

Name of Society

College of Midwives of Alberta

COLLEGE OF MIDWIVES OF ALBERTA

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Section 1: Definitions and Interpretation

Article 1.1: Definitions

- 1.1.1 "Act" means the *Health Disciplines Act*, RSA 2000, c H-2.
- 1.1.2 "Annual General Meeting" means the College's Annual General Meeting conducted in accordance with the Bylaws.
- 1.1.3 "Bylaws" means these Bylaws.
- 1.1.4 "Chief Executive Officer" means the person appointed by Council to function in accordance with the Bylaws, in accordance with Council policies.
- 1.1.5 "College" means the College of Midwives of Alberta established pursuant to the *Societies Act*.
- 1.1.6 "Council" means the Board of Governors, as referenced in the Act and Regulation.
- 1.1.7 Subject to the Act, "Deliver," with reference to a notice or other document, includes to mail or to leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business, and includes facsimile and electronic transmission.
- 1.1.8 "Other Member" means an Honorary Member as described in the Bylaws.
- 1.1.9 "Public Member" means a member of the public appointed to the Council or any Council Committee by the Lieutenant Governor in Council, in accordance with the Act. A Public Member on the Council or any Council Committee shall have the same rights and responsibilities as a Registered Member pertaining to their duties on the Council and/or a Council Committee.
- 1.1.10 "Practice of Midwifery" means health services provided under the Act and Regulation by a registered Midwife.
- 1.1.11 "Registered Member" means a person whose name is entered by the Registrar on the College's register, including non-practicing midwives on the College's register, as described in the Act and Regulation.
- 1.1.12 "Registrar" means the Registrar, who may also be the Chief Executive Officer, appointed by Council in accordance with the Act and Regulation.
- 1.1.13 "Regulation" means the *Midwifery Regulation, Alta Reg 328/1994* under the Act, as amended from time to time.
- 1.1.14 "Special Meeting" means any College meeting called in accordance with the Bylaws, except the Annual General Meeting.
- 1.1.15 "Special Resolution" means a resolution passed at a meeting for which at least 21 days written notice was duly given, stating the intent of the Special Resolution. The Special Resolution must be endorsed by a vote of a two thirds majority of practitioners.
- 1.1.16 "Standards of Practice" as referenced in the Act, means the Standards of Practice that Council may approve from time to time, in accordance with College policies.

Article 1.2: Interpretation

- 1.2.1 Council shall approve and implement governance and other policies as they deem necessary to fulfill the requirements of the Act, Regulation and the Bylaws.
- 1.2.2 Where the Act, the Regulation and the Bylaws are silent, College governance and other policies apply.
- 1.2.3 A Registered Member shall be in good standing only if:
 - 1.2.3.1. The person's registration is current, and they do not owe the College any fines, fees, costs, assessments, penalties or levies.
 - 1.2.3.2. The person's registration has not been cancelled or suspended.
- 1.2.4 The provisions of the Bylaws are independent and severable. Should any part of the Bylaws be deemed invalid, the remainder of the Bylaws shall continue in full force and effect.

Section 2: Mission and Vision

- 2.1 The College is established under the Act and Regulation as a self-governing body. Its purpose is to regulate the practice of the profession "in the public interest," and to facilitate competent, safe and ethical midwifery care.

Section 3: Governance

Article 3.1: Role of the Council

- 3.1.1. The College is governed by the Council, in accordance with the Act, Regulation and the Bylaws. Accountable to the Health Disciplines Board under the Act, Council's functions include, but are not limited to:
 - 3.1.1.1. approval of the strategic plan and governance policies.
 - 3.1.1.2. accountability for effective and efficient governance of the profession and oversight of the College's prudent and responsible management of financial, human and other resources. Council approves the annual budget and ensures that the College's financial records and accounts are audited as required.
 - 3.1.1.3. proposing to Alberta Health and Wellness, through the Health Disciplines Board, amendments to the Act and Regulation.
 - 3.1.1.4. approving the Bylaws for presentation to College members.
 - 3.1.1.5. appointing or provide for the appointment of an individual as Registrar.
 - 3.1.1.6. appointing or provide for the appointment of an individual as Chief Executive Officer.
 - 3.1.1.7. setting fees for examinations, registration, and manner of proof as to matters required by applicants for registration and renewals of registration.

3.1.1.8. providing direction to and oversight of the Chief Executive Officer and Registrar's activities.

Article 3.2: Composition of the Council

- 3.2.1. The Council shall consists of a minimum of three elected Registered Members in good standing, and two appointed Public Members appointed by the Lieutenant Governor in Council.
- 3.2.2. Public Members appointed by the Lieutenant Governor in Council have all of the rights, responsibilities and accountabilities of Council members who are elected Registered Members.
- 3.2.3. In the event there are insufficient nominations at the Annual General Meeting for a category of membership, any Registered Member in good standing may be appointed by Council to serve on Council.
- 3.2.4. The Council shall elect annually from among its members a President, Vice President and Treasurer.
- 3.2.5. A change to a Council member's category of registration under the Regulation does not affect their ability to carry out their duties and complete their term, provided that the Council member continues to be a member in good standing.
- 3.2.6. Elected Council members must be residents of Alberta.

Article 3.3: Term of Office of the Council

- 3.3.1. The term of office for an elected Council member is three years.
- 3.3.2. An elected Council member is eligible for re-election for a maximum of two consecutive terms.
- 3.3.3. An elected Council member may resign at any time by delivering a written notice to the President. The resignation is effective on the date the President receives the notice or the date specified in the notice.
- 3.3.4. An elected Council member who resigns or whose appointment term has ended:
 - 3.3.4.1. may continue to serve until a successor is appointed; and
 - 3.3.4.2. even if a successor is appointed may continue to serve as a member of a committee or panel to complete work commenced before their resignation or end of term.

Article 3.4: First Election and Staggered Terms of Office

- 3.4.1. Notwithstanding other provisions in these Bylaws, the first Council shall consist of three elected Registered Members in good standing, and two appointed Public Members appointed by the Lieutenant Governor in Council.
- 3.4.2. Notwithstanding other provisions in these Bylaws, the first term of the elected Council Members who are elected during the first election shall be:
 - 3.4.2.1. three years, for the member receiving the highest number of votes;
 - 3.4.2.2. two years, for the member receiving the second highest number of votes; and
 - 3.4.2.3. one year, for the person receiving the third highest number of votes.

3.4.3. An elected Council member is eligible for re-election for a maximum of two consecutive terms.

Article 3.5: President

3.5.1. The President shall preside at all Annual General Meetings, Special Meetings and Council Meetings, unless this responsibility is formally delegated by the President to the Vice President.

3.5.2. The President shall assume all other roles, responsibilities and accountabilities in accordance with Council-approved governance policies.

3.5.3. The President shall be a Registered Member of the College's register.

Article 3.6: Vice President

3.6.1. The Vice President shall perform the President's duties in the President's absence and/or at the President's request.

3.6.2. The Vice President shall assume all other roles, responsibilities and accountabilities in accordance with Council-approved governance policies.

3.6.3. The Vice-President shall be a Registered Member of the College's register.

Article 3.7: Treasurer

3.7.1. The Treasurer shall assume all roles, responsibilities and accountabilities in accordance with Council-approved governance policies.

3.7.2. The Treasurer shall be a Registered Member of the College's register.

Article 3.8: Past President

3.8.1. The Past President is an ex-officio position filled by the last Chair of the governing Council.

3.8.2. The Past President shall provide historical insight, continuity of leadership and governance support to the Council.

3.8.3. The Past President shall be a non-voting member of Council whose term of office shall be one year.

Article 3.9: Chief Executive Officer

3.9.1. Council may retain an individual to serve as the Chief Executive Officer. This individual may also assume responsibilities as the Registrar under the Act, Regulation and Bylaws.

3.9.2. Council shall review the Chief Executive Officer's position description and performance yearly, consistent with governance policies.

3.9.3. Council and/or the Chief Executive Officer may appoint one or more individuals to act as the Chief Executive Officer in the Chief Executive Officer's absence.

Article 3.10: Council Meetings

3.10.1. The Council shall govern itself in accordance with its approved governance policies.

3.10.2. A majority of the Council, including the President (or Vice President) constitutes a quorum.

- 3.10.3. Meetings shall occur at least four times per calendar year. Meetings shall be called at the request of the President (or Vice President) or Registrar or Chief Executive Officer, or at the request of a majority of Council members.
- 3.10.4. Details concerning the time and place of the next Council meeting will be posted on the College's website at least 21 days prior to each Council meeting.
- 3.10.5. Council meetings shall be open to Registered Members and the public, with the exception of in-camera meetings.
- 3.10.6. The President may exclude any person from any part of the meeting and declare all or any part of a Council meeting "*in camera*," including where the following items may be discussed:
 - 3.10.6.1. receipt of advice or opinions from consultants, including but not limited to legal opinions.
 - 3.10.6.2. involvement in criminal or civil proceedings.
 - 3.10.6.3. human resources matters.
 - 3.10.6.4. the contents of registration examinations.
- 3.10.7. The Council may meet and conduct business in person, by teleconference, videoconference or other electronic means.
- 3.10.8. The Registrar or Chief Executive Officer shall ensure that minutes are taken at each meeting, distributed to Council members for their input in a timely fashion, approved at the next Council meeting, and retained for future reference.

Article 3.11: Removal of Council Members

- 3.11.1. All Council members accept their election or appointment to Council with the understanding they will conform to all governance policies, subordinate their personal interests, and make collective decisions "in the public interest."
- 3.11.2. A Registered Member automatically ceases to hold office if found guilty of unskilled practice and/or professional misconduct under the Act and Regulation, their appeal period has expired, and/or all appeals have been unsuccessful.
- 3.11.3. A Registered Member of Council may be removed or temporarily suspended by Council by a Motion passed by a two thirds majority of the remaining Council members, consistent with governance policies. The Registered Member who is the subject of the removal or temporarily suspended motion shall not be included in calculating this two thirds majority.

Section 4: Standing and Temporary Committees

Article 4.1: Appointments

- 4.1.1. Council may establish and maintain any additional standing or special Committee, including Subcommittees, Ad-hoc Committees, planning groups and working groups, deemed necessary for the efficient function of the College.
- 4.1.2. Council shall appoint all committee chairs and members, in accordance with Council-approved governance policies, including Terms of Reference.

4.1.3. All committee members must be Alberta residents.

Article 4.2: Committee Terms of Reference

4.2.1. Council shall establish a Registration Committee, in accordance with the regulations, consisting of not less than 3 and not more than 9 Registered Members.

4.2.2. Council shall establish, in accordance with the regulations, a Conduct and Competence Committee, consisting of:

4.2.2.1. not less than 3 Registered Members, and

4.2.2.2. one member of the public who shall be appointed by the Lieutenant Governor in Council for a term of not more than 3 years.

4.2.3. Council may establish a Practice Review Committee, consisting of not less than 3 and not more than 9 Registered Members.

4.2.4. Council shall designate a member of each Committee to act as chair.

4.2.5. The Council may establish, structure, empower and terminate committees dealing with non-regulatory matters in accordance with governance policies and Terms of Reference.

4.2.6. Temporary committees' activities shall not conflict with the requirements of the Act, Regulation, Bylaws or the Terms of Reference for any Standing Committee.

4.2.7. Subject to the Act, Council may establish rules for Committees to hold all or part of their meetings in camera.

Article 4.3: Removal of Committee Members

4.3.1. Committee members, including chairs, may be removed by a majority vote of the Council.

Section 5: Meetings of the Registered Members

Article 5.1: Annual General Meetings

5.1.1. The College's Annual General Meetings shall be held once per calendar year in Alberta at a time and place determined by Council.

5.1.2. Attendance at Annual General Meetings is limited to Registered Members, Other Members, Council and Committee members, and guests invited by Council members.

5.1.3. The following matters shall be considered at an Annual General Meeting:

5.1.3.1. audited financial statements.

5.1.3.2. a report from Council and, if applicable any of its committees, reflecting the College's activities.

5.1.3.3. election of Registered Member Council members.

5.1.3.4. other business properly before the Annual General Meeting.

- 5.1.4. Any meeting of the Registered Members, Other Members, Council and committee members and guests invited by Council members other than an Annual General Meeting is a Special Meeting.

Article 5.2: Notice of Annual General Meetings and Election

- 5.2.1. The Registrar or Chief Executive Officer shall notify every member of each Annual General Meeting by delivering a notice of the date, time and place at least 45 days prior to the Annual General Meeting.
- 5.2.2. The notice of the Annual General Meeting shall contain a draft agenda, information about the nomination procedure, and the election procedure for Registered Member Council members.
- 5.2.3. The accidental omission to deliver notice of a meeting to or the non-receipt of a notice by any Registered Member or public Council member entitled to receive notice does not invalidate proceedings at that meeting.

Article 5.3: Proxies

- 5.3.1. Registered Members shall be entitled to attend and vote in person or by proxy at the Annual General Meeting and all Special Meetings of the College.
- 5.3.2. All proxies shall be submitted on the approved College proxy form, and dated no more than four weeks prior to the meeting date to which they apply.
- 5.3.3. A Registered Member may lodge their proxy with a Member of Council or may designate another Registered Member to act as their proxy.
- 5.3.4. A person acting as a proxy cannot transfer or assign a proxy to another member.
- 5.3.5. In order to act as a proxy, a person appointed as a proxy must attend at the meeting to which the proxy applies.
- 5.3.6. A proxy that does not comply with all the requirements of the Bylaws is null and void, and has no force and effect.

Article 5.4: Notice to Public Members

- 5.4.1. Every notice delivered to Registered Members shall also be provided to Public Members serving on the Council or Council-approved committees.

Article 5.5: Special Meetings of the Membership

- 5.5.1. Upon providing at least 21 days notice to the individuals eligible to attend, Council shall convene a Special Meeting to deal with an urgent or emergency matter that cannot be postponed until the next Annual General Meeting:
- 5.5.1.1. where a two thirds majority of the Council passes a motion to this effect,
- or
- 5.5.1.2. where the Registrar or Chief Executive Officer receives a written request for such a meeting, signed by at least 10% of all Registered Members.
- 5.5.2. Business transacted at a Special Meeting shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is expressly set out in the notice of the Special Meeting.

- 5.5.3. Registered Members may approve a resolution by posted ballot, electronic ballot or other telecommunication facility used for the business to be transacted at the Special Meeting.

Article 5.6: Parliamentary Procedures

- 5.6.1. Subject to any provisions in the Act, Regulation or Bylaws, all meetings of the College, Council and the Council-approved committees shall be conducted in accordance with the most recent version of "Robert's Rules of Order."
- 5.6.2. A Parliamentarian may be retained to oversee the proceedings of Annual General Meetings and Special Meetings.

Article 5.7: Quorum of Members

- 5.7.1. The presence of fifteen (15)% of Registered Members, at the commencement of an Annual General Meeting or Special Meeting shall constitute a quorum for that meeting.
- 5.7.2. Quorum for a Special Meeting may be established by receipt of posted ballot, electronic ballot or other telecommunication facility used for the business to be transacted at the Special Meeting and the physical presence of fifteen (15)% of Registered Members shall not be necessary.
- 5.7.3. The number of members voting as proxy shall be included for the purposes of determining quorum.

Article 5.8: Voting

- 5.8.1. Registered Members in good standing can vote at an Annual General Meeting or Special Meeting.
- 5.8.2. When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question. This principle applies except where a larger majority is required by the Act or the Bylaws.
- 5.8.3. Every member whose eligibility to vote has been verified by the College Registrar shall be issued a voting card.
- 5.8.4. Voting shall ordinarily be conducted by a show of voting cards, unless a motion is made, seconded and passed by a majority of Registered Members that voting shall be held by a secret ballot.
- 5.8.5. In the event of a secret ballot, voting slips shall be distributed, one per vote carried, including proxies.
- 5.8.6. The Registrar or Chief Executive Officer shall retain used ballots and proxy forms for one year.

Article 5.9: Nomination and Election Procedures

- 5.9.1. Any Registered Member may nominate a maximum of two Registered Members in good standing for each vacant Council position. The nomination must be delivered to the Registrar or designate, accompanied by a letter signed by the person nominated, at least 60 days prior to the date of the election for the vacant Council position.
- 5.9.2. The letter signed by the nominee shall include a formal declaration that the nominee shall, following a formal orientation, observe the provisions of the Act, Regulation, Bylaws, governance policies, and procedures.

5.9.3. A written nomination must be signed by at least two Registered Members in good standing and show the name and signature of the Registered Member accepting the nomination.

5.9.4. The Parliamentarian appointed by the Council shall conduct the election of the Council.

Article 5.10: Minutes

5.10.1. The Registrar or Chief Executive Officer is responsible for ensuring that minutes are taken of all College meetings, including Annual General Meetings, Special Meetings, Council and Committee meetings. Formal copies of minutes of all meetings shall be retained in the College Offices.

5.10.2. Minutes of Annual General Meetings and Special Meetings shall be available to Registered Members and others, including members of the public, upon request.

Section 6: Privileges and Obligations of Membership

Article 6.1: Registered Member in Good Standing

6.1.1. A Registered Member who is in good standing may be elected to Council or may be appointed to a Council Committee.

Article 6.2: Other Members

6.2.1. On the Registration Committee's recommendation, Council may approve as an "Honorary Member" a person who has provided exemplary contributions to the profession.

6.2.2. An Honorary Member may attend Annual General Meetings and Special Meetings.

Article 6.3: Student Membership

6.3.1. The College may grant student membership and licensure to any person who is currently enrolled as a student in a midwifery education program or prior learning and experience assessment program approved by the College, and has delivered to the Registrar:

6.3.1.1. a signed application for registration and declaration in a form approved by the registration committee;

6.3.1.2. the applicable registration fees;

6.3.1.3. evidence of the applicant's enrollment in a midwifery education program approved by the College;

6.3.1.4. a signed criminal record check authorization form, and;

6.3.1.5. such further information or documentation as may be required by the College.

6.3.2. A student member may only provide midwifery care within the approved program in which he or she is enrolled and under the supervision of a preceptor approved in writing by the College.

6.3.3. A student member is entitled to the following:

6.3.3.1. to have a voice but no vote at the annual and special meetings of the College;

6.3.3.2. to receive the publications of the College.

6.3.4. A student member's certificate of registration may be revoked if the member ceases to be enrolled in the midwifery education program or prior learning and experience assessment program approved by the College or knowingly violates student policies.

Section 7: College Administration

Article 7.1: Fees, Dues, Costs, and Levies

7.1.1. The Council shall, from time to time, establish the fees, dues and levies payable to the College regarding registration, conducting an examination, renewal of registration and all matters related to the functions of the College.

Article 7.2: Notification of Change in Address

7.2.1. Registered Members must inform the Registrar of their business address and contact information, including but not limited to telephone number, home address and electronic mail address, and any change in that information forthwith after the change recurs.

Article 7.3: Seal

7.3.1. The College seal shall be maintained by the Registrar or Chief Executive Officer.

7.3.2. The President or (in the absence of the President) Vice President and the Registrar or Chief Executive Officer shall have the authority to affix the College seal to any legal document.

Article 7.4: Signing Authority

7.4.1. Two of the President, Vice President, Treasurer and Registrar or Chief Executive Officer or their formally appointed designates shall be the Signing Officers.

Article 7.6: Fiscal Year

7.6.1. The College's fiscal year is from January 1 to December 31 of the same year.

Article 7.7: Payments and Commitments

7.7.1. Council and Committee members may be paid an honorarium and travel expenses in accordance with College policies.

7.7.2. The Registrar or Chief Executive Officer may approve payments and commitments for the purchase of goods and services, consistent with governance policies.

Article 7.8: Borrowing Powers

7.8.1. With Council's formal approval, the Registrar or Chief Executive Officer may raise money or guarantee or secure the payment of money, in compliance with governance policies.

Article 7.9: Investments

7.9.1. With Council's formal approval, the Registrar or Chief Executive Officer shall invest only in financial instruments where the principal and interest are guaranteed.

7.9.2. Investments shall otherwise be conducted in accordance with College policies.

Article 7.10: Auditor

7.10.1. Council shall appoint an accountant to be the College's auditor.

7.10.2. The Registrar or Chief Executive Officer shall arrange for annual audited financial statements to be prepared, and shall provide the required information to the College's auditors.

Section 8: Standards of Practice

- 8.1. Council shall develop, establish and maintain Standards of Practice binding upon Registered Members, in accordance with the Act and Regulation.
- 8.2. Council may add to, amend or repeal, in whole or in part the Standards of Practice after sending the proposed changes to all Registered Members and other stakeholders, and providing them 45 days from the date of distribution to submit comments.
- 8.3. Following a Council motion and distribution to Registered Members and other stakeholders, the revised Standards of Practice are deemed to be implemented.

Section 9: Amendment of Bylaws

- 9.1. Proposed changes to the Bylaws shall be forwarded by postal service or electronically mailed to all Registered Members at least 21 days prior to an Annual General Meeting, or a Special Meeting called for that purpose, at which time the amendment to the Bylaws will be considered.
- 9.2. The Bylaws may only be amended by a Special Resolution of the Registered Members at the Annual General Meeting, or a Special Meeting called for that purpose.

Date: September 21, 2012.