

Canadian Midwifery Regulators Council

By-laws

Approved October 2, 2017 Effective April 1, 2018

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**Canadian Midwifery
Regulators Council** | Promoting safe, quality
midwifery care.

**The By-laws relating generally to the conduct of the affairs of the
Canadian Midwifery Regulators Council
(the "CMRC")**

Preamble

The Canadian Midwifery Regulators Council (CMRC) is the federation of provincial and territorial regulatory or governmental bodies identified in legislation as responsible for the regulation of midwifery in their respective jurisdictions.

BE IT ENACTED as a by-law of the CMRC as follows:

1. Definition

In this by-law and all other by-laws of the CMRC, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Annual Fee" means the membership dues determined by the Board to be paid annually by CMRC members.

"Annual General Meeting" means an annual meeting of the Members of the nature described in Section 5.1;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CMRC;

"Board" means the board of directors of the CMRC;

"By-laws" means this by-law and any other by-law of the CMRC as amended and which are, from time to time, in force and effect;

"Days" means calendar days, unless otherwise stipulated;

"Director" means a director of the CMRC Board of Directors;

"Executive Director" means the individual appointed by the board to manage the affairs of the CMRC;

"Member" means the member organization of the CMRC;

"Meeting of Members" means a meeting of members and includes an Annual General Meeting or Special Meeting;

"Officer" means an officer of the CMRC;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Persons" includes individuals, firms and corporations;

"Proposal" means a proposal submitted by a member that meets the requirements of section 163 of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The CMRC may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the CMRC shall be the custodian of the corporate seal.

4. Membership

4.1. Conditions of Membership

(1) Subject to the articles, there shall be one class of members in the CMRC.

(2) Membership in the CMRC shall only be available to Canadian provincial and territorial bodies with the legislated authority to regulate midwifery in their respective jurisdictions.

(3) Each member must be approved by the Directors before being admitted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraph 197(1)(e).

4.2. Entitlement

Members shall be entitled to:

(a) receive notice of any meeting of members;

(b) designate one delegate, who:

(i) is entitled to attend any meeting of members and vote on all matters on which members are entitled to vote, in the manner and form indicated in the By-laws; and

- (ii) who shall also be appointed as a director pursuant to Section 6.4; and
- (c) receive a copy of the Annual Financial Statements.

4.3. Membership Transferability

A membership may only be transferred to the CMRC. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4.4. Membership Dues

Annual membership dues are a requirement of membership, payable in the amounts and in the manner to be determined by the board from time to time.

4.5. Termination of Membership

A membership in the CMRC is terminated when:

- 4.5.1. the member ceases to meet the membership criteria set out in section 4.1 of these bylaws, or fails to pay dues in the manner set out in section 4.4 of these bylaws;
- 4.5.2. the member is liquidated or dissolved;
- 4.5.3. the member's membership is terminated by a vote of two-thirds (2/3) of the Directors or their membership is otherwise terminated in accordance with the articles, by-laws or any other unanimous agreement of the members as may be in force from time to time;
- 4.5.4. the member withdraws from the CMRC; or
- 4.5.5. the CMRC is liquidated and dissolved under the Act.

4.6. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the CMRC, automatically cease to exist.

4.7. Discipline of Members

The board shall have authority to suspend or terminate the membership of any member from the CMRC for any one or more of the following grounds:

- 4.7.1. violating any provision of the articles, by-laws, or written policies of the CMRC;
- 4.7.2. carrying out any conduct which may be detrimental to the CMRC as determined by the board in its sole discretion;
- 4.7.3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CMRC.

In the event that the board determines that a member should be expelled or suspended from membership in the CMRC, the chairperson, or such other officer as may be designated by the board, shall provide twenty (20) business-days notice of suspension or termination to the member

and shall provide reasons for the proposed suspension or termination. The member may make written submissions to the chairperson, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) business-day period. In the event that no written submissions are received by the chairperson, the chairperson, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the CMRC. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) business-days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

5. Members Meetings

5.1. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, personal delivery, telephone, electronic or other communication facility at least 28 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the CMRC to change the manner of giving notice to members entitled to vote at a meeting of members.

5.1.1 Annual General Meeting

An Annual Meeting shall be held not later than 18 months after the incorporation of the CMRC, and thereafter, not later than 15 months after the holding of the preceding Annual Meeting but no later than six months after the end of the CMRC's preceding financial year, at such place within or outside Canada, on such day and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented;
- (b) vacancies on the Board shall be filled;
- (c) the Public Accountant for the ensuing year shall be appointed; and
- (d) the fee of the Public Accountant shall be fixed or provision shall be made for such fee to be fixed by the Board.

A copy of the Annual Financial Statements shall be sent to the Director appointed by the Minister to exercise the powers of the Director under the Act at least 21 days before the date fixed for the Annual Meeting.

5.2. Absentee Voting at Members Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the CMRC has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and
(b) permits the tallied votes to be presented to the CMRC without it being possible for the CMRC to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the CMRC to change this method of voting by members not in attendance at a meeting of members.

5.3. Place of Members Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

5.4. Persons Entitled to be Present at Members Meetings

The only persons entitled to attend a meeting of the members shall be the delegate designated by each member, the Public Accountant, guests invited by the chair and any other persons who are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other persons (herein "Observers") may be admitted only on the invitation of the chair of the meeting or with the consent of the chair. Only the delegates designated by the members will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the consent of the meeting. A member must send the request to the chair to have one or more Observers attend at least 14 days prior to a meeting in order to gain consent for such Observers to attend a meeting.

5.5. Quorum at Members Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.6. Votes to Govern at Members Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.7. Participation by Electronic Means at Members Meetings

If the CMRC chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means

of any telephonic, electronic or other communication facility that the CMRC has made available for that purpose.

5.8. Members Meeting Held Entirely by Electronic Means

If the directors or members of the CMRC call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A minimum of one in-person members meeting must be held annually.

6. Board of Directors

6.1. Qualifications

In order to serve as a director, an individual must:

- (a) be a delegate designated by a Member in accordance with Section 4.2 (b);
- (b) not have been removed as a Director in accordance with Section 6.11 in the preceding six years;
- (c) be 18 years of age or older;
- (d) not be Declared Incapable; and
- (e) not be an undischarged bankrupt.

6.2. Duties and Power of the Board

The board of the CMRC has the authority to govern, determine and administer the affairs of the CMRC, and may:

- 6.2.1. enter into contracts and agreements on behalf of the CMRC;
- 6.2.2. expend such monies as it considers necessary to conduct the affairs of the CMRC;
- 6.2.3. subject to the Act and any unanimous agreement of the members:
 - (a) borrow money on the credit of the CMRC;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the CMRC;
 - (c) give a guarantee on behalf of the CMRC to secure an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the CMRC, owned or subsequently acquired, to secure any debt obligation of the CMRC;
- 6.2.4. establish membership fees;
- 6.2.5. designate the offices of the CMRC, appoint the Executive Director to manage the affairs of the CMRC, elect or appoint officers, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the CMRC should the Executive

Director position become vacant for any reason. A director may be appointed to any office of the CMRC. Two or more offices may be held by the same person.

6.2.6. appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.

6.3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the CMRC shall be signed by any two (2) authorized officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the CMRC to be a true copy thereof.

6.4. Appointment and Term of Office of Directors

Subject to the articles and the by-law, the members shall appoint the directors designated by the members pursuant to Section 4.2(b) at an Annual Meeting. All appointments shall be made in accordance with any board policy in place from time to time. Each Director shall be appointed to hold office until the next Annual Meeting after such director is appointed, at which time, each such director shall retire as a director, but, if qualified, shall be eligible for reappointment.

6.5. Vacancy on the Board of Directors

In the event of a vacancy on the board due to resignation or inability to serve, the directors may appoint a person to fill such vacancy for the term of the original director.

6.6. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

6.7. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the CMRC not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.8. Regular Meetings of the Board of Directors

The board may schedule regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.9. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, questions will be decided by consensus. If a decision cannot be reached by consensus, the decision will be decided by a 2/3 majority of the votes cast on the question.

6.10. Office Descriptions and Terms

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the CMRC will be held by board members elected by the board of directors. The offices will constitute the Executive of the board and shall have the following duties and powers associated with their positions:

6.10.1 Chair of the Board

6.10.1.1 The Chair of the Board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

6.10.1.2 The Chair shall hold office for a term of two (2) years and may serve no more than three (3) consecutive terms.

6.10.1.3 The board may appoint a non-member to serve as Chair in an ex-officio non-voting capacity.

6.10.2 Vice-Chair of the Board

6.10.2.1 If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the board when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

6.10.2.2 The Vice-Chair shall hold office for a term of two (2) years and may serve no more than three (3) consecutive terms.

6.10.3 Secretary

6.10.3.1 The secretary shall attend and be the secretary of all meetings of the board and member meetings. The secretary shall enter or cause to be entered in the CMRC's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of

committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the CMRC.

6.10.3.2 The secretary shall hold office for a term of two (2) years and may serve no more than three (3) consecutive terms.

6.10.3.3 The board may appoint the Executive Director to serve as Secretary in an ex-officio non-voting capacity for a term of one (1) year. There is no limit to the number of terms the Executive Director shall be eligible to serve as Secretary.

6.10.4 Treasurer

6.10.4.1 The treasurer shall have such powers and duties as the board may specify.

6.10.4.2 The treasurer shall hold office for a term of two (2) years and may serve no more than three (3) consecutive terms.

6.10.4.3 The board may appoint the Executive Director to serve as Treasurer in an ex-officio non-voting capacity for a term of one (1) year. There is no limit to the number of terms the Executive Director shall be eligible to serve as Treasurer.

6.10.5 Past Chair

6.10.5.1. Where the Board determines that the Past Chair of the Board may serve as a member of the Executive Committee, the Past Chair may serve for up to one year as an ex-officio member of the Executive Committee and shall not be entitled to vote.

The powers and duties of all other officers of the CMRC shall be such as the terms of their engagement call for or the board or chairperson requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.11. Vacancy in Office

The board may remove, whether for cause or without cause, any officer of the CMRC through a 2/3 majority vote of directors, provided that the officer has been notified in advance of the proposed resolution to do so and has had an opportunity to respond.

Unless so removed, an officer shall hold office until the earlier of:

6.11.1 Except in the case of a chair appointed pursuant to Section 6.10.1.3, such officer ceasing to be a director; or

6.11.2 the officer's successor being appointed;

6.11.3 the officer's resignation;

6.11.4 such officer's death.

If the office of any officer of the CMRC shall be or become vacant, the board shall appoint a person to fill such vacancy by holding a by-election.

7. Protection of Directors and Officers

The CMRC shall purchase and maintain Directors and Officers liability insurance.

8. Indemnification

The CMRC will indemnify all directors and officers, and former directors and officers, against all costs, charges and expenses actually and reasonably incurred by such director or officer in carrying out his or her duties as a director or officer, including any amount paid to settle or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director of the CMRC, except in respect of any claims, demands, causes of action, costs, charges or expenses arising from such director or officer's gross negligence and/or fraudulent conduct. Each director and officer of the CMRC on being elected or appointed will be deemed to have contracted with the CMRC on the terms of the foregoing indemnity.

9. Conflict of Interest

The CMRC shall have a conflict of interest policy applicable to all directors and officers. Any officer or director in a conflict of interest situation shall identify the conflict and adhere to the policy of the CMRC and the Act.

10. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

11. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the CMRC has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the CMRC are as much as possible to be resolved in accordance with mediation and/or arbitration.

13. Dissolution

The dissolution of the CMRC shall require a resolution to be passed by two thirds (2/3) of the members.

In the event of a dissolution of the CMRC, its remaining assets, following the payment of outstanding liabilities, shall be distributed to the members in an agreed upon way.

14. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the CMRC. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.