



BY-LAWS
of
COLLEGE OF PHYSICIANS AND SURGEONS OF ONTARIO

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BY-LAW NO. 168

PART 1. GENERAL

ARTICLE 1 DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

1.1.1 In this By-law and all other By-laws, unless otherwise defined:

- (a) **“Academic Directors”** means Physician Registrants who are members of a faculty of medicine of a university in Ontario and who are selected and appointed to the Board as contemplated by Section 2.1.1(c), and **“Academic Director”** means any one of them;
- (b) **“Act”** means the *Regulated Health Professions Act, 1991*, S.O. 1991, c.18, and the regulations thereunder, as amended from time to time;
- (c) **“Administrative Suspension”** means a suspension of a certificate of registration pursuant to section 24 of the Code or subsection 2(6) or subsection 2(7) of Ontario Regulation 865/93 under the *Medicine Act*;
- (d) **“Annual Financial Meeting”** has the meaning set out in Section 6.1.1(b);
- (e) **“Annual Organizational Meeting”** has the meaning set out in Section 6.1.1(a);
- (f) **“Auditor(s)”** has the meaning set out in Section 6.1.4(b);
- (g) **“Board”** means the board of directors of the College, and each reference to the Board shall be deemed to be a reference to the Council of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (h) **“Board Chair”** means the chair of the Board elected pursuant to Section 5.1, and each reference to the Board Chair shall be deemed to be a reference to the President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (i) **“Board Profile”** means the profile or matrix of skills, expertise and diversity attributes desired for Directors and committee members, as approved by the Board from time to time;
- (j) **“Board Vice-Chair”** means the vice-chair of the Board elected pursuant to Section 5.1, and each reference to the Board Vice-Chair shall be deemed to be a reference to the Vice-President of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (k) **“Business Address”** means a Registrant’s principal place of practice reported by the Registrant to the College, as may be posted on the Register;

- (l) **“By-law”** or **“By-laws”** means the By-laws of the College, as the same may be amended from time to time;
- (m) **“chair”** means the chair of a committee;
- (n) **“Code”** means the *Health Professions Procedural Code* in Schedule 2 of the Act, as amended from time to time;
- (o) **“College”** means the College of Physicians and Surgeons of Ontario;
- (p) **“committee”** means any committee of the College, whether established by or under the Code, the regulations or the By-laws;
- (q) **“Conflict of Interest”** has the meaning set out in Section 10.1.1;
- (r) **“Controlled Drugs and Substances Act”** means the *Controlled Drugs and Substances Act*, S.C. 1996, c. 19, and the regulations thereunder, as amended from time to time;
- (s) **“Criminal Code”** means the *Criminal Code*, R.S.C. 1985, c. C-46, and the regulations thereunder, as amended from time to time;
- (t) **“Delegated Signatory”** has the meaning set out in Section 14.6.2;
- (u) **“Directors”** means the persons elected or appointed to be members of the Board and includes the Elected Directors, the Public Directors and the Academic Directors, and **“Director”** means any one of them;
- (v) **“Elected Directors”** means Registrants who are elected to the Board as contemplated by Section 2.2.1(a), and **“Elected Director”** means any one of them;
- (w) **“Executive Committee”** means the Executive Committee as set out in Section 9.1.1;
- (x) **“Executive Member Representatives”** has the meaning set out in Section 9.1.1(c), and **“Executive Member Representative”** means any one of them;
- (y) **“Health Insurance Act”** means the *Health Insurance Act*, R.S.O. 1990, c. H.6, and the regulations thereunder, as amended from time to time;
- (z) **“Hourly Rate”** has the meaning set out in Section 12.1.3;
- (aa) **“ICRC”** has the meaning set out in Section 8.3.1;
- (bb) **“Indemnified Party”** has the meaning set out in Section 13.1.1;
- (cc) **“Medicine Act”** means the *Medicine Act*, 1991, S.O. 1991, c.30, and the regulations thereunder, as amended from time to time;
- (dd) **“Member Portal”** has the meaning set out in Section 23.5.1;

- (ee) “**Mental Health Act**” means the *Mental Health Act*, R.S.O., 1990, c. M.7, and the regulations thereunder, as amended from time to time;
- (ff) “**Obligations**” has the meaning set out in Section 14.6.6;
- (gg) “**Ontario Physicians and Surgeons Discipline Tribunal**” and “**OPSDT**” have the meanings set out under Section 8.7.1;
- (hh) “**PA Registrant**” means a Registrant who is in the physician assistant class of Registrants;
- (ii) “**Physician Registrant**” means a Registrant other than a PA Registrant;
- (jj) “**Public Directors**” has the meaning set out in Section 2.1.1(b), and “**Public Director**” means any one of them;
- (kk) “**Register**” means the register of the College;
- (ll) “**Registrant**” means a member of the College, and each reference to a Registrant shall be deemed to be a reference to a member of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires;
- (mm) “**Registrant Director**” means a Director who is a Registrant;
- (nn) “**Registrar**” means the Registrar of the College;
- (oo) “**Relative**” with respect to another person, means a person who is related to that other person as immediate or extended family, or a variation thereof, or who is a member of the household of that other person, and includes a spouse, child, grandchild, parent, grandparent, sibling, aunt, uncle, nephew, niece, cousin or a spouse of any of the foregoing;
- (pp) “**Signing Officers**” has the meaning set out in Section 14.6.1, and “**Signing Officer**” means any one of them;
- (qq) “**SCERP**” means a specified continuing education or remediation program;
- (rr) “**Subject Committee Member**” has the meaning set out in Section 7.5.7;
- (ss) “**Subject Director**” has the meaning set out in Section 2.4.5;
- (tt) “**Substitute Decisions Act**” means the *Substitute Decisions Act*, 1992, S.O. 1992, c.30, and the regulations thereunder, as amended from time to time; and
- (uu) “**vice-chair**” means the vice-chair of a Committee.

1.2 Interpretation

- 1.2.1 All terms defined in the Act, the Code and the Medicine Act have the same meaning in this By-law and all other By-laws, unless stated otherwise.
- 1.2.2 References containing terms such as “includes” and “including”, whether or not used with the words “without limitation” or “but not limited to”, shall not be deemed limited by the specific enumeration of items but shall, in all cases, be deemed to be without limitation and construed and interpreted to mean “includes without limitation” and “including without limitation”.
- 1.2.3 All monetary references in the By-laws are to Canadian Dollars, unless stated otherwise.
- 1.2.4 References in the By-laws to a statute, regulation or by-law, or a section or provision thereof, shall be deemed to extend and apply to any amendment or re-enactment of such statute, regulation or by-law, or section or provision thereof.
- 1.2.5 The division of this By-law into Parts, Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

PART 2. THE BOARD

ARTICLE 2 BOARD COMPOSITION, ELIGIBILITY AND DISQUALIFICATION

2.1 Composition

- 2.1.1 In accordance with the Medicine Act, the Board shall be composed of:
 - (a) at least 15 and no more than 16 persons who are Registrants elected in accordance with the by-laws;
 - (b) at least 13 and no more than 15 persons appointed by the Lieutenant Governor in Council who are not:
 - (i) Registrants;
 - (ii) members of a College as defined in the Act; or
 - (iii) members of a Council as defined in the Act,(the “**Public Directors**”); and
 - (c) three persons selected, in accordance with a by-law made under section 12.1 of the Medicine Act, from among Registrants who are members of a faculty of medicine of a university in Ontario, and appointed by the Board.

2.2 Eligibility Criteria

- 2.2.1 To be eligible to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director, a Registrant, on the date of the election or appointment, as the case may be:
- (a) in the case of eligibility to be an Elected Director, has their Business Address (if any) in Ontario and resides in Ontario;
 - (b) in the case of eligibility to be an Academic Director, is a member of a faculty of medicine of a university in Ontario;
 - (c) is not in default of payment of any fee payable to the College;
 - (d) is not, and has not been within one year before the date of the election or appointment, as the case may be, a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, the Ontario Specialists Association, the Canadian Association of Physician Assistants or the Ontario Physician Assistants Association;
 - (e) does not hold, and has not held within one year before the date of the election or appointment, as the case may be:
 - (i) an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) a position with any organization which would cause the Registrant, if elected or appointed as a Director, to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization;
 - (f) is not, and has not been within five years before the date of the election or appointment, as the case may be, an employee of the College (whether on contract or permanent, and whether on a full-time or part-time basis);
 - (g) has completed and filed with the Registrar, by the deadline set by the Registrar, a Conflict of Interest declaration form specified by the College;
 - (h) prior to the deadline specified by the Registrar, in the case of an election, or prior to appointment, as the case may be, the Registrant has completed the orientation program specified by the College relating to the business and governance of the College and the duties, obligations and expectations of the Board and committee members;
 - (i) is not a Relative of an employee of the College or another Director;
 - (j) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a

College employee or agent relates to the College or their role as an employee or agent of the College;

- (k) subject to Section 2.2.4, has never been disqualified from the Board or from one or more committees;
- (l) subject to Section 2.2.4, has never resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the Registrant from the Board or one or more committees;
- (m) holds a certificate of registration that has never been revoked or suspended, other than an Administrative Suspension more than six years before the date of the election or appointment, as the case may be;
- (n) holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (o) has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be incapacitated by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (p) is not the subject of any disciplinary or incapacity proceeding;
- (q) is not subject to an outstanding interim order by the ICRC under the Code;
- (r) has not been required by the ICRC to complete a SCERP within five years before the date of the election or appointment, as the case may be;
- (s) has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the election or appointment, as the case may be;
- (t) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (u) is in compliance with all continuing professional development required by the Medicine Act;
- (v) is not an undischarged bankrupt;
- (w) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; and

- (x) is not a person who has been declared incapable by any court in Canada or elsewhere.
- 2.2.2 A Registrant is not eligible for election to the Board who, if elected, would be unable to serve completely the three-year term prescribed by Section 3.2.1 by reason of:
- (a) the nine-consecutive-year term limit prescribed by subsection 5(2) of the Code; or
 - (b) the total nine-year term limit prescribed by Section 3.2.2.
- 2.2.3 A Registrant is not eligible to be an Academic Director if the total of the following equals or exceeds nine years:
- (a) the number of years of the proposed appointment;
 - (b) the number of years the Registrant was an Elected Director (if any); and
 - (c) the number of years the Registrant attended Board meetings as an academic representative in a non-voting capacity (if any).
- 2.2.4 A Registrant who has been disqualified from the Board or from one or more committees, or has resigned from the Board or from one or more committees where there are reasonable grounds to believe that the resignation is related to a proposed disqualification of the Registrant from the Board or from one or more committees, for disqualification criteria prescribed in Section 2.3.1(k) or Section 2.3.1(o), is not ineligible under Section 2.2.1(k) or Section 2.2.1(l) to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director if on the date of the election or appointment, as the case may be:
- (a) in the case of disqualification under Section 2.3.1(k), the disciplinary or incapacity proceeding, as the case may be, has been finally completed, and the Registrant was not found in such proceeding to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or to be incapacitated by a panel of the Fitness to Practise Committee; or
 - (b) in the case of disqualification under Section 2.3.1(o), all of the charges have been disposed of such that the Registrant was not found guilty of any of the charges.

For greater certainty, this Section 2.2.4 does not affect the eligibility of a Registrant to be elected to the Board as an Elected Director or selected and appointed to the Board as an Academic Director under any other eligibility criteria prescribed in Section 2.2.

2.3 Disqualification Criteria

- 2.3.1 An Elected Director or Academic Director is automatically disqualified from sitting on the Board if the Director:

- (a) in the case of an Elected Director, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;
- (b) in the case of an Academic Director, ceases to be a member of a faculty of medicine of a university in Ontario;
- (c) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, the Ontario Specialists Association, the Canadian Association of Physician Assistants or the Ontario Physician Assistants Association;
- (d) becomes an employee of the College;
- (e) becomes a Relative of an employee of the College or another Director;
- (f) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (g) has had their certificate of registration revoked or suspended, including an Administrative Suspension;
- (h) has one or more terms, conditions and limitations imposed on their certificate of registration other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (i) is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
- (j) is found to be incapacitated by a panel of the Fitness to Practise Committee;
- (k) becomes the subject of any disciplinary or incapacity proceeding;
- (l) becomes subject to an interim order by the ICRC under the Code;
- (m) is required by the ICRC to complete a SCERP;
- (n) is required to appear before a panel of the ICRC to be cautioned;
- (o) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (p) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;

- (q) is not in compliance with all continuing professional development required by the Medicine Act;
- (r) becomes an undischarged bankrupt;
- (s) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (t) is declared incapable by any court in Canada or elsewhere.

2.3.2 An Elected Director or Academic Director may be disqualified from sitting on the Board if the Director:

- (a) fails to attend three consecutive meetings of the Board;
- (b) fails to attend three consecutive meetings of a committee of which the Elected Director or Academic Director is a member or all or part of a hearing for which the Elected Director or Academic has been selected;
- (c) is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a By-law, the Act or the College's governance policies;
- (e) except as provided in Section 2.3.1(c):
 - (i) becomes an employee or holds any position of responsibility with any organization whose mandate conflicts with the mandate of the College; or
 - (ii) holds a position with any organization which would cause the Director to have a Conflict of Interest, including by virtue of having competing fiduciary obligations to both the College and the other organization; or
- (f) did not satisfy one or more of the criteria for eligibility prescribed in Section 2.2.1 at the date of the election or appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about same.

2.4 Disqualification of Elected Directors and Academic Directors

- 2.4.1 A Director shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 arise regarding that Director.
- 2.4.2 A Director shall advise the Registrar in writing if such Director believes that another Director meets one or more of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2.

- 2.4.3 If the Registrar receives information in writing that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2, the Registrar shall report the matter to the Executive Committee.
- 2.4.4 If the Executive Committee receives information that suggests an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.1, the Executive Committee shall notify such Director and the Board in writing that such Director has been disqualified from the Board.
- 2.4.5 If the Executive Committee believes that an Elected Director or Academic Director meets any of the criteria for disqualification prescribed in Section 2.3.2, the Executive Committee shall notify such Director (the “**Subject Director**”) of the nature of the concern and provide the Subject Director a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 2.4.6 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the Board Chair shall call a special Board meeting for the purpose of determining whether the Subject Director meets any of the criteria for disqualification prescribed in Section 2.3.2. The Registrar shall advise the Subject Director of the date of the meeting and that the Subject Director may make written or oral submissions to the Board at the meeting.
- 2.4.7 Disqualification of an Elected Director or Academic Director pursuant to the disqualification criteria prescribed in Section 2.3.2 requires a motion passed by at least a two-thirds majority of the votes cast at the Board meeting by the Directors in attendance. The Subject Director shall not be present during the discussion following submissions, if any, or during the vote, and shall not vote on the motion. The Board shall not count the Subject Director for the purpose of establishing quorum or calculating votes.
- 2.4.8 If an Elected Director or Academic Director is disqualified from sitting on the Board, whether automatically pursuant to Section 2.3.1 or by decision of the Board as provided in Section 2.4.7, the disqualified Director thereupon ceases to be a Director, the Registrant’s seat becomes vacant, and the vacancy shall be filled in the manner described in Section 3.10, in the case of an Elected Director, or Section 4.3.1, in the case of an Academic Director.
- 2.4.9 A disqualified Elected Director or Academic Director ceases to be a member of any committees.

2.5 Public Directors

- 2.5.1 If any of the criteria for disqualification prescribed in Section 2.3.1 or Section 2.3.2 occur with respect to a Public Director, the College may report this to the Ministry of Health and may request that such Public Director’s appointment to the Board be revoked.

ARTICLE 3 ELECTIONS AND ELECTED DIRECTORS

3.1 Election

- 3.1.1 A regular election shall be held each year to elect Registrants to the Board as Elected Directors for the number of Elected Directors whose terms are to expire at the close of the Annual Organizational Meeting that year plus the number of vacancies (if any) in Elected Director positions at the time of the election to be filled under Section 3.10.1(a).
- 3.1.2 The Board shall set the date for each regular election and each by-election of Registrants to the Board.

3.2 Term of Office

- 3.2.1 The term of office of an Elected Director elected in a regular election is three years, starting at the close of the first Annual Organizational Meeting held after the election and expiring at the close of the Annual Organizational Meeting held after the regular election three years later.
- 3.2.2 A Registrant may not be a Director for more than a total of nine years, whether consecutively or non-consecutively. For greater certainty, following the maximum term of nine years as a Director, a Registrant may not stand for election as an Elected Director or be appointed as an Academic Director.
- 3.2.3 For greater certainty, the term of office for an Elected Director who was elected pursuant to an election held under the electoral district system, shall expire on the date of expiry of the term that the Elected Director was serving at the time the district was eliminated.

3.3 Notice of Election and Election Applications

- 3.3.1 No later than 120 days before the date of each regular election, the Governance and Nominating Committee shall review the skills, expertise and diversity of incumbent Directors against the Board Profile and identify the skills, expertise and diversity based on the Board Profile that are needed or desired for the Board when filling upcoming positions for Elected Directors.
- 3.3.2 No later than 90 days prior to the date of an election, the Registrar shall notify every Registrant of the date, time and place of the election and the application procedure for seeking to be a candidate for election as an Elected Director, including the deadline by which applications must be received by the Registrar. The deadline by which applications must be received by the Registrar shall be no later than 70 days prior to the date of an election.
- 3.3.3 The Governance and Nominating Committee may also identify and solicit candidates for election to the Board.
- 3.3.4 Registrants seeking to be a candidate for election as an Elected Director (including those identified and solicited by the Governance and Nominating Committee) shall

complete and submit an application in the form required by the Governance and Nomination Committee no later than the deadline specified by the Registrar.

- 3.3.5 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.
- 3.3.6 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 3.3.7 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. If an incumbent Director is seeking re-election, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be a candidate in the election. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 3.3.8 No later than 45 days prior to the date of the election, the Governance and Nominating Committee shall approve, and provide to the Registrar, a slate of nominees for election as Elected Directors comprised of candidates who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 3.3.1. No later than 40 days prior to the date of the election, the Registrar shall inform all Registrants who submitted an application whether they are on the approved slate of nominees for the upcoming election or have not been nominated for the upcoming election. Subject to Section 3.3.9, a Registrant who is not on the approved slate of nominees for the upcoming election shall not stand for election to the Board in the upcoming election.
- 3.3.9 No later than 35 days prior to the date of the election, a candidate who was not approved by the Governance and Nominating Committee to be on the slate of nominees for election may dispute the decision of the Governance and Nominating Committee by submitting to the Registrar a written notice of dispute that sets out the basis and particulars of the dispute. In the event of a dispute, the Executive Committee, excluding those individuals who are on the Governance and Nominating Committee, shall review the candidate's eligibility and qualifications, decide if the candidate is eligible and qualified to stand for the upcoming election, and if the candidate is determined to be eligible and qualified, add the candidate to the slate of nominees for the election. The Executive Committee shall inform the candidate of their decision and reasons. The Executive Committee's decision shall be final and not subject to challenge. For greater certainty, if the Executive Committee does not add the candidate to the slate of nominees for the election, such candidate shall not stand for election to the Board in the upcoming election.

3.4 Acclamation or Election

- 3.4.1 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election, the Registrar shall declare the nominees to be elected as Elected Directors by acclamation.
- 3.4.2 If the number of nominees on the slate is less than or equal to the number of Elected Director positions available for the election:
 - (a) and if the number of Elected Directors on the Board after the election will be less than the minimum number required by law, the Board shall direct the Registrar to hold a by-election to fill at minimum the number of Elected Director positions needed so that the number of Elected Directors is not less than the minimum number required by law; or
 - (b) and if the number of Elected Directors on the Board after the election will be equal to or greater than the minimum number required by law, the Board may leave the Elected Director positions remaining after the election vacant until the next election or direct the Registrar to hold a by-election to fill the remaining Elected Director positions.
- 3.4.3 If the number of nominees on the slate is greater than the number of Elected Director positions available for the election, the Registrar shall administer an election process for Registrants to vote on the nominees for election as Elected Directors.

3.5 Registrar's Electoral Duties

- 3.5.1 The Registrar shall supervise and administer the election process and may, for the purpose of carrying out that duty, subject to any other applicable provision in the By-laws:
 - (a) appoint one or more returning officers and scrutineers;
 - (b) establish a deadline for the receiving of ballots;
 - (c) establish procedures for the opening, counting and verification of ballots;
 - (d) establish reliable and secure voting processes, subject to Section 3.5.2;
 - (e) provide for the notification to Registrants of the results of the elections; and
 - (f) provide for the destruction of ballots or records of ballots following an election.
- 3.5.2 Voting by electronic access to ballots may be used if the Registrar is satisfied that the proceedings and voting may proceed with adequate security and confidentiality and if the votes may be verified as having been made by the Registrants.
- 3.5.3 If there is an interruption of electronic service provided for or by the College or mail during an election, the Registrar shall extend the holding of the election for such

minimum period of time as the Registrar considers necessary to compensate for the interruption.

3.6 Eligibility to Vote and Ballots

- 3.6.1 A Registrant is eligible to vote in an election if, on the 45th day prior to the date of the election:
- (a) the Registrant's Business Address is in Ontario; or
 - (b) if the Registrant is not engaged in the practice of medicine, in the case of a Physician Registrant, or practice as a physician assistant, in the case of a PA Registrant, the Registrant resides in Ontario.
- 3.6.2 No later than 21 days before the date of an election, the Registrar shall send to every Registrant eligible to vote a list of nominees, a ballot or electronic access to a ballot and an explanation of the voting procedure as set out in the By-laws or as determined by the Registrar.

3.7 Number of Votes to be Cast

- 3.7.1 A Registrant may cast as many votes on a ballot in an election of Registrants to the Board as there are Registrants to be elected to the Board.
- 3.7.2 A Registrant shall not cast more than one vote for any one nominee.

3.8 Voting Results and Tie Votes

- 3.8.1 The nominees with the highest number of votes shall be declared elected in accordance with the number of positions open for election.
- 3.8.2 If there is a tie between two or more nominees in an election to the Board and it is necessary to break the tie to determine who will be the successful nominee(s), the Registrar shall break the tie by lot.

3.9 Recounts

- 3.9.1 A nominee may require a recount by giving a written request to the Registrar no more than three business days after the date of an election and paying a fee of \$500.
- 3.9.2 The Registrar shall hold the recount no more than 30 days after receiving the request.

3.10 Filling of Vacancies

- 3.10.1 Except as provided in Section 3.4.2, if the seat of an Elected Director becomes vacant, the Board may:
- (a) leave the seat vacant until the next election, subject to Section 3.10.2;

- (b) appoint as an Elected Director the nominee (if any) who had the most votes of all the unsuccessful nominees in the last election of Directors, subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and consenting to act as an Elected Director. Should consent not be provided or the eligibility criteria not be satisfied, then the Board may appoint the nominee with the next highest number of votes subject to such nominee satisfying the eligibility criteria prescribed in Section 2.2 and such nominee's consent; or
 - (c) direct the Registrar to hold a by-election.
- 3.10.2 If the number of remaining Elected Directors is less than the minimum number required by law, the Board shall take action under Section 3.10.1(b) or Section 3.10.1(c) to fill the number of vacant seats needed so that the number of Elected Directors is not less than the minimum number required by law.
- 3.10.3 The term of office of an Elected Director appointed under Section 3.10.1(b) or elected in a by-election expires when the term of the former Elected Director, whose vacancy has been filled, would have expired and shall count towards calculation of the new Elected Director's maximum years as a Director as set out in Section 3.2.
- 3.10.4 By-elections, including the review and approval of candidates to stand for election to the Board in the by-election, shall be held in a manner consistent with, and be subject to the same criteria as, regular elections held under the By-laws, subject to changes to time limits and deadlines and any other necessary modifications, as determined by the Registrar.

ARTICLE 4 ACADEMIC DIRECTORS

4.1 Selection of Academic Directors

- 4.1.1 Subject to the eligibility criteria prescribed in Section 2.2, the Academic Directors shall be selected in accordance with Section 4.1.
- 4.1.2 In addition to the review contemplated under Section 3.3.1, the Governance and Nominating Committee shall identify the skills, expertise and diversity that are needed or desired when filling upcoming positions for Academic Directors.
- 4.1.3 At the direction of the Governance and Nominating Committee, the Registrar shall invite the dean of each faculty of medicine of a university in Ontario to propose one or more Physician Registrants who are members of the faculty to be considered as candidates for selection and appointment as an Academic Director. All candidates shall complete and submit an application in the form required by the Governance and Nominating Committee no later than the deadline specified by the Registrar.
- 4.1.4 The Registrar shall forward all applications received by the deadline to the chair of the Governance and Nominating Committee for consideration.

- 4.1.5 The Governance and Nominating Committee shall review all applications received by the deadline to verify that each candidate satisfies the eligibility criteria prescribed in Section 2.2.
- 4.1.6 The Governance and Nominating Committee shall review all applications received by the deadline to assess whether each candidate has skills, expertise and diversity that are within the Board Profile and identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2. If an incumbent Academic Director is seeking re-appointment, the Governance and Nominating Committee shall also take into consideration the incumbent Director's performance as a Director in determining if the incumbent Director is qualified to be re-appointed as an Academic Director. To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates.
- 4.1.7 The Governance and Nominating Committee shall propose nominees for appointment as Academic Directors for the number of Academic Directors whose terms are to expire at the close of the Annual Organizational Meeting that year plus the number of vacancies (if any) in Academic Director positions at the time of proposing the nominees. The Governance and Nominating Committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 2.2, and (b) have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board pursuant to Section 4.1.2.
- 4.1.8 At a meeting of the Board prior to the Annual Organizational Meeting for that year, the Board shall consider a motion to select and appoint the nominees proposed by the Governance and Nominating Committee as Academic Directors, starting upon the close of the Annual Organizational Meeting for the year until the close of the third Annual Organizational Meeting thereafter or until such earlier time as specified in the appointment.

4.2 Term of Office of Academic Directors

- 4.2.1 Academic Directors shall hold office for a term of three years or such shorter period of time as specified in the appointment.

4.3 Disqualification of Academic Directors

- 4.3.1 If an Academic Director is disqualified from sitting on the Board under Section 2.4, a Physician Registrant who is a member of a faculty of medicine of a university in Ontario shall be selected to fill the vacancy in accordance with Section 4.1.

ARTICLE 5 OFFICERS

5.1 Officers

- 5.1.1 The Board shall annually elect a Board Chair and Board Vice-Chair to hold office starting upon the close of the next Annual Organizational Meeting (or if elected at an Annual Organizational Meeting, starting upon the close of such meeting) until the next Annual Organizational Meeting and, if an election is not so held, the Board

Chair and Board Vice-Chair shall continue in office until their successors are elected. The procedure for election of the Board Chair and Board Vice-Chair shall be in accordance with Section 6.2.10.

- 5.1.2 The candidates for Board Chair and Board Vice-Chair positions shall be determined as follows:
- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as the Board Vice-Chair or Board Chair;
 - (b) the Governance and Nominating Committee may also identify and solicit candidates to submit expressions of interest for election to be Board Vice-Chair and Board Chair;
 - (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
 - (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming positions for Board Chair and Board Vice-Chair positions;
 - (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
 - (f) the Governance and Nominating Committee shall propose nominees for each of the Board Chair and Board Vice-Chair positions who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Board Chair and Board Vice-Chair positions pursuant to Section 5.1.2(d), and submit the proposed nominees to the Board for election.

5.2 Board Officers

- 5.2.1 The Board Chair is the chief officer of the College, and the other members of the Executive Committee shall assist the Board Chair in the discharge of the Board Chair's duties as may be requested by the Board Chair from time to time.
- 5.2.2 The Board Vice-Chair is the deputy chief officer of the College and shall discharge the duties of the Board Chair if the Board Chair is unavailable or unable to act. The Board Vice-Chair shall also perform the other duties requested from time to time by the Board Chair.

5.3 Vacancies in Board Officer Positions

- 5.3.1 The office of the Board Chair or Board Vice-Chair becomes vacant if the holder of the office dies, resigns, is disqualified from the Board or a committee, otherwise stops being a Director, is removed from office by a vote of the Board at a special meeting called for that purpose or, in the case of the Board Vice-Chair, in accordance with Section 5.3.2(b). A vacancy in the office of the Board Chair shall be filled in accordance with Section 5.3.2 or Section 5.3.4, as the case may be. A vacancy in the office of the Board Vice-Chair shall be filled in accordance with Section 5.3.3 or Section 5.3.4, as the case may be.
- 5.3.2 If the office of the Board Chair becomes vacant:
- (a) the Board Vice-Chair becomes the Board Chair for the unexpired term of the office; and
 - (b) the office of the Board Vice-Chair thereby becomes vacant.
- 5.3.3 If the office of the Board Vice-Chair becomes vacant, the Board shall fill any vacancy in the office of the Board Vice-Chair at a special meeting which the Board Chair shall call for that purpose as soon as practicable after the vacancy occurs.
- 5.3.4 If the offices of the Board Chair and the Board Vice-Chair become vacant concurrently:
- (a) the longest-serving member of the Executive Committee who is:
 - (i) a Registrant if the Board Chair was a Registrant; or
 - (ii) a Public Director if the Board Chair was a Public Director, becomes the Board Chair *pro tempore* until the Board fills the vacancies; and
 - (b) the Board shall fill both vacancies at a special meeting which the Board Chair *pro tempore* shall call for that purpose as soon as practicable after the vacancies occur.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Board Meetings

- 6.1.1 The Board shall hold:
- (a) an annual organizational meeting, which shall be called by the Board Chair between November 1st and December 14th of each year (the “**Annual Organizational Meeting**”);
 - (b) an annual financial meeting, which shall be called by the Board Chair between March 1st and June 30th of each year (the “**Annual Financial Meeting**”);

- (c) regular meetings other than the Annual Organizational Meeting and the Annual Financial Meeting, which shall be called by the Board Chair from time to time; and
 - (d) special meetings, which may be called by the Board Chair, any four members of the Executive Committee or by any 12 Directors, in each case by depositing with the Registrar a written requisition for the meeting containing the matter or matters for decision at the meeting. On receipt of a requisition, the meeting shall be called in accordance with Section 6.2.1.
- 6.1.2 A regular meeting of the Board includes an Annual Organizational Meeting and an Annual Financial Meeting.
- 6.1.3 The Board shall, at the Annual Organizational Meeting, approve a budget authorizing expenditures for the benefit of the College during the following fiscal year.
- 6.1.4 At each Annual Financial Meeting, the Board shall do the following:
 - (a) consider and, if thought fit, approve the financial statements for the preceding fiscal year and the Auditor's report; and
 - (b) appoint one or more auditors who are duly licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to hold office until the next Annual Financial Meeting (the “**Auditor(s)**”) and, if an appointment is not so made, the Auditor in office shall continue until a successor is appointed.
- 6.1.5 The Board shall fill any temporary vacancy in the office of the Auditor but, while such vacancy continues, the surviving or continuing Auditor, if any, shall continue as the Auditor.
- 6.1.6 The Registrar shall give notice of every appointment and reappointment of an Auditor to the Auditor in writing promptly after the appointment or reappointment is made, together with a copy of the By-laws.

6.2 Meeting Process

- 6.2.1 Meetings of the Board shall take place in Ontario at a place, date and time designated by the Board Chair, the four members of the Executive Committee or the 12 Directors calling the meeting but, if a place, date or time is not designated or is incompatible with the By-laws, the Registrar shall select a place, date and time compatible with the By-laws which is as close as the Registrar can reasonably select to the place, date and time designated by the person(s) calling the meeting.
- 6.2.2 The Registrar shall cause each Director to be notified in writing of the place, date and time of a Board meeting, by sending such notification at least:
 - (a) 14 days before a regular meeting; and
 - (b) five days before a special meeting.

The Registrar is responsible for including in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with the Registrar.

6.2.3 The Board shall, and may only, consider:

- (a) at a special meeting, the matter for decision at the meeting contained in the requisition deposited with the Registrar;
- (b) at a regular meeting, a motion made and seconded in writing:
 - (i) on behalf of the Executive Committee;
 - (ii) in a report by a committee which has received prior review by the Executive Committee;
 - (iii) of which a notice of motion was given by a Director at the preceding Board meeting; or
 - (iv) if a vote is held at the meeting and at least a two-thirds majority of the votes cast by the Directors in attendance at the meeting agree to consider such motion; and
- (c) at any meeting, routine and procedural motions in accordance with the rules of order.

6.2.4 The Board Chair is responsible for the organization of an agenda for each Board meeting, which shall be distributed to the Directors as long a time before the meeting as is practical. Each agenda for a Board meeting shall include an anticipated time for the consideration of each item on the agenda.

6.2.5 If a Director wishes to ask questions of the Executive Committee, or raise topics for informal discussion, that are relevant to the affairs of the College at the Board meeting, the Director shall submit such questions or topics to the Board Chair as far in advance of the Board meeting as is practical, and where possible, prior to the Board Chair distributing an agenda for such Board meeting.

6.2.6 The Board Chair or the Board Chair's appointee for the purpose shall be the presiding officer for meetings of the Board. Unless otherwise required by law or in the By-laws, the presiding officer may vote on any motion or in any election which properly comes before the Board unless the presiding officer has a Conflict of Interest in connection with such motion or election.

6.2.7 Unless otherwise required by law or in the By-laws, a majority of Directors constitutes a quorum.

6.2.8 Unless otherwise required by law or in the By-laws, every motion which properly comes before the Board shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance, and if there is an equality of votes on a motion, the motion shall be deemed to have been defeated.

- 6.2.9 Unless otherwise required or permitted by the By-laws, every vote at a Board meeting shall be by a show of hands. The presiding officer shall declare the result of every vote, and the presiding officer's declaration is final.
- 6.2.10 The procedure for election of the Board Chair, Board Vice-Chair and members of the Governance and Nominating Committee shall be as follows:
- (a) if there is only one nominee for an office or position, the presiding officer shall declare the nominee elected by acclamation; or
 - (b) if there are two or more nominees for an office or position:
 - (i) prior to the first vote, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position;
 - (ii) such office or position shall be selected by voting by secret ballot, using generally accepted democratic procedures;
 - (iii) the nominee who receives a majority of the votes cast for such office or position shall be declared the successful nominee;
 - (iv) if no nominee receives a majority of the votes cast, the nominee who receives the lowest number of votes shall be deleted from the nomination (subject to Section 6.2.10(b)(v)), and another vote by secret ballot shall be taken. This procedure shall be followed until one nominee receives a majority of the votes cast;
 - (v) if a tie vote occurs between two or more nominees having the lowest number of votes, there are nominees other than the tied nominees, and no nominee receives a majority of the votes cast:
 - (A) if there is only one nominee other than the tied nominees, a vote by secret ballot shall be taken to determine which of the tied nominees shall be deleted from the nomination. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot; or
 - (B) if there are two or more nominees other than the tied nominees, all of the tied nominees shall be deleted from the nomination; and
 - (vi) if, at any point during the election process, all the nominees that remain have an equal number of votes, each of these nominees shall be given an opportunity to speak to the Board for a maximum of two minutes about the nominee's candidacy for the office or position, and then another vote by secret ballot shall be taken. If the nominees again receive an equal number of votes, the presiding officer shall break the tie by lot.
- 6.2.11 The Board may, at the discretion of the presiding officer, use an electronic voting system for votes to be held by ballot (including secret ballot) or by a show of hands.

If an electronic voting system is used for a vote by ballot, references in the By-laws shall be deemed to be references to an electronic ballot.

- 6.2.12 The Registrar is responsible for the recording of the proceedings of each Board meeting. The written record of the proceedings of a Board meeting when accepted at a subsequent Board meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings of the Board meeting. A Director's absence from the meeting for which the record of proceedings are being approved does not prevent the Director from participating in the correction or approval of the record.
- 6.2.13 Whether or not a quorum is present, the presiding officer may adjourn any properly called Board meeting and reconvene the meeting at any time and from time to time. If a quorum is present at any reconvened meeting, any matter may be considered and transacted at the reconvened meeting which could have been transacted at the original meeting which was adjourned.
- 6.2.14 A meeting of the Board may, in the discretion of the presiding officer, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and if applicable, confidentiality.
- 6.2.15 The rules of order prescribed in Schedule 1 to this By-law are the rules of order for meetings of the Board.

PART 3. COMMITTEES

ARTICLE 7 APPOINTMENTS AND PROCEDURE

7.1 Committee Composition

- 7.1.1 Unless otherwise required by law or in the By-laws:
 - (a) the Board shall appoint the members of each committee and a chair and if desired, a vice-chair of each committee;
 - (b) the Board shall establish the powers and duties of each committee; and
 - (c) each committee shall be composed of such Registrants and others as the Board may appoint.
- 7.1.2 The Board and the Executive Committee may establish special committees, and may appoint the members and a chair and vice-chair to, and establish the powers and duties of, any such special committee. The members of a special committee shall be composed of such Registrants and others as the Board may appoint.

7.2 Appointment to Committees

- 7.2.1 The chair and vice-chair (if any) of each committee shall identify the skills, expertise and diversity that are needed or desired for the committee when filling upcoming positions on the committee.
- 7.2.2 For each committee, the chair and vice-chair (if any) of the committee shall review expressions of interest received from Registrants or other persons interested in serving as a committee member, chair or vice-chair of the committee and any other candidates identified by the chair or vice-chair (if any) of the committee to (a) verify that each candidate satisfies the eligibility criteria prescribed in Section 7.3, and (b) assess whether each candidate has skills, expertise and diversity that will meet the needs of the committee as identified pursuant to Section 7.2.1. The chair and vice-chair (if any) of the committee may interview short-listed candidates for the committee.
- 7.2.3 For each committee, the chair and vice-chair (if any) of the committee shall consider, no less than annually, the upcoming needs for positions on the committee, and shall propose nominees for committee members, chairs and vice-chairs to be submitted to the Board for appointment as needed for the committee. The chair and vice-chair (if any) of the committee shall only propose nominees who (a) satisfy the eligibility criteria prescribed in Section 7.3, and (b) have skills, expertise and diversity that will meet the needs of the committee as identified pursuant to Section 7.2.1.
- 7.2.4 Sections 7.2.1, 7.2.2, and 7.2.3 do not apply to filling positions on the Finance and Audit Committee, Governance and Nominating Committee or the Executive Committee.
- 7.2.5 The Board may appoint to a committee a person who is not a Registrant or a Director.

7.3 Eligibility of Committee Members

- 7.3.1 To be eligible to be appointed to a committee, a Registrant or other person (other than a Public Director), on the date of the appointment:
 - (a) in the case of a Registrant, has their Business Address (if any) in Ontario and resides in Ontario;
 - (b) in the case of a Registrant, is not in default of payment of any fees payable to the College;
 - (c) in the case of a Registrant, is not a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, the Ontario Specialists Association, the Canadian Association of Physician Assistants or the Ontario Physician Assistants Association;
 - (d) is not a Relative of an employee of the College;

- (e) is not, and has never been, a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
- (f) in the case of a Registrant, holds a certificate of registration that has never been revoked or suspended, other than an Administrative Suspension more than six years before the date of the appointment;
- (g) in the case of a Registrant, holds a certificate of registration that is not subject to a term, condition or limitation other than one prescribed by a regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
- (h) in the case of a Registrant, has not been found to have committed an act of professional misconduct or to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal or found to be incapacitated by a panel of the Fitness to Practise Committee, unless the notation of such finding has been removed from the Register pursuant to section 23(11) of the Code;
- (i) in the case of a Registrant, is not the subject of any disciplinary or incapacity proceeding;
- (j) in the case of a Registrant, is not subject to an outstanding interim order by the ICRC under the Code;
- (k) in the case of a Registrant, has not been required by the ICRC to complete a SCERP within five years before the date of the appointment;
- (l) in the case of a Registrant, has not been required to appear before a panel of the ICRC to be cautioned within five years before the date of the appointment;
- (m) has no findings of guilt (unless a pardon was granted or a record suspension was ordered in respect of the findings) or outstanding charges made against the Registrant under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) in the case of a Registrant, is in compliance with all continuing professional development required by the Medicine Act;
- (o) is not an undischarged bankrupt;
- (p) is not a person who has been found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act;
- (q) is not a person who has been declared incapable by any court in Canada or elsewhere; and

- (r) is not ineligible for such appointment under Section 7.6.6 or Section 7.6.7.

7.4 Rescission of Committee Appointment

- 7.4.1 The Board may rescind the appointment of a committee member prior to the expiry of the appointment at any time upon recommendation from the chair or vice-chair (if any) of the committee. This Section 7.4.1 does not apply to members of the Governance and Nominating Committee, the Executive Committee, or individuals who are committee members by virtue of the office they hold.

7.5 Disqualification of Members from Committees

- 7.5.1 A committee member (other than a Public Director) is automatically disqualified from sitting on the committee if the committee member:
 - (a) in the case of a Registrant, ceases to have their Business Address (if any) in Ontario or ceases to reside in Ontario;
 - (b) becomes a director or officer of the Ontario Medical Association, the Canadian Medical Protective Association, the Canadian Medical Association, the Coalition of Family Physicians and Specialists of Ontario, the Ontario Specialists Association, the Canadian Association of Physician Assistants or the Ontario Physician Assistants Association;
 - (c) becomes a Relative of an employee of the College;
 - (d) becomes a party to civil litigation or arbitration adverse in interest against the College, the Board, a committee, a Director or a College officer, employee or agent, provided that the litigation or arbitration against a College employee or agent relates to the College or their role as an employee or agent of the College;
 - (e) in the case of a Registrant, has had their certificate of registration revoked or suspended, including an Administrative Suspension;
 - (f) in the case of a Registrant, has one or more terms, conditions and limitations imposed on their certificate of registration other than one prescribed in any regulation made under the Act or the Medicine Act or imposed by the Registration Committee pursuant to a College registration policy;
 - (g) in the case of a Registrant, is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Ontario Physicians and Surgeons Discipline Tribunal;
 - (h) in the case of a Registrant, is found to be incapacitated by a panel of the Fitness to Practise Committee;
 - (i) in the case of a Registrant, becomes the subject of any disciplinary or incapacity proceeding;

- (j) in the case of a Registrant, becomes subject to an interim order by the ICRC under the Code;
- (k) in the case of a Registrant, is required by the ICRC to complete a SCERP;
- (l) in the case of a Registrant, is required to appear before a panel of the ICRC to be cautioned;
- (m) is charged with an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (n) is found guilty of an offence under the Health Insurance Act, the Criminal Code or the Controlled Drugs and Substances Act or under any comparable legislation or criminal laws of another jurisdiction;
- (o) in the case of a Registrant, is not in compliance with all continuing professional development required by the Medicine Act;
- (p) becomes an undischarged bankrupt;
- (q) is found to be incapable of managing property under the Substitute Decisions Act or under the Mental Health Act; or
- (r) is declared incapable by any court in Canada or elsewhere.

7.5.2 A committee member (other than a Public Director) may be disqualified from sitting on the committee if the committee member:

- (a) fails to attend three consecutive meetings of the committee;
- (b) fails to attend all or part of a hearing for which the committee member has been selected;
- (c) in the case of a Registrant, is in default of payment of any fee payable to the College for more than 30 days;
- (d) fails, in the opinion of the Board, to discharge the committee member's duties to the College, including having acted in a Conflict of Interest or otherwise in breach of a College By-law, the Act, or the College's governance policies; or
- (e) did not satisfy one or more of the criteria for eligibility prescribed in Section 7.3 at the date of appointment to the committee, and the committee member did not disclose same to the College or the committee member was untruthful or misled the College about same.

7.5.3 A committee member (including a Public Director) shall immediately notify the Registrar in writing if any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 arise regarding that committee member.

- 7.5.4 The chair or vice-chair of a committee shall advise the Registrar in writing if they believe that a committee member (including a Public Director) meets one or more of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2.
- 7.5.5 If the Registrar receives information in writing that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2, the Registrar shall report the matter to the Executive Committee.
- 7.5.6 If the Executive Committee receives information pursuant to Section 7.5.5 that suggests a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.1, the Executive Committee shall notify such committee member and the chair of the applicable committee that such committee member has been disqualified from the committee.
- 7.5.7 If the Executive Committee believes that a committee member (other than a Public Director) meets any of the criteria for disqualification prescribed in Section 7.5.2, the Executive Committee shall notify such committee member (the “**Subject Committee Member**”) of the nature of the concern and provide the Subject Committee Member a reasonable opportunity to respond to the concern before making a decision to refer the matter to the Board.
- 7.5.8 If the Executive Committee decides that the matter warrants the Board’s consideration, the Executive Committee shall place the matter on the agenda of the Board’s next meeting, or the Board Chair shall call a special Board meeting for the purpose of determining whether the Subject Committee Member meets any of the criteria for disqualification prescribed in Section 7.5.2. The Registrar shall advise the Subject Committee Member of the date of the meeting and that the Subject Committee Member may make written or oral submissions to the Board at the meeting.
- 7.5.9 Disqualification of a committee member (other than a Public Director) pursuant to the disqualification criteria prescribed in Section 7.5.2 shall be decided by a simple majority of the votes cast at the meeting by the Directors in attendance.
- 7.5.10 A committee member who is disqualified ceases to be a member of the committee.
- 7.5.11 A Director who is disqualified from sitting on the Board is thereby disqualified from sitting on each committee of which the Director is a member.
- 7.5.12 If any of the criteria for disqualification prescribed in Section 7.5.1 or Section 7.5.2 occur with respect to a member of a committee who is a Public Director, the College may report this to the Ministry of Health and may request that the Public Director’s appointment to the Board be revoked.

7.6 Committee Member Terms

- 7.6.1 The term of office of a committee member starts when the committee member is appointed or at such later time as the Board specifies in the appointment.

- 7.6.2 Except as provided in Section 7.6.3, the term of office of a committee member automatically expires at the close of the third Annual Organizational Meeting of the Board which occurs after the appointment or at such earlier time as the Board specifies in the appointment.
- 7.6.3 The term of office of each member of the Governance and Nominating Committee and the Executive Committee automatically expires at the close of the Annual Organizational Meeting of the Board which occurs next after the appointment.
- 7.6.4 If one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the quorum prescribed by law or in the By-laws.
- 7.6.5 The Executive Committee may and, if necessary for a committee to achieve its quorum shall, make appointments to fill any vacancies which occur in the membership of a committee.
- 7.6.6 Subject to Section 7.6.8, a person is not eligible for appointment to a committee if a person has been a member of such committee for a total of nine years or more, whether consecutively or non-consecutively.
- 7.6.7 Subject to Section 7.6.8:
- (a) a Registrant is not eligible for appointment to a committee if the Registrant has been a Director or a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively; and
 - (b) a person who is not a Registrant is not eligible for appointment to a committee if the person has been a member of any one or more committees for a total of 18 years or more, whether consecutively or non-consecutively.
- For greater certainty, for purposes of calculating the 18-year total in Section 7.6.7, any period of time spent on the Board and/or one or more committees concurrently counts as one period of time, and is not counted separately for the Board and each committee.
- 7.6.8 Despite Sections 7.3.1(r), 7.6.6 and 7.6.7, the Board, if it determines it is necessary to do so due to exceptional circumstances, may appoint a person to a committee for additional one-year terms, but not to exceed two years in total.

7.7 Committee Meetings

- 7.7.1 Section 7.7 does not apply to a proceeding of a committee or a panel of a committee that is held for the purpose of conducting a hearing.
- 7.7.2 All committee meetings shall be conducted in accordance with the By-laws and the terms of reference, if any, established by the applicable committee, and the Code as may be applicable.

- 7.7.3 Each committee shall meet from time to time at the direction of the Board or the Executive Committee or the call of the chair of the committee at a place in Ontario, and the date and time are to be designated by the chair of the committee.
- 7.7.4 Committee members shall be provided with notice of all regular meetings through a periodic committee meeting schedule provided to each committee member. Notice shall be provided to committee members for any additional committee meetings as far in advance of the meeting as is practical.
- 7.7.5 Unless otherwise required by law or in the By-laws, a majority of the members of a committee constitutes a quorum.
- 7.7.6 The chair of a committee or the chair's appointee for the purpose shall be the presiding officer for meetings of the committee or panel as appropriate.
- 7.7.7 Every question or motion which comes before a committee may be decided by a majority of the votes cast at the meeting and, if there is an equality of votes on a question or motion, the question or motion shall be deemed to have been defeated.
- 7.7.8 A meeting of a committee or of a panel of a committee that is held for any purpose other than conducting a hearing may, in the discretion of the chair of the committee, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality.
- 7.7.9 The presiding officer is responsible for the recording of the proceedings and deliberations at every meeting of a committee and meeting of a panel of a committee. The presiding officer may vote on any question or motion which comes before the committee unless the presiding officer has a Conflict of Interest in connection with such question or motion.
- 7.7.10 The written record of the proceedings and deliberations at a committee meeting (other than a meeting of a panel of a committee) when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof that the written record accurately reflects the proceedings and deliberations at the committee meeting. A committee member's absence from the meeting for which the record of proceedings are being approved does not prevent the committee member from participating in their correction or approval.
- 7.7.11 The written record of the proceedings and deliberations of a meeting of a panel of a committee for any purposes other than conducting a hearing, when signed by the persons purporting to be the presiding and recording officers thereof, is conclusive proof that the written record accurately reflects the proceedings and deliberations of the panel of the committee.

ARTICLE 8 COMMITTEES

8.1 Statutory and Standing Committees

8.1.1 The Code provides that the College shall have the following committees:

- (a) Executive Committee;
- (b) Registration Committee;
- (c) Inquiries, Complaints and Reports Committee;
- (d) Discipline Committee;
- (e) Fitness to Practise Committee;
- (f) Quality Assurance Committee; and
- (g) Patient Relations Committee.

8.1.2 The following committees are the standing committees established pursuant to By-laws:

- (a) Finance and Audit Committee;
- (b) Governance and Nominating Committee; and
- (c) Premises Inspection Committee.

8.1.3 Subject to the Code and the By-laws, statutory committees, standing committees and any special committees may establish their own terms of reference and rules of procedures.

8.2 Registration Committee

8.2.1 The Registration Committee shall be composed of Registrants and Public Directors. The number of members on the Registration Committee shall be determined by the Board annually to meet the needs of the Registration Committee.

8.3 Inquiries, Complaints and Reports Committee

8.3.1 The Inquiries, Complaints and Reports Committee (“**ICRC**”) shall be composed of Registrants and Public Directors. The number of members on the ICRC shall be determined by the Board annually to meet the needs of the ICRC.

8.4 Fitness to Practise Committee

8.4.1 The Fitness to Practise Committee shall be composed of Registrants, Public Directors and individuals with previous experience as adjudicators. The number

of members on the Fitness to Practise Committee shall be determined by the Board annually to meet the needs of the Fitness to Practise Committee.

8.5 Patient Relations Committee

8.5.1 The Patient Relations Committee shall be composed of the following:

- (a) no fewer than two and no more than four Registrants who are not currently Directors or current members of other committees; and
- (b) one or two members of the public who are not Registrants and who are not currently Public Directors.

8.6 Quality Assurance Committee

8.6.1 The Quality Assurance Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Quality Assurance Committee shall be determined by the Board annually to meet the needs of the Quality Assurance Committee.

8.6.2 A panel of three members of the Quality Assurance Committee appointed by the chair of the Quality Assurance Committee is a quorum and may discharge the duties and exercise the authority of the Quality Assurance Committee.

8.7 Discipline Committee (Tribunal)

8.7.1 The Discipline Committee shall be known as the Ontario Physicians and Surgeons Discipline Tribunal (OPSDT) in English and Tribunal de discipline des Médecins et chirurgiens de l'Ontario (TDMCO) in French, and each reference to the Ontario Physicians and Surgeons Discipline Tribunal or the Tribunal de discipline des Médecins et chirurgiens de l'Ontario, whether orally or in writing, shall be deemed to be a reference to the Discipline Committee of the College as specified in the Code and the Medicine Act, and any other legislation or policy where the context requires. For ease of reference, the Ontario Physicians and Surgeons Discipline Tribunal is referred to in the By-laws by its English name or acronym, and all references to the English name or acronym shall be deemed to equally refer to or apply to its French name or acronym, respectively.

8.7.2 The Ontario Physicians and Surgeons Discipline Tribunal shall be composed of Registrant Directors, Public Directors and individuals with previous experience as adjudicators, and may, but need not include, Registrants who are not Directors. The number of members on the Ontario Physicians and Surgeons Discipline Tribunal shall be determined by the Board annually to meet the needs of the Ontario Physicians and Surgeons Discipline Tribunal.

8.8 Premises Inspection Committee

8.8.1 The Premises Inspection Committee shall be composed of Registrants and may, but need not, include Public Directors. The number of members on the Premises Inspection Committee shall be determined by the Board annually to meet the needs of the Out-of-Hospital Premises Inspection Program.

8.8.2 The Premises Inspection Committee shall administer and govern the College's premises inspection program in accordance with Part XI of Ontario Regulation 114/94 under the Medicine Act, and its duties shall include the following:

- (a) ensuring appropriate individuals are appointed to perform inspections or re-inspections as authorized by Ontario Regulation 114/94 under the Medicine Act;
- (b) ensuring adequate inspections and re-inspections are undertaken and completed in a timely way using appropriate tools and mechanisms;
- (c) reviewing premises inspection reports and other material referred to in Ontario Regulation 114/94 under the Medicine Act and determining whether premises pass, pass with conditions or fail an inspection;
- (d) specifying the conditions that shall attach to each "pass with conditions";
- (e) delivering written reports as prescribed under Ontario Regulation 114/94 under the Medicine Act; and
- (f) establishing or approving costs of inspections and re-inspections and ensuring the Registrant or Registrants performing the procedures on the premises are invoiced for those costs.

8.8.3 A panel of three members of the Premises Inspection Committee appointed by the chair of the Premises Inspection Committee is a quorum, and may discharge the duties and exercise the authority of the Premises Inspection Committee.

8.9 Summonses

8.9.1 Any member of the OPSDT or Fitness to Practise Committee may sign summonses issued under subsection 12(1) of the *Statutory Powers Procedure Act*.

ARTICLE 9 BOARD COMMITTEES

9.1 Executive Committee

9.1.1 The Executive Committee shall be composed of the following six members:

- (a) the Board Chair;
- (b) the Board Vice-Chair; and
- (c) four Directors (each, an "**Executive Member Representative**").

A minimum of three members of the Executive Committee (regardless of their position on the Executive Committee) shall be Registrant Directors. A minimum of two members of the Executive Committee (regardless of their position on the Executive Committee) shall be Public Directors.

- 9.1.2 The Board shall annually appoint the Executive Member Representatives to the Executive Committee starting upon the close of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the close of such meeting) until the close of the following Annual Organizational Meeting. The nominees for the Executive Member Representatives shall be determined by the Governance and Nominating Committee in accordance with the following:
- (a) at the direction of the Governance and Nominating Committee, the Registrar shall invite all Directors to submit an expression of interest if interested to serve as an Executive Member Representative;
 - (b) the Governance and Nominating Committee may also identify and solicit Directors to submit expressions of interest to serve as an Executive Member Representative;
 - (c) the Registrar shall specify the deadline by which expressions of interest must be received by the Registrar. The Registrar shall forward all expressions of interest received by the deadline to the chair of the Governance and Nominating Committee for consideration;
 - (d) the Governance and Nominating Committee shall identify the skills, expertise and diversity based on the Board Profile that are needed or desired when filling upcoming Executive Member Representative positions;
 - (e) the Governance and Nominating Committee shall review all expressions of interest received by the deadline to assess whether each candidate has skills, expertise and diversity identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 9.1.2(d). To support the Governance and Nominating Committee in its deliberations, the Governance and Nominating Committee may interview short-listed candidates; and
 - (f) the Governance and Nominating Committee shall propose nominees for each Executive Member Representative position who have skills, expertise and diversity that were identified by the Governance and Nominating Committee as needed or desired for the Executive Committee pursuant to Section 9.1.2(d), and submit the proposed nominees to the Board for appointment.
- 9.1.3 The Board Chair is the chair of the Executive Committee. The Board Vice-Chair is the vice-chair of the Executive Committee.
- 9.1.4 In addition to the duties of the Executive Committee set out in section 12(1) of the Code and Section 8.3.1, the Executive Committee shall:
- (a) review the performance of the Registrar and shall set the compensation of the Registrar; and
 - (b) oversee and assist College staff with the development and delivery of major communications, government relations, and outreach initiatives to the

profession, the public and other stakeholders, consistent with the College's strategic plan.

9.1.5 In order to fulfill its duties under Section 8.2.4(a), the Executive Committee shall:

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

9.2 Executive Delegation

9.2.1 Unless otherwise required by law or in the By-laws, the Executive Committee may exercise all the powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board.

9.2.2 The Executive Committee shall not exercise the powers or duties of the Board under Sections 6.1.4(b), 6.1.5 and 14.5.1.

9.3 Finance and Audit Committee

9.3.1 The Finance and Audit Committee shall be composed of a minimum of five members, including the following:

- (a) the Board Chair; and
- (b) four Directors.

A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Registrant Directors. A minimum of two members of the Finance and Audit Committee (regardless of their position on the Finance and Audit Committee) shall be Public Directors. The number of members on the Finance and Audit Committee shall be determined by the Board annually to meet the needs of the Finance and Audit Committee.

9.3.2 The Finance and Audit Committee shall review and report to the Board regarding the financial affairs and position of the College.

9.3.3 In order to fulfil its duty under Section 9.3.2, the Finance and Audit Committee shall:

- (a) meet with the Auditor each year:
 - (i) before the audit to review the timing and extent of the audit and to bring to the attention of the Auditor any matters to which it considers the Auditor should pay attention; and

- (ii) as shortly before the Annual Financial Meeting as practical in order to review and discuss with the Auditor the financial statements, the Auditor's report and the management letter;
- (b) review the draft budget before it is presented to the Executive Committee, and report to the Executive Committee and the Board arising from its review of:
 - (i) the assumptions in the draft budget;
 - (ii) the steps taken to maximize efficiency and minimize cost in relation to the quality of goods and level of service; and
 - (iii) any other issue which the Finance and Audit Committee considers may affect the financial affairs and position of the College; and
- (c) review from time to time:
 - (i) the expenditures of the College in relation to the budget;
 - (ii) the performance and administration of the College's pension plans;
 - (iii) the investment strategies and performance of the College's non-pension investments; and
 - (iv) the security of the College's assets generally.

9.4 Governance and Nominating Committee

- 9.4.1 The Governance and Nominating Committee shall be composed of a minimum of five persons, including the following:
 - (a) the Board Vice-Chair;
 - (b) two Registrant Directors who are not members of the Executive Committee; and
 - (c) two Public Directors who are not members of the Executive Committee.
- 9.4.2 The Governance and Nominating Committee may use consultants with expertise relating to corporate governance, professional regulation or any other area of expertise as the Governance and Nominating Committee deems appropriate to advise the Governance and Nominating Committee with performing its mandate.
- 9.4.3 The nominees for the positions (other than the Board Vice-Chair) on the Governance and Nominating Committee shall be determined in accordance with the following:
 - (a) at the direction of the Executive Committee, the Registrar shall invite all Directors to submit an expression of interest by the deadline specified by the

Registrar if interested to serve on the Governance and Nominating Committee; and

- (b) the Executive Committee shall forward the names of the Directors who have submitted an expression of interest to serve on the Governance and Nominating Committee as nominees to the Board for election.

9.4.4 The procedure for election of the members of the Governance and Nominating Committee shall be in accordance with Section 6.2.10.

9.4.5 The Board shall annually appoint to the Governance and Nominating Committee the Board Vice-Chair and the members elected by the Board starting upon the close of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the close of such meeting) until the following Annual Organizational Meeting.

9.4.6 The Board Vice-Chair shall chair the Governance and Nominating Committee.

9.4.7 The Governance and Nominating Committee shall:

- (a) monitor the governance process adopted by the Board and report annually to the Board on the extent to which the governance process is being followed;
- (b) consider and, if considered advisable, recommend to the Board changes to the governance process;
- (c) annually assess the Board profile of skills, expertise and diversity of incumbent Directors and identify the skills, expertise and diversity that are desired when filling vacancies on the Board, in the offices of the Board Chair and Board Vice-Chair and in the Executive Member Representative positions;
- (d) engage in a process, in accordance with Section 3.3, to approve a slate of nominees for election to the Board as Elected Directors;
- (e) engage in a process, in accordance with Section 4.1, to propose nominees for Academic Directors and submit the nominations to the Board for appointment;
- (f) engage in a process, in accordance with Section 5.1.2, to propose nominees for each of the Board Chair and Board Vice-Chair positions and submit the nominations to the Board for election;
- (g) engage in a process, in accordance with Section 9.1.2, to propose nominees for the Executive Member Representative positions and submit the nominations to the Board for appointment; and
- (h) make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College.

PART 4. CONFLICT OF INTEREST

ARTICLE 10 CONFLICT OF INTEREST

10.1 Definition of Conflict of Interest

- 10.1.1 A Conflict of Interest means any real or perceived, actual or potential, direct or indirect situation in which a Director or committee member has a personal or financial interest, a relationship or affiliation that affects, or a reasonable person would conclude that such interest, relationship or affiliation may affect, the Director's or committee member's judgment or ability to discharge their duties and responsibilities to the College, the Board or a committee, as the case may be.

10.2 Process for Resolution of Conflicts

- 10.2.1 If a Director or committee member has a Conflict of Interest, the Director or committee member shall:
- (a) disclose the conflict;
 - (b) not participate in the discussion of the matter;
 - (c) absent themselves from that portion of the meeting when the Board or committee, as the case may be, is discussing the matter; and
 - (d) not vote on the matter, attempt to influence the vote or decision on the matter, or do anything that might reasonably be perceived as an attempt to influence other Directors or committee members, as the case may be, or the vote or the decision relating to the matter.
- 10.2.2 Without limiting the generality of Section 10.2.1, a Director who has or may have a Conflict of Interest in connection with Board business shall consult with the Registrar and disclose the Conflict of Interest at the earliest opportunity, and in any case before the Board considers the matter to which the Conflict of Interest relates. If there is any doubt as to whether a Conflict of Interest exists, the Director shall declare it to the Board and accept the Board's decision as to whether a Conflict of Interest exists.
- 10.2.3 Without limiting the generality of Section 10.2.1, a committee member who has or may have a Conflict of Interest in connection with a matter before the committee shall consult with the appropriate committee support representative, or in the case of an adjudicative committee (including, for greater certainty, OPSDT and the Fitness to Practise Committee), with the OPSDT Office. The committee member shall disclose the Conflict of Interest at the earliest opportunity, and in any case before the committee considers the matter to which the Conflict of Interest relates. The committee member shall accept the direction of the chair of the committee as to whether there is a Conflict of Interest and any steps the chair takes or requires to resolve the Conflict of Interest. If the chair of a committee has or may have a Conflict of Interest, the chair shall accept the direction of the Executive Committee as to whether there is a Conflict of Interest and any steps the Executive Committee takes or requires to resolve the Conflict of Interest.

10.3 Record of Declarations and Compliance

- 10.3.1 Declarations of Conflict of Interest shall be recorded in the written record of proceedings of the applicable meeting.
- 10.3.2 All Directors and committee members shall comply with the Conflicts of Interest Policy of the College and the Impartiality in Decision Making Policy of the College.

PART 5. DECLARED EMERGENCY

ARTICLE 11 EMERGENCIES

11.1 Declaring an Emergency

- 11.1.1 A declared emergency shall occur in any of the following circumstances:
 - (a) the Executive Committee has, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee in attendance, declared there to be an emergency; or
 - (b) the Registrar has declared there to be an emergency provided that the Registrar may only do so if there has been a declared emergency under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario and the Executive Committee is unable to meet within 24 hours of such declaration.
- 11.1.2 For greater certainty, a declared emergency under this Article 11 does not constitute emergency circumstances for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act. For further certainty, a determination by the Board or the Minister of Health that emergency circumstances exist for purposes of initiating registrations under the Emergency Circumstances Practice class of certificates of registration contemplated in Ontario Regulation 865/93 under the Medicine Act does not constitute a declared emergency under this Article 11.

11.2 Emergency Measures and Limitations

- 11.2.1 The following provisions shall apply only in the event of a declared emergency under this Article 11:
 - (a) the Registrar or the Executive Committee shall give immediate notice to every Director that a declared emergency exists;
 - (b) three members of the Executive Committee, at least one of which shall be a Registrant Director and at least one of which shall be a Public Director, shall constitute a quorum, and this Section 11.2.1(b) also applies for the purpose of the Executive Committee declaring an emergency;

- (c) in the event that during the declared emergency there shall be one or more vacancies on the Executive Committee, each such vacancy shall be deemed to be filled by a Director in the following order:
 - (i) if the vacancy is the Board Chair position, the Board Vice-Chair shall become the Board Chair;
 - (ii) if the vacancy is the Board Vice-Chair position, the member of the Executive Committee (other than the Board Chair or past Board Chair, if on the Executive Committee) who has been on the Board the longest shall become the Board Vice-Chair;
 - (iii) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Public Director vacancy with a Public Director (other than a Public Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term);
 - (iv) except as set out in Sections 11.2.1(c)(i) and (ii), fill each Registrant Director vacancy with a Registrant Director (other than a Registrant Director who is appointed to the Governance and Nominating Committee) based on their seniority on the Board (for greater certainty, length of term); and
 - (v) subject to the quorum requirements in Section 11.2.1(b), if a vacancy on the Executive Committee is not able to be filled in accordance with Sections 11.2.1(c)(iii) or (iv), such vacancy may be filled by either a Public Director or a Registrant Director, despite Section 8.2.1;
- (d) a position on the Executive Committee may be declared vacant by the other members of the Executive Committee if the Director holding that position on the Executive Committee is considered by the other members of the Executive Committee to be unable to participate in Executive Committee meetings due to a circumstance connected to the declared emergency;
- (e) in the event that an election of Directors is not able to be held, the term of office of the Elected Directors shall continue despite Section 3.2 until the first regular meeting of the Board held after the election;
- (f) despite Section 6.2.2 and Section 6.2.3, a Board meeting may be called by the Board Chair or Registrar at any time on such notice as is sufficient for a quorum to be present, and such meeting may consider and deal with any matter that the Board agrees to consider by a simple majority of votes cast by the Directors in attendance at the meeting; and
- (g) the Executive Committee may vary the application of any provision(s) of the By-laws as it determines is necessary to facilitate the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandate, without the need to amend the By-laws, provided that such variation is not contrary to law and the affected By-laws shall be applied as enacted once the declared emergency is over.

11.2.2 The Executive Committee and the Registrar shall exercise the powers granted to them under this Article 11 only when, and to the extent, necessary in the circumstances.

11.2.3 In the event of a conflict between this Article 11 and any other provisions of the By-laws, the provisions of this Article 11 shall prevail.

11.3 Ceasing Emergency

11.3.1 The declared emergency is not intended to continue indefinitely and should be declared over, as provided in Section 11.3.2, when there is no longer a reasonable basis or rationale for keeping the declared emergency in place. Without limiting the generality of the foregoing, the Executive Committee or the Board should consider ceasing the declared emergency if one or more of the following applies:

- (a) if the emergency declared under the By-laws is related to, or affected by, an emergency declared under the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 anywhere in the Province of Ontario, the emergency declared under such Act is terminated; or
- (b) the circumstances leading to the declaration of emergency under the By-laws no longer exist or apply, or are not significantly impeding or negatively affecting, and are not expected to significantly impede or negatively affect, the proper functioning or operation of the College, the Executive Committee or the Board, or their ability to fulfill their mandates.

11.3.2 A declared emergency shall cease when the Executive Committee or the Board declares, by a motion decided by a simple majority vote of the votes cast at the meeting by the members of the Executive Committee or the Directors of the Board, as the case may be, in attendance (including the presiding officer of the meeting), that the emergency is over or the powers set out in this Article 11 are no longer needed.

PART 6. – REMUNERATION AND INDEMNIFICATION

ARTICLE 12 REMUNERATION

12.1 Board and Committee Remuneration

12.1.1 In Article 12, "**committee**" includes, in addition to committees (as defined in Section 1.1.1), a special committee, task force or other similar body established by the Board or the Executive Committee by resolution.

12.1.2 Nothing in Article 12 applies to a Public Director or to an employee of the College.

12.1.3 Except as provided in Section 12.2, Registrant Directors and committee members shall be remunerated for conducting College business, including attendance at, and preparation for, meetings of the Board or committees, at the hourly rate authorized in the budget approved by the Board for the fiscal year for which such remuneration is payable (the "**Hourly Rate**") in accordance with, and subject to, such limits, rules and processes established by the College from time to time.

- 12.1.4 Registrant Directors and committee members shall be remunerated for time spent travelling to or from College locations, in connection with the conduct of College business at the Hourly Rate.
- 12.1.5 Registrant Directors and committee members shall be reimbursed for eligible expenses for transportation, accommodations and meals they incur in the conduct of College business in accordance with, and subject to, such limits, rules and processes established by the College from time to time.
- 12.1.6 No person shall be paid under Section 12.1 or Section 12.2 except in accordance with properly submitted receipts or other supporting documents, in accordance with rules and processes established by the College from time to time.

12.2 Board Chair Remuneration

- 12.2.1 For all College business conducted by the Board Chair that is part of or related to the role of the Board Chair (for greater certainty, including external stakeholder meetings coordinated by the College), Section 12.1.3 does not apply and the College shall pay the Board Chair a stipend in the annual amount authorized in the budget approved by the Board for the fiscal year for which such stipend is payable, or if the Board Chair is unable or unwilling to serve any part of the term as Board Chair, a pro rata amount for the time served.
- 12.2.2 The Board Chair shall be remunerated at the Hourly Rate for College business conducted by the Board Chair that is not part of or related to the role of the Board Chair, including the following:
 - (a) attendance at and preparation for meetings of, and work resulting from, College advisory or working groups or committees other than the Executive Committee, the Governance and Nominating Committee and the Finance and Audit Committee; and
 - (b) authorized optional activities.
- 12.2.3 For greater certainty, Section 12.1.4 applies to the Board Chair, and amounts payable under Section 12.1.4 are not included in the stipend contemplated in Section 12.2.1 or in the remuneration payable to the Board Chair under Section 12.2.2.

ARTICLE 13 INDEMNIFICATION

13.1 Indemnification

- 13.1.1 Every Director, committee member, employee of the College and their heirs, executors and administrators (each, an **"Indemnified Party"**), and estate and effects, shall from time to time and at all times be indemnified and saved harmless by the College from and against:
 - (a) all liabilities, costs, charges and expenses whatsoever that an Indemnified Party sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Indemnified Party for or in

respect of any act, omission, deed, matter or thing whatsoever made, done or permitted by the Indemnified Party in or about the execution or intended execution of the duties of the Indemnified Party's office with the College; and

- (b) all other liabilities, costs, charges and expenses that the Indemnified Party sustains or incurs in or about or in relation to the Indemnified Party's office with the College or the affairs of the College,

except such liabilities, costs, charges or expenses as are occasioned by the Indemnified Party's intentional default, or dishonest, fraudulent, criminal or malicious acts or deeds.

- 13.1.2 Without limiting the generality of Section 13.1.1, if an employee (including a lawyer who is an employee) of the College is named in civil litigation or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the employee's employment by the College, the College shall pay for the employee's legal representation in the proceedings and any appeal, and shall pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been dishonest, fraudulent, malicious or committed a criminal offence, the College shall not be liable for such payment.

PART 7 – BUSINESS AND ORGANIZATIONAL MATTERS

ARTICLE 14 BUSINESS PRACTICES

14.1 Delegation

- 14.1.1 The Registrar may delegate any of the Registrar's powers or duties to other officers, agents, or employees of the College, subject to Section 14.6.2.

14.2 Fiscal Year

- 14.2.1 The fiscal year of the College shall be the calendar year, 01 January to 31 December inclusive.

14.3 Banking

- 14.3.1 The Executive Committee shall appoint one or more banks chartered under the *Bank Act*, S.C. 1991, c. 46 for the use of the College.
- 14.3.2 All money belonging to the College shall be deposited in the name of the College with one or more of the banks appointed in accordance with Section 14.3.1.

14.4 Investment

- 14.4.1 Funds of the College that are not immediately required may be invested by an investment dealer selected by, and acting in accordance with criteria or parameters given by, the Finance and Audit Committee, only in the following:

- (a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada;
- (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank listed in Schedule I to the *Bank Act*, S.C. 1991, c. 46; or
- (c) investment-grade money market funds previously approved for the purpose by the Finance and Audit Committee.

14.4.2 The Executive Committee may by resolution approve the investment or reinvestment of funds of the College that are not immediately required in any investment which the Executive Committee considers advisable, and two Signing Officers shall implement the decision.

14.5 Borrowing

14.5.1 The Board may by resolution:

- (a) borrow money on the credit of the College, except that a Board resolution is not required for the College to borrow amounts not exceeding \$250,000 in total;
- (b) limit or increase the amount or amounts to be borrowed; and
- (c) secure any present or future borrowing, or any debt, obligation, or liability of the College, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the College, whether present or future.

14.5.2 The Board or the Executive Committee may by resolution borrow money on behalf of the College for periods of six months or less secured only by investments of the College of the type set out in Section 14.4.1.

14.5.3 Two Signing Officers shall sign documents to implement a decision made under Section 14.5.1 or Section 14.5.2.

14.6 Signing of Contracts and Other Documents and Approval of Expenditures

14.6.1 The signing officers of the College shall be any of the following (the “**Signing Officers**”): the Registrar, the Chief Operating Officer, the Corporate Controller and the Corporate Accountant.

14.6.2 If Signing Officers are not reasonably available, the Registrar or the Chief Operating Officer may delegate signing authority for one or more contracts, agreements, instruments and other similar or related documents, and for authorizations for Obligations, to a College staff person who is an officer (including a deputy or associate Registrar) or director (each, a “**Delegated Signatory**”), such delegation to be in writing and saved in College systems. Despite the foregoing, the Registrar and the Chief Operating Officer may not delegate signing authority for any documents or authorizations contemplated in Section 14.5.3, Section 14.6.7, Section 14.6.10.

- 14.6.3 Contracts, agreements, instruments and other similar or related documents are subject to review by the College Legal Office in accordance with the internal College Agreement and Contract Management Policy.
- 14.6.4 Except as otherwise provided in the By-laws, contracts, agreements, instruments and any other documents requiring signature by the College shall be signed by a Signing Officer or a Delegated Signatory.
- 14.6.5 Goods may be purchased or leased, and services may be obtained, for the benefit of the College in accordance with the By-laws.
- 14.6.6 Budgeted Expenses: Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for expenditures or expenses (for greater certainty, whether for procurement of goods and services or for a non-procurement purpose) (collectively, “**Obligations**”) included or authorized in a budget approved by the Board shall be signed or authorized by a Signing Officer or Delegated Signatory.
- 14.6.7 Non-Budgeted Expenses: Contracts, agreements, instruments and any other documents requiring signature by the College, and any other authorization, for Obligations not included or authorized in a budget approved by the Board shall be signed or authorized by:
 - (a) a Signing Officer if the total Obligations are equal to or less than \$100,000;
 - (b) two of the Registrar, the Chief Operating Officer or the Corporate Controller if the total Obligations are greater than \$100,000 but not greater than \$250,000;
 - (c) subject to Section 14.6.8, one of the Registrar, the Chief Operating Officer or the Corporate Controller and one of the Board Chair or Board Vice-Chair if the total Obligations are greater than \$250,000;
 - (d) in the case of Obligations that are for legal services, legal advice or representation for the benefit of the College, the Chief Legal Officer (or their delegate) with the concurrence of the Registrar and one of the Board Chair or Board Vice-Chair after conferral with the Finance and Audit Committee; or
 - (e) the Executive Committee or the Board, by resolution.
- 14.6.8 Unless the Board or the Executive Committee directs otherwise by resolution, no Obligation greater than \$250,000 that is not authorized in a budget approved by the Board may be made or committed to, and no contract, agreement, instrument or other document relating to such an Obligation may be entered into, without providing an opportunity for the Finance and Audit Committee to consider the implications of the unbudgeted expenditure and provide a revised budget to the Executive Committee.
- 14.6.9 The Board may appoint any persons on behalf of the College to sign documents generally or to sign specific documents.

14.6.10 Two Signing Officers shall sign each cheque or authorize each electronic transfer of funds. A Signing Officer shall not sign a cheque or authorize an electronic transfer of funds payable to such Signing Officer.

14.6.11 Despite Section 14.6.4:

- (a) an offer of employment or an agreement for employment with the College (other than for the Registrar), which employment position is authorized by the College budget, shall be signed by the director of the department in which the employee is to be working, the manager responsible for hiring the employee, the director or manager of Human Resources, the Chief Operating Officer or the Registrar; and
- (b) an offer of employment to or an agreement for employment with the College for the Registrar shall be signed on behalf of the College by one of the Board Chair or the Board Vice-Chair.

14.7 Audit

14.7.1 The Auditor shall make such examinations as will enable the Auditor to report to the Board as required by law and under this Section 14.7.

14.7.2 The Auditor has a right of access at all reasonable times to all records, documents, books and accounts of the College and is entitled to require from Directors, officers and employees of the College such information as in the Auditor's opinion is necessary to enable the Auditor to report as required by law or under this Section 14.7.

14.7.3 The Auditor is entitled to attend any meeting of the Board and to be heard at any such meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor as Auditor.

14.7.4 The Auditor shall report:

- (a) in person to the Finance and Audit Committee on the financial statements and related matters as soon as possible after the financial statements are prepared and as far in advance of the Annual Financial Meeting as possible; and
- (b) to the Board at each Annual Financial Meeting on the financial statements, which shall be submitted to each Annual Financial Meeting, and the Auditor shall state in the report whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the College and the results of its operations for the period under audit in accordance with generally accepted accounting principles.

14.7.5 As soon as practical after each Annual Financial Meeting, the College shall, in a publication sent to the Registrants of the College generally, publish the financial statements submitted to such meeting, together with a report from the Auditor on those financial statements indicating whether, in the Auditor's opinion, the financial statements present fairly, in all material respects, the financial position of the

College and the results of its operations for the period under audit in accordance with generally accepted accounting principles, and comparing the information in the statement with that of the preceding fiscal year.

- 14.7.6 For the purposes of Sections 14.7.3 and 14.7.4, the Registrar is responsible to send notices of every meeting of the Board to the Auditor.

ARTICLE 15 BY-LAWS

15.1 Making and Amending By-laws

- 15.1.1 By-laws of the College may be made, revoked or amended in the manner contemplated in, and subject to the provisions of, the Code and this By-law.
- 15.1.2 A By-law may be made, revoked or amended by a simple majority of the votes cast at the meeting by the Directors in attendance, except that a By-law may not be made, revoked or amended pursuant to a motion at a regular meeting of the Board pursuant to Section 6.2.3(b)(iv).
- 15.1.3 Subject to the Code, a By-law or an amendment to or a revocation of a By-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.
- 15.1.4 All By-laws, including every amendment and revocation of a By-law, shall be maintained in the College records in the order in which they were passed.

ARTICLE 16 NOT-FOR-PROFIT STATUS

16.1 Not for Profit Status

- 16.1.1 No part of the College's income shall be payable to, or otherwise available for the personal benefit of, any Registrant, provided that this restriction shall not prevent a Registrant from receiving reasonable remuneration, including fees, wages, honoraria and expense reimbursement, for any services provided by such Registrant to or for the benefit of the College.
- 16.1.2 It is further specifically provided that in the event of dissolution or winding up of the College, all of the College's remaining assets after payment of the College's liabilities shall be distributed or disposed of to other not-for-profit or charitable organizations in the province of Ontario which carry on work and activities similar to those of the College and approved by the College.

PART 8 – FEES AND CHARGES

ARTICLE 17 APPLICATION FEES

17.1 Application Fees

- 17.1.1 A person who submits an application for a certificate of registration or authorization shall pay an application fee. The application fees are as follows:

- (a) for a certificate of registration authorizing postgraduate education, 25% of the annual fee specified in Section 18.1.2(a);
- (b) for a certificate of registration authorizing supervised practice of a short duration, 20% of the annual fee specified in Section 18.1.2(a);
- (c) for a certificate of registration authorizing temporary independent practice, 25% of the annual fee specified in Section 18.1.2(a);
- (d) for a certificate of registration authorizing practice as a physician assistant or for a certificate of registration authorizing practice in emergency circumstances for physician assistants, \$300;
- (e) for any other certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
- (f) for an application for reinstatement of a certificate of registration, 60% of the annual fee specified in Section 18.1.2(a);
- (g) for a certificate of authorization, \$400;
- (h) for an application to the Registration Committee for an order directing the Registrar to modify or remove terms, conditions or limitations imposed on the Registrant's certificate of registration by the Registration Committee, 25% of the annual fee specified in Section 18.1.2(a); and
- (i) if the person:
 - (i) meets the registration requirements applicable to the class of certificate of registration applied for, as prescribed in the Registration Regulation, Ontario Regulation 865/93 under the Medicine Act; and
 - (ii) requests the College to conduct the initial assessment of the application within three weeks after receipt by the College of the application,an additional fee equal to 50% of the application fee applicable to such person under Section 17.1.1(a), (b), (c), (d) or (e).

17.1.2 Application fees are due at the time the application is submitted. Application fees are not refundable, either in whole or in part.

ARTICLE 18 ANNUAL FEES

18.1 Annual Fees

18.1.1 Every holder of a certificate of registration or authorization, other than a holder of a certificate of registration authorizing supervised practice of a short duration or authorizing postgraduate education for an elective appointment or authorizing temporary independent practice, shall pay an annual fee.

18.1.2 Annual fees as of June 1, 2018, are as follows:

- (a) \$1,725 for a holder of a certificate of registration other than a certificate of registration authorizing postgraduate education, a certificate of registration authorizing supervised practice of a short duration, a certificate of registration authorizing temporary independent practice, or a certificate of registration authorizing practice as a physician assistant;
 - (b) for a holder of a certificate of registration authorizing postgraduate education applying to renew the holder's certificate of registration, 20% of the annual fee set out in Section 18.1.2(a);
 - (c) for a holder of a certificate of registration authorizing practice as a physician assistant or a certificate of registration authorizing practice in emergency circumstances for physician assistants, \$425; and
 - (d) despite Sections 18.1.2(a), (b) and (c), where the holder of a certificate of registration will be taking parental leave for a period of four months or longer during the membership year for which the annual fee applies because the holder is pregnant, has recently given birth or will be caring for their newborn or newly adopted child, the annual fee for such membership year is 50% of the annual fee applicable to the holder of the certificate of registration as set out in Sections 18.1.2(a), (b) and (c), so long as the holder applies to the College for this parental leave reduced annual fee prior to the close of the annual renewal period for such membership year. If an application for the parental leave reduced annual fee is received after the close of such annual renewal period, the parental leave reduced annual fee will be applied to the following membership year. The parental leave reduced annual fee is not available for holders of a certificate of registration authorizing supervised practice of a short duration. This Section 18.1.2(d) only applies to annual fees for membership years commencing on or after June 1, 2020.
- 18.1.3 The annual fee for a holder of a certificate of authorization, as of January 1, 2017, is \$175.
- 18.1.4 In addition to the amounts set out in Section 18.1.2, any outstanding balance owing to the College in respect of any decision made by a committee, and any fees payable under this By-law will be added to and included in the annual fees.
- 18.1.5 The due dates for the payment of annual fees are as follows:
- (a) if the College is issuing a certificate of registration or authorization, before the College issues the certificate;
 - (b) if the College is renewing a certificate of registration, other than a certificate of registration authorizing postgraduate education, on June 1 of each year;
 - (c) if the College is renewing a certificate of registration authorizing postgraduate education on an application for renewal, before the expiry of the previous certificate; and
 - (d) if the College is renewing a certificate of authorization, on the anniversary of the certificate's date of issue.

ARTICLE 19 COMMITTEE AND PROGRAM FEES

19.1 Committee and Program Fees

- 19.1.1 The College may charge a Registrant, a health profession corporation or other person a fee in connection with decisions or activities that the College or a College committee are required or authorized to make or do with respect to a Registrant, health profession corporation or other person. Such fees may include an administrative component relating to the decision or activity.
- 19.1.2 Committee and program fees include the following:
- (a) costs of a hearing or other items ordered by the Ontario Physicians and Surgeons Discipline Tribunal;
 - (b) for the College's quality assurance program, the costs to the College of completing an assessment and re-assessment authorized by Ontario Regulation 114/94 under the Medicine Act, including costs relating to assessors, the review of assessment reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
 - (c) for physician education and remediation programs:
 - (i) for individual education or remediation programs, the fee charged by the supervisor, monitor, preceptor or trainer, in addition to any administration fee charged by the College; and
 - (ii) for programs given by a university or other education institution, the fee charged by the institution;
 - (d) for monitoring, supervision or assessment pursuant to a decision of the Registration Committee, the fee charged by the monitor, supervisor or assessor in addition to any administration fee charged by the College;
 - (e) for the College's premises inspection program, the costs to the College of completing an inspection as authorized by Ontario Regulation 114/94 under the Medicine Act, including costs relating to inspectors, the review of premises inspection reports, preparation of written reports, monitoring compliance with conditions, and any administration fee charged by the College;
 - (f) fees relating to activities, including programs and assessments, referred to in undertakings entered into by a Registrant with the College;
 - (g) fees relating to orders and directions of committees; and
 - (h) costs to the College of completing an inspection or assessment as authorized by the *Independent Health Facilities Act*, including costs relating to inspectors and assessors, Facility Review Panels, preparation of assessments and

written reports, monitoring compliance with conditions, and any administration fee charged by the College.

- 19.1.3 The College may require a Registrant, applicant, health profession corporation or other person to pay a committee or program fee, including an annual fee, that is not set out in Section 19.1.2, in which case the College shall provide the Registrant, applicant, health profession corporation or other person with an invoice setting out the fee.

ARTICLE 20 PENALTY FEES AND INTEREST ON UNPAID FEES

20.1 Penalty Fees and Interest on Unpaid Fees

- 20.1.1 A Registrant who fails to pay an annual fee on or before the day on which the fee is due, other than a fee for a certificate of registration authorizing postgraduate education or a fee for a certificate of authorization, shall pay the College, in addition to the annual fee, a penalty fee of 25% of the applicable annual fee set out in Section 18.1.2.
- 20.1.2 A Registrant, health profession corporation or other person who fails to pay a committee or program fee on or before the day on which the fee is due shall pay the College, in addition to the applicable committee or program fee, a penalty fee of 25% of the applicable committee or program fee.
- 20.1.3 The College may charge interest at a rate of 18% per annum on any fee, including a penalty fee, that is unpaid as of the applicable due date, and the College shall consider the accrued interest on any unpaid fee as part of the fee itself.

20.2 Fees for Non-negotiable Payment

- 20.2.1 A Registrant shall pay the College a fee of \$50 where a financial institution returns a Registrant's cheque as non-negotiable, or the Registrant's payment by credit card to the College is not accepted by the Registrant's credit card provider.

20.3 Failure to Provide Information

- 20.3.1 The College may charge a Registrant a fee of \$50 for each notice it sends to the Registrant for the Registrant's failure to provide by the due date or, where there is no due date specified, within 30 days of a College written or electronic request in a form approved by the Registrar, any information that the College is required or authorized to request and receive from the Registrant.

20.4 Other Fees and Miscellaneous Provisions

- 20.4.1 A person who requests the Registrar to do anything that the Registrar is required or authorized to do by statute, regulation or by-law shall pay either:
- (a) the prescribed fee; or
 - (b) if there is no prescribed fee, the fee set by the Registrar.

20.4.2 The obligation of a Registrant or health profession corporation to pay a fee continues, despite any failure of the College to provide notice of the fee or provide notice of the fee by a certain date, or despite a failure of the Registrant or health profession corporation to receive notice of the fee.

20.4.3 The fees set out in the By-laws are exclusive of any applicable taxes.

PART 9 – REGISTER AND REGISTRANT MATTERS

ARTICLE 21 REGISTER

21.1 Registrant Names and Addresses

21.1.1 A Registrant's name in the Register shall be the Registrant's full name and consistent with the name of the Registrant as it appears on the Registrant's degree of medicine, in the case of a Physician Registrant, or the Registrant's physician assistant degree, in the case of a PA Registrant, in each case as supported by documentary evidence satisfactory to the College.

21.1.2 The Registrar may direct that a Registrant's name, other than as provided in Section 21.1.1, be entered in the Register if the Registrant satisfies the Registrar that the Registrant has validly changed the Registrant's name and that the use of the newer name is not for an improper purpose.

21.1.3 The Registrar may give a direction under Section 21.1.2 before or after the initial entry of the Registrant's name in the Register.

21.1.4 A Registrant's business address in the Register shall be the Registrant's principal place of practice reported by the Registrant to the College.

21.2 Additional Register Content

21.2.1 For purposes of paragraph 20 of subsection 23(2) of the Code, the Register shall contain the following additional information with respect to each Registrant:

- (a) any changes in the Registrant's name that have been made in the Register since the College first issued a certificate of registration to the Registrant, the date of such change, if known to the College, and each former name of the Registrant that was listed in the Register as the Registrant's name;
- (b) the Registrant's registration number;
- (c) the Registrant's gender;
- (d) the facsimile number or the business e-mail address that the Registrant makes available to the public and uses for practice purposes;
- (e) in addition to the Registrant's business address, other locations at which the Registrant practises medicine, if a Physician Registrant, or practises as a physician assistant, if a PA Registrant, reported by the Registrant to the College;

- (f) if the Registrant is no longer practising in Ontario, contact information regarding the transfer or provisional custody of medical records, if applicable and if that information has been provided to the College;
- (g) the language(s) in which the Registrant is competent to conduct practice, as reported by the Registrant to the College;
- (h) in the case of a Physician Registrant, the name of the medical school from which the Registrant received their degree in medicine, or in the case of a PA Registrant, the name of the physician assistant training program from which the Registrant received their physician assistant degree, and in each case, the year in which the Registrant obtained the degree;
- (i) a description of the postgraduate training in Ontario for each Registrant who holds a certificate of registration authorizing postgraduate education;
- (j) the date the Registrant received specialty certification or recognition (if any);
- (k) the name of each hospital in Ontario where the Registrant holds privileges and appointment to the professional staff of the hospital;
- (l) all revocations of the Registrant's hospital privileges at hospitals in Ontario reported to the College by hospitals under section 85.5 of the Code or section 33 of the *Public Hospitals Act*, R.S.O. 1990, c. P.40, as amended from time to time;
- (m) the classes of certificate of registration held by the Registrant and the date on which each certificate was issued;
- (n) if the Registrant's certificate of registration is revoked or suspended:
 - (i) the effective date of the suspension or revocation of the Registrant's certificate of registration;
 - (ii) the committee that ordered the suspension or revocation of the Registrant's certificate of registration, if applicable; and
 - (iii) the date of removal of a suspension, if applicable;
- (o) if the Registrant's certificate of registration is expired, the expiration date and the reason for the expiry;
- (p) in respect of a decision of the ICRC that includes a disposition of a caution, if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file, is dated on or after January 1, 2015:
 - (i) a summary of that decision; and
 - (ii) if applicable, a notation that the decision has been appealed or reviewed.

If that decision is overturned on appeal or review, the summary of that decision shall be removed from the Register;

- (q) in respect of a decision of the ICRC that includes a disposition of a SCERP, if the complaint that led to the decision, or, in a case where there is no complaint, the first appointment of investigators in the file is dated on or after January 1, 2015:
 - (i) a summary of that decision, including the elements of the SCERP;
 - (ii) if applicable, a notation that the decision has been appealed or reviewed; and
 - (iii) a notation that all of the elements of the SCERP have been completed, when so done.

If that decision is overturned on appeal or review, the summary of that decision shall be removed from the Register;

- (r) if terms, conditions and limitations (other than those prescribed by a regulation made under the Act or the Medicine Act) are imposed on the Registrant's certificate of registration or if terms, conditions and limitations in effect on the Registrant's certificate of registration are amended:
 - (i) the effective date of the terms, conditions and limitations imposed or of the amendments; and
 - (ii) a notation as to whether the Registrant or a committee imposed or amended the terms, conditions and limitations on the Registrant's certificate of registration, and if a committee, the name of the committee;
- (s) if the Registrant's certificate of registration is subject to an interim order of the ICRC made on or after October 16, 2024, a notation of that fact, the nature of that order and the effective date of that order, until such interim order is no longer in effect;
- (t) if an allegation of professional misconduct or incompetence against the Registrant has been referred to the Ontario Physicians and Surgeons Discipline Tribunal and not yet decided:
 - (i) a summary of the allegation and/or notice of hearing if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal prior to October 16, 2024;
 - (ii) the notice of hearing if it was referred to the Ontario Physicians and Surgeons Discipline Tribunal on or after October 16, 2024;
 - (iii) the anticipated date of the hearing, if the date has been set;

- (iv) if the hearing has been adjourned and no future date has been set, the fact of the adjournment; and
 - (v) if the decision is under reserve, that fact;
- (u) if the result of a disciplinary proceeding in which a finding was made by the Ontario Physicians and Surgeons Discipline Tribunal in respect of the Registrant is in the Register:
 - (i) the date on which the Ontario Physicians and Surgeons Discipline Tribunal made the finding;
 - (ii) the date on which the Ontario Physicians and Surgeons Discipline Tribunal ordered any penalty; and
 - (iii) if the finding is appealed, the status of the appeal and the disposition of the appeal;
- (v) if an allegation of the Registrant's incapacity has been referred to the Fitness to Practise Committee and not yet decided:
 - (i) a notation of that fact; and
 - (ii) the date of the referral;
- (w) if the result of an incapacity proceeding in which a finding was made by the Fitness to Practise Committee in respect of the Registrant is in the Register:
 - (i) the date on which the Fitness to Practise Committee made the finding;
 - (ii) the effective date of any order of the Fitness to Practise Committee;
 - (iii) if the finding is under appeal, a notation to that effect; and
 - (iv) when an appeal of a finding of incapacity is finally disposed of, the notation added under Section 21.2.1(w)(iii) shall be removed;
- (x) if an application for reinstatement has been referred to the Ontario Physicians and Surgeons Discipline Tribunal:
 - (i) that fact; and
 - (ii) if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal;
- (y) if an application for reinstatement has been made to the Board or the Executive Committee under section 74 of the Code:
 - (i) that fact;

- (ii) the date on which the Board or the Executive Committee will consider the application;
 - (iii) in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary proceedings, if the application has been decided, the decision of the Board or Executive Committee; and
 - (iv) in the case of an application with respect to a person whose certificate of registration has been revoked or suspended as a result of incapacity proceedings, if the application has been decided, a summary of the decision of the Board or Executive Committee or if the Registrar determines that it is in the public interest that the decision be disclosed, the decision of the Board or Executive Committee;
- (z) if an application to vary, suspend or cancel an order of the Ontario Physicians and Surgeons Discipline Tribunal has been filed on or after June 16, 2022:
- (i) that fact; and
 - (ii) if the application has been decided, the decision of the Ontario Physicians and Surgeons Discipline Tribunal;
- (aa) if the Registrant has been charged with an offence under the Health Insurance Act, and the charge is outstanding and is known to the College:
- (i) the fact and content of the charge; and
 - (ii) the date and place of the charge;
- (bb) any currently existing conditions of release following a charge against the Registrant for a Health Insurance Act offence, or subsequent to a finding of guilt under the Health Insurance Act and pending appeal, or any variations to those conditions, in each case if known to the College;
- (cc) if there has been a finding of guilt made against the Registrant under the Health Insurance Act on or after June 1, 2015, under any criminal laws of another jurisdiction on or after September 20, 2019, or under laws of another jurisdiction comparable to the Health Insurance Act or the Controlled Drugs and Substances Act on or after September 20, 2019, in each case if known to the College:
- (i) a brief summary of the finding;
 - (ii) a brief summary of the sentence;
 - (iii) if the finding is under appeal, a notation that it is under appeal, until the appeal is finally disposed of; and
 - (iv) the dates of the information under Sections 21.2.1(cc)(i-iii);

- (dd) if a notation of a finding of professional negligence or malpractice in respect of the Registrant is in the Register:
 - (i) the date of the finding; and
 - (ii) the name and location of the court that made the finding against the Registrant, if known to the College; and
- (ee) the date on which the College issued a certificate of authorization in respect of the Registrant, and the effective date of any revocation or suspension of the Registrant's certificate of authorization.

21.2.2 The Register shall contain the most current outcome or status of inspections of all premises (including conditions and/or reasons for fail results) carried out under Part XI of Ontario Regulation 114/94 under the Medicine Act, including the relevant date.

21.3 Public Information

21.3.1 All information required by the By-laws to be contained in the Register is designated as public, other than:

- (a) any information that, if made public, would violate a publication ban if known to the College; and
- (b) information that the Registrar refuses or has refused to post on the College's website pursuant to subsection 23(6), (7), (8), (9) or (11) of the Code.

21.3.2 Notwithstanding Section 21.3.1, the content of terms, conditions or limitations are no longer public information if:

- (a) the terms, conditions or limitations were directed to be imposed upon the Registrant's certificate of registration by a committee other than the Ontario Physicians and Surgeons Discipline Tribunal; and
- (b) the terms, conditions or limitations have been removed from the Register.

21.3.3 The Registrar may give any information contained in the Register which is designated as public to any person in printed, electronic or oral form.

ARTICLE 22 LIABILITY PROTECTION

22.1 Liability Protection

22.1.1 Each Registrant shall obtain and maintain professional liability protection that extends to all areas of the Registrant's practice, through one or more of:

- (a) membership in the Canadian Medical Protective Association;

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

ARTICLE 23 REGISTRANT INFORMATION

23.1 Notification Required by Registrants

23.1.1 A Registrant shall notify the College in writing or electronically as specified by the College of:

- (a) the Registrant's preferred mailing address and e-mail address for communications from the College;
- (b) the address and telephone number of the Registrant's business address that is the Registrant's principal place of practice;
- (c) the identity of each hospital and health facility in Ontario where the Registrant holds privileges and appointment to the professional staff; and
- (d) any changes in the Registrant's name that have been made in the Register since the College first issued a certificate of registration to the Registrant.

23.1.2 If there is a change in the information provided under Section 23.1.1, the Registrant shall notify the College in writing or electronically, as specified by the College, of the change within 30 days of the effective date of the change.

23.1.3 The College may at any time and from time to time request information from its Registrants. In response to each such request, each Registrant shall accurately and fully provide the College with the information requested using the Member Portal, or such other form or method specified by the College, by the due date set by the College. A College request for Registrant information may include the following:

- (a) the Registrant's home address;
- (b) the address of all locations at which the Registrant practises medicine, if a Physician Registrant, or practises as a physician assistant, if a PA Registrant, in each case together with a description or confirmation of the services and clinical activities provided at all locations at which the Registrant practises;
- (c) a business e-mail address that the Registrant makes available to the public and uses for practice purposes;
- (d) the names, business addresses and telephone numbers of the Registrant's associates and partners;
- (e) information required to be maintained on the Register of the College;

- (f) the Registrant's date of birth;
- (g) information respecting the Registrant's participation in continuing professional development and other professional training, including acceptable documentation confirming completion of continuing professional development programs in which the Registrant has participated during a specified period of time;
- (h) the types of privileges held at each hospital at which the Registrant holds privileges and appointment to the professional staff of the hospital;
- (i) information that relates to the professional characteristics and activities of the Registrant that may assist the College in carrying out its objects, including:
 - (i) information that relates to the Registrant's health;
 - (ii) information about actions taken by other regulatory authorities and hospitals in respect of the Registrant;
 - (iii) information related to civil lawsuits involving the Registrant;
 - (iv) information relating to criminal arrest(s) and charge(s); and
 - (v) information relating to offences; and
- (j) information for the purposes of compiling statistical information to assist the College in fulfilling its objects.

23.2 Adverse Event Reports

- 23.2.1 In this Section 23.2.1, “**premises**” and “**procedure**” have the definitions that are set out in section 44(1) of Ontario Regulation 114/94 made under the Medicine Act 1991.
- 23.2.2 Every Registrant who performs a procedure in a premises subject to inspection under Part XI of Ontario Regulation 114/94 made under the Medicine Act shall report to the College, in writing or electronically as specified by the College, within 24 hours of learning of any of the following events:
 - (a) death within the premises;
 - (b) death within 10 days of a procedure performed at the premises;
 - (c) any procedure performed on wrong patient, site, or side; or
 - (d) transfer of a patient from the premises directly to a hospital for care.
- 23.2.3 In addition to reporting the event, the Registrant shall provide all information underlying the event to the College in writing or electronically as specified by the College and in an adverse events reporting form approved by the College.

23.3 Information for Registration Applications

- 23.3.1 When applying for a certificate of registration or a renewal of a certificate of registration, an applicant must sign a declaration that the Registrant complies with Section 22.1.1.
- 23.3.2 A Registrant must have available at the Registrant's Business Address, in written or electronic form, for inspection by the College, evidence that the Registrant complies with Section 22.1.1, or may have the provider of the protection under Section 22.1.1 provide regular updates to the College confirming compliance with Section 22.1.1.
- 23.3.3 Section 22.1.1 and Section 23.3.1 do not apply to:
- (a) a Registrant who provides written evidence, satisfactory to the College, that the Registrant is not providing any medical service in Ontario to any person;
 - (b) a person who holds emeritus status or who is designated as a life member under section 43 of Ontario Regulation 577/75; or
 - (c) a Registrant who provides written evidence, satisfactory to the College, from the Registrant's employer that:
 - (i) the Registrant is only providing medical service to other employees of the employer, and not to any members of the public; and
 - (ii) any professional liability claim made against the Registrant will be covered by the employer or the employer's insurer.

23.4 Health Profession Corporation Shareholders

- 23.4.1 Every health profession corporation that holds a certificate of authorization from the College shall provide the Registrar with notice, in writing or electronically as specified by the College, of any change in the shareholders of such corporation who are Registrants within 15 days following the occurrence of such change.
- 23.4.2 The notice required by Section 23.4.1 shall include the identity of the shareholder who has ceased to be a shareholder, and the identity of any new shareholder(s), and the date upon which such a change occurred. The notice required by Section 23.4.1 shall be signed by a director of the health profession corporation.
- 23.4.3 The notice required by Section 23.4.1 may be sent (a) electronically as specified by the College, or (b) in printed form by regular mail, courier or personal delivery addressed to the Registrar, in care of the Registration Department of the College, re: Notice of Shareholder Change. The Registrar may from time to time approve one or more standard forms (printed and/or electronic) for the purposes of providing the notice required by Section 23.4.1 and if any such form has been approved, the notice shall be submitted in the applicable approved form.

23.5 Member Portal

- 23.5.1 If the College specifies, or the By-laws require or permit, that a Registrant or a health profession corporation provide or submit to the College a notice, information, declaration or other documentation electronically, the term “**electronically**” includes (but is not limited to, unless the College specifies otherwise) the College’s electronic portal system for Registrants (the “**Member Portal**”).

ARTICLE 24 EMERITUS STATUS

24.1 Emeritus Status

- 24.1.1 The Registrar may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and who:
- (a) has held a certificate of registration authorizing independent practice, a General licence under Part III of the *Health Disciplines Act* or the equivalent licence under a predecessor of such Act, or some combination of them, continuously for 25 years;
 - (b) has not been the subject of a finding of professional misconduct or incompetence that has been entered in the Register;
 - (c) at the time of application, is not:
 - (i) in default of payment of any fee payable to the College;
 - (ii) in default of providing to the College any information required by or under an Act or regulation; and
 - (iii) is not the subject of proceedings for professional misconduct or incompetence; and
 - (d) is fully retired from the practice of medicine.
- 24.1.2 The Registration Committee may grant emeritus status to a former holder of a certificate of registration of any class who applies therefore and complies with Sections 24.1.1(c) and 24.1.1(d).
- 24.1.3 A person with emeritus status may not practise medicine.
- 24.1.4 A Registrant who was designated as a life member under section 43 of Ontario Regulation 577/75 or a predecessor thereof shall be deemed to continue as a person with emeritus status but a life member who continues to meet the requirements of section 43 of Ontario Regulation 577/75 may elect to maintain their life membership.

24.2 Expiry and Renewal of Emeritus Status

- 24.2.1 The Registrar shall provide an application for renewal to each person with emeritus status and each life member at the person’s last known address or e-mail address before April 15 in each year, together with notification that the person’s emeritus

status or life membership will expire unless the completed application for renewal is received by the Registrar by the following May 31.

- 24.2.2 An emeritus status and a life membership expire unless the Registrant's completed application for renewal is received by May 31 of each year.
- 24.2.3 The Registrar shall, and the Registration Committee may, renew the emeritus status of a person whose emeritus status has expired on the same basis as the Registrar or the Registration Committee may grant emeritus status under Section 24.1.
- 24.2.4 A life membership which expires may not be renewed, but a life member whose membership has expired is entitled to emeritus status.

**SCHEDULE 1
TO BY-LAW NO. 168
RULES OF ORDER OF THE BOARD**

General Procedure

1. The presiding officer of the Board meeting shall preserve order and decorum and shall rule on any question of order or procedure. Within their duty to preserve order, the presiding officer may relax these Rules of Order if, in the presiding officer's opinion, strict adherence to the Rules of Order is counterproductive to an orderly meeting of the Board.
2. These Rules of Order shall apply, with necessary modifications, to meetings held by telephonic or electronic means.
3. Each agenda item will be introduced briefly by the presiding officer, or the Director or committee chair affiliated with the motion.
4. The presiding officer may allow discussion of an agenda topic without a motion needing to be made first. A motion may be made after a discussion on the topic. If a motion is made, the rules pertaining to motions shall apply.
5. The Board may decide matters by consensus and may indicate preferences by a straw vote or other informal method but, subject to Section 6.2.3, motions will usually be made if:
 - (a) a decision will commit the College to an action or a public position; or
 - (b) the presiding officer or the Board is of the opinion that the nature of the matter or of the discussion warrants a motion.

Motions

6. All motions shall be in writing, seconded and given to the presiding officer before being considered except that, if a motion has been printed and distributed to the Board before being made, it does not need to be given to the presiding officer before being considered.
7. When a motion that has not been printed and distributed to the Board is given to the presiding officer, the presiding officer shall then read it aloud, and any Director may require it to be read at any time, but not so as to interrupt a Director while speaking.
8. When the motion contains distinct propositions, any Director may require the vote upon each proposition to be taken separately.
9. The presiding officer shall rule a motion out of order if, in their opinion, a motion is contrary to these Rules of Order or the By-laws.

Amendments and other subordinate motions

10. A substantive motion in writing that has been moved, seconded and given to the presiding officer may be amended by a motion to amend. The presiding officer shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
11. When a motion has been moved, seconded and given to the presiding officer, no other motion may be made except a motion to amend the motion, to refer the motion to a

committee, to postpone the motion, either indefinitely or to a specific meeting, to call the question, to adjourn the debate or to adjourn the meeting.

12. When a motion to refer a motion to a committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.
13. A motion to amend the main motion shall be disposed of before the main motion is decided and, if there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

Voting

14. When a matter is being voted on no further debate is permitted.
15. No Director shall vote upon any motion in which the Director has a conflict of interest, and the presiding officer shall disallow the vote of any Director on any motion in which the presiding officer believes the Director has a conflict of interest.

Preserving Order

16. If the presiding officer has ruled on a question of order or procedure, a Director who believes the presiding officer's ruling is wrong may appeal the ruling to the Board.
17. The presiding officer shall call upon Directors to speak as nearly as feasible in the order in which they indicate a wish to speak.
18. When any Director wishes to speak, the Director shall so indicate by raising their hand (or the electronic equivalent) and shall address the presiding officer and confine themselves to the matter under discussion.
19. The presiding officer may permit College staff and consultants with expertise in the matter to make presentations and answer specific questions about a matter being discussed.
20. Observers are not permitted to speak at a meeting of the Board unless invited to do so, but in any event, observers may not speak to a motion prior to the Board voting on the motion.
21. If a Director believes that another Director has behaved improperly or that the Board has broken these Rules of Order or the By-laws, the Director may state a point of order. The presiding officer shall promptly rule on the point of order, which is subject to an appeal to the Board. Directors are not permitted to raise a "point of personal privilege" or a "point of privilege".
22. The presiding officer may limit the number of times a Director may speak, limit the length of speeches and impose other restrictions reasonably necessary to finish the agenda of a meeting.
23. Except where inconsistent with the Act, the Medicine Act, the regulations or the By-laws, any questions of procedure at or for any meetings of the Board shall be determined by the presiding officer of such meeting in accordance with these Rules of Order. When a circumstance arises that is not provided for by these Rules of Order or in the By-laws, the presiding officer shall make a ruling, which is subject to an appeal to the Board.

**SCHEDULE 2
TO BY-LAW NO. 168 (CPSO BY-LAWS)
TABLE OF AMENDMENTS**

BY-LAW	ACTION	DATE
Declared Emergency By-law (By-law No. 145)	Last revision prior to amalgamation into By-law No. 168	December 10, 2021
General By-law	Last revision prior to amalgamation into By-law No. 168 (other than register and membership information provisions)	December 9, 2022
Fees and Remuneration By-law (By-law No. 2)	Last revision prior to amalgamation into By-law No. 168	December 9, 2022
By-law No. 168	Enacted, as amalgamation of: <ul style="list-style-type: none"> • General By-law (excerpts) • Fees and Remuneration By-law (By-law No. 2), and • Declared Emergency By-law (By-law No. 145) 	December 7, 2023
By-law No. 168	Amendments	February 29, 2024
By-law No. 168	Specific pending amendments put into effect	May 31, 2024
By-law No. 168	Register and Member Information By-laws (By-law No. 158) put into effect and incorporated into By-law No. 168.	October 16, 2024
General By-law	Part 4 of the General By-law is revoked.	October 16, 2024
General By-law	General By-law is revoked.	November 29, 2024
CPSO By-laws	<ul style="list-style-type: none"> • Pending amendments put into effect • Additional amendments 	November 29, 2024 (as of close of Annual Organization Meeting)
CPSO By-laws	Amendments	March 7, 2025