



**PEI  
College of  
Occupational  
Therapists**

***Bylaws***

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## SECTION 1 - INTRODUCTION

### **1.1 Definitions**

In these by-laws, unless the context otherwise requires:

- a) "Act" means the *Regulated Health Professions Act* of Prince Edward Island;
- b) "College" means the Prince Edward Island (PEI) College of Occupational Therapists;
- c) "Council" means the Council for the PEI College of Occupational Therapists;
- d) "Good Standing" means the registrant's registration as a member of the College is not suspended or cancelled or otherwise restricted or limited under the Act or Regulations made thereunder;
- e) "Registrant" means a member of the PEI College of Occupational Therapists;

### **1.2 Interpretation**

In these by-laws, unless the context otherwise requires, expressions defined in the Act and any alterations or amendments thereto shall have the meaning as defined; and words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include females, and words imparting persons shall include bodies corporate.

### **1.3 Severability and Precedence**

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws. If any of the provisions contained in the by-laws are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail.

### **1.4 Seal**

The seal of the College, if any, shall be in the form determined by the Council. The seal of the College shall be in the custody of the registrar, who shall affix it to all documents for which it is required.

### **1.5 Fiscal Year**

The fiscal year of the College that shall commence on the first day of April and shall end of the thirty-first day of March of the following year.

### **1.6 Execution of Contracts**

1.6.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the College shall be signed by the registrar and a member of the executive committee.

1.6.2 The Council may, from time to time, direct the manner in which and the person by whom, a particular document or type of document shall be executed.

1.6.3 Persons authorized to sign any College document may affix the College seal to the document. The Chair may certify a copy of any instrument, resolution, by-law or other document of the College to be a true copy thereof.

## SECTION 2 - COUNCIL

### **2.1 Composition**

2.1.1 The Council shall consist of:

- a) Four registrants elected from and by registered occupational therapists on the General registry as provided by this by-law, and appointed by the Minister, and
- b) Two public representatives appointed by the Lieutenant Governor in Council.

2.1.2 Members elected to Council awaiting appointment shall not be eligible to propose, amend or vote on motions nor will they be permitted to propose agenda items. They may participate in discussions that do not contravene these bylaws or Council policies.

### **2.2 Term of Office**

The term of office for all members of Council shall, in accordance with the Act, not exceed three (3) years in any one role nor more than six (6) consecutive years on Council.

### **2.3 Revocation**

Council may request the revocation of the appointment of a member, where the member:

- a) fails to attend three consecutive meetings of the Council without, in the opinion of the Council, a reasonable excuse;
- b) is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
- c) commits an act, other than one referred to in clause (b), that, in the unanimous opinion of the other members of the Council, undermines the ability of the member to act credibly as a member; or
- d) is, in the opinion of the Council, unlikely to be able to fulfil the member's duties on the Council due to physical or mental incapacity.

### **2.4 Code of Ethics**

In all of its deliberations, the Council shall be guided by the principle that: the protection of the public health shall be of prime consideration; and that the PEI College of Occupational Therapists Code of Ethics, as approved by the Council, in accordance with the Act shall be at all times abided and enforced by members.

### **2.5 Code of Conduct**

Each Council member, officer, staff member, delegate or committee member is required to read, sign and abide by the Code of Conduct Policy adopted by Council.

### **2.6 Conflict of Interest**

2.6.1 Each Council member, officer, staff member, delegate or committee member is required to read, sign and abide by the Conflict of Interest Policy adopted by Council.

2.6.2 A conflict of interest occurs when a reasonable perception exists that the ability of a Council member to exercise the official duties of the Council has been affected by the private interest of a Council member, officer, staff member, delegate or committee member.

2.6.3 Conflict of interest can also be a breach of an obligation to the Council that has the effect or intention of advancing one's own interest or the interest of others in a way that is detrimental or potentially detrimental to the interests, integrity or fundamental mission of the College.

2.6.4 Each Council member, officer, staff member, delegate or committee member shall avoid conflicts of interest, including appearances of conflict of interest.

2.6.5 Members of Council and College staff shall not advocate for, publicly support, or endorse any nominee during the College election process.

**2.6.6 Declaration**

a) A Council member, officer, staff member, delegate or committee member who has, directly or indirectly, any interest in a proposed contract or transaction to which the Council is to be a party, shall declare his or her interest in the proposed contract or transaction at the meeting at which the proposed contract or transaction is first considered.

b) Any individual, who has reason to believe that a Council member, officer, staff, delegate or committee member has a conflict of interest, shall be given an opportunity to state their concerns prior to, or during a meeting.

**2.6.7 Conditions**

a) A Council member, officer, staff member, delegate or committee member shall not solicit or accept a monetary honorarium for giving a presentation or participating in a conference as a representative of the College unless approved by Council. Mementos of nominal value may be accepted.

b) Where the Council has adopted an official position on a matter, a Council member, officer, staff member, delegate or committee member shall not engage in oral or written advocacy against the position in any public forum, including, but not limited to, legislative committees and news media aimed at the general public, without the prior approval of Council.

c) Council members, officers, staff members, delegates and committee members are required to preserve confidentiality with respect to all information coming to their knowledge in the course of their duties, unless Council determines otherwise.

**2.6.8 Outcomes**

a) The validity of the declaration of a conflict of interest shall be determined by Council, with the following options available to the group:

- i) The member shall abstain from all discussion and voting on the declared issue.
- ii) The member shall be excused from that portion of the meeting.

- iii) The item shall be removed from the meeting agenda if it is determined to be inappropriate.
  - iv) The member shall not participate in the discussion or vote on the declared issue but may be asked for information by the Council if that member has information that may be relevant to the discussion thereby enabling the Council in making an informed decision.
  - v) Council determines the conflict of interest is not valid and proceeds with the meeting with the member in attendance.
- b) Where the Council determines that a member, or person acting on behalf of the Council in any capacity, has failed to declare a conflict of interest that is materially detrimental to the interests or potentially harmful to the integrity or fundamental mission, of the College, the Council may:
- i) Request an apology.
  - ii) Reprimand the member in question. Limit the member in question's ability to serve or act on behalf of the Council.
  - iii) Request revocation of the member in question from Council. Council may restrict the member's eligibility for Council election nominations for a time frame determined by Council.

## **SECTION 3 - OFFICERS AND EXECUTIVE COMMITTEE**

### **3.1 Executive Committee**

3.1.1 The executive committee shall be comprised of Council members and consist of the Chair and two other members of the Council.

3.1.2 The executive committee shall take action upon any matter delegated to it by the Council or that requires attention between meetings of the Council.

3.1.3 The executive committee shall oversee the preparation of the annual budget of the College and oversee the financial affairs of the College.

3.1.4 The executive committee shall oversee and coordinate, through terms of reference, the work of the other Council standing committees.

### **3.2 Officers**

The Council's officers are the Chair, Vice-Chair, Treasurer, Secretary, and the Registrar of the College.

### **3.3 Term of Office**

The term of office of an officer shall be no more than three consecutive years in any one role – Chair, Vice-Chair, Treasurer, or Secretary.

### **3.4 Chair**

The Chair, if present, shall preside at and chair all meetings of the Council and of the executive

committee. They shall be responsible for the performance of such duties and exercising of such powers as are set out in these by-laws and as may from time to time be assigned by the Council.

### **3.5 Vice-Chair**

The Vice-Chair shall be responsible for the performance of such duties and exercising of such powers as are set out in these by-laws and as may from time to time be assigned by Council. In the absence of the Chair, the Vice-Chair shall assume all the duties and powers of the Chair. It is expected but not mandatory that the Vice-Chair will stand for election to the position of Chair at the expiry of their term as Vice-Chair.

### **3.6 Treasurer**

3.6.1 The Treasurer shall work collaboratively with the members of the executive committee and Registrar to support the College in achieving its fiduciary responsibilities.

3.6.2 The treasurer shall review and ensure accuracy of accounts of all assets, liabilities, receipts and disbursements of the College in the books belonging to the College in accordance to any policies or directives established by Council.

3.6.3 The Treasurer shall also perform such other duties as may, from time to time, be directed by the Council.

### **3.7 Secretary**

3.7.1 The Secretary shall attend all general meetings, annual general meetings, special meetings and their adjournments, either in person or by substitute appointed for a specific meeting as determined by the Council; and shall keep and distribute a correct record of the proceedings in accordance with these by-laws or the Act.

3.7.2 The Secretary shall send or cause to be sent all notices that are to be sent to the registrants and Council. The secretary, or any other person deputed by Council, shall receive all payments to the College, collect or cause to be collected all dues, fees and assessments levied by Council or the College, and ensure that correct accounts are kept.

3.7.3 The Secretary shall also perform such other duties as may, from time to time, be directed by the Council.

### **3.8 Other Officers and Staff of Council**

The Council may appoint such other officers and staff as the Council deems necessary for the proper administration of the Council and College; the terms of office and remuneration shall be at the Council's discretion.

### **3.9 Removal of an Officer/Staff dismissal**

3.9.1 Officers or staff may be removed for misconduct or dereliction of duties. Misconduct is a willful act against the College. Dereliction of duties is the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office.

3.9.2 During a special meeting, the removal of officers or staff may be initiated by a two-

thirds majority vote of the entire Council. The executive committee is then responsible for carrying out, if appropriate, the removal of the officer or staff.

## **SECTION 4 - APPOINTMENTS**

### **4.1 Registrar**

4.1.1 In addition to the duties required by the Act, the registrar shall conduct, or cause to be conducted, the correspondence of the College and Council; shall attend all general meetings, annual general meetings, and special meetings either in person or by substitute appointed for a specific meeting as determined by Council.

4.1.2 The registrar is responsible for planning and implementing the programs of the College in accordance with policies and objectives approved by Council, and any additional duties as determined by Council.

4.1.3 The Registrar is a non-voting member of Council and is appointed by and accountable to Council. The Registrar's responsibilities and remuneration of the Registrar shall be reviewed by the Council annually following an employee performance review.

4.1.4 If Council determines the Registrar needs immediate replacement, Council will appoint an interim Registrar(s) from the Council members or staff until the Registrar returns or a replacement has been appointed.

4.1.5 Due to the required stakeholder relationship with government, the Registrar must not participate in political organizations or affiliations that interfere with or are in conflict with the administration of their duties.

### **4.2 Auditor**

4.2.1 The Council shall appoint an Auditor to perform an annual financial review for the College with a full audit to be performed every 5 years.

4.2.2 The Auditor, after receiving the financial records of the College, shall prepare an Auditor's Report and Statement of Financial Position of the College in accordance with generally accepted accounting principles and auditing standards and deliver it to the Registrar within the period set out in procedures established by the Council.

### **4.3 Solicitor**

The Council may appoint a solicitor to advise the College.

## **SECTION 5 - COMMITTEES AND DELEGATES**

### **5.1 Revocation**

Council may revoke the appointment of a committee member, officer or delegate, where the person:

- a) fails to attend three consecutive meetings without, in the opinion of the Council, a reasonable excuse;

- b) is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
- c) commits an act, other than one referred to in clause (b), that, in the unanimous opinion of the Council, undermines the ability of the member to act credibly as a member;
- d) contravenes these bylaws or established policies; or
- e) is, in the opinion of the Council, unlikely to be able to fulfil the member's duties due to physical or mental incapacity.

## **5.2 Selection Process**

5.2.1 Notification of committee or delegate vacancy will be communicated via email to all registrants accompanied with notification on the College's website a minimum of 10 business days prior to appointment by council.

5.2.2 If no persons submit interest in the vacant position, the vacancy shall be communicated to registrants until the position has been filled. Upon review of the candidates' qualifications, the Council will appoint the candidate upon a majority vote.

## **5.3 Committees**

5.3.1 Subject to the limitations on delegation set out in the Act, the Council may establish any committee it determines necessary for the execution of the College's responsibilities. The Council will review the composition and terms of reference for any such committee. The Council may dissolve any committee by resolution at any time and may remove a committee member by resolution of the Council.

5.3.2 Unless otherwise stated in these by-laws, the committee shall appoint the chair of each committee from Council or College Staff.

5.3.3 Unless otherwise stated in these by-laws, decisions of any committee shall be by majority vote of those members of the committee present at a duly constituted meeting.

5.3.4 Committee members shall be either a registrant in good standing with the College, a member of Council or appointed by Council and be in good standing with the College if the committee member is a registrant of the College.

5.3.5 Quorum for a committee shall be majority.

5.3.6 In accordance with the Act, Council shall approve the terms of reference and composition of all standing committees. The standing committees of the Council are:

- a) the executive committee;
- b) the investigations committee;
- c) the registration committee; and
- d) the hearing committee.

## **5.4 Delegates**

5.4.1 Subject to the limitations on delegation set out in the Act, the Council may appoint any delegate it determines necessary for the execution of the College's responsibilities. The Council may review the term of office and terms of reference for any delegate. The Council may choose to dissolve the

delegate's position or remove a delegate at any time by resolution of the Council.

5.4.2 Examples of delegates appointed by Council include:

- a) Association of Canadian Occupational Therapy Regulatory Organizations (ACOTRO)

5.4.3 A delegate may serve consecutive terms as determined by the organization for which he or she has been appointed; if no terms exist, the delegate may serve up to six years without reappointment by the Council.

## **5.6 ACOTRO Delegate**

The Council, at its discretion, may appoint the registrar to act as the Council's voting delegate on the ACOTRO for a three-year term, renewable once provided the delegate is still a registrant.

# **SECTION 6 - ELECTIONS AND APPOINTMENTS**

## **6.1 Eligibility**

6.1.1 Only registrants in the general registration of the College shall be eligible to nominate, vote, or be elected to the Council.

6.1.2 Registrants must be in good-standing with no current or ongoing investigations, outstanding debts or outstanding orders.

## **6.2 Nominations**

6.2.1 The secretary shall, at least 60 days before the completion of a member of Council's term, give notice via email to all eligible registrants.

6.2.2 Nominations will be received by the secretary up to a date which shall be 42 days before the completion of the member of Council's term.

6.2.3 Each nomination shall be made upon a form available from the secretary. It shall be endorsed by the nominee and one registrant.

6.2.4 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, the registrants shall be so advised, and invited to resubmit nominations.

6.2.5 A nominee for election to the Council may, at any time prior to the commencement of the election, give notice to the secretary of his or her wish to withdraw his or her nomination. The withdrawal becomes effective upon receipt of the notice in a form acceptable to the secretary.

## **6.3 Notification**

Eligible voting registrants shall be notified through e-mail of the names of those nominated for election to Council. The notification shall be accompanied by voting instructions and information on each candidate prepared in a standard format. The notification shall be sent to the eligible voting registrants no later than 35 days before the completion the member of Council's term.

## **6.4 Voting Procedure**

Voting procedure shall be determined by the circumstances e.g. show of hands, secret ballot, email vote, etc.. When possible, voting shall be finalized prior to the completion of the member of Council's term.

### **6.5 Counting of the Votes**

6.5.1 Unless otherwise determined by Council or stated in these Bylaws, the election process shall begin within 10 days of the nomination deadline. Eligible registrants will have 7 days to submit their vote. The Executive Committee shall scrutinize the votes.

6.5.2 The candidate(s) receiving the largest number of votes shall be elected to Council.

6.5.3 The method for counting votes shall be that approved by Council and on file in the College office.

6.5.4 If required, scrutineers shall provide a report of the results of the voting to the Registrar. The report shall be presented to Council members prior to the completion of the member of Council's term if possible.

6.5.5 The Registrar shall retain on-line voting records for a period of 30 days following the completion of the member of Council's term, after which they shall be destroyed.

### **6.6 Acclamation**

If the number of valid nominations for positions on Council is equal to the number of vacant positions on Council, the persons nominated shall be declared elected and their names forward to the Minister for appointment.

### **6.7 Vacancies**

6.7.1 In the event of a vacancy in the Council occurring through death, incapacity, resignation, or otherwise, the secretary shall call for nominations and hold an election. When elected, the Registrar shall forward the elected registrant's name to the Minister for appointment.

6.7.2 The secretary shall, at most 14 days after a vacancy has been determined, give notice via email to all eligible registrants.

6.7.3 Nominations will be received by the secretary up to a date which shall be no more than 21 days after a vacancy has been determined.

6.7.4 Each nomination shall be made upon a form available from the secretary. It shall be endorsed by the nominee and one registrant.

6.7.5 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, the registrants shall be so advised, and invited to resubmit nominations.

6.7.6 A nominee for election to the Council may, at any time prior to the commencement of the election, give notice to the secretary of his or her wish to withdraw his or her nomination. The withdrawal becomes effective upon receipt of the notice in a form acceptable to the secretary.

## **6.8 Tie Vote**

In the event of a tie vote for an elected position on Council, the executive committee shall immediately request a recount, and if the result is not altered, a subsequent election will occur and include only those candidates involved in the tie vote.

## **6.9 Election of Executive Committee Members**

6.9.1 Executive committee members shall be elected by the Council by majority vote at each annual general meeting of the College or if a vacancy occurs.

6.9.2 In the event of a vacancy in the executive committee occurring through death, incapacity, resignation, or otherwise, the Council will elect an executive committee member by majority vote. When elected, the executive committee member will remain in office for the unexpired portion of the vacant term.

## **SECTION 7 – ALLOWANCES**

### **7.1 Honoraria**

7.1.1 Members of the Council, committee members or delegates may be paid honoraria in accordance with the remuneration policy adopted by Council. If approved by Council, individual Council members may receive remuneration, either in a monetary or non-monetary form, for recognition of additional contributions to the College as determined by Council from time-to-time.

7.1.2 Members of Council must be prepared to invest considerable time and effort to their duties.

7.1.3 Unless otherwise stated in these by-laws, no Council member, officer, staff member, delegate or committee member shall directly or indirectly receive any profit from occupying said position; provided that:

- a) the Council member, officer, staff member, delegate or committee member may be reimbursed for reasonable expenses they incur in the performance of their duties; and
- b) the Council member, officer, staff member, delegate or committee member may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the College, provided that the amount of any such remuneration or reimbursement is:
  - (i) considered reasonable by Council;
  - (ii) approved by the Council for payment by resolution passed before such payment is made; and
  - (iii) in compliance with the College's conflict of interest policy.

## **SECTION 8 - ANNUAL GENERAL MEETING**

### **8.1 Time and Place**

The College shall hold an annual general meeting on any date after March 1st, but prior to June 30th, in each year at such time and place and format as determined by the Council.

## **8.2 Notice**

Notice of the exact time and place shall be given in writing, by facsimile or other electronic means, at least 30 days in advance of the meeting. The minutes of the previous annual general meeting shall accompany the notice to Council members and registrants.

## **8.3 Order of Business**

8.3.1 The order of business of the annual general meeting, unless the Chair otherwise directs, shall be:

- a) review of the previous year' annual general minutes;
- b) annual reports of the Chair, Registrar, and Treasurer;
- c) financial review/auditor's report and statement of financial position;
- d) annual report of the solicitor or the inspector, if any;
- e) report(s) of committees, or delegates, if any;
- f) upcoming year's budget and retention of insurance;
- g) by-law changes, if any;
- h) new business;
- i) election of members of the executive committee, if required.

8.3.2 Proceedings at meetings of the College and the Council shall be guided by the rules set down in "PEI College of Occupational Therapists Rules of Order" in all cases not specifically provided for in the Act or in these by-laws.

## **8.4 Quorum**

Two-thirds of members of the Council, including at least one public representative of the Council plus ten or more general registrants shall constitute a quorum during the AGM.

## **8.5 Voting**

8.5.1 Motions shall be decided by two-thirds majority of members of Council present. Each member of Council, including the Chair, shall be entitled to one vote.

8.5.2 If there is a tie vote at an annual general meeting, the Chair, or, if the Chair is absent or unable or unwilling to vote, the Vice-Chair, may break the tie by casting a second vote.

8.5.3 In the event of a tie vote where the Chair or Vice-Chair chooses not to break the tie, the motion is lost.

8.5.4 A member of Council who chooses to abstain from any vote must give a reason which will be recorded in the minutes. An abstention shall not be counted as a vote.

8.5.5 General members may only vote on the Council members; only those on Council can vote for all other business at the AGM.

## **8.6 Minutes**

8.6.1 The secretary shall record the minutes of the meeting and distribute the minutes to

members of Council no later than 14 days following the annual general meeting.

8.6.2 The previous year's annual general meeting minutes shall be approved by the Council at a general Council meeting within 90 days of the AGM. The minutes, as approved, shall be entered in the Minute Book of proceedings of the Council, and shall be signed by the Chair (or, if the Chair was absent from the AGM, the Vice-Chair and the Registrar. Non-confidential Council decisions may be made available to the public in a format as determined by Council.

## **SECTION 9 - GENERAL MEETINGS**

### **9.1 Time and Place**

The Council shall hold at least three general meetings during the year, or more often as required, at such times and places as shall be determined by the Chair or, in the absence of the Chair, the Vice-Chair.

### **9.2 Notice**

9.2.1 Notice of the exact time, place and format shall be given to each council member at least 7 days in advance of the meeting. Notice will also be provided to the registrants.

9.2.2 At least 2 days in advance of the general meeting, the Registrar will distribute the following:

- a) minutes of the previous general meeting;
- b) a proposed agenda for the meeting; and
- c) reference material required for the meeting.

9.2.3 If, after notice has been served and due to unforeseen circumstances, a meeting is postponed, the meeting can be rescheduled upon the majority agreement of the Council in person, by telephone, facsimile, or other electronic means.

### **9.3 Order of Business**

9.3.1 At any general meeting the order of business shall be:

- a) consideration of the items of business in the proposed agenda;
- b) approval of the agenda (with amendments/additions if necessary);
- c) approval of the minutes of the previous general meeting and consideration of the business arising there from;
- d) other items of business, which at the discretion of the Chair warrant discussion.

9.3.2 The proceedings at meetings of the College and the Council shall be governed by the PEICOT rules of Order.

9.3.3 A meeting of the Council may be held by conference call, video conferencing or other or similar methods that permit members of the Council to participate in the meeting.

9.3.4 Agenda items not provided in advance of the distribution of the meeting material may be added to the agenda under new business at the time of the meeting and will be addressed if time permits. Items not addressed will carry over to the next general meeting.

## **9.4 Quorum and Attendance**

9.4.1 Over fifty per cent of members of the Council, including at least one public representative and either the Chair or another officer shall constitute a quorum.

9.4.2 The Secretary shall keep an attendance record of all Council members and bring to the Council the record once each year at the annual general meeting or if a Council member has been absent for 3 consecutive meetings.

## **9.5 Voting**

9.5.1 Motions shall be decided by a majority of members of Council in attendance. Each member of Council, excluding the chair, shall be entitled to one vote.

9.5.2 If there is a tie vote, the chair will cast the deciding vote.

9.5.3 In the event of a tie vote where the chair chooses not to break the tie, the motion is lost.

9.5.4 An abstention from voting shall not be counted as a vote.

9.5.5 Council may approve motions outside of meetings of the Council by e-mail.

## **9.6 Minutes**

9.6.1 The secretary shall record the minutes of the meeting and distribute the minutes to members of Council no later than 21 days following the meeting.

9.6.2 Previous meeting minutes shall be approved by the Council. The minutes, as approved, shall be entered in the Minute Book of proceedings of the Council, and shall be signed by the Chair (or, if the Chair was absent from the meeting, the Vice-Chair) and the Registrar. Non-confidential decisions may be made available to the public in a format as determined by Council.

9.6.3 Upon application being made in writing and with the approval of a majority of Council members, a Registrant may view the minutes of a general meeting at the office of the College.

## **9.7 Observers**

9.7.1 Observers are asked to advise the Registrar 5 days before a scheduled Council meeting if they wish to attend as observers, or if they would like to make a presentation to the Council.

9.7.2 Observer privileges will be granted upon majority vote of the officers and shall also be withdrawn in the same manner.

9.7.3 Observers of Council meetings or minutes of same may be required to sign a statement of non-disclosure, declaration of conflict of interest, or declaration of code of conduct.

9.7.4 Observers are not permitted to propose, amend or vote on motions. However, they may participate in discussion, if approved by Council, and do not contravene these bylaws or any Council policies.

## **9.8 Adjournments**

Meetings of the Council may be adjourned from time to time by a motion supported by a majority of the members of Council present. Such motion shall state the date and time of the reconvened meeting and shall thereby constitute due notice.

## **SECTION 10 - SPECIAL MEETINGS**

### **10.1 Time and Place**

Special meetings of the Council or College shall be held at the call of the Chair or by requisition signed by two members of Council.

### **10.2 Notice**

No fewer than 2 days' notice shall be given for a special meeting. The notice shall specify the business to be brought forward.

### **10.3 Order of Business**

10.3.1 No business shall be dealt with except that for which the meeting was called.

10.3.2 Unless otherwise directed by the Chair, special meetings will follow the by-laws set forth under General Meeting.

## **SECTION 11 - CONDUCT OF BUSINESS WITHOUT A MEETING**

### **11.1 Time and Place**

11.1.1 On purely an emergency basis, the business of the Council may be conducted and concluded by a resolution agreed upon by a majority of Council members, unless otherwise stated in these by-laws, using the telephone, facsimile, or other electronic means, and shall have the same force and effect as a resolution duly passed at a convened meeting of the Council; however, the resolution must be confirmed at the next Council meeting.

11.1.2 A resolution signed by a majority of the members of the Council, for which purpose faxed signatures or emails are sufficient, has the effect of a resolution of the Council.

## **SECTION 12 - BY-LAWS, POLICIES AND AUTHORIZATIONS**

### **12.1 Resolution**

12.1.1 A resolution for the purpose of making, amending or revoking a by-law, policy or recommendation pertaining to legislation involving pharmacy practice shall be decided by two-thirds vote of present members of Council and a majority vote. Any motions listed under the Order of Business of the AGM, excluding unfinished business, shall require a quorum of two-thirds of members of the Council and a majority vote if motions are passed outside of the AGM.

12.1.2 New by-laws or changes in the by-laws may be enacted from time to time by the Council in accordance with the Act. Bylaws will be available to the public in a public forum.

## SECTION 13 - FEES

### **13.1 Renewal**

13.1.1 All forms and fees related to the annual renewal of registrants must be received by the Registrar no later than March 31<sup>st</sup> of each year.

13.1.2 All forms and fees related to the annual renewal of registrants not received by March 31<sup>st</sup> of each year shall be subject to a penalty as defined by the Act or approved by Council. Any applicant with outstanding fees or penalties not received in full by the College prior to April 1<sup>st</sup> of each year will not be eligible for registration. Applicants submitting registration on or after April 1<sup>st</sup> of each year are considered an initial applicant.

13.1.3 All fees shall be set out in the Schedule of Fees adopted by Council and amended from time to time.

## SECTION 14 - CARE OF FUNDS

### **14.1 Budget**

14.1.1 The Registrar will prepare an estimate of the budget for the upcoming year with the assistance of the executive committee,

14.1.2 The budget will be presented by the Registrar and adopted by Council each year prior to March 31. Motions requiring the adjustment of the annual budget must be presented with a comparative income statement.

14.1.3 With the adoption of the annual budget by Council, expenses outlined in the annual budget are considered approved by Council.

14.1.4 The annual budget will include an estimation of, but not limited to the following:

- a) wages and levies;
- b) rent & utilities, if applicable;
- c) office supplies and associated costs;
- d) banking fees;
- e) insurance fees;
- f) solicitor's and auditor's fees;
- g) employee benefits, if applicable;
- h) maintenance fees, if applicable;
- i) honorariums;
- j) detailed description of required travel for any Council member, staff, delegate or committee member and the associated travel costs; and
- k) revenue

### **14.2 Auditor's Report/Financial Reviewer's Report**

The registrar shall distribute the Auditor's Report/Financial Reviewer's Report and Statement of Financial Position, or cause it to be distributed, at or before the annual general meeting or

immediately upon its availability.

### **14.3 Banking**

14.3.1 The Council or its staff shall ensure that all money received on behalf of the College is deposited in the name of the College in a bank or other deposit-gathering institution that is a member of the Canadian Deposit Insurance Corporation or in a credit union established in such a way as to guarantee the deposits.

14.3.2 Quarterly reconciliations (banking statements, payroll, investments, etc.) shall be prepared by the Treasurer and reviewed and initialed by a member of the Executive Council.

14.3.3 Council shall be presented with a financial report at each prescheduled general meeting in accordance with established policies

### **14.4 Signing Officers**

14.4.1 The signing officers of the College with respect to financial matters including cheques, contracts, leases, bills of exchange, investments, memoranda of understanding and other agreements binding the College are two of the following: the Registrar and a member of the executive committee.

14.4.2 A signing officer cannot sign for cheques, investments or bills of exchange that are personally beneficial unless prior written approval was obtain from another signing officer or prior Council approval was obtained

### **14.5 Investments**

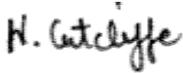
The Council or its staff shall ensure that when funds of the College are invested they are held secure through means set out in policies and procedures approved by Council.

### **14.6 Insurance**

14.6.1 Council shall ensure that the College maintains security arrangements and insurance coverage against loss of funds that the College may sustain resulting from employee dishonesty, destruction, disappearance, wrongful abstraction or forgery.

14.6.2 Council shall ensure that the College maintains insurance coverage for office contents, liability insurance for directors and operators and errors and omissions insurance.

In accordance with section 12 of these Bylaws, The Bylaws were ratified on



Heather Cutcliffe, Registrar

Date March 7, 2018



Dawna Woodside, Chair

Date March 7, 2018