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THE COLLEGE OF  
VETERINARIANS  
OF ONTARIO

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# **COLLEGE OF VETERINARIANS OF ONTARIO**

## **BY-LAWS**

**APPROVED BY COUNCIL – December 4, 2018**

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**A by-law relating generally to the transaction of the affairs of  
THE COLLEGE OF VETERINARIANS OF ONTARIO**

**1. INTERPRETATION**

**1.01 – Definitions**

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

“Act” means the *Veterinarians Act*, R.S.O. 1990, c. V.3 and includes the regulations made under it;

“Annual Council meeting” means an annual meeting of the Councillors of the nature described in Section 11.01(ii)

“Annual General meeting” means an annual meeting of the Licensed Members of the nature described in Section 22.01(1)

“Auditor” means the accountant or firm of accountants duly licensed under the *Public Accounting Act* who have been appointed under section 4.14;

“By-Law” or “By-Laws” means the By-Laws of the College;

“College” means the College of Veterinarians of Ontario;

“Committee” means a committee of the College and includes statutory committees established under section 10 of the Act, standing committees, task forces, advisory groups, a Panel of a Committee and any other committee established by Council under these By-Laws;

“Council” means the Council established under section 4 of the Act;

“Councillor” (sometimes referred to as a “member of Council”) means a Licensed Member elected to Council or a Public Member appointed to Council;

“Directory” means the directory or directories required to be kept pursuant to the Act;

“Educational Licence” means the class of licence as described in the General Regulation, R.R.O. 1990, Reg. 1093;

“Elected Member” means a Licensed Member who has been elected to serve on Council from an electoral district;

“Licensed Member” means a member of the College;

For the purposes of these By-laws, “Licensed Member in Good Standing” means a member whose license is not suspended and the member,

- (a) is not in default of any fee set by the By-laws made under the Act,
- (b) is not in default of providing to the College any information required by the By-laws or the Act,  
and
- (c) is not the subject of proceedings in respect of professional misconduct, serious neglect or impairment;

“Panel” means a panel appointed under section 12.09 or a panel authorized under the Act;

“President” means the President of the College;

“Professional Association” means an organized group of individuals who promote and advocate for the interests of the profession related to veterinary medicine, but does not include a school whose sole purpose is to educate;

“Professional Corporation” means a corporation incorporated or continued under the Business Corporations Act that holds a valid certificate of authorization issued under the Veterinarian’s Act;

“Public Member” means a person appointed by the Lieutenant Governor in Council as described in section 4(2)(b) of the Act;

“Register” means the register required to be kept pursuant to the Act;

“Registry” means the registry of professional corporations required to be kept pursuant to the Act;

“Registrar” means the Registrar of the College and includes an Associate Registrar discharging the duties of the Registrar during the absence, disability, or vacancy in the office of the Registrar and a person appointed as acting Registrar during the absence, disability, or vacancy in the office of the Registrar;

“Short-Term Licence” means the class of licence as described in the General Regulation, R.R.O. 1990, Reg. 1093; and

“Vice-President” means the Vice-President of the College and includes a second Vice-President if one is elected.

## **1.02 – Singular and Plural / Masculine and Feminine**

In these and all By-Laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

## **1.03 – Legislative References**

Any reference in these By-Laws to a statute, a regulation or a section of a statute or regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

## **1.04 – Consistency with the Act**

All provisions of these By-Laws shall be interpreted in a manner consistent with the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from these By-Laws.

## **1.05 – Calculating Time**

A reference in these and all By-Laws of the College to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

### **1.06 – Holidays**

A time limit in these and all By-Laws of the College that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

## **2. GENERAL**

### **2.01 – Forms**

Certificates of accreditation, licences and other documentation issued by the College shall be in such form as the Registrar shall provide.

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

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

The Registrar and the President or two other persons appointed by the Registrar may sign contracts, documents and instruments in writing on behalf of the College, whether generally or in relation to specific contracts, documents or instruments in writing.

### **3.02 – Additional Signing Authority of the Registrar**

Notwithstanding section 3.01, all cheques and contracts may be signed by the Registrar alone in compliance with any policies approved by Council from time to time.

### **3.03 – Definition of Contracts, etc.**

The term "contracts", "documents" or "instruments in writing" as used in these By-Laws is intended to include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

### **3.04 – Summonses**

Except where otherwise provided by law, the Registrar may sign summonses and notices on behalf of the College or any Committee.

### **3.05 – Seal**

The seal depicted below is the seal of the College.

[insert seal]

### **3.06 – Use of Seal**

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



## **4. BANKING AND FINANCE**

### **4.01 – Fiscal Year**

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

### **4.02 – Banking**

The Executive Committee shall appoint a Canadian chartered bank (which shall be a Schedule 1 or Schedule 2 bank under the Bank Act (Canada) (the “bank”)) for the use of the College which shall be operated, managed and administered by the Registrar in such manner as Council may from time to time direct and by such other persons who may be authorized by Council. All money received shall be deposited in the account or accounts maintained by the College at such bank, without deduction for any purpose whatsoever. The College shall have a petty cash fund for expenditure items where payment by individual cheque is not practical, any such payment not to exceed \$200 and such petty cash fund to be operated on an "as needed" basis. Except for payments out of the petty cash fund, all payments by the College shall be made by cheque or by electronic payment drawn on the College's bank account

### **4.03 – Securities**

The Registrar as may, from time to time be authorized by resolution of the Council, is authorized to sell, assign, transfer, charge, convert, or convey any and all shares, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the College and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the foregoing purposes in compliance with policies approved by Council from time to time.

### **4.04 – Borrowing**

The Registrar may, in accordance with any finance policies approved by Council from time to time:

- (i) borrow money on the credit of the College;
- (ii) limit or increase the amount or amounts that may be borrowed; and
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College.

### **4.05 – Budget**

Council shall approve annually,

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

#### **4.06 – Remuneration**

The Registrar shall administer the finances of the College in accordance with the annual budget and Council policies including determining the remuneration to be paid to employees of the College. Notwithstanding this section 4.07, the Executive Committee shall determine the remuneration to be paid to the Registrar.

#### **4.07 – Grants**

The Executive Committee may negotiate the obtaining of a grant on behalf of the College but such agreements shall be approved by Council before they are finalized unless immediate action is required in which case Council shall be notified of the grant by its next meeting.

#### **4.08 – Investments**

All monies belonging to the College may only be deposited or invested in fixed income or debt securities with a minimum Dominion Bond Rating System (DBRS) rating of A or higher, and in one or more of the following:

- (i) A major Canadian chartered bank or trust company;
- (ii) Securities of the Government of Canada, the Government of any Province of Canada, or any municipal corporation in any Province of Canada.

#### **4.09 – Custody of Securities**

All securities owned by the College shall be lodged, in the name of the College, with a Canadian chartered bank or a Canadian trust company, or in a safety deposit box, or held in accounts with such brokerage houses as may be authorized by Council. Any such securities and other documents shall be placed in, or removed from, the College's safety deposit box only by the Registrar or the Executive Partner, Corporate Services.

#### **4.10 – Ownership of Securities**

All share certificates, bonds, debentures, notes or obligations belonging to the College shall be issued in the name of the College.

#### **4.11 – Indemnification**

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

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

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

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

The Licensed Members shall, by Ordinary Resolution, appoint an Auditor at each Annual General Meeting to audit the accounts of the College and to prepare financial statements for each fiscal year and if an appointment is not so made, the Auditor in office will continue in office until a successor is appointed. The Council may fill any vacancy in the office of the Auditor arising between Annual General Meetings.

#### **4.13 – No Delegation**

Despite section 12 (3) and (4) of the *Veterinarians Act*, the Executive Committee shall not exercise the powers or duties of the Council under section 4.12.

#### **4.14 – Notice to Auditors**

The Registrar shall give notice of every appointment and re-appointment of an auditor to the auditor in writing promptly after the appointment or re-appointment is made, together with a copy of these By-Laws.

#### **4.15 – Examinations by Auditors**

The Auditor shall make such examinations as will enable them to report to Council and to the Licensed Members at the Annual General Meeting as required by law and under these By-Laws. Without limiting the generality of the foregoing, the Auditor shall report to the Council at its last meeting before the Annual General Meeting. The Auditor shall report in writing to the Annual General Meeting and shall state in the report whether, in their opinion, the financial statements present fairly the financial position of the College and the results of its operations for the period under review in accordance with Canadian accounting standards for not-for-profit organizations.

#### **4.16 – Access**

The Auditor shall be given a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and shall be entitled to require from Council Members and other officers and employees of the College such information as in their opinion, giving due weight to the principle of privacy of personal information, is necessary to enable them to report as required by law and under this By-Law.

#### **4.17 – Attendance at Meetings**

The Auditor shall be entitled to attend any meeting of Council and to be heard at any such meeting at which their representative is in attendance on any part of the business of the meeting that concerns the auditors or the financial statements of the College. The Registrar shall send a notice of every meeting of Council to the College's auditors in sufficient time so as to allow the College's auditors to arrange for representation at such meeting.

#### **4.18 – Audited Financial Statements and Report**

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

#### **4.19 – Deadline for Report**

The report of the Auditor shall be prepared within 120 days of the close of the fiscal year.

### **5. OFFICERS, THE REGISTRAR AND OTHER REPRESENTATIVES – GENERAL**

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

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

#### **5.02 – Term of Office**

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

### **6. ELECTION OF OFFICERS**

#### **6.01 – Eligibility for Nomination**

Only a member of Council is eligible for nomination or election as an officer of the College.

#### **6.02 - Election Procedure**

- (i) At the Annual Council meeting, the Registrar or his or her designate shall, using generally accepted democratic procedures, conduct the election of Officers.
- (ii) The election of President, Vice-President and any other officer positions shall be by secret ballot and in accordance with these By-Laws.
- (iii) If there are more than two candidates in an election, successive ballots shall be conducted until one candidate receives a majority of the votes cast. The candidate who receives the fewest votes in a ballot shall be dropped in the next ballot and this procedure shall be followed until one nominee receives a majority of the votes cast.
- (iv) In the case of a tie, the Registrar shall break the tie by lot.
- (v) The results of each election shall be tabulated and reported by the Registrar, with the number of votes accorded to each candidate to remain confidential.
- (vi) Once the President is elected, the Vice-President (or Vice-Presidents as the case may be) shall be elected in a similar manner. Once the Vice-President (or Vice-Presidents as the case may be) has been elected, the remaining Executive Committee positions shall be elected in a similar manner ensuring that there are an appropriate number of Elected Members and Public Members.

- (vii) Following the tally of the vote and the report to Council the Registrar shall ensure that the ballots are destroyed.

### **6.03 – Removal of President or Vice-President**

The President and/or Vice-President may be removed from office by a resolution adopted by not less than two-thirds of Councillors present and voting subject to the following criteria:

- (i) The President and/or Vice-President as the case maybe has been given advance notice of the resolution consistent with the notice period required for Special Council meetings;
- (ii) The resolution is presented at a Special Council meeting;
- (iii) The Registrar shall preside over the resolution;
- (iv) The vote regarding this resolution shall be taken by secret ballot;
- (v) Following the tally of the vote and the report to Council the Registrar shall ensure that the ballots are destroyed.

### **6.04 – Filling Vacancies (President)**

In the event that the President is removed from office, resigns or dies or the position of President becomes vacant for any reason, Council shall elect a new President, at a special meeting which the Vice-President shall call for that purpose as soon as practicable after the vacancy occurs, to hold office for the remainder of the term.

### **6.05 – Filling Vacancies (Vice-President)**

In the event that the Vice-President is removed from office, resigns or dies or the position of Vice-President becomes vacant for any reason, Council shall elect a new Vice-President, at a special meeting which the President shall call for that purpose as soon as practicable after the vacancy occurs, to hold office for the remainder of the term.

## **7. DUTIES OF OFFICERS**

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

The President shall:

- (i) if present, preside as Chair at all meetings of Council unless the President designates another Councillor as alternate Chair for all or any portion of the meeting, but Council approval is required to designate a person not on Council to act as a non-voting Chair;
- (ii) serve as Chair of the Executive Committee;
- (iii) perform those duties assigned to the President in these By-Laws; and
- (iv) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

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

The Vice-President shall:

- (i) perform the duties of the President in the event that the President is unable to perform those duties;
- (ii) perform those duties assigned to the Vice-President in these By-Laws;
- (iii) serve on the Executive Committee; and
- (iv) perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

## **7.03 – Duties of Other Officers**

Any other officer of the College shall, unless Council designates otherwise:

- (i) serve on the Executive Committee; and
- (ii) perform all duties and responsibilities as may be decided by Council.

## **8. THE REGISTRAR**

### **8.01 – Appointment of Registrar**

The Registrar shall be appointed by Council.

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

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

### **8.03 – Acting Registrar**

A person hired by the Registrar whom the Council has appointed as an Associate Registrar shall discharge the duties of the Registrar during the absence, disability, or vacancy in the office, of the Registrar.

### **8.04 – No Registrar**

Where the Registrar is absent and there is no Associate Registrar available or where the office of the Registrar becomes vacant, the Executive Committee or Council shall appoint an Acting Registrar until a Registrar is appointed.

## **9. COUNCIL**

### **9.01 – Authority of Council**

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

## **9.02 – Honoraria and Expenses**

The amount payable to members of Council who are Licensed Members for attendance at, travel to and preparation for the transaction of College business, shall be the amounts set by the resolution of Council. The College shall publish the amounts on the College's website.

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

### **10.01 – Electoral Districts**

(1) The following electoral districts are established for the purposes of the election of Elected Members (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts).

- (a) Number 1, composed of the Licensed Members residing in the counties of Essex, Kent, Lambton and Middlesex;
- (b) Number 2, composed of the Licensed Members residing in the counties of Brant, Elgin, Haldimand and Norfolk, the regional municipality of , Niagara and the city of Hamilton;
- (c) Number 3, composed of the Licensed Members residing in the counties of Oxford and Perth and the regional municipality of Waterloo;
- (d) Number 4, composed of the Licensed Members employed by the University of Guelph;
- (e) Number 5, composed of the Licensed Members residing in the counties of Bruce, Dufferin, Grey, Huron and Simcoe;
- (f) Number 6, composed of the Licensed Members residing in the county of Wellington;
- (g) Number 7, composed of the Licensed Members residing in the county of Haliburton and the districts of Algoma, Cochrane, Kenora, Manitoulin, Nipissing, Parry Sound, Rainy River, Sudbury, Temiskaming and Thunder Bay and the district municipality of Muskoka;
- (h) Number 8, composed of the Licensed Members residing in the United Counties of Stormont, Dundas and Glengarry, the United Counties of Leeds and Grenville, the United Counties of Prescott and Russell, the counties of Frontenac, Lanark, Lennox Addington, and Renfrew, and the city of Ottawa;
- (i) Number 9, composed of the Licensed Members employed by the Crown in right of Canada or an agency of the Crown in right of Canada;
- (j) Number 10, composed of the Licensed Members residing in the city of Toronto and the regional municipality of York;
- (k) Number 11, composed of the Licensed Members residing in the counties of Hastings, Northumberland, Peterborough and Prince Edward, the city of Kawartha Lakes and the regional municipality of Durham; and
- (l) Number 12, composed of the Licensed Members residing in the regional municipalities of Halton and Peel.

(2) Subject to subsection (3), the place where a Licensed Member resides for the purposes of an election is the Licensed Member's principal place of practice or residence under the By-laws on the 90th day before an election.

(3) Where, on the 90th day before an election, a Licensed Member is employed full-time by the University of Guelph or by the Crown in right of Canada or an agency of the Crown in right of Canada, the Licensed Member shall be deemed for all electoral purposes to reside in electoral district number 4 or 9, whichever is the case, and not in the electoral district where the Licensed Member resides under subsection (2).

(4) One Licensed Member shall be elected for each electoral district except for electoral district number 10.

(5) Two Licensed Members shall be elected for electoral district number 10.

#### **10.02 – Election Date**

Elections shall be held on the first Tuesday after October 1<sup>st</sup> in the year in which the term of office of the Elected Members of that electoral district expires.

#### **10.03 – Term of Office**

- (i) The term of office of an Elected Member is approximately three years. The serving Elected Members shall continue in office until their successors take office at the first Annual Council Meeting following the election or until he or she resigns his or her office or is removed from Council, or until such other time designated by Council, whichever occurs first.
- (ii) A Licensed Member may be elected for more than one term but no Licensed Member who is elected to serve on Council may be an Elected Member for more than six consecutive years.
- (iii) An Elected Member who has served for six consecutive years is not eligible for election for a period of 12 consecutive months from the termination of his or her office.

#### **10.04 – Exception to Term Requirements**

(1) Where an election would be held for an electoral district but for this section and the Councillor for that electoral district has served as President or Vice-President for the year immediately preceding such election, or the major part of that year,

- (i) no election shall be held for that electoral district in that election;
- (ii) the Councillor shall be deemed to be elected for that electoral district in that election;
- (iii) if the Councillor does not become President, Vice-president or Past-President following the election, the President shall declare the Councillor's office to be vacant;
- (iv) if at any time during the term if the Councillor is no longer President, First Vice-President, Second Vice- President or Past-President, the President shall declare the Councillor's office to be vacant; and
- (v) subsection 10.05(iv) does not apply;

(2) Subsection 10.04(1) cannot be relied upon to extend the term of an Elected Member more than once.



### **10.05 – Eligibility for Election**

A Licensed Member is eligible for election to Council if the Licensed Member has been nominated in accordance with these By-Laws, has completed and returned the conflict of interest questionnaire and if, on the deadline for the receipt of nominations and up to and including the date of the election,

- (i) is engaged in the practice of veterinary medicine in the electoral district for which he or she is nominated or, if the Licensed Member is not engaged in the practice of veterinary medicine, was, on the 90th day before the election, resident in the electoral district for which he or she is nominated;
- (ii) is not in default of payment of any fees prescribed in any regulation or by-law made under the Act;
- (iii) is not the subject of any current disciplinary or incapacity proceeding;
- (iv) has not been found guilty of professional misconduct or serious neglect by the Discipline Committee or found to be an impaired Licensed Member by the Registration Committee during the six years immediately preceding the election;
- (v) is not the holder of a licence that is subject to a condition or limitation as a result of a finding from a proceeding either in Ontario or another jurisdiction;
- (vi) is not the holder of a licence that has been revoked or suspended, other than for non-payment of fees, in the six years preceding the date of nomination;
- (vii) has not been an employee of the College at any time during the three years immediately preceding the election;
- (viii) is not a director, officer or employee of a Professional Association, and does not hold any other similar role or function with an organization whose interests conflict with the mandate of the College;
- (ix) has not been disqualified from sitting on Council under this By-law at any time during the three years immediately preceding the election;
- (x) has not been removed from a committee under this By-law for reasons related to the Council code of conduct at any time during the three years immediately preceding the election;
- (xi) is not nominated in more than one electoral district; and
- (xii) does not have a conflict of interest to serve as a member of Council or has agreed to remove any such conflict of interest before taking office.

### **10.06 – Eligibility to Vote**

(1) A Licensed Member is eligible to vote in an election for members of Council if, on the day of the election, the Licensed Member is qualified to vote under the Act, and on the 90th day immediately preceding the election in the electoral district selected by the Licensed Member for which the election is being held.

(2) For greater certainty, a Licensed Member who is the holder of a Short-Term Licence or an Educational Licence is not entitled to vote in an election.

#### **10.07 – Disputes Decided by the Registrar**

Any disputes regarding a Member's eligibility to vote in an election shall be decided by the Registrar.

#### **10.08 – Nominations**

(1) The Registrar shall supervise the nomination of candidates including determining the eligibility for election of a nominated candidate.

(2) No later than 90 days before the date of an election, the Registrar shall notify every Licensed Member who is eligible to vote, of the date, time, and place of the election and of the nomination procedure.

(3) The nomination of a candidate for election as a member of the Council shall be in writing and shall be submitted by the candidate to the Registrar at least 45 days before the election.

(4) The nomination shall be signed by the candidate and by at least two Licensed Members who support the nomination and who are eligible to vote in the electoral district in which the election is to be held.

(5) A candidate may withdraw his or her nomination for election to the Council by notifying the Registrar in writing at least 20 days before the election.

#### **10.09 – Acclamation**

If the number of candidates nominated in an electoral district is less than or equal to the number of Licensed Members to be elected in the electoral district, the Registrar shall declare the candidates to be elected by acclamation.

#### **10.10 – Insufficient Number of Candidates**

If the number of eligible candidates is less than the number of members of Council to be elected in that district, after declaring an acclamation pursuant to article 10.09, a vacancy (or vacancies) shall be deemed to exist and the Registrar shall hold a by-election in accordance with article 10.24 of these By-Laws.

#### **10.11 – Voting Procedure**

Except for an election in which the Registrar has declared a candidate elected to the Council by acclamation, the Registrar shall, at least 15 days before the date of an election, send every Licensed Member entitled to vote in an electoral district in which an election is to take place:

- a. a list of eligible candidates;
- b. the means to cast a ballot;
- c. instructions for voting; and
- d. biographical information about each candidate

## **10.12 – Voting**

- (1) A Licensed Member may cast as many votes on a ballot as there are Licensed Members to be elected to the Council from the electoral district in which the Licensed Member is eligible to vote.
- (2) A Licensed Member shall not cast more than one vote for any one candidate.
- (3) Votes must be received in the manner specified at or before the date and time specified for the election in order to be counted in the vote.

## **10.13 – Exceptional Circumstances**

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for the exceptional circumstances.

## **10.14 – Administration**

- (1) The Registrar is the Chief Returning Officer and shall supervise and administer the election of candidates and, without limiting the generality of the above, the Registrar may, subject to these By-Laws,
  - (i) appoint returning officers and scrutineers;
  - (ii) establish procedures and any necessary deadlines including procedures and deadlines relating to the receipt of nominations, biographies and for the receiving of votes;
  - (iii) establish procedures for the tabulating of votes;
  - (iv) provide for the notification of the results of the election to all candidates and Licensed Members who are eligible to vote;
  - (v) provide for the destruction of voting information following an election; and
  - (vi) do anything else that the Registrar deems necessary and appropriate to ensure that the election is fair and effective.
- (2) If a returning officer or scrutineer refuses to act or to continue to act or is impaired in the opinion of the Registrar, the Registrar shall appoint another person as a returning officer or scrutineer.
- (3) The returning officers and scrutineers shall honestly and accurately report the vote counts in each election, record the results of each count and thereby determine the result of each election.
- (4) Subject to these By-laws, all questions arising in the tabulation of votes, the recording of results or the determination of the result shall be decided by a majority of the returning officers or scrutineers as appropriate.

## **10.15 – Tie Vote**

If two or more candidates receive the same number of votes in an election, the Registrar shall break the tie by lot.

### **10.16 – Results**

As soon as practicable after the votes have been tabulated the Registrar shall:

- (i) advise each eligible candidate of the results of the election, the number of votes he or she received and the candidate's right to request a recount; and
- (ii) advise the Licensed Members and Council of the results of the election.

### **10.17 – Recounts**

(1) A candidate may require a recount by giving a written request to the Registrar no more than 14 days after the date of the election or recount and paying the elections recount fee to the College seven days prior to the recount. This fee will be refunded if the recount changes the outcome of the election.

(2) The Registrar shall hold the recount no more than 30 days after receiving the request and the recount shall be conducted in as transparent a manner as the voting system reasonably permits.

(3) If a candidate requests a recount, the Registrar shall preside over the recount, and shall:

- (i) appoint scrutineers;
- (ii) arrange for the recount within 30 days from the receipt of the request;
- (iii) notify all candidates in the election of the fact and date of the recount;
- (iv) if two candidates receive an equal number of votes, the Registrar shall break the tie by lot; and
- (v) declare the candidate who received the most votes to be elected to the Council for the pertinent electoral district.

(4) For greater certainty, a candidate may only request one recount.

### **10.18 – Referral of Disputes to the Council**

If the Council is of the opinion that there are reasonable grounds to doubt or dispute the validity of the election of any member of Council it shall initiate an inquiry.

### **10.19 – Options Available to Council**

Council may, after inquiring into the validity of an election, do one of the following:

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

### **10.20 – Proxy Voting**

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

### **10.21 – Minor Irregularities Not Fatal**

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

### **10.22 – Filling of Vacancies**

If the seat of an Elected Member becomes vacant less than 12 months before the expiry of the Elected Member's term of office, Council may,

- (i) leave the seat vacant;
- (ii) appoint a Licensed Member who meets the criteria for eligibility for election; or
- (iii) direct the Registrar to hold a by-election in accordance with these By-Laws.

### **10.23 – By-Election**

If the seat of an Elected Member becomes vacant more than 12 months before the expiry of the Elected Member's term of office, Council shall direct the Registrar to hold a by-election in accordance with these By-Laws.

### **10.24 – Manner of Holding By-Elections**

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

### **10.25 – Term of Office for Members Filling Vacancies**

The term of office of a person appointed or elected to fill a vacancy shall commence on the day of the appointment or election, as the case may be, and shall continue until the date that the former Elected Member's term would have expired.

## **11. COUNCIL MEETINGS**

### **11.01 – Location and Frequency of Meetings**

- (i) Meetings of Council may be held at the College's office or at any other place in Ontario as the Council or the Registrar may determine.
- (ii) Council shall hold an Annual Council Meeting which shall be called by the president between October 1st and December 31st of each year,
- (iii) All other Council meetings shall, wherever possible, be held on a date set in advance and shall occur at regular intervals and at such frequency as necessary for Council to conduct its business but shall, in any event, occur at least three times per year.

### **11.02 – Notice of Meetings**

The Registrar shall notify Council Members of the meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted at least 14 days before the date of the meeting.

### **11.03 – Waiver of Notice**

A Council Member may, at any time, waive the requirement for the giving of notice of a meeting.

### **11.04 – Business at Meetings**

Council may only consider or transact at a regular meeting:

- (i) matters on the agenda;
- (ii) matters brought by the Executive Committee or the Registrar;
- (iii) recommendations and reports by Committees;
- (iv) matters for which notice was given by a member of Council at the preceding meeting; and
- (v) such other matters, not included on the agenda, as two-thirds of members of Council in attendance determine to be of an urgent nature.

### **11.05 – Chair**

The President acts as Chair of Council unless the President has designated another Council Member as an alternate Chair for all or any portion of the meeting; but Council approval is required to designate a person not on Council to act as a non-voting Chair. In the event that the President is absent the Vice-President shall act as Chair. In the absence of both the President and the Vice-President, Council shall elect, from amongst their number, a Council Member to serve as Chair at that meeting.

### **11.06 – Manner of Meeting**

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

### **11.07 – Meetings to be Public**

The meetings of the Council shall be open to the public and reasonable notice shall be given to the Licensed Members, to the Minister, and to the public

### **11.08 – Exclusion of the Public**

- (i) Despite section 11.07, the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,
  - (a) matters involving public security may be disclosed;
  - (b) financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the public;
  - (c) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;

- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the College; or
- (f) the Council will deliberate whether to exclude the public from a meeting or whether to make an order under subsection 11.08(ii).

(ii) In situations in which the Council may exclude the public from meetings, it may make orders it considers necessary to prevent the public disclosure of matters disclosed in the meeting, including banning publication or broadcasting of those matters.

(iii) If the Council excludes the public from a meeting or makes an order under subsection 11.08(ii), it shall have its grounds for doing so noted in the minutes of the meeting

#### **11.09 – Quorum**

Unless specifically provided for otherwise under the Act or these By-Laws, a simple majority of Council Members shall constitute a quorum for the purpose of a meeting.

#### **11.10 – Simple Majority**

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

#### **11.11 – Polling Vote**

Every vote at a Council Meeting held in person shall be by a show of hands but, if any two Councillors so require, the Chair shall require the Councillors voting in the affirmative and in the negative, respectively, to stand until they are counted and, in either case, the Chair shall declare the result and his or her declaration is final.

#### **11.12 – Tie Votes**

In the event of a tie vote, the Chair may cast a deciding vote.

#### **11.13 – Resolution**

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

#### **11.14 – Rules**

Except where inconsistent with the Act, or these By-Laws, the rules of order for meetings of Council are set out in the most recent edition of Roberts Rules of Order.

#### **11.15 – Minutes**

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

### **11.16 – Adjournments**

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

### **11.17 – Calling Special Meetings**

The President or the majority of the Executive Committee shall call and convene a special meeting of Council:

- (i) at his or her or its discretion;
- (ii) upon receipt of the written request of any five members of Council; or
- (iii) if a request is received from the Executive Committee under article 15.02.

### **11.18 – Notice of Special Meetings**

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

### **11.19 – Remuneration**

The amount payable to Councillors who are Licensed Members for attendance at, travel to and preparation for the transaction of College business, shall be the amounts set out in a remuneration and expense policy approved by the of Council from time to time. The College shall publish the amounts on the College's website.

## **12. COMMITTEES**

### **12.01 – Duties and Responsibilities**

The duties and responsibilities of each Committee shall be those set out in the Act, these By-Laws and the Terms of Reference for that Committee, as approved by Council, where applicable.

### **12.02 – Creation of Additional Non-Statutory Committees**

In addition to the statutory Committees required by the Act, Council may establish and maintain any additional standing Committees, planning groups, task forces and advisory groups, deemed necessary for the effective and efficient function of the College.

### **12.03 – Non-Statutory Committees**

In addition to the committees established by the Act and the authority established under section 12.02, the following committees shall be established:

1. Quality Assurance Committee,
2. Governance, Audit and Risk Committee



#### **12.04 – Composition of Committees**

Unless stated otherwise in the Act or these By-Laws, every Committee of the College shall be composed of at least three persons and shall include at least one Elected Member and at least one Public Member. In appointing persons to a Non-Statutory Committee, Council may appoint persons who are neither Council Members nor Licensed Members unless the Act or these By-Laws provide otherwise.

#### **12.05 – Ratios**

Unless stated otherwise in the Act or these By-Laws, the number of Committee members who are also Licensed Members shall, wherever possible, exceed the number of Committee members who are Public Members.

#### **12.06 – Filling Vacancies**

Subject to sections 6.03 and 6.04, where a vacancy occurs in respect of the membership of a Committee, the Executive Committee shall, if necessary for a Committee to achieve its quorum or if necessary to give effect to the provisions of the Act, appoint individuals to fill any vacancies. Every member of a Committee so appointed shall continue to be a member of such Committee until confirmed or replaced, provided that any such appointment shall not extend beyond the then remaining term of Committee member being replaced.

#### **12.07 – Vacancies**

Despite anything in these By-Laws, a Committee is properly constituted despite any vacancy so long as there are sufficient members to form a quorum of the Committee or a Panel of the Committee.

#### **12.08 – Quorum**

The quorum of any Committee is three members unless otherwise provided in the Act or these By-Laws or unless the Committee is composed of only three members, in which case, the quorum for such a Committee shall be two members.

#### **12.09 – Panels**

A Committee may meet in Panels selected by the Chair of the Committee.

#### **12.10 – Honoraria and Expenses**

The amount payable to members of committees who are Licensed Members for attendance at, travel to and preparation for the transaction of College business, shall be the amounts set out in a remuneration and expense policy approved by the Council from time to time. The College shall publish the amounts on the College's website.

### **13. SPECIFIC COMPOSITION AND DUTIES OF NON-STATUTORY COMMITTEES**

#### **13.01 – Quality Assurance Committee**

- (1) The Quality Assurance Committee shall be composed of 5 persons, of whom:
  - (i) at least two shall be Elected Members;

- (ii) at least one shall be a Public Member; and
  - (iii) no more than two may be Licensed Members who are not Elected Members.
- (2) The Quality Assurance Committee shall research, develop, review, and make recommendations to the council respecting matters of quality assurance programs for Licensed Members, including
- (i) continuing education,
  - (ii) professional development,
  - (iii) practice review, and
  - (iv) peer-review.

### **13.02 – Governance, Audit and Risk Committee**

(1) The Governance, Audit and Risk Committee shall be composed of the First Vice-President, the Past President, two Public Members, and the President as an *ex-officio* member.

(2) The Governance, Audit and Risk Committee shall:

- (i) review and recommend to Council documents which provide structure to Council's preferred governance model, inclusive of a governance manual;
- (ii) recommend a review of Council's governance structure from time to time to assure continuous effectiveness of the governance structure;
- (iii) meet annually with the Council's financial auditor, separate from the Registrar, prior to and post audit to assist Council with assurance of an independent rigorous audit process;
- (iv) regularly review and consider identified areas of regulatory and organizational risk and assure Council that mitigation strategies are in place and effective;
- (v) recommend to Council any matters that the Committee believes require a performance audit review based on evidence;
- (vi) develop and implement the College's on-boarding and off-boarding processes for new Councillors and non-Councillors;
- (vii) implement and continuously review the College's performance evaluation framework, with a view to assuring governance and regulatory excellence; and
- (viii) report to Council on a quarterly basis with regular public reporting as confirmed by Council.

### **13.03 – Appointment of Committee Members**

Unless otherwise stated in these By-Laws, every Committee member shall be appointed by Council, with the exception of the Executive Committee, whose members shall be elected

#### **13.04 – Appointment of Non-Council Individuals**

Subject to any specific composition requirements in the Act or By-Laws, Council may, at its discretion, appoint individuals who are not members of Council to any Committee. The maximum term that a Non-Council individual may serve on one Committee is six consecutive full-year terms.

#### **13.05 – Term of Office of Committee Members**

The term of office of a Committee member shall commence immediately after the appointment and shall continue for approximately one year, expiring at the Annual Council Meeting.

#### **13.06 – Chairs**

Unless stated otherwise in these By-Laws, the Chair or Chairs of each Committee shall be appointed by Council. Council may, appoint or remove the Chair of a Committee by resolution.

#### **13.07 – Removal of Committee Members**

Despite the other provisions of these By-Laws that permit the removal of a Committee member in specific circumstances, Council or the Executive Committee may also remove a member of a Committee at its discretion, upon a resolution passed by a two-thirds majority affirmative vote of Council members or Executive Committee members, as the case may be, present and voting.

### **14. COMMITTEE MEETINGS**

#### **14.01 – Location and Frequency of Meetings**

Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at the direction of the Council or the Executive Committee or the call of its chair and at such frequency as necessary for the Committee to conduct its business.

#### **14.02 – Manner of Meeting**

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

#### **14.03 – Chair**

In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Vice-Chair if there is one shall serve as Chair for the purposes of that meeting. If there is no Vice-Chair, the Committee members shall select, from amongst their number, a Committee member to serve as Chair for the purposes of that meeting.

#### **14.04 – Minutes**

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

#### **14.05 – Simple Majority**

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

#### **14.06 – Chair Vote**

If the Chair is a member of the Committee, he or she may vote.

#### **14.07 – Tie Votes**

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

### **15. DUTIES OF COUNCIL AND COMMITTEE MEMBERS**

#### **15.01 – Expectations and Duties**

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

- (i) familiarize himself or herself with the Act, these By-Laws and any policies of the College;
- (ii) familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
- (iii) comply with the provisions of the Act, these By-Laws, any policies of the College and rules that are adopted by Council;
- (iv) regularly attend meetings on time and participate constructively in discussions;
- (v) ensure that confidential matters coming to his or her attention as a member of Council or as a member of a Committee are not disclosed by him or her, except as required for the performance of his or her duties or as permitted by the Act;
- (vi) conduct himself or herself in an appropriate manner with College staff, other members of Council or members of the Committees, Licensed Members and members of the public;
- (vii) comply with the College's Code of Conduct, which is attached as Schedule 2 to these By-Laws and forms part of these By-Laws;
- (viii) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in these By-Laws;
- (ix) step down from his or her positions on Council and on Committees in the event that allegations regarding his or her conduct, competence or capacity are referred to the Discipline Committee until such time as the matter has been finally disposed of;
- (x) publicly supports and does not speak against any decision of Council or, if the matter is not going to be considered by Council, any decision of College Committees; and
- (xi) perform the duties associated with his or her position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

## **15.02 – Removal of Council or Committee Member**

The following procedure shall be followed in the event that a member of Council or Committee member is alleged to have contravened the duties of a member of Council or Committee member or meets the criteria for disqualification set out in section 18 other than paragraphs (i) and (ii) of section 18.01 and paragraph (i) of section 18.02.

- (i) A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or Committee member or the Registrar. If a member of Council or a Committee receives such a complaint, he or she shall immediately file it with the Registrar.
- (ii) The Registrar shall report the complaint to the President or the Vice-President who shall bring the complaint to the Executive Committee if he or she believes that the complaint may warrant formal action. If the Executive Committee is unable to address the complaint it may appoint another Committee to fulfill its duties under this article.
- (iii) If the Executive Committee or any Committee appointed by the Executive Committee, after any investigation it deems appropriate, believes that the complaint may warrant formal action, it shall call a meeting of Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
  - (a) censure of the member verbally or in writing,
  - (b) removal of the member from any Committee on which he or she serves,
  - (c) disqualification of an Elected Member from Council, or a report to the Public Appointments Secretariat requesting removal of the Public Member concerned from Council.
- (iv) A decision finding that there has been a breach of duties or that a Council or Committee member meets the criteria for disqualification set out in section 18, and a decision to impose a particular sanction must be approved by a two-thirds majority affirmative vote of e Council Members present and voting.
- (v) The Council or Committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she shall be given a reasonable opportunity to respond to the allegation

## **16. CONFLICTS OF INTEREST**

### **16.01 – Duty to Avoid Conflicts of Interest**

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

## **16.02 – Recognition of Conflict**

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

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

## **16.03 – Conflicts Relating to Involvement with a Professional Association**

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

## **16.04 – Conflicts Relating to Position in Other Organizations**

A member of Council or a Committee member would be perceived to have conflict of interest in a matter and should refrain from participating in any discussion or voting if he or she holds a responsible position such as director, owner, board member or officer in or is an employee of another organization where his or her duties may be seen by a reasonable person as influencing his or her judgment in the matter under consideration by Council or its Committees.

## **16.05 – Declaration Forms**

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

## **16.06 – Interests of Related Persons**

For the purposes of these By-Laws, the direct or indirect financial interest of a parent, spouse, child or sibling of a Council or Committee member are interpreted to be the interests of Council or Committee member. In addition, each Council or Committee member shall declare any direct or indirect personal interest of a parent, spouse, child or sibling so that an informed and considered discussion can be held as to whether the personal interest constitutes a conflict of interest. Here, the term “spouse” includes a common-law spouse and a same-sex partner of the person.

## **16.07 – Where a Conflict May Exist**

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

- (i) consult, as needed, with the President, the Registrar and legal counsel and, if there is any doubt about whether he or she may have or be perceived to have a conflict, prior to any consideration of the matter, declare the potential conflict to Council or the Committee and accept Council’s or the Committee’s direction as to whether there is an appearance of a conflict;

- (ii) where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;
- (iii) where there appears to be a conflict of interest, absent himself or herself from the portion of any meeting relating to the matter; and
- (iv) where there appears to be a conflict of interest, not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

#### **16.08 – Conflicts Recorded in Minutes**

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting.

#### **16.09 – Use of College Information or Property**

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

#### **16.10 – Staff (Employee) Positions**

A member of Council or a Committee member may not hold any other position, employment, contract or appointment with the College while serving as a member of Council or its Committees. There is a one-year waiting period before the individual may apply for a staff or consultant position with the College. This includes, but is not limited to, positions as investigator, inspector, examiner or other management or administrative staff.

### **17. CONFIDENTIALITY**

#### **17.01 – Duty of Confidentiality**

Members of Council and Committees, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by Council or is otherwise permitted under section 38(1) of the Act.

#### **17.02 – Disclosure Under the Act**

Subsection 38(1) of the Act permits disclosure in a number of specific circumstances. Members of Council and Committees, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

#### **17.03 – Confidentiality Agreement**

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

### **18. DISQUALIFICATION**

#### **18.01 – Disqualification of Elected Members**

Council shall disqualify an Elected Member, if the Elected Member,

- (i) resigns from Council;
- (ii) ceases to be a Licensed Member;
- (iii) ceases to reside in Ontario;
- (iv) is in default of payment of any fee prescribed by these By-Laws for a period of more than 60 days;
- (v) is found to have committed professional misconduct or to be incompetent by a Panel of the Discipline Committee;
- (vi) is found to be mentally incompetent;
- (vii) retains or obtains a responsible position such as director, owner, board member or officer, or retains employment or becomes an employee of any Professional Association;
- (viii) fails, without reasonable cause, to attend two or more consecutive meetings of Council;
- (ix) fails, without reasonable cause, to attend two or more consecutive meetings of a Committee;
- (x) fails, without reasonable cause, to attend a hearing or a review by a panel for which he or she has been selected;
- (xi) is found guilty of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;
- (xii) breaches section 38 of the Act which, in the opinion of Council, is of such a nature that warrants disqualification;
- (xiii) has breached the conflict of interest provisions of these By-Laws which, in the opinion of Council, is of such a nature that warrants disqualification: or
- (xiv) fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed.

#### **18.02 – Request for Removal of a Public Member**

Council may request the removal of a Public Member by the Public Appointments Secretariat if the Public Member:

- (i) resigns from Council;
- (ii) ceases to reside in Ontario;
- (iii) retains or obtains a responsible position such as director, owner, board member or officer, or retains employment or becomes an employee of any Professional Association;
- (iv) fails, without reasonable cause, to attend two or more consecutive meetings of Council;
- (v) fails, without reasonable cause, to attend two or more consecutive meetings of a Committee;
- (vi) fails, without reasonable cause, to attend a hearing or a review by a panel for which he or she has been selected;



- (vii) is convicted of a federal or provincial offence which, in the opinion of Council, is of such a nature that it warrants disqualification;
- (viii) breaches section 38 of the Act which, in the opinion of Council, is of such a nature that warrants disqualification;
- (ix) has breached the conflict of interest provisions of these By-Laws which, in the opinion of Council, is of such a nature that warrants disqualification: or
- (x) fails, in the opinion of Council, to discharge properly or honestly any office to which he or she has been elected or appointed.

### **18.03 – Registrar’s Receipt of Information**

If the Registrar receives information which suggests that an Elected Member meets one or more of the criteria for disqualification set out in article 18.01, other than paragraphs (i) and (ii) in which case Council shall immediately disqualify the Elected Member, the Registrar shall follow the procedure set out in section 15.02. Where the Registrar has reasonable and probable grounds to believe that a member of Council meets the criteria for disqualification and no one has made a complaint in writing, the Registrar shall make a complaint in writing.

### **18.04 – Effect of Disqualification**

An Elected Member who is disqualified by Council ceases to be a member of Council and ceases to be a member of any Committee of which he or she is a member.

## **19. FEES**

### **19.01 – Annual Membership Fee and Inspection Fee**

- (1) The annual membership fee is due on November 30 in each year, for the following year.
- (2) At least 45 days before the 30<sup>th</sup> day of November in each year, the Registrar shall send to each Licensed Member, except a Licensed Member that holds a Short-Term Licence, a notice stating that the annual membership fees are due, setting out the amount and a request for information required under the regulations and these By-Laws. The obligation to pay the annual membership fee continues even if the Registrar fails to provide the notice or the Licensed Member fails to receive such notice.
- (3) The inspection fee shall be paid at the time the facility director applies for an accreditation inspection related to a facility’s opening, relocation, change/addition of category and/or renewal of its certificate of accreditation.
- (4) The inspection fee payable in respect of an inspection of a facility initiated by the Registrar shall be paid by the facility director within 30 days’ of an invoice being issued by the College.

### **19.02 – Fees and Penalties**

- (1) A person shall pay the fee, penalty or amount listed in Schedule 1 whenever the fee, penalty or amount applies to him, her or it.

(2) The Registrar may charge interest at a rate of 1 percent per month for any fee, penalty or amount that is not paid on time.

(3) The Registrar may waive all or part of a fee, penalty, amount or interest listed in Schedule 1 in exceptional circumstances. The Registrar shall document the reasons for the waiver.

### **19.03 – Fee Amounts**

Schedule 1 sets out the applicable fees that a Licensed Member or person shall pay to the College.

### **19.04 – Payment of Fees Set by Registrar**

A person shall pay the fees set by the Registrar for anything the Registrar is required or authorized to do.

## **20. INFORMATION**

### **20.01 – Information Returns**

(1) Every Licensed Member, other than a Licensed Member who holds a short-term licence, shall submit to the College by the 30th day of November in each year, an information return in the form available from the Registrar setting out,

- (i) the Licensed Member's principal place and other places of practice;
- (ii) the Licensed Member's principal place of residence and telephone number that may exist;
- (iii) the address and the email address identified by the Licensed Member to receive correspondence from the College;
- (iv) the addresses and telephone numbers and any facsimile numbers that may exist for all locations where the Licensed Member practises veterinary medicine;
- (v) the nature of the Licensed Member's professional activities during the twelve-month period ending on the 31st day of October;
- (vi) the Licensed Member's specialty certifications;
- (vii) the languages in which the Licensed Member offers veterinary services;
- (viii) any finding, in Ontario or elsewhere, by a court that the Licensed Member has committed an offence, other than under the *Highway Traffic Act*;
- (ix) a summary of any currently existing charges against the Licensed Member, in respect of a federal, provincial or other offence other than under the *Highway Traffic Act*;
- (x) any pending allegation of professional misconduct, incompetence, incapacity or a similar allegation that has been referred to a discipline type of hearing against a Licensed Member registered or licensed to practise a profession inside or outside of Ontario;
- (xi) any finding, of professional misconduct, incompetence, incapacity or a similar allegation inside or outside Ontario, by a statutory regulatory body;

(xii) a record of professional reflection and development activities completed by the Licensed Member during the 12-month period ending on the 31st day of October in the form provided by the Registrar; and

(xiii) information relating to any mental or physical condition or disorder (which could include an impairment caused by alcohol and/or substance abuse) that might affect the Licensed Member's ability to practise the profession safely.

(2) At least 45 days before the 30<sup>th</sup> day of November in each year, the Registrar shall send to each Licensed Member other than a Licensed Member who holds a short-term licence, a notice stating that a completed annual information return is due on the 30th day of November. The obligation to submit the annual information return continues even if the registrar fails to send a notice or the Licensed Member fails to receive such notice.

(3) The Licensed Member shall notify the College, in writing, of any changes to the information specified in subsection (1) within 30 days of the effective date of the change

(4) If requested, the Licensed Member shall immediately, and in any event no later than five days after receiving the request, provide the College with the information specified in subsection (1).

#### **20.02 – Address Information**

(1) A Licensed Member shall notify the Registrar in writing of the address to which the Licensed Member is to receive correspondence from the College to be sent and shall notify the Registrar in writing of any change of address.

(2) A Licensed Member shall notify the Registrar in writing of the email address to which the Licensed Member is to receive correspondence from the College to be sent and shall notify the Registrar in writing of any change of email address.

(3) A Licensed Member shall notify the Registrar in writing of the address of his or her principal place and other places of practice and shall notify the Registrar in writing of any change in such places. A Licensed Member's address of his or her principal place and other places of practice shall include the name of the business or entity that employs the Licensed Member or, if the Licensed Member is self-employed or is not practising, the Licensed Member's address shall include a notation to that effect.

(4) A duty under this section to notify the Registrar of information shall be fulfilled within 30 days of the change.

(5) If a Licensed Member fails to comply with this section, the address to which the Licensed Member wishes correspondence from the college to be sent and the Licensed Member's principal place of practice or residence shall be deemed to be as shown on the last information return submitted under section 20.01.

#### **20.03 – Business Telephone Information**

A Licensed Member's business telephone number shall be the telephone number for receiving communications related to the practice of veterinary medicine designated by the Licensed Member, which telephone number may be different than the Licensed Member's telephone number for communications with the College. If the Licensed Member does not designate a business telephone number the Registrar may assign any telephone number known to the College as the business telephone number.

## **20.04 – Statistical Information**

(1) The Executive Committee shall regularly determine what statistical information is desirable on the supply, distribution, professional liability insurance coverage and professional activities of Licensed Members and may direct the Registrar to compile the desired information.

(2) Upon the written request of the Registrar, a Licensed Member shall provide to the Registrar, in the manner and form specified, the information requested for the compilation of statistics.

## **21. PROFESSIONAL CORPORATIONS**

### **21.01 – Eligibility**

(1) A professional corporation that applies after March 1, 2019 may be eligible for a certificate of authorization if the following conditions are met:

1. The articles of incorporation provide that the corporation may not carry on a business other than the practice of the profession and activities related to or ancillary to the practice of veterinary medicine.
2. The name of the corporation complies with the requirements in section 3.2 of the *Business Corporations Act* and must not violate the provision of any other Act.
3. The name of the corporation must include the surname of one or more current shareholders of the corporation who are Licensed Members, as the surname is set out in the College register, and may also include the shareholder's given name, one or more of the shareholder's initials or a combination of his or her given name and initials.
4. The name of the corporation must include the words "veterinary medicine" or its equivalent in French.
5. All of the issued and outstanding shares of the corporation are legally and beneficially owned, directly or indirectly, by one or more Licensed Members.
6. Despite paragraph 5 of subsection (1), a shareholder may hold the shares of a professional corporation through a holding company so long as all of the issued and outstanding shares of the holding company are legally and beneficially owned, directly or indirectly, by one or more Licensed Members.
7. None of the shareholders of the corporation have been involved as shareholders of a professional corporation whose certificate of authorization was suspended or revoked unless the Registrar is satisfied that it is unlikely that the certificate of authorization being applied for will be suspended or revoked.

### **21.02 – Issuance of Certificate**

(1) The Registrar shall issue a certificate of authorization to a corporation if the corporation is eligible to hold one and applies for the certificate by submitting the following information and documents to the Registrar:

1. A completed application in a form approved by the College.
2. The application fee prescribed by the By-laws.
3. The articles of incorporation.
4. A copy of a corporation profile report, issued by the Ontario Ministry of Government and Consumer Services or by a service provider which is under contract with the Ontario Ministry of Government and Consumer Services that is dated not more than 30 days before the application is submitted to the Registrar and that indicates that the corporation is active.
5. A copy of the certificate of incorporation of the corporation.
6. A copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted.
7. The declaration of the managing director of the corporation, signed not more than 15 days before the application is submitted to the Registrar, stating,
  - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the declaration is signed,
  - ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of veterinary medicine or activities related to or ancillary to the practice of that profession,
  - iii. that there has been no change in the status of the corporation since the date of the corporation profile report referred to in paragraph 3, and
  - iv. that the information contained in the application is complete and accurate as of the day the declaration is signed.
8. The name and licence number of each person who is a shareholder of the corporation as of the day the application is submitted.
9. The names of the directors and the officers of the corporation as of the day the application is submitted.
10. The address of the corporation registered with the Ontario Ministry of Government and Consumer Services as of the day the application is submitted.

(2) The College may issue a revised certificate of authorization to a corporation if the corporation changes its name after the certificate of authorization has been issued to it.

### **21.03 – Refusal to Issue a Certificate**

The Registrar shall refuse to issue a certificate of authorization if the corporation is not eligible under subsection 21.01 or if the corporation does not comply with all of the requirements of section 21.02.

#### **21.04 – Managing Director**

- (1) Every professional corporation shall name one of its shareholders as the managing director of the corporation.
- (2) The managing director is responsible for the professional corporation's dealings with the College.

#### **21.05 – Term and Renewal of a Certificate**

- (1) A certificate of authorization issued after March 1, 2019 is valid for a period of one year from its date of issue.
- (2) The Registrar shall renew a certificate of authorization on an annual basis if the corporation applies for the renewal by giving the following information and documents to the Registrar:
  1. A completed application for renewal in a form approved by the College.
  2. The annual renewal fee prescribed by the By-laws.
  3. A copy of a corporation profile report issued by the Ontario Ministry of Government and Consumer Services or by a service provider which is under contract with the Ontario Ministry of Government and Consumer Services that is dated not more than 30 days before the application for renewal is submitted to the Registrar and that indicates that the corporation is active.
  4. A copy of every certificate of the corporation that has been endorsed under the Business Corporations Act since the corporation's most recent application for a certificate of authorization or for renewal of its certificate of authorization.
  5. The declaration of the managing director of the corporation, provided not more than 15 days before the application for renewal is submitted to the Registrar, stating,
    - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the declaration is signed,
    - ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of veterinary medicine or activities related to or ancillary to the practice of that profession,
    - iii. that there has been no change in the status of the corporation since the date of the corporation profile report referred to in paragraph 3, and
    - iv. that the information contained in the application for renewal is complete and accurate as of the date the declaration is signed.
  6. The name and licence number of each person who is a shareholder of the corporation as of the day the application is submitted.
  7. The names of the directors and officers of the corporation as of the day the application for renewal is submitted.

8. The address of the corporation registered with the Ontario Ministry of Government and Consumer Services as of the day the application for renewal is submitted.

(3) A renewed certificate of authorization is valid for a period of one year from its date of issue.

#### **21.06 – Revocation of Certificate**

(1) The following are the grounds upon which a corporation's certificate of authorization may be revoked:

1. The corporation ceases to be eligible to hold a certificate of authorization.
2. The corporation ceases to practise veterinary medicine.
3. The corporation fails to comply with one or more of the requirements for a renewal of the certificate.
4. The corporation carries on any business that is not the practice of veterinary medicine or activities related to or ancillary to the practice of that profession.
5. The corporation fails to notify the Registrar of a change in shareholders or any of the information required by subsection 21.10.

(2) If the Registrar proposes to revoke a corporation's certificate of authorization, the College shall give written notice of the proposed revocation, setting out the date the revocation will take effect and the grounds for the proposed revocation to the managing director.

(3) The Registrar shall revoke the corporation's certificate of authorization 60 days after the date on which the notice is given if any of the grounds for revocation exist on the revocation date specified in the notice.

(4) The Registrar shall notify the managing director in writing if a corporation's certificate of authorization is revoked.

#### **21.07 – Reinstatement after Revocation**

If a corporation's certificate of authorization is revoked, a new certificate of authorization may be issued to the corporation only if the corporation is eligible to hold one and applies for a new certificate in accordance with section 21.02.

#### **21.08 – Shareholder Termination of Certificate**

The managing director of a corporation may terminate the certificate of authorization of the corporation by notifying the Registrar that they no longer intend to practise through the corporation and by providing a declaration that they will not practise veterinary medicine through the professional corporation, without first obtaining the required certificate of authorization.

#### **21.09 – Professional Corporation Register**

(1) The register of professional corporations established and maintained under subsection 5.2 (1) of the Act shall contain,

- (i) the name of every professional corporation that has been issued a certificate of authorization;
- (ii) the address and telephone number of every professional corporation;
- (iii) the name of the managing director and every other shareholder of every professional corporation; and
- (iv) information regarding suspensions, revocations and terminations of certificates of authorization.

### **21.10 - Duty to Provide Information**

Every Licensed Member shall, for every professional corporation of which the Licensed Member is a managing director, provide in writing the following information: (a) on the application and annual renewal forms for a certificate of authorization: (b) upon the written request of the Registrar; or (c) within 30 days and upon any change in the information within 30 days of the change:

- (i) the name of the professional corporation as registered with the Ontario Ministry of Government and Consumer Services;
- (ii) the name, as set out in the register, and licence number of each shareholder of the professional corporation;
- (iii) the name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director;
- (iv) the address, telephone number and email address of the professional corporation; and

## **22. ANNUAL GENERAL MEETING OF LICENSED MEMBERS MEETINGS**

### **22.01 – Annual General Meetings of Licensed Members**

(1) An Annual General Meeting shall be held not later than 15 months after the holding of the preceding Annual General Meeting but no later than six months after the end of the College's preceding financial year, at such place within or outside Canada, on such day and at such time as the Council may determine.

(2) At every Annual General 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) the Auditor for the ensuing year shall be appointed; and
- (c) the remuneration of the Auditor shall be fixed or provision shall be made for such remuneration to be fixed by the Council.

(3) The President or his or her designate for the purpose shall be the chair at the Annual General Meeting of the Licensed Members.

### **22.02 – Notice of the Annual General Meeting of Licensed Members**

(1) Written notice of the time and place of the Annual General Meeting of Licensed Members shall be given to each Councillor, the Auditor and each Licensed Member entitled to vote at such meetings.



(2) Notice shall be given by mail, courier, electronic or personal delivery to each person entitled to attend such meeting, at least ten days before the day on which the meeting is to be held.

(3) Notice of an Annual General Meeting of Licensed Members shall state the nature of the business to be transacted in sufficient detail to permit a Licensed Member to form a reasoned judgment thereon.

(4) Any person who is entitled to notice of an Annual General Meeting of Licensed Members may waive notice either before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **22.03 – Persons Entitled to be Present**

The only persons entitled to attend the Annual General Meeting of Licensed Members shall be the Licensed Members in Good Standing, the Registrar, the Auditor and any other persons who are entitled or required under any provision of the Act or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting. For greater certainty, individuals present at such meetings in accordance with the Act or the By-laws shall be allowed to speak only with the consent of the Chair.

### **22.04 – Quorum**

(1) Any 20 Licensed Members in Good Standing is a quorum for the Annual General Meeting of Licensed Members.

(2) When a quorum is not present, the Chair shall adjourn a properly called meeting and reconvene it at any time and from time to time and, if a quorum is present at any reconvened meeting, any matter may be considered and transacted at it which could have been considered at the original meeting which was adjourned.

(3) The provisions of subsection (2) apply to any meeting of the Licensed Members, whether or not any notice of adjournment was given.

### **22.05 – Voting**

(1) Each Licensed Member having the right to vote on business of the meeting identified in the notice of the meeting (herein the “business”) shall be entitled to one vote on such business.

(2) At any meeting of Licensed Members, every vote on the business shall, unless otherwise required by the Act, or the By-laws, be determined by the majority of the votes of Licensed Members in Good Standing present and voting on the business.

(3) Every question at a meeting of Licensed Members shall be decided in the first instance by a show of hands unless prior to or following a show of hands, the Chair of the meeting determines to vote on the matter by ballot.

(4) If a ballot is required or demanded, the ballot shall be held in such manner as the Chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

## **23. BY-LAWS AND AMENDMENTS**

### **23.01 – Effective Date**

These By-Laws shall become effective as soon as they have been approved by Council whereupon all previous By-Laws made by Council are hereby repealed.

### **23.02 – Amendments**

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

### **23.03 – Repeal of Former By-laws**

The repeal of any By-Law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder or the validity of any contract or agreement made pursuant to any such By-Law prior to such repeal. All members of Council and other persons acting under any By-Law so repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-Laws.

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

FEES

Item		Fee
1.	Local examination (Jurisprudence Exam)	175
2.	For an initial application or re-application	100
3.	For a re-application within one year of the resignation or expiry date of a licence issued by the College	No Fee
4.	Membership fee for short-term licence	250 for the issuance of each short-term licence
5.	Membership fee for educational licence	250 per year
6.	Membership fee for all other licences (restricted, postgraduate and resident, general, academic, public service)	1,000 per year
7.	Initial annual membership fee if licence is issued between April 1 and June 30	700
8.	Initial annual membership fee if licence is issued between July 1 and September 30	500
9.	Initial annual membership fee if licence is issued between October 1 and December 31	300
10.	Penalty for late payment of an annual licence fee	200
11.	Penalty for reinstatement post cancellation	200
12.	Inspection administrative fee	187
13.	Fee for the inspection of a companion animal hospital, a specialty animal hospital, a companion animal emergency clinic, a food-producing animal hospital or an equine clinic	127 plus inspection administrative fee
14.	Fee for the inspection of a companion animal office, companion animal mobile office, companion animal spay-neuter clinic or a poultry service	104 plus inspection administrative fee

15.	Fee for the inspection of a companion animal mobile, a remote area companion animal mobile, a food-producing animal mobile, an equine mobile or an equine emergency mobile	90 plus inspection administrative fee for one mobile
16.	For the inspection under item 22 if another facility is being inspected at the same time for the purposes of being accredited	68
17.	For an inspection of two or more mobiles under item 22 of the same kind, at the same location and at the same time	90 for the first mobile plus inspection administrative fee for one mobile, 52 for each additional mobile
18.	Penalty for late payment of a fee for inspection of one location	112
19.	Certificate of standing	20
20.	For the cancellation or rescheduling of an inspection with less than 48 business hours notice	187
21.	Application fee for Certificate of Authorization for a Professional Corporation	400
22.	Certificate of Authorization for a Professional Corporation	100 per year
23.	For each follow-up letter sent by the college to a member regarding a default by the member including a failure to provide information	50
24.	Election recounts	200

## SCHEDULE 2 TO THE BY-LAWS - CODE OF CONDUCT

### CODE OF CONDUCT

1. Council will refrain from evaluating either formally or informally, any staff other than the Registrar.
2. Council members will not reveal to anyone any confidential information of which they become aware during the performance of their duties. Council members must loyally serve in the interests of the public. This accountability supersedes any conflicting loyalty.
3. The Council will speak with one voice. Council members must understand that statements made by Council members in public may be taken as official Council policy. All Council members will support all Council decisions outside of the Council chambers.
4. Council members will endeavor to attend all meetings and to be properly prepared for Council deliberation.
5. Council members must avoid conflict of interest with respect to all of their responsibilities. This requires that Council members will declare their personal and/or organizational interest in any Council agenda items and will leave the room for the duration of the discussion and the vote whenever they or other Council members believe there is a conflict.
6. Council members will adhere to human rights standards as outline in legislation.
7. Council members will not exercise individual authority over the organization, management, staff, or clients except as explicitly set forth in a Council policy. Council members will not judge the performance of personnel outside of the official Council process. Similarly, Council members will interact with the public as representatives of the Council only within the parameters of a Council policy.
8. Council members will submit regrets to the Registrar or President if unable to attend a meeting.
9. Council members will always act in good faith and respect the power, authority and influence associated with his/her role and not misuse this trust for personal gain.
10. Council members will maintain an appropriate dress code for all meetings.