

# Ontario College of Trades

## Consolidated By-laws

January 17, 2012

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## SECTION 1 – Definitions

1.1 In this bylaw, unless otherwise defined or required by the context:

- (a) “Act” means Ontario College of Trades and Apprenticeship Act, 2009
- (b) “Board” means the board of governors of the College as outlined in section 12 of the act
- (c) “College” means the Ontario College of Trades
- (d) “Officer” means The Board may employ such individuals as it considers advisable and shall have the officers provided for by the by-laws
- (e) “Person” means an individual, corporation, partnership, sole proprietorship, association or any other organization or entity
- (f) “Registrar” means the Registrar of the College
- (g) “Roster” means the roster of adjudicators for purposes of appointment to review panels of the College, as outlined in Section 21 of the act
- (h) “Committee” includes a committee identified under S. 30 of the Act, special committee, task force or other similar body established by the Board or the executive committee by resolution, per S. 31 of the Act
- (i) “Remuneration” is a fixed amount, agreed upon by the Board of Governors, which is given to all board and committee members in recognition of the service provided on board and committees or in carrying out board business
- (j) “The Regulations” means the Regulations made under the *Ontario College of Trades and Apprenticeship Act, 2009*, R.S.O. 2009, c. 22
- (k) “Holiday” means
  - (i) any Saturday or Sunday
  - (ii) New Year’s Day
  - (iii) Family Day

- (iv) Good Friday
- (v) Easter Monday
- (vi) Victoria Day
- (vii) Canada Day
- (viii) Civic Holiday
- (ix) Labour Day
- (x) Thanksgiving Day
- (xi) Remembrance Day
- (xii) Christmas Day
- (xiii) Boxing Day
- (xiv) any special holiday proclaimed by the Governor General or the Lieutenant Governor.

and where New Year's Day, Canada Day or Remembrance Day falls on a Saturday or Sunday, the following Monday is a holiday, and where Christmas Day falls on a Saturday or Sunday, the following Monday and Tuesday are holidays, and where Christmas Day falls on a Friday, the following Monday is a holiday.

- 1.2** In this bylaw, unless otherwise defined or required by the context, the terms used have the same meaning as in the act and the regulations.

## **SECTION 2 – Financial Year and Audit**

- 2.1** The financial year of the College is January 1 – December 31.
- 2.2** The Board shall annually appoint an auditor who is duly licensed under the *Public Accounting Act, 2004*, R.S.O. 2004, c.8, and any amendments, to audit the accounts of the College and to serve until the close of the next annual meeting of members and, if an appointment is not made, the auditor in office shall continue until a successor is appointed.
- 2.3** The Registrar shall give notice of every appointment and reappointment of an auditor to the auditor in writing promptly after the appointment or reappointment is made.

- 2.4 The Board may, by resolution passed by at least two-thirds of the Board members at a meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall, by a majority of the votes cast at that meeting, appoint another auditor in such auditor's stead for the remainder of the term.
- 2.5 The auditor shall make such examinations as will enable him or her to report to the Board as required by law and under this Section.
- 2.6 The auditor shall meet at least annually with the Finance and Audit Committee, and with the Board, to present the results of his or her examination of the annual financial statements and to consider any other matters which should come before the committee.
- 2.7 The auditor shall report in writing to the annual meeting of members of the College on the annual financial statements for the most recently ended financial year of the College.
- 2.8 The auditor has a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College that can reasonably be furnished and is entitled to require from the present or former members of the Board, officers, employees and agents of the College such information as in the auditor's opinion is necessary to enable the auditor to report as required by law or under this Section.

### **SECTION 3 – Officers**

- 3.1 The officers of the College shall be the Chair, Vice-Chair, Registrar, Deputy Registrars and such other officers as the Board shall determine from time to time.
- 3.2 The Board shall elect a Chair and Vice-Chair to hold office until the first meeting of the Board which is at least two years after the Board meeting at which the person was elected.
- 3.3 The election of the Chair and Vice-Chair shall be by secret ballot using generally accepted democratic procedures and where more than two Board members are nominated the nominee who receives the lowest number of votes on each ballot shall be deleted from nomination unless one nominee receives a majority of the votes cast on the ballot, and this procedure shall be followed until one nominee receives a majority of the votes cast.
- 3.4 If the office of the Chair becomes vacant, the Vice-Chair shall become the Chair for the unexpired term of the office and the office of Vice-Chair thereby becomes vacant.

- 3.5** The Board shall fill any vacancy in the office of Vice-Chair at the next Board meeting after the vacancy occurs.
- 3.6** The office of Chair or Vice-Chair becomes vacant if the holder of the office dies, resigns, is removed from that office by a vote of the Board at a meeting called for that purpose, or is removed from the Board in accordance with the Regulations.
- 3.7** The Chair of Board shall:
- (a)** preside at meetings of the Board, unless a Presiding Officer is selected in accordance with Section 6.11
  - (b)** be Chair of the Executive Committee
  - (c)** be a member of the Finance and Audit Committee
  - (d)** perform all acts and deeds pertaining to the office of the Chair as provided for in the by-laws or as may be decided by the Board.
- 3.8** The Vice-Chair of the Board shall:
- (a)** in the absence of the Chair, preside at meetings of the Board unless a Presiding Officer is selected
  - (b)** be Vice-Chairperson of the Executive Committee.
- 3.9** The Registrar shall:
- (a)** perform the duties of Registrar set out in the *Act*, regulations and by-laws
  - (b)** be responsible for carrying out the day-to-day business of the College including management of and hiring of staff, acquiring goods and services, and promoting college objectives, subject to any limits imposed by the *Act*, regulations, the by-laws and Board resolutions
  - (c)** perform such other duties as may be assigned by the Board.

## **SECTION 4 – Banking and Finance**

- 4.1** The banking business of the College or any part thereof shall be transacted with any bank chartered under the *Bank Act* (Canada) as the Board may designate, appoint or authorize from time to time by resolution.
- 4.2** All of the College's banking business any part thereof shall be transacted on the College's behalf by any two (2) of the signing officers or such one or more other officers of the College and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.
- 4.3** All monies received by the College from time to time shall be deposited in an account maintained by the College in its name with any branch of the College's bankers.
- 4.4** All of the funds and monies of the College not immediately required for its operations shall be invested and/or re-invested in accordance with the investment guidelines developed and approved by the Board from time to time. In the absence of any such guidelines, the funds and monies of the College shall be invested only in bankers acceptances accepted by, or other short-term instruments issued or guaranteed by, a Canadian chartered bank listed on Schedule 1 of the *Bank Act* (Canada).
- 4.5** Any security in which the College invests shall be lodged with the chartered bank indicated in section 4.4 or placed promptly after the investment is made in its safety deposit box at the bank appointed under section 4.1.
- 4.6** Securities representing the College's investments shall, where the College is required to take physical delivery thereof, be held in the College's safety deposit box. The College shall be permitted to use any custodial services offered by its bankers in respect of the storage of its investments. Securities and other documents shall be placed in, or removed from, the College's safety deposit box only by two (2) of the signing officers.
- 4.7** The College may borrow such amounts as may from time to time be approved by the Board for the purpose of establishing, operating and maintaining the College.

## **SECTION 5 – Documents**

- 5.1** The signing officers of the College shall be the Chair, Vice-Chair, Registrar, Deputy Registrar and such other officers as are named by the Executive Committee. That the Special Advisor, during the period of set-

up of the College, until a registrar is appointed, shall be a signing officer of the College.

- 5.2** The Board may from time to time, by resolution, appoint any other person or persons on behalf of the College to:
- (a)** sign and deliver contracts, documents or instruments in writing generally
  - (b)** sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing.
- 5.3** The Registrar or Special Advisor may from time to time establish administrative policies which permit one or more specified employees of the College, in specific circumstances, to sign and deliver contracts, documents or instruments in writing, for the routine purchase of goods and services required by the College.
- 5.4** Proposed regulations on behalf of the College shall be signed by the Chair or Vice-Chair, Registrar and during transition the Special Advisor, and the corporate seal shall be affixed thereto.
- 5.5** Unless otherwise specified, all other contracts, documents or instruments in writing requiring execution by the College shall be signed by any two (2) or the signing officers and all contracts, documents or instruments in writing so signed shall be binding upon the College without any further authorization or formality.

For the purposes of this by-law, the term "contracts, documents or instruments in writing" shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property (including, but not limited to, transfers and assignments of shares, warrants, bonds, debentures or other securities), proxies for shares and other securities and all paper writings.

- 5.6** In order to ensure that the Board members are adequately prepared to deal with questions from the membership, copies of communication materials that are distributed to the membership in general, as well as correspondence to the Minister and Ministry of Training, Colleges and Universities related to policy matters, correspondence to service delivery agents and those deemed appropriate by the Registrar or Special Advisor, shall be shared with members of the Board.

## **SECTION 6 – Meetings of the Board**

- 6.1** In accordance with Section 17 of the *Act*, the Board shall hold a minimum of six regular meetings in a calendar year and shall designate one of those meetings as the annual meeting
- 6.2** Each meeting of the Board shall be called by the Chair and shall be held in such location in Ontario as shall be determined by the Registrar, at the direction of the Board.
- 6.3** The Board may, from time to time, by resolution, determine to hold additional meetings and shall, by such resolution, fix the date, place in Ontario and times for such meetings. So long as any such resolution is in effect, the Registrar of the College shall convene such meetings by notice given in accordance with Section 6.4.
- 6.4** The Registrar shall notify each member of the Board in writing of the place, date, time and agenda for a Board meeting by sending such notification no less than ten (10) days before a regular meeting.
- 6.5** Special meetings of the Board may be called by the Chair or by two thirds of Board members who deposit with the Registrar a written requisition for the meeting specifying the matter or matters for decision at the meeting. Special meetings shall be held in such location as shall be determined by the Registrar.
- 6.6** The requirement to give ten (10) days notice of a special meeting may be waived. Attendance of a member of the Board shall constitute waiver of notice. Attendance at a special meeting by a member of the Board for the purpose of disputing the sufficiency of the notice shall not be deemed to constitute waiver of notice.
- 6.7** At the direction of the Chair, regular or special Board meetings may be held in person or by teleconference;
- 6.8** With the concurrence of the Chair, a member may be deemed to attend a meeting by conference call.
- 6.9** A Board meeting may only consider or transact:
- (a)** matters brought forward by the Executive Committee
  - (b)** matters brought forward by the Registrar
  - (c)** matters brought forward by the Divisional Boards
  - (d)** matters brought forward by a review panel

- (e) recommendations in reports by committees
- (f) motions of which a notice of motion was given by a member of the Board at the preceding Board meeting, or in time for the notice of motion to be included in the notice of meeting under section 6.4
- (g) motions which the members of the Board agree to consider by a two-thirds vote of those in attendance
- (h) matters for which notice has been given in accordance with the *Act*, by-laws and regulations
- (i) at any meeting, new business, routine and procedural matters in accordance with the rules of order.

- 6.10** The Registrar shall prepare an agenda for each meeting subject to the review and approval of the Chair.
- 6.11** Subject to the appointment of a Presiding Officer as set forth below, the Chair, or Vice-Chair in his/her absence, shall preside at meetings of the Board. The Chair, with the concurrence of the Vice-Chair and the approval of the Board, may select a person called the Presiding Officer, who will conduct the business of the meeting and ensure that the rules of debate are observed, in the name of the Chair. In the absence of the Presiding Officer, Chair and Vice-Chair, the Board shall elect a person from among its members to temporarily act as and have all the powers of the Chair.
- 6.12** Unless otherwise required by law or by the by-laws, every question which properly comes before the Board may be decided by a simple majority of the votes cast at the meeting by members of the Board present thereat (including a member of the Board who is the Presiding Officer) and, if there is an equality of votes on a question, the question shall be deemed to have been decided in the negative.
- 6.13** Every vote at a Board meeting, other than a Board meeting held by teleconference, shall be by a show of hands, but if any Board member so requests, a roll call vote shall be taken. Every vote at a Board meeting held by teleconference shall be a roll call vote. In the event of a roll call vote, the Presiding Officer shall require the Registrar to request each member in turn to record his or her vote and such vote will be recorded in the minutes of that meeting.
- 6.14** The Registrar shall cause minutes of the proceedings of the Board meeting to be recorded, and the minutes of the Board meeting, when signed by the Registrar are *prima facie* proof of the accuracy of the contents of every such record.

- 6.15** The minutes of the proceedings of a Board meeting when accepted at a subsequent Board meeting, subject to any corrections made at such subsequent meeting, are conclusive proof of the accuracy of the contents of every such record.
- 6.16** The procedure at all meetings of the Board or committees of the Board shall be governed by the rules laid down in Perry's *Call to Order* (most recent edition) except as required by law, provided in the by-laws or established as standard procedures by prior decision of the Board.

## **SECTION 7 – Meetings of Divisional Boards and Trade Boards**

- 7.1** The Divisional and Trade Boards shall meet as required by the Registrar.
- 7.2** Upon the request of the Registrar, a Divisional or Trade Board shall meet at a place in Ontario, at a date and time designated by the Chair of the Divisional or Trade Board.
- 7.3** A Divisional Board shall elect a Vice-Chair annually from among its members for a term of one year.
- 7.4** A Trade Board shall elect a Chair and Vice-Chair annually from among its members for a term of one year.
- 7.5** The elections referred to in sections 7.3 and 7.4 above shall be by secret ballot using generally accepted democratic procedures and, where more than two members of each Divisional or Trade Board are nominated, the nominee who receives the lowest number of votes on each ballot shall be deleted from nomination unless one nominee receives a majority of the votes cast on the ballot and this procedure shall be followed until one nominee receives a majority of the votes cast.
- 7.6** The Registrar shall notify each member of the Board in writing of the place, date, time and agenda for a Board meeting by sending such notification no less than ten (10) days before a regular meeting.
- 7.7** Unless otherwise required by law or the by-laws, a majority of the number of positions on the Divisional or Trade Boards constitutes a quorum.
- 7.8** The Chair, or, in their absence the Vice-Chair, shall preside over meetings of each Divisional or Trade Board.
- 7.9** Every question which comes before a Divisional or Trade Board may be decided by a majority of the votes cast at each meeting, and, if there is an equality of votes on an issue, the question shall be deemed to have been defeated.

- 7.10** The Chair shall designate a recording officer for each Divisional or Trade Board who will be responsible for the recording of deliberations at every meeting, and the written record is, when signed by the Chair and recording officer, proof in the absence of evidence to the contrary that the written record accurately reflects the deliberations of the Divisional or Trade Board meeting.
- 7.11** The written record of deliberations at a Divisional or Trade Board meeting, when accepted at a subsequent meeting, subject to any corrections made, is conclusive proof that the written record accurately reflects the deliberations of the Divisional or Trade Board.
- 7.12** The written record of each Divisional or Trade Board meeting shall be deposited with the Registrar promptly after it has been signed by the Chair and recording officer.
- 7.13** At the direction of the Chair of the Divisional or Trade Board, a meeting of the Divisional or Trade Board may be held in person or by teleconference.

## **SECTION 8 - Remuneration**

- 8.1** Remuneration payable under this policy includes the following:
- (a)** \$450 per day for the Chair of Board of Governors
  - (b)** \$665 per day for the Chairs of the review panels, and \$400 per day for remaining panel members
  - (c)** \$250 per day for Board of Governors members, Chair of each Divisional Board, all committee members - as outlined by the Board of Governors, all Divisional Board members and all Trade Board members.
- 8.2** Remuneration under this policy will be paid if any of the following conditions are met:
- (a)** time in attendance at meetings of the various boards, review panels and identified or statutory committees
  - (b)** preparatory time for meetings attended for the review panels, boards and committees where the preparatory time for decision-making is ongoing and burdensome, at the rates stipulated in 8.1, above.
- 8.3** In all cases, all boards, review panels and identified or statutory committee members will be compensated as follows for **preparatory time**:
- (a)** The chairperson is responsible for determining, on a case by case basis, an appropriate amount of preparation time that will be compensated.

- (b) Travel time beyond that undertaken as part of the normal day's work may be remunerated on an hourly basis, at a rate not to exceed the approved per diem rate.

**8.4** The following criteria will be used in determining the amount of remuneration to be paid / claimed for any one calendar day under any of the remuneration policies:

- (a) Per diem is to be interpreted as the amount payable for work periods in excess of three hours.
- (b) When less than three hours of work is involved, one-half of the established per diem rate may be paid.
- (c) Only one per diem payment can be paid to an individual for each calendar day.
- (d) The per diem base is deemed to be seven and a half hours.

**8.5** No person shall be paid under this section except in accordance with properly submitted vouchers and receipts.

**8.6** Upon written confirmation from the member her or his remuneration cheques for preparatory time and meeting attendance will be made payable to the member's employer as a "fee for service" and no income tax deduction will be made.

**8.7** In all other instances, remuneration cheques will be made payable to the member as taxable income, subject to income tax deduction and issuance of a tax form at year end. Income tax of 10% will automatically be deducted from a member's remuneration unless specific direction is given by the member to deduct a greater or lesser amount.

## **SECTION 9 – Meetings of the Members of the College**

**9.1** An annual meeting of the members of the College shall be held in Ontario, at a place and time determined by the Chair of the Board, for the purpose of informing members of the activities of Board and the College. Notice of such a meeting shall be given by publication of it in the College's official publication or other notice to all members.

**9.2** The annual meeting shall be chaired by the Chair of Board or the Presiding Officer.

**9.3** The business at the annual meeting of members shall consist of reports by the Board, the auditor and by one or more of the committees of the Board or by one or more of the Divisional or Trade Boards.

- 9.4** Each agenda for the annual meeting of the members of the College shall include an anticipated time for consideration of each item on the agenda, and a period in which members may ask questions, or raise topics for informal discussion, that are relevant to the affairs of the College.

## **SECTION 10 – Conflict of Interest**

- 10.1** All members of the Board and officers of the College shall disclose any interest they may have, other than as members of the Board or as officers of the College, in any matter coming before the Board or committees. Members of the Board who so declare shall not participate in the discussion or vote on the matter. At the direction of the Chair, any member of the Board who has made such a declaration may be asked to leave any meeting of the Board or a committee at which such matter is discussed for so long as such matter is being discussed. Officers who so declare shall not act in the matter and shall seek direction from the Chair or Registrar, as the case may be.
- 10.2** A record shall be kept of all declarations of conflict.
- 10.3** A member of the Board, or an officer of the College, has a conflict of interest when the member or officer makes a decision, or is present when a decision is made or participates in making a decision in the carrying out of his or her role that may directly or indirectly confer a benefit on the member or officer or any person with whom the member or officer does not deal at arm's length, and at the same time knows that in the making of the decision there is the opportunity to further his or her private interest, or the private interest of a party with whom the member or officer does not deal at arm's length, provided that members of Board shall be deemed not to have a conflict of interest when approving resolutions relating to:
- (a)** remuneration of the Board
  - (b)** indemnification of Board members
  - (c)** the acquisition of insurance in respect of the indemnification of Board members.
- 10.4** This Section applies, with necessary modification, to members of committees, Divisional Boards, Trade Boards and review panels.

## **SECTION 11 – Disqualification and Resignation**

- 11.1** A member of the College is disqualified from sitting on a statutory or standing committee and ceases to be a member of that committee, if the member:
- (a)** is found by the Discipline Committee to be guilty of professional misconduct or to be incompetent
  - (b)** is found by the Fitness to Practise Committee to be incapacitated
  - (c)** resigns their membership in the College
  - (d)** fails, without cause, to attend three (3) consecutive meetings of a committee of which he or she is a member
  - (e)** fails, without cause, to attend a hearing of a panel of a committee for which he or she has been selected.
- 11.2** A member of the Board or a Divisional Board, or a Trade Board who resigns from the Board, a Divisional Board or a Trade Board, or is removed from the Board, a Divisional Board or a Trade Board in accordance with the Regulations, ceases to be a member of the statutory and/or standing committees of which he or she is a member.
- 11.3** For the purpose of this by-law, the resignation of a member from the Board, Divisional Board, Trade Board, statutory, or standing committee is effective when received by the Registrar.

## **SECTION 12 – Filling of Vacancies on Committees**

- 12.1** The seat of a member of a statutory or standing committee becomes vacant if the member dies, resigns from the committee or is disqualified from sitting on the committee.
- 12.2** If the seat of a member of a statutory or standing committee becomes vacant, the Executive Committee shall, as soon as reasonably possible, appoint a person to fill the vacancy.
- 12.3** Within ten (10) days of a vacancy on a statutory or standing committee coming to the attention of the Registrar, the Registrar shall:
- (a)** notify the members of the Board and Executive Committee that a vacancy has arisen

- (b) provide the members of the Board and Executive Committee with the information that they need in order to be able to fill the vacancy
- (c) draw the attention of the Board and Executive Committee to its obligation under this Section to act expeditiously.

**12.4** A person appointed by the Executive Committee or confirmed by the Board to fill a vacancy on a committee shall hold office on the committee until the former committee member's term would have expired.

## **SECTION 13 – Statutory Committees**

- 13.1** In these by-laws, statutory committee means the committees listed in section 30(1) of the *Act*.
- 13.2** The members of a statutory committee to be appointed by the Board shall be appointed as soon as reasonably possible.
- 13.3** A person appointed to a statutory committee shall continue to be a member of the committee until the first meeting of the Board which is at least two years after the Board meeting at which the person was appointed to the committee.
- 13.4** Subject to section 3.8 of these by-laws, a statutory committee shall elect a Vice Chair from among its members.
- 13.5** In appointing members of a committee to a panel, pursuant to section 30(4) of the *Act*, the Chair of a committee shall name one of the panel members as the Chair of the panel.
- 13.6** Executive Committee
- (a) The Board shall appoint five (5) of its members to the Executive Committee, of which two shall be the Chair and the Vice Chair of the Board.
  - (b) A quorum of the Executive Committee is three.

## **SECTION 14 – Standing Committees**

**14.1** There are hereby established the following standing committees, in addition to those required by Section 30 of the *Act*:

- (a) Finance and Audit Committee

(b) Nomination Committee.

**14.2** The Board shall appoint one of the members of each committee listed in Section 14.1 as Chair of the committee. A Vice-Chair of the committee shall be elected by the committee from amongst the remaining committee members.

**14.3** Finance and Audit Committee

(a) The Board shall appoint the Chair of the Board and two (2) other members of the Board to the Finance and Audit Committee. The Registrar shall be an ex-officio member of the Committee.

(b) The Finance and Audit Committee shall review and report to the Board regarding the financial affairs and position of the College and recommend an annual budget to the Board.

(c) The Finance and Audit Committee shall make recommendations to the Board with respect to the appointment of an auditor.

(d) In advance of the auditor's meeting with the Board referenced in Section 2.6, the Finance and Audit Committee shall meet a minimum of two (2) times per year with the auditor and shall review in detail the audit performed that year.

(e) The Finance and Audit Committee shall review the auditor's report in writing to the members of the College referenced in Section 2.7 and shall provide comments to the auditor in advance of distribution of the report to the members of the College.

(f) A quorum of the Finance and Audit Committee is two.

**14.4** Nomination Committee

(a) The Board shall appoint three (3) of its members to the Nomination Committee.

(b) A quorum of the Nomination Committee is two.

(c) The persons appointed to the Nomination Committee shall include:

(i) one member appointed to the Board representing the public

(ii) one member appointed to the Board representing employees

(iii) one member appointed to the Board representing employers.

- (d) The Nomination Committee shall make recommendations to the Board regarding the members and chairs of committees established by the *Act* or these by-laws.
- (e) The Nomination Committee shall make recommendations to the Board regarding the members of review panels.
- (f) Members of the Board who are Chairs of Divisional Boards shall not be appointed as members of the Nomination Committee.

## **SECTION 15 – Committee Procedures**

- 15.1 In the absence of the Chair of a committee, the Vice-Chair shall temporarily act as and have all the powers of the Chair.
- 15.2 In the absence of the Chair and Vice-Chair of a committee, the committee shall elect a person from among its members to temporarily act as and have all the powers of the Chair.
- 15.3 Each committee shall meet at least once a year.
- 15.4 A meeting of a statutory or standing committee or panel of a committee may be held by any means that permits every person participating in the meeting to communicate with each other simultaneously.
- 15.5 The Registrar shall notify each member of a committee in writing of the place, time and agenda for a committee meeting by sending such notification no less than ten (10) days before a meeting.
- 15.6 The Chair of a committee shall ensure that minutes are:
  - (a) taken at each meeting
  - (b) reviewed and approved at the end of each meeting
  - (c) signed by the Chair after approval.
- 15.7 A person appointed to a standing committee shall be a member of the committee until the first meeting of the Board, following the third anniversary of the person's appointment to the Committee.

## **SECTION 16 – Executive Delegation**

- 16.1 The Executive Committee may exercise the power of the Board pursuant to section 21(4) of the *Act*, to appoint one member of a review panel from the roster of adjudicators.

**16.2** The Executive Committee may exercise all the other powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee requires attention between meetings of the Board, except the power to make, amend or revoke regulations or by-laws.

## **SECTION 17 – Requirement That Members of the College Provide Information to the Registrar**

**17.1** A member shall notify the Registrar in writing or in another form acceptable to the Registrar of the following:

- (a)** the member's business address and telephone number
- (b)** the member's home address and telephone number, at the member's principal residence
- (c)** the member's cellular phone and facsimile numbers
- (d)** the member's e-mail address
- (e)** the member's date of birth
- (f)** the member's gender
- (g)** whether the member prefers to use English or French in the member's dealings with the College
- (h)** the member's full name, and former names if any
- (i)** the name of the member as it appears on the member's certificate of qualification, if applicable
- (j)** the identity of any other jurisdiction in which the member is authorized to practise a trade, and the date on which such authorization was granted
- (k)** the name of the member's current employer.

**17.2** If there is a change in the information provided under Section 19.1, the member shall notify the Registrar in writing or in another form acceptable to the Registrar of the change within thirty (30) days of the effective date of the change.

## **SECTION 18 – Procedures for Making, Amending and Revoking By-Laws**

- 18.1** These by-laws may be added to, amended, or revoked by a two-thirds majority vote at any meeting of the Board.
- 18.2** Notice, including the text, of any proposed addition, amendment, or revocation of a by-law shall be given to the Registrar by a member of the Board sixty (60) days in advance of the Board meeting at which the amendment will be tabled.
- 18.3** Every by-law and every amendment and revocation thereof shall be certified by the Chair or Vice-Chair and by the Registrar, sealed and maintained in a book.

## **SECTION 19 – Forms**

- 19.1** The Registrar may from time to time approve forms or formats to be used for submission of information to the College in accordance with the *Act*, regulations or by-laws, and the specified information shall be required to be submitted in the form specified.
- 19.2** Certificates of qualification and statements of membership, including all classes of certificates issued by the College shall be in such form or forms, as the Registrar shall from time to time approve.
- 19.3** Summonses, notices, orders and other documents issued by the College shall be in such form or forms as the Registrar shall from time to time approve.
- 19.4** The form approved by the Registrar for persons applying for a certificate of qualification or statement of membership, shall, *inter alia*, require the applicant to provide:
- (a)** an applicant declaration and criminal record declaration which the applicant shall complete
  - (b)** an original Canadian criminal record check report not more than 30 days old at the date of receipt by the College
  - (c)** other information that the Registrar may request in order to consider the application.

## **SECTION 20 – Management of Property of the College**

- 20.1** The College shall maintain all risks property insurance in connection with its assets and operations and shall also maintain other types of insurance, including comprehensive general liability insurance with respect to claims for personal injury, death or property damage with respect to its operations, with responsible and reputable insurance companies in such amounts and with such deductibles as are reasonably determined to be adequate.
- 20.2** The College shall maintain its assets that are used or useful in the conduct of its operations in good repair and working order and from time to time make all necessary repairs, replacements and renewals and additions thereto, all in accordance with sound business practice. In connection therewith, the College may dispose of such of its assets as are obsolete or are no longer required for such operations in such manner is as most beneficial to the College.

## **SECTION 21 – Indemnification**

- 21.1** Subject to 21.3, every member of the Board, a Divisional Board, a Trade Board or other persons who are appointed to College committees or panels and every officer or employee of the College, including his or her heirs, executors and administrators, and estate and effects ("**Indemnified Person(s)**"), shall be indemnified and saved harmless by the College out of the funds of the College from and against:
- all costs, charges, liabilities, expenses, awards or judgments whatsoever that the Indemnified Person sustains or incurs in or about any action, suit or proceeding ("**Claim(s)**") that is brought, commenced or prosecuted against the Indemnified Person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Indemnified Person, in or about the execution of the duties of his or her office;
- 21.2** Subject to 21.3, the College shall appoint defence counsel to defend any Claim made against the Indemnified Person and the College will pay on a current basis out of the funds of the College the cost to defend the Claim on behalf of the Indemnified Person.
- 21.3** The indemnity provided for in 21.1 and the defence obligation described in 21.2 shall only be provided by the College if the Indemnified Person has acted honestly, in good faith and in the best interest of the College.
- 21.4** Subject to 21.5, the Indemnified Person shall be indemnified and saved harmless by the College out of the funds of the College for any and all other reasonable costs, charges and expenses that the Indemnified

Person sustains or incurs in or about, or in relation to the affairs of the College.

- 21.5** The indemnity provided for in 21.4 shall be provided by the College only if (i) the Indemnified Person has acted honestly, in good faith and in the best interest of the College and (ii) such costs, charges and expenses are not caused or occasioned by the Indemnified Person's own gross negligence, wilful neglect or default.
- 21.6** The College may purchase and maintain liability insurance for the protection and benefit of the Indemnified Persons with respect to Claims, such protection being in addition to the indemnity and protection provided for in sections 21.1 and 21.2.

## **SECTION 22 – Service of Documents for Proceedings Before the Board, Review Panels and Committees**

- 22.1** Subject to the *Act* and other provisions of the by-laws, any notice to be given or document to be served, by the College, by a member of the College or by a complainant, for, *inter alia*, proceedings before the Board, review panels or other committees is sufficiently given or served:
- (a)** by personal delivery
  - (b)** by sending a copy by courier to the last address of the person known to the Registrar
  - (c)** by sending a copy by regular mail, registered mail or e-mail to the last address of such person known to the Registrar
  - (d)** by faxing a copy to the last known fax number of such person known to the Registrar.
- 22.2** Where a document or notice to be given or served is sent by courier, there is a rebuttable presumption that the notice or document is delivered to the person on the second day following the day the courier was given the document or notice.
- 22.3** Where a notice or document is to be served by facsimile or e-mail, there is a rebuttable presumption that the notice or document is delivered to the person on the day the facsimile or email is sent, except that where the facsimile or email is sent between 4:00 p.m. and midnight, there is a rebuttable presumption that the notice or document is delivered to the person on the following day.
- 22.4** The signature to any notice or other document given by the College may be written, stamped, typewritten, or printed.

**22.5** In the computation of time under these by-laws, regulations or the *Act*, except where a contrary intention appears:

- (a)** Where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens.
- (b)** Where a period of seven days or less is prescribed, holidays shall not be counted.
- (c)** Where the time for doing an act expires on a holiday, the act may be done on the next day that is not a holiday.
- (d)** Service of a document made after 4 pm or any time on a holiday shall be deemed to have been made on the next day that is not a holiday.
- (e)** Where a time of day is referenced, the time referred to shall be taken as the time observed locally.