Denturist;
- (ii) in the event that the Member is employed or self-employed as a Denturist in more than one location in Ontario, the telephone number of the Member's primary business address; and
- (iii) in the event that the Member is not employed or self-employed in Ontario as a Denturist, the telephone number designated by the Member or any other telephone number approved by the Registrar.

### **33.05 Duty of Registrar**

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

### **33.06 Additional Information**

In addition to the information set out in subsection 23(2) of the Code, the register shall contain the following information, which is designated as public information, with respect to each Member:

- (i) names other than the proper legal name of the Member including any nicknames or abbreviations that the Member uses in any place of practice;
- (ii) the name, address and telephone number of every employer for whom the Member is employed as a Denturist and, if the Member is self-employed as a Denturist the address and telephone number of the locations where the Member practises other than addresses of individual clients; In the event that the Member has not indicated a business address, the Registrar shall enter as the Member's business address any other location for the Member known by the College which could include the Member's home address. Members who have a current certificate of registration for Inactive class will not require an address for the register;
- (iii) if there have been any changes to the Member's name since the date of the member's initial application for registration, the former names of the Member;
- (iv) the Member's registration number;
- (v) 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;
- (vi) where the College is aware that a finding of professional misconduct or incompetence or similar finding has been made against the Member by a body that governs a profession, inside or outside of Ontario, and that finding has not been reversed on appeal and the Registrar believes that it is relevant to the Member's suitability to practise:
  - (a) a notation of that fact;
  - (b) the name of the governing body that made the finding;
  - (c) the date the finding was made, if available;
  - (d) a brief summary of the facts on which the finding was made, if available; and
  - (e) information regarding any appeals of the finding or order, if available;
- (vii) where, on or after September 23, 2016, a panel of the Inquiries, Complaints and Reports Committee requires a Member to appear before a panel of the Committee to be cautioned,
  - (a) a notation of that fact;
  - (b) a summary of the caution;
  - (c) the date of the panel's decision; and
  - (d) if applicable, a notation that the panel's decision is subject to a review and therefore not yet final, which notation shall be removed and the review and any reconsideration by the Committee is finally disposed of.
- (viii) where, on or after September 23, 2016, a panel of the Inquiries, Complaints and Reports Committee requires a Member to complete a specified continuing education or remediation program (SCERP),
  - (a) a notation of that fact;
  - (b) a summary of the specified continuing education or remediation program;
  - (c) the date of the panel's decision; and

- (d) if applicable, a notation that the panel's decision is subject to a review and therefore not yet final, which notation shall be removed and the review and any reconsideration by the Committee is finally disposed of.
- (ix) notwithstanding paragraphs (vii and viii), where after a review, the Inquiries, Complaints and Reports Committee has been required to remove or vary the appearance for a caution or a specified continuing education or remediation program, may be removed once the Committee makes its new decision. Where the original requirement to appear for a caution or to complete a specified continuing education or remediation program has been varied, the Registrar may enter a summary of the process leading up to and the results of the variation.
- (x) the information required under paragraph (vii) shall be removed from the register 24 months after the Registrar is satisfied that the member has appeared before a panel of the Inquiries, Complaints and Reports Committee and received the caution.
- (xi) the information required under paragraph (viii) shall be removed from the register once the Registrar is satisfied that the member has successfully completed the specified continuing education and/or remediation program(s) which was the subject of the decision of the panel of the Inquiries, Complaints and Reports Committee.
- (xii) where a decision of the Discipline Committee has been published by the College with the Member's name or former name included:
  - (a) a notation of that fact; and
  - (b) identification of the specific publication of the College which contains the information;
- (xiii) any of the information in respect of a former Member that was on the register just before the Membership terminated, for a period of at least two (2) years after the termination of Membership, except for any information related to discipline proceedings in Ontario, in which case it shall be entered on the register for a period of fifty (50) years after the termination of Membership;
- (xiv) where the Member's certificate of registration is subject to an interim order:
  - (a) notation of that fact;
  - (b) the nature of the order; and
  - (c) the date that the order took effect;
- (xv) 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 that suspension;
- (xvi) 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:
  - (a) a notation of that fact, including the date of the referral;
  - (b) a summary of each specified allegation;
  - (c) a copy of the notice of hearing;
  - (d) any hearing dates, including dates for the continuation of the hearing; and
  - (e) if the hearing of evidence and arguments is completed and the parties are awaiting a decision of the panel of the Discipline Committee, a statement of that fact;
- (xvii) a notation, including the date of the referral, for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter has been resolved;

- (xviii) any information jointly agreed to be placed on the register by the College and the Member;
- (xix) in addition to the name of every health profession corporation of which the Member is a shareholder, the business address, business telephone number, business e-mail address, if there is one, and any operating names of the health profession corporation(s);
- (xx) where the College is aware that, on or after December 4, 2015 a member is or was registered or licensed to practice a profession inside or outside of Ontario, a notation of that fact;
- (xxi) the date of the Member's initial registration with the College;
- (xxii) where the College is aware that a finding of professional misconduct or incompetence or a similar finding has been made against a Member registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal,
  - (a) a notation of that fact;
  - (b) the date of the finding and the name of the governing body that made the finding if available;
  - (c) the order made if available; and
  - (d) information regarding any appeals of the finding or order if available;
- (xxiii) where the College is aware that a finding of incapacity or similar finding has been made against a Member registered or licensed to practise a profession inside or outside of Ontario, and that finding has not been reversed on appeal and the Registrar believes it is relevant to the Member's suitability to practise,
  - (a) a notation of the finding;
  - (b) the name of the governing body that made the finding;
  - (c) the date the finding was made if available;
  - (d) a summary of any order made if available; and
  - (e) information regarding any appeals of the finding or order if available;
- (xxiv) where the College is aware that a pending allegation of professional misconduct or incompetence or a similar allegation has been referred to a discipline type of hearing against a Member registered or licensed to practise a profession inside or outside of Ontario and the Registrar believes that it is relevant to the Member's suitability to practise,
  - (a) a notation of that fact;
  - (b) the name of the governing body that made the referral;
  - (c) the date of the referral if available;
  - (d) a brief summary of each allegation if available; and
  - (e) the notice of hearing if available.
- (xxv) a summary of any currently existing charges against a Member, of which the College is aware, in respect of a federal, provincial or other offence commenced on or after December 4, 2015, which the Registrar believes is relevant to the Member's suitability to practice.

The information placed on the register as a result of section 33.06 (xix) shall be removed once the charges are no longer outstanding;

- (xxvi) a summary of any currently existing conditions, terms, orders, directions or agreements relating to the custody or release of the member in respect of provincial

- or federal offence processes of which the College is aware and that the Registrar believes is relevant to the member's suitability to practise;
- (xxvii) a summary of any findings of guilt of which the College is aware if made by a court or other lawful authority after December 4, 2015, against a Member in respect of a federal or provincial offence that the Registrar believes is relevant to the Member's suitability to practise including,
    - (a) the date of and a summary of the finding;
    - (b) the date of and the sentence imposed, if any; and
    - (c) where a finding is under appeal, a notation to that effect;
  - (xxviii) for every application to the Discipline Committee or the Fitness to Practice Committee for reinstatement that has not been finally resolved, until that matter has been resolved,
    - (a) a notation of that fact, including the date of the application;
    - (b) a copy of the notice of hearing notice;
    - (c) the anticipated date of the, if the hearing date has been set or the next scheduled date for the continuation of the hearing if the hearing has commenced;
    - (d) if the hearing has been adjourned and no future date has been set, the fact of that adjournment, and;
    - (e) if the decision is under reserve, that fact; and
  - (xxix) if an application for reinstatement has been decided by a panel of the Discipline Committee, or the Fitness to Practice Committee, the outcome of the hearing including the date of the decision and any order made.

### **33.07 Information Requests from College**

If requested, a Member shall immediately provide the College with the following information, in the form requested by the College:

- (i) information required to be maintained in the register in accordance with subsection 23(2) of the Code and article 33.06 of these by-laws;
- (ii) information for the purpose of compiling statistical data;
- (iii) information establishing the Member's electoral district, for the purposes of elections to the Council;
- (iv) the Member's areas of practice, including but not necessarily limited to the categories of clients seen;
- (v) the Member's previous employers and previous practice locations;
- (vi) the Member's email address;
- (vii) information pertaining to the Member's professional liability insurance coverage;
- (viii) the Member's date of birth and languages in which they provide services; and
- (ix) information pertaining to the Member's compliance with the College's Quality Assurance program.

### **33.08 Automatic Notification of the College**

The Member shall notify the College, in writing, of any changes to the following information within thirty (30) days of the effective date of the change,

- (i) the Member's name;
- (ii) any nicknames or abbreviations that the Member uses in any place of practice;
- (iii) the address and telephone number of the Member's primary residence in Ontario and, if the Member does not reside in Ontario, the address and telephone number of the Member's primary residence;



- (iv) the Member's email addresses;
- (v) the Member's electoral district, for the purposes of elections to the Council;
- (vi) information regarding the Member's employment, including:
  - (a) the Member's title and position;
  - (b) a description of the Member's role, duties and responsibilities; and
  - (c) the Member's employment category and status;
- (vii) information about the Member's registration with any other body that governs a profession, whether inside or outside of Ontario, including the name of the governing body, the Member's registration or licence number and the date the Member first became registered;
- (viii) the Member's business address or business telephone number;
- (ix) the name, address or telephone number of any employer for whom the Member is employed as a Denturist and, if the Member is self-employed as a Denturist, any changes to the address or telephone number of the location where the Member practises other than addresses of individual clients;
- (x) the name of the educational institution where the Member obtained any certificates, diplomas or degrees in denturism, the type of certificates, diplomas or degrees obtained and the date each was issued; and
- (xi) the names of any graduates of denturist training that the Member supervises as part of his or her practice.

### **33.08.01 Immediate Notification of the College**

Notwithstanding Article 33.08, a Member shall immediately provide the particulars of any information required under sections 33.06(xix) and (xx).

- (i) information about any finding of professional misconduct or incompetence or similar finding that has been made against the Member by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal, including:
  - (a) the finding;
  - (b) the name of the governing body that made the finding;
  - (c) a brief summary of the facts on which the finding was based;
  - (d) the penalty and any other orders made relative to the finding;
  - (e) the date the finding was made; and
  - (f) information regarding any appeals of the finding;
- (ii) information about any finding of incapacity or similar finding that has been made against the Member by a body that governs a profession, inside or outside of Ontario, where that finding has not been reversed on appeal, including:
  - (a) the finding;
  - (b) the name of the governing body that made the finding;
  - (c) the date the finding was made;
  - (d) a summary of any order made; and
  - (e) information regarding any appeals of the finding;

### **33.09 Safety Concerns**

All of the information in the register is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

## **34. PROFESSIONAL CORPORATIONS**

### **34.01 Duty to Provide Information**

Every Member 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 for a Certificate of Authorization, upon the written request of the Registrar, within thirty (30) days and

upon any change in the information within thirty (30) days of the change:

- (i) the name of the professional corporation as registered with the Ministry of Government Services;
- (ii) any business names used by the professional corporation;
- (iii) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
- (iv) 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;
- (v) the principal practice address, telephone number, facsimile number and email address of the professional corporation;
- (vi) the address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
- (vii) a brief description of the professional activities carried out by the professional corporation.

## **35. FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE**

### **35.01 Therapist/Counsellor Confirmation**

The College shall require a therapist or counsellor who is providing therapy or counselling that is funded through the Patient Relations Program under section 85.7 of the Code to provide a written statement signed by him/her containing details of his/her training and experience and confirming that the therapy or counselling is being provided and that the funds received are being devoted only to that purpose.

### **35.02 Patient Acknowledgment**

The College shall require a person who is receiving therapy or counselling that is funded through the Patient Relations Program under section 85.7 of the Code to provide a written statement signed by him/her acknowledging that he/she is aware of the details of the training and experience of the therapist or counsellor and confirming that the therapy or counselling is being provided and that the funds received are being devoted only to that purpose.

## **36. CODE OF ETHICS**

*[To be developed]*

## **37. BY-LAWS AND AMENDMENT**

### **37.01 Effective Date**

These by-laws shall become effective as soon as they have been approved by Council.

### **37.02 Amendments**

The by-laws of the College or any section thereof may be enacted, amended, or revoked by a two-thirds majority of the Council members present and voting at a meeting of Council called for that purpose.

## **SCHEDULE 1 TO THE BY-LAWS**

### **Process for Election of Officers**

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

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

A Member's written intent must be returned to the Registrar no later than 4:00 p.m. on the day before the meeting of Council when the election of officers shall take place. However, nominations can still be made from the floor even if the written intent has not been returned to the Registrar.

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

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

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

In the event of a tie, a second ballot will take place. Candidates will have an opportunity to speak briefly before the vote. If the second ballot also results in a tie, the winning candidate will be determined by lot.

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

Once the President is elected, the Vice-President shall be nominated and elected in a similar manner. Once the Vice-President has been elected, the remaining Executive Committee positions shall be filled in a similar manner ensuring that there are an appropriate number of Members and Public Members.

Once the election is completed, the Registrar shall call for a motion to destroy the ballots. The elected members of the Executive Committee may then speak briefly.

## **SCHEDULE 2 TO THE BY-LAWS**

### **Rules of Order of the Council**

1. In this Schedule, "Member" means a Member of the Council.
2. The presiding officer will ask for each agenda topic to be introduced briefly by the person or Committee Chair or other representative raising it. Members may ask questions of clarification, then the person introducing the matter shall make a motion and another Member must second the motion before it can be debated.
3. When any Member wishes to speak, he or she shall so indicate by raising his or her hand and, after being invited to do so by the presiding officer, shall address the presiding officer and confine himself or herself to the matter under discussion.
4. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.
5. Observers at a Council meeting are not allowed to speak to address Council unless such address has previously been approved.
6. A Member may not speak again on the debate of a matter until every other Member who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Members will not speak to a matter more than twice without the permission of the presiding officer.
7. No Member may speak longer than five (5) minutes upon any motion except with the permission of Council.
8. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Council meeting or to refer the motion to a Committee.
9. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.
10. When it appears to the presiding officer that the debate on a matter has concluded, when Council has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.
11. When a matter is being voted on, no Member shall enter or leave the Council room, and no further debate is permitted.
12. No Member is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any Member so interested will be disallowed.
13. Any motion decided by the Council shall not be re-introduced during the same meeting except by a two-thirds vote of the Members then present.

14. Whenever the presiding officer is of the opinion that a motion offered to the Council is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.
15. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Council without debate.
16. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Council requires strict adherence.
17. Members are not permitted to discuss a matter with observers while it is being debated.
18. Members shall turn off electronic devices during Council meetings and, except during a break in the meeting, shall not use any electronic device, including a laptop except to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.
19. Members are to be silent while others are speaking.
20. In all cases not provided for in these rules or by other rules of Council, the current edition of Robert's Rules of Order shall be followed so far as it may be applicable.
21. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

## **SCHEDULE 3 TO THE BY-LAWS**

### **Code of Ethics**

*[under review and revision]*

## SCHEDULE 4 TO THE BY-LAWS

### Code of Conduct for the College and College Representatives

1. This Schedule applies to members of Council and members of all committees of the College.
2. Council and committee members must, at all times, maintain high standards of integrity, honesty and loyalty when discharging their College duties. They must act in the best interest of the College. They shall:
  - (i) be familiar and comply with the provisions of the Regulated Health Professions Act, 1991 and its regulations, the Health Professions Procedural Code, the Denturism Act, 1991 and its regulations, and the by-laws and policies of the College;
  - (ii) Be prepared to participate in Council meetings and committee work, including reading background materials and briefing documents;
  - (iii) Diligently take part in committee work and actively serve on committees as appointed by the Council;
  - (iv) Regularly attend meetings on time (including not missing three (3) or more consecutive meetings without reasonable cause) and participate constructively in discussions;
  - (v) Offer opinions and express views on matters before the College, Council and committee, when appropriate;
  - (vi) Participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Council and committee members;
  - (vii) uphold the decisions made by a majority of Council and committees, regardless of prior individual disagreement;
  - (viii) place the interests of the College, Council and committee above all other interests;
  - (ix) avoid and, where that is not possible, declare any appearance of or actual conflicts of interest;
  - (x) refrain from including or referencing Council or committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is acceptable so long as the curriculum vitae is not overtly used in a promotional manner);
  - (xi) preserve confidentiality of all information before Council or committee unless disclosure has been authorized by Council or is otherwise exempted under s. 36(1) of the RHPA;
  - (xii) refrain from attempting to influence a statutory decision unless one is a

member of the panel or, where there is no panel, of the committee dealing with the matter;

- (xiii) respect the boundaries of staff whose role is not to report to or work for individual Council or committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that committee or the Council or where otherwise appropriate; and
- (xiv) be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.



## SCHEDULE 5 TO THE BY-LAWS

### Honoraria Paid by the College to Professional Members of Council and Committees

ACTIVITY	AMOUNT
Meeting attendance: president	\$200.00
Meeting attendance: committee chair & executive meeting	\$150.00
Meeting attendance: councillor or committee member	\$150.00

Teleconference meetings 50 cents per minute to a maximum of a full day honorarium

## SCHEDULE 6 TO THE BY-LAWS

### Common Valid Expenses

ACTIVITY	AMOUNT/CRITERIA
Air travel (requires prior college approval)	Best economy class fare for the most direct route
Train or bus travel	Coach class by the most direct route
Automobile travel	45 cents per km by the most direct route <sup>1</sup> plus \$30.00 parking expense per day maximum.
Accommodation	The amount available through the FHRCO negotiated rate at the time or an amount up to a maximum total cost, including taxes of \$195.00 per night
Breakfast expense	\$10.00 maximum
Lunch expense	\$15.00 maximum
Dinner expense	\$25.00 maximum
Telephone calls	Actual cost of call related to College business (e.g., not proportional cost of monthly flat fee)
Other expenses	Actual cost if related directly to College business

All expenses must be supported by original receipts and must be reasonable in the circumstances. Alcohol cannot be claimed.

Meal expenses cannot be claimed where the College provides the meal for those participating in the meeting.

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<sup>1</sup> Alternatively, the Registrar may approve reimbursement of expenses for a rental car and gas in situations where (1) the person claiming reimbursement requests it and (2) the overall cost to the College would be less than if the person claiming reimbursement had sought reimbursement on the basis of mileage.

## SCHEDULE 7 TO THE BY-LAWS

### Fee Schedule

Fee Item	Fee	H.S.T. 13% <i>(Harmonized Sales Tax)</i>	Total Fee
<b>Fees Relating to Qualifying Examination</b>			
Initial Application Fee	\$75.00	\$9.75	\$84.75
First Attempt at Qualifying Examination	\$4,000.00	\$520.00	\$4,520.00
Subsequent Additional Attempts:			
Part 1- Multiple Choice Examination (MCQ)	\$800.00	\$104.00	\$904.00
Subsequent Additional Attempts:			
Part II - Clinical Examination (OSCE)	\$3,200.00	\$416.00	\$3,616.00
Administrative Fee (for late withdrawal of any attempt)	\$100.00	\$13.00	\$113.00
<b>Fees Relating to Applications for Initial Registration for General Class</b>			
Initial Application Fee	\$100.00	\$13.00	\$113.00
Initial Registration Fee (first year of registration pro-rated by quarter in which registered)			
April 15 – July 14	\$1,900.00	\$247.00	\$2,147.00
July 15 – October 14	\$1,425.00	\$185.25	\$1,610.25
October 15 – January 14	\$950.00	\$123.50	\$1,073.50
January 15 – April 14	\$475.00	\$61.75	\$536.75
<b>Fees Relating to Renewal of a Certificate of Registration for General Class</b>			
Annual Registration Fee	\$1,900.00	\$247.00	\$2,147.00
Late Payment Fee	\$150.00	Not applicable	\$150.00
Reinstatement Fee	\$500.00	\$65.00	\$565.00
<b>Fees Relating to a Certificate of Registration for Inactive Class</b>			
Certificate of Registration for Inactive Class	\$665.00	\$86.45	\$751.45
Late Payment Fee	\$75.00	Not applicable	\$75.00
Reinstatement Fee	\$250.00	\$32.50	\$282.50
<b>Pro-rated Fees of Transferring back to General Class before Renewal</b>			
April 15 – July 14	\$1,401.25	\$182.16	\$1,583.41
July 15 – October 14	\$1,092.50	\$142.03	\$1,234.53
October 15 – January 14	\$783.75	\$101.89	\$885.64
January 15 – April 14	\$475.00	\$61.75	\$536.75

<b>Fees Relating to a Certificate of Registration for Temporary Class</b>			
Initial Application Fee	\$100.00	\$13.00	\$113.00
Registration for a Certificate of Registration for Temporary Class	\$475.00	\$61.75	\$536.75
<b>Fees Relating to a Certificate of Registration for Provisional Class</b>			
Initial Application Fee	\$100.00	\$13.00	\$113.00
Initial Registration Fee (first year of registration pro-rated by quarter in which registered)			
April 15 – July 14	\$950.00	\$123.50	\$1,073.50
July 15 – October 14	\$712.50	\$92.63	\$805.13
October 15 – January 14	\$475.00	\$61.75	\$536.75
January 15 – April 14	\$237.50	\$30.88	\$268.38
Annual Renewal of a Certificate of Registration for Provisional Class	\$950.00	\$123.50	\$1,073.50
Late Payment Fee	\$75.00	Not applicable	\$75.00
Reinstatement Fee	\$250.00	\$32.50	\$282.50
<b>Pro-rated Fees of applying to General Class before Renewal</b>			
April 15 – July 14	\$1,187.50	\$154.38	\$1,341.88
July 15 – October 14	\$950.00	\$123.50	\$1,073.50
October 15 – January 14	\$712.50	\$92.63	\$805.13
January 15 – April 14	\$475.00	\$61.75	\$536.75
<b>Fees Relating to Professional Corporations and Certificates of Authorization</b>			
Initial Registration of a Certificate of Authorization	\$1,000.00	\$130.00	\$1,130.00
Annual Renewal of a Certificate of Authorization	\$350.00	\$45.50	\$395.50
Late Payment Fee	\$150.00	Not applicable	\$150.00
<b>Other Fees</b>			
Jurisprudence Program	\$100.00	\$13.00	\$113.00
Transfer to different Class Fee	\$100.00	\$13.00	\$113.00
QAC Ordered Assessment Fee	\$750.00	\$97.50	\$847.50
Election Recount Fee	\$500.00	\$65.00	\$565.00
Service Charge for declined payments	\$45.00	Not applicable	\$45.00
Duplicate Certificate	\$50.00	\$6.50	\$56.50
Letter of Standing	\$44.25	\$5.75	\$50.00
Clinic Name Registration	\$25.00	\$3.25	\$28.25