

Midwifery Administrative Bylaws

Title

1 These bylaws be referred to as *The Midwifery Administrative Bylaws*.

Definitions

2 In these bylaws, “Act” means *The Midwifery Act*.

COLLEGE

Annual meeting

3(1) The council shall convene an annual meeting of the college within 120 days of the end of the fiscal year.

(2) The annual meeting shall provide a forum for the exchange of information and votes taken, and any resolutions and decisions of members are not binding on council.

(3) The registrar shall send a notice of the annual meeting and any resolutions to be voted on to members at least 60 days prior to the meeting, and shall provide the annual report to members at least 14 days prior to the meeting.

(4) The general public may attend the annual meeting and may speak to, but shall not vote on, any matter.

Special meetings

4(1) For the purposes of subsection 6(2) of the Act, 10% of the members or three members, whichever is greater, is the number of members who may demand that a special meeting of the college be held.

(2) The registrar shall provide notice of a special meeting to members of the college by mail to the address appearing in the register of the college at least 14 days prior to the date of the special meeting.

Voting

5(1) Each member is entitled to vote on any question at a meeting of the college.

(2) All questions are decided by a majority of the votes of the members present at the meeting.

Meeting rules and procedures

6(1) Unless otherwise provided, the procedure at all meetings of the college and of the council shall be governed by the procedures contained in Appendix A, and, in cases not provided for, by the rules set out in the most current edition of *Procedures for Meetings and Organizations*, M. Kaye Kerr and Hubert W. King.

(2) Notwithstanding subsection (1), the procedures for meetings may be amended or suspended

at any meeting of the college or the council, with respect to that meeting, by a two-thirds majority vote of the members present at the meeting.

COUNCIL

Meetings

- 7(1) The council shall meet at least four times between annual meetings of the college.
- (2) Special meetings are held at the call of the chairperson.
- (3) The general public may attend council meetings, but may not speak to or vote on any matter.
- (4) The whole or any part of the council meeting may be held in camera at the discretion of the council.
- (5) The council shall appoint a recording secretary.
- (6) A majority of the councillors present at a meeting constitutes a quorum.
- (7) Meetings of the council may be held by electronic means, so long as each member of the council is able to hear the entire proceedings.

Notice

- 8(1) The registrar shall advise all members of the college of the date, time and place of regular council meetings.
- (2) The chairperson shall provide councillors with two days' notice of a special meeting.
- (3) The chairperson shall call a special meeting within 10 days of a written request for a special meeting by five or more councillors.

Officers

- 9(1) The officers of the council are a chairperson and vice-chairperson.
- (2) Subject to subsection 51 (6) of *The Midwifery Act*, the council shall appoint a chairperson and a vice-chairperson to hold office for a term of two years.
- (3) During the period of time that the transitional council established pursuant to section 51 of the Act holds office, a vice-chairperson who succeeds to the office of chairperson holds office as chairperson for the remainder of the predecessor's term, and:
 - (a) if succeeding to that office during the first year of the previous chairperson's term, continues in office as chairperson for an additional one-year term;
 - (b) if succeeding to that office during the second year of the previous chairperson's term,

continues in office as chairperson for an additional two-year term.

Removal from office

10 The council may, by a two-thirds majority vote, make recommendations to the Lieutenant Governor in Council for the removal of a councillor who:

- (a) is absent for more than 50% of the meetings of the council between annual meetings of the college;
- (b) is not acting in the best interest of the college; or
- (c) is a midwife who allows their membership to lapse or is suspended or expelled by the discipline committee or is suspended under section 28 of the Act.

Chairperson

11 The chairperson shall:

- (a) exercise general control and supervision over the affairs of the council and the governance functions of the college;
- (b) preside at all meetings of the college and the council; and
- (c) perform any other duties may be assigned by the council.

Vice-chairperson

12 The vice-chairperson shall:

- (a) in the absence of the chairperson, perform the duties of the chairperson; and
- (b) perform any other duties may be assigned by the council or the chairperson.

Registrar

13 The registrar shall perform the duties and functions provided for by the act in these bylaws and any others that may be assigned by the council.

NON-STATUTORY COMMITTEES

Committee structure

14(1) The council shall establish for all non-statutory committees:

- (a) terms of reference;
- (b) membership in term of appointment;

(c) chair; and

(d) budget allocation.

(2) Each committee shall:

(a) perform its duties subject to the direction of the Council;

(b) meet as frequently as is required to fulfill its terms of reference;

(c) designate one of its members as the recording secretary, who shall maintain minutes of all meetings; and

(d) report to the council in the business of each meeting of the committee.

(3) Members of a committee may be councillors, members of the college or members of the public.

(4) A majority of the members of a committee present constitutes a quorum.

(5) The chairperson of the council is an ex-officio, non-voting member of all committees.

(6) The registrar is an ex-officio, non-voting member of all committees.

(7) A committee or the council may, by a majority vote, recommend to remove a committee member if the committee member:

(a) consistently fails or refuses to perform duties as assigned according to the Act, the bylaws of the policies and procedures of the college;

(b) is not acting in the best interests of the college; or

(c) in the case of a member of the college:

(i) allows his or her membership in the college to lapse; or

(ii) is subject to some form of disciplinary action.

(8) Ad hoc committees may be appointed by the council for a specific purpose on precise terms of reference, which state that the committee shall cease to function upon completion of the specific task.

FINANCIAL

Fiscal year

15 The fiscal year of the college is the period that begins on April 1 in one year and ends on March 31 in the following year.

Execution of documents

16 Documents to be executed on behalf of the college shall be signed by two of the chairperson, the vice-chairperson, the registrar and any other person authorized by the council.

Remuneration and reimbursement

17(1) Elected councillors are entitled to remuneration for services rendered to the college as council members and to reimbursement for expenses in accordance with the rates established by the council.

(2) The council may establish remuneration payable to committee members and may reimburse them for their reasonable expenses incurred in the course of their duties.

Scholarships and bursaries

18 The council may create or make contributions to any scholarship or bursary programs that it thinks fit but shall not create a scholarship or bursary program from the general operational revenues of the college without the prior approval of the members.

Prorated licence fees

19 Members commencing practice in the course of a year may have their annual licence fees prorated with respect to the portion of the year for which they are actually licensed.

APPENDIX A

Procedures at Meetings (Section 6)

Parliamentary Authority

Procedures for Meetings and Organization by M.K. Kerr & H.W. King, Carswell Legal Publications, Toronto, 1984, or later editions, shall govern the organization in all procedural matters not otherwise covered by *The Midwifery Act*, the regulations and bylaws made pursuant to the Act, or these Rules and Procedures.

Voting Eligibility

Each registered midwife is entitled to one vote at the annual meeting. Only those voting members present at the annual meeting and in possession of the designated “voting” identification card are eligible to vote during the sessions of the annual meeting.

Scrutineers

Scrutineers shall be appointed at the commencement of the annual meeting. If there are individuals present who do not have the right to vote, they should be encouraged to volunteer as scrutineers.

Rules of Debate

Limitation of Debate

The Chair shall exercise the responsibility of the Chair to limit the debate.

- Consideration of any item of business, whether introduced by motion or resolution shall be limited to 30 minutes.
- The chairperson shall warn the assembly that the question will be called within the next five minutes.
- Debate may be extended with permission of the assembly.

Speakers

Speakers shall use the microphones, state their name, place of residence and address the chair. The chairperson shall call speakers in the order in which they stand behind the microphones.

Motions

Motions must be made by a member and seconded by a member. To ensure accuracy, the chairperson will request that a motion be submitted in writing and be signed by the mover and seconder.

Each person except the mover of a motion may speak once to each motion.

The mover of a motion may speak twice:

- in making the motion, the mover shall identify the seconder of the motion, then continue to speak to the rationale and/or reasons for proposing this motion.
- a second time to close debate.
- at the request and on the invitation of the chairperson, the mover may correct misconceptions or offer explanation. This will not be considered speaking for the second

time or closing debate.

The seconder shall speak immediately following the mover in order to formally second the motion and speak in support of it.

Amendments

Amendments must be introduced by motion, in accordance with the rules for motions set out above, and be voted on before the main motion is put to a vote.

The mover of an amendment may speak only at the time of proposing the amendment.

Each person who speaks to an amendment shall be limited to a maximum of two minutes.

No more than two amendments may be on the floor at the same time.

Resolutions and Motions

Resolutions and motions shall be decided by the majority (50% + 1) of votes cast, ignoring abstentions. Because abstentions are not “votes” they are not counted in the total votes cast. Therefore, the practical effect of an abstention is an indication of support for the prevailing side on the vote. While it is the duty of members who have an opinion on the question to express it by their vote, persons cannot be compelled to vote.

Abstentions shall not be counted or recorded but, in a conflict of interest situation. The name of the member who abstained shall be recorded at the member’s request.

Voting Procedure

The meeting room will be divided into at least three voting sections. One scrutineer shall be assigned to count the votes in each of the voting sections.

The assembly shall vote by show of hands, using the voter identification card.

In a situation where the chairperson cannot clearly determine a majority, the chairperson shall call for the scrutineers to count and request the assembly to vote again.

I hereby certify this to be a certified and true copy of *The Midwifery Administrative Bylaws* passed at the Midwifery Transitional Council’s inaugural meeting on May 10, 2007.

Karen Pollock, Interim Executive Director/Registrar

Date