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**COLLEGE OF MIDWIVES OF MANITOBA (CMM)**

**BY-LAW No. 1**

Date approved: December 2000

Amended effective: February 4, 2002

Amended effective: March 11, 2005

Amended effective: June 8, 2007

Amended effective: June 17, 2011

Amended effective: June 20, 2014

Amended effective: June 24, 2016

Amended effective: June 22, 2018

Amended effective: November 20, 2020

Amended effective: February 12, 2021

Amended effective: June 23, 2023

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**BY-LAW No. 1**

The By-law for the College of Midwives of Manitoba (CMM) is enacted as follows:

**PREAMBLE****MISSION STATEMENT**

The purpose of the College is:

- a) to protect the safety of the public in the provision of midwifery services in Manitoba;
- b) to support midwives in the provision of safe and effective midwifery services in Manitoba; and
- c) to develop and enforce the standards of midwifery care in Manitoba.

**COMMITMENT TO EQUITY**

The College is committed to the goal of equity in the practice of midwifery which includes:

- a) providing service to women who historically have been under-represented or under-served by the health care system; and
- b) recruiting midwives with diverse backgrounds, experience and knowledge. Such recruits may be drawn from groups including immigrants and newcomers to the province, visible minorities, Indigenous persons, persons with disabilities, and persons who live in rural or remote communities.

The College shall strive to meet its commitment to equity by:

- a) removing and preventing systemic barriers in the practice of midwifery; and
- b) ensuring that groups that have experienced historical disadvantage such as immigrants and newcomers to the province, visible minorities, Indigenous persons, persons with disabilities, and persons who live in rural or remote communities, are represented on the Council and committees of the College.

**SECTION 1 - DEFINITIONS**

<b>Act</b>	Act means <i>The Midwifery Act C.C.S.M c. M125</i>
<b>Appointed Council Member</b>	Appointed Council Member means a public representative appointed by the College or a representative appointed by Kagike Danikobidan.
<b>Committee</b>	Committee means a committee as defined by the <i>Act</i> or any other committee that the College may from time to time appoint.
<b>College</b>	College means the College of Midwives of Manitoba.
<b>Council</b>	Council means the Council of the College of Midwives of Manitoba.
<b>Council Member</b>	Council Member means an appointed Council member or an elected Council member.
<b>Elected Council Member</b>	Elected Council Member means a member of the Council elected in accordance with this by-law.

<b>Kagike Danikobidan</b>	Kagike Danikobidan is the “Standing Committee on Issues Related to Midwifery Care to Aboriginal Women” as established by clause 8(5)(b) of the <i>Midwifery Act</i>
<b>Member</b>	Member means a member of the College of Midwives of Manitoba.
<b>Midwife</b>	Midwife means a midwife registered by the College of Midwives of Manitoba in accordance with the <i>Act</i> .
<b>Public Representative</b>	Public Representative means a public representative as defined by the <i>Act</i> .
<b>Regulation</b>	Regulation means the regulation made under <i>The Midwifery Act c.c.s.M c. M125</i>
<b>Transitional Council</b>	Transitional Council means the Transitional Council established pursuant to the <i>Act</i> .

## PART I: COUNCIL OF THE COLLEGE

### SECTION 2 - COMPOSITION OF COUNCIL

#### 2.1 Composition of Council

The composition of the Council shall conform with the requirements set out in clause 8(1) of the *Act* with one (1) elected member being a midwife who practises in a rural area.

#### 2.2 Appointment of Nominations Committee

The Council shall appoint a Nominations Committee annually, consisting of at least the registrar, and one (1) member of the Council who is not running for election to oversee the nominations process. The term of appointment ends after the election is completed.

#### 2.3 Election Date

An election of members to the Council shall be held in the month of June each year.

#### 2.4 Notice of Vacancies and Call for Nominations

At least 90 days prior to the date of an election, the registrar shall notify each member either electronically or by mail of:

- a) the date of the election;
- b) information on the nomination procedures; and
- c) the deadline for returning nominations to the College.

#### 2.5 Number of Nominees

Any member in good standing may nominate for office a maximum of three (3) members for election to the Council.

#### 2.6 Nominating Procedure

Nominations shall be in writing and shall be received by the Nominations Committee, together with a letter of consent signed by the nominee at least sixty (60) days before the date of the election.

#### 2.7 Requirements of Nominee

A nominee shall declare in writing that the provisions of the *Act*, the *Regulation* and this by-law and the procedures related to the election and the conduct of the election will be observed.

## 2.8 Eligibility for Election

A member is eligible for election to the Council if, on the deadline for the receipt of nominations and up to and including the date of the election;

- a) the member holds a certificate of registration other than a certificate in the temporary, honorary or student class;
- b) the member is not in default of payment of any fees prescribed by the College by-law;
- c) the member is not currently in the process of an inquiry investigation, has not been the subject of any professional misconduct, incompetence or incapacity finding in the previous six (6) years;
- d) the member is not currently a director, board member, officer or employee of the Midwives Association of Manitoba or the Canadian Association of Midwives; or will cease to be a director, board member, officer or employee of the Midwives Association of Manitoba or the Canadian Association of Midwives prior to the start date of their term;
- e) the member is not currently a director, owner, or board member of an education institution relating to midwifery; or will cease to be a director, owner, or board member of an education institution relating to midwifery prior to the start date of their term;
- f) the member has not been disqualified from Council within the preceding three (3) years;
- g) the member is not a member of a council of any other health regulatory college in Manitoba;
- h) the member is not an employee of the College; and
- i) the member is not in default of returning any required form or information to the College, including Quality Assurance, currency or supervision reporting, renewal and certifications.

## 2.9 Confirmation of Eligibility

The registrar shall request every nominee to confirm their eligibility for election to the Council in writing, and any nominee who fails to provide such confirmation in the manner and by the deadline set by the nominations committee, shall not be eligible for election.

## 2.10 Personal Statement

The registrar shall invite every eligible nominee to provide a personal statement in the form and manner and by the deadline established by the registrar, and any personal statement that is not submitted in the form and manner and by the deadline set shall not be included with the materials sent to members under section 2.13.

## 2.11 Acclamation

If, following the deadline for the return of the confirmation of eligibility, the nominations committee determines that the number of eligible candidates is less than, or equal to the number of members to be elected, the nominations committee shall declare those candidates who are eligible for election to be elected by acclamation and shall notify the candidates and the membership of this result in the manner that the registrar deems most expedient and practical.

## 2.12 Eligibility to Vote

A member is eligible to vote in an election for members of Council if, on the day of election the member

- a) holds a certificate of registration other than a certificate in the temporary, honorary, or student class;
- b) is not in default of any fees or other amounts owed the College; and
- c) is not in default of returning any required form or information to the College, including Quality Assurance, currency or supervision reporting, renewal and certifications.

## 2.13 Voting Process

At least thirty (30) days prior to the date of an election, the registrar shall send electronically or by mail to each member the list of eligible candidates, the personal statement of every candidate who submitted a personal statement in the form and manner and by the established deadline, and an explanation of the voting process.

**2.14 Voting Deadline**

Votes submitted to the College via the voting process explained in 2.13 must be received by the College on or before the election date to be counted in the vote.

**2.15 Counting Votes**

The registrar and a Council member who is not running for election shall count the votes.

**2.16 Notice of Election Results**

As soon as practicable after the votes have been counted, the registrar shall advise the members of the results of the election and shall advise each eligible candidate of the results of the election and the number of votes they received.

**2.17 Tie Votes**

In the event that a winner cannot be declared because two (2) or more candidates have received the same number of votes, the registrar shall break the tie by lot.

**SECTION 3 - TERMS OF OFFICE FOR COUNCIL MEMBERS****3.1 Elected Member Term of Office**

The term of office for an elected Council member shall commence on the day of the first Council meeting after the election and shall continue for approximately three (3) years until their successor takes office, or until the elected member resigns, is removed from Council or until such other time designated by Council, whichever occurs first.

**3.2 Re-election**

An elected Council member is eligible for re-election for one (1) consecutive term.

**3.3 Appointed Members**

The term of office for an appointed Council member is three (3) years.

**3.4 Re-appointment of Appointed Members**

An appointed Council member is eligible for re-appointment for one (1) consecutive term.

**3.5 Resignations**

A Council member may resign at any time by delivering a notice in writing to the registrar and the resignation of a Council member shall take effect immediately upon its delivery.

**3.6 Continuing to Serve Following Expiration of Office**

A member of the Council whose term of office has ended may continue to serve until a successor is appointed or elected.

**3.7 Declaration of Vacancy**

The Council has the right to declare vacant the office of any Council member who without just cause is absent for more than three (3) consecutive meetings at which the member is required to be present or who fails to perform satisfactorily the required duties or who fails to act in the best interest of the College.

**3.8 Filling Vacancies for Elected Positions**

Where the resignation or removal of an elected Council member creates a vacancy on the Council less than twelve (12) months before the expiry of the member's term of office, the Council may

- a) leave the seat vacant,
- b) appoint a member to fill this vacancy for the duration of the term of office for that position, or
- c) direct the registrar to hold a by-election in accordance with this by-law.

**3.9 By-election**

If the seat of an elected Council member becomes vacant more than twelve (12) months before the expiry of the member's term of office, a by-election shall be held in accordance with this by-law.

**3.10 Manner of holding By-election**

A by-election ordered by the Council 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.

**3.11 Filling Vacancies for Appointed Positions**

Where the resignation or removal of an appointed Council member creates a vacancy on the Council, the Council shall request the Selection Committee to appoint a member to fill this vacancy for the duration of the term of office for that position.

**SECTION 4 - ELECTION PROCESS TRANSITION AND STAGGERED TERMS OF OFFICE****4.1 Elected Members**

Notwithstanding subsection 3.1 the term of the elected Council members who are elected during the first election after these bylaws come into force shall be:

- a) three (3) years for the person receiving the highest number of votes; and
- b) two (2) years for the person receiving the second highest number of votes.

**SECTION 5 - OFFICERS****5.1 Executive Committee - Officers**

The members of the Executive Committee of the Council shall be the chair, vice-chair (elected member), vice-chair (appointed member), member appointed by Kagike Danikobidan, and other such officers as the Council may choose to designate.

**5.2 Election of Officers**

At the first Council meeting following the election, the Council shall elect the officers from among its members. The chair shall be a member of the College.

**5.3 Term of Officers**

The officers shall serve for a term of one (1) year, and are eligible for re-election for as long as they hold a seat on Council.

**5.4 Role of Executive Committee**

The Executive Committee may act on any matter related to the ongoing administration of the College, except when the Council is in session.

**5.5 Role of Past Chairperson**

Where the Council determines that the immediate past-chair of Council may serve as a member of the Executive Committee, in addition to the elected members, the immediate past-chair may serve up to one (1) year as an ex-officio member of the Executive Committee and shall not be entitled to vote.

**SECTION 6 - DUTIES OF OFFICERS****6.1 Chair**

The chair shall:

- a) exercise a general supervision over the affairs of the College and shall, in cooperation with the Executive Committee give direction to the registrar on any urgent business that may arise in the interval between meetings of the Council;
- b) when present, preside at all meetings of the Council, Executive Committee and all general meetings of the College, and be an ex-officio member of all committees;

- c) sign all certificates, documents and other instruments executed on behalf of the College as required; and
- d) perform such other duties as may from time to time be assigned by the Council.

## **6.2 Vice-chair**

The vice-chair(s) shall:

- a) perform all the duties of the chair in the absence or refusal to act of the chair;
- b) participate as a member of the Executive Committee; and
- c) perform such other duties as may from time to time be assigned by the Council.

## **6.3 Other Officers**

The duties of all other officers of the Council shall be determined by the Council.

## **6.4 Duties of Officers May Be Delegated**

In the case of the absence or inability to act of any officer of the Council or for any other reason that the Council may deem sufficient, the Council may delegate all or any of the powers of such officer to any other officer or to any Council member for the time being.

## **6.5 Oath of Confidentiality**

All Council members are required to sign an oath of confidentiality.

# **SECTION 7 - MEETINGS AND AUTHORITY OF COUNCIL**

## **7.1 Authority of Council**

The Council shall have authority to make all decisions required of it by the *Act*, the *Regulation* and this by-law for the College except those decisions specifically designated to be made by the membership as set out in Part III of this by-law.

## **7.2 Meetings of Council**

The Council shall meet regularly to accomplish its business. The Council shall whenever possible determine the dates of the meetings in advance and notice of these meetings may be given to members of the College and the public.

## **7.3 Open to the Public**

Council meetings shall be open to the public except where the Council deems it necessary to hold an in-camera meeting.

## **7.4 Notice Not Required**

Notwithstanding subsection 2, the registrar or the chair may call a meeting of the Council where necessary to conduct urgent business without providing notice to members or public.

## **7.5 Quorum**

A quorum consists of a majority of Council members and must include one appointed member and one elected member.

## **7.6 Methods of Conducting Meetings**

Council meetings may be conducted in person or by conference call or by other electronic means as long as Council members are able to communicate with each other at a designated time.

## **7.7 Decision-Making**

The Council shall make decisions using the *Decision-Making Policy* set out in *Schedule 1* to this by-law. Where a decision cannot be reached using the *Decision-Making Policy*, the matter in question shall be decided by a majority vote.

## **7.8 Decision Making and Matters Affecting Indigenous Persons**

When the Council is required to make a decision which has a direct effect on either the provision of



midwifery care or the delivery of midwifery education/training programs to Indigenous Persons, Council shall:

- a) consult with Kagike Danikobidan on the issue in question; and
- b) decide the issue in a manner which considers the views of Kagike Danikobidan.

#### **7.9 Where Disagreement on Issues Affecting Indigenous Persons**

Where Kagike Danikobidan informs Council that it disagrees with a decision made by the Council, Council shall undertake one or more of the following steps:

- a) hold another meeting to reconsider the matter;
- b) hold a joint meeting with Kagike Danikobidan to further discuss the matter;
- c) set up a joint committee consisting of equal representation from Council and Kagike Danikobidan to explore possible solutions for resolving the matter; or
- d) use the services of an independent mediator to assist in developing an acceptable solution to the matter

#### **7.10 Policy on Honoraria and Expenses**

In accordance with 51(1) of the *Act* the Council shall set a policy regarding the rates for honoraria and expense reimbursement for members of the Council and committees for the completion of tasks, the fulfilment of duties or for attendance at, travel to and preparation for meetings to transact College business.

#### **7.11 Administration Fees**

Council may, by policy, set administration fees payable by applicants and/or members.

### **SECTION 8 - COMMITTEES**

#### **8.1 Statutory Committees**

In accordance with the *Act* the Council shall establish the following committees:

- a) a Standing Committee to Select Public Representatives to the Council and committees of the College referred to in clause 8(5)(a) of the *Act*;
- b) Kagike Danikobidan referred to in clause 8(5)(b) of the *Act*;
- c) a Board of Assessors referred to in section 11 of the *Act*;
- d) a Complaints Committee referred to in section 18 of the *Act*; and
- e) an Inquiry Committee referred to in clause 32(1) of the *Act*.

#### **8.2 Other Committees Permitted by the Act**

In addition to the statutory committees required by the *Act*, the Council shall establish and maintain any additional standing or special committees, including sub-committees, ad-hoc committees, planning groups and working groups deemed necessary for the efficient functioning of the College.

#### **8.3 Composition of Other Committees**

Unless stated otherwise in these by-laws each committee of the College shall be composed of at least three (3) persons and shall include at least one (1) practising member of the College and at least one (1) person appointed by the Selection Committee.

#### **8.4 Duties and Responsibilities**

The duties and responsibilities of each committee shall be set out in the *Act*, *Regulation*, these by-laws, or the Terms of Reference for that committee as approved by Council where applicable.

#### **8.5 Participation of Registrar**

The registrar shall be a non-voting, ex-officio member of all committees.

**8.6 Annual Report Required**

The chair of each committee shall annually submit a written report of that committee's activities to the Council.

**8.7 Terms**

Unless otherwise stated in this *by-law* a committee member:

- a) shall sit for a term of three (3) years from the date appointed;
- b) is eligible for re-appointment for a maximum of two (2) consecutive terms; and
- c) may be removed by a decision of the Council.

**8.8 Oath of Confidentiality**

All committee members are required to sign an oath of confidentiality.

**8.9 Complaint Against the Registrar**

Pursuant to section 19(1) of the *Act*, where the registrar is a practising midwife and a concern arises regarding their practice as a midwife, the substance of which falls within the terms of reference of either the Complaints Committee or the Standards Committee of the CMM, that concern shall be forwarded directly to the chair of either the Complaints Committee or the Standards Committee of the College depending on the substance of the concern.

**SECTION 9 - CONDUCT OF COMMITTEES****9.1 Meetings of Committees**

Committees shall meet regularly to accomplish their business. Although committee meetings are not ordinarily open to the public, committees shall, whenever possible, determine the dates of the meetings in advance and notice of these meetings may be given to members of the College and the public.

**9.2 Methods of Conducting Meetings**

Committee meetings will be in person or by conference call or by other electronic means, as long as committee members are able to communicate with each other at a designated time.

**9.3 Committee Chairs**

Each committee shall choose a chair from among its members.

**9.4 Quorum**

Unless further specified in this *by-law* or Committee Terms of Reference a quorum consists of a majority of committee members.

**9.5 Decision-Making**

All committees of the College shall make decisions using the *Decision-Making Policy* set out in *Schedule 1* to this *by-law*. Where a decision cannot be reached using the *Decision-Making Policy*, the matter in question shall be decided by a majority vote.

**SECTION 10 – COMPLAINTS COMMITTEE****10.1 Committee Chair**

The committee chair shall be either the committee member who is

- a) the member of Council who is a midwife, or
- b) the member of the College who is not a member of the Council.

**SECTION 11 - INQUIRY COMMITTEE****11.1 Appointment of Members of the College**

In accordance with section 32 of the *Act*, Council must appoint an Inquiry Committee.

- a) One (1) member of the Inquiry Committee who is also a member of Council shall act as chair of the committee.
- b) Upon referral of a complaint from the Complaints Committee to the Inquiry Committee, the chair shall select a panel of five (5) from the Inquiry Committee members appointed by Council. The panel must be selected to meet the composition required under section 32(2) of the *Act*.

## **SECTION 12 - BOARD OF ASSESSORS**

### **12.1 Composition of Committee**

The Board of Assessors shall consist of at least three (3) persons: one (1) who shall be a public representative, one (1) who shall be a midwife, and one (1) who shall be appointed by Kagike Danikobidan.

## **SECTION 13 - Kagike Danikobidan**

### **13.1 Composition of Committee**

- a) The Kagike Danikobidan Committee shall consist of at least five (5) persons:
  - i. Two (2) shall be members of the College, including where possible, one (1) member who practices in northern Manitoba, one (1) member who practices in southern Manitoba.
  - ii. Two (2) shall be individuals who are not members of the College (community members) including one (1) resident of northern Manitoba, one (1) resident of southern Manitoba: and
  - iii. One (1) Elder
- b) All members of Kagike Danikobidan shall be persons of Indigenous ancestry.

### **13.2 Elder Member**

For the purpose of this by-law, an Elder is defined as a person who has earned the respect of their community through wisdom, harmony and balance of their actions in their teachings. An Elder may be a member of the College.

### **13.3 Re-appointment**

A member of Kagike Danikobidan is eligible for re-appointment for an unlimited number of terms. Such appointments shall be made by the remaining members of Kagike Danikobidan.

### **13.4 Removal of Committee Members**

A member of Kagike Danikobidan may be removed by the remaining members of Kagike Danikobidan where the member has been absent without just cause for more than three (3) consecutive meetings at which the member is required to be present, or who fails to perform satisfactorily the required duties, or who fails to act in the best interest of Kagike Danikobidan.

### **13.5 Filling Vacancies**

Vacancies may occur when a committee member completes their term of office, resigns or has been removed. Remaining members of Kagike Danikobidan will be responsible to appoint new members to fill such vacancies.

### **13.6 Appointment to Council**

In accordance with the *Act* the committee member appointed by Kagike Danikobidan to serve on the Council of the College shall consult with and take direction from Kagike Danikobidan on matters to be decided by the Council. Where Kagike Danikobidan disagrees with a decision made by the Council, it has the authority to require the Council to reconsider and consult further on the matter.

**SECTION 14 - PERINATAL REVIEW COMMITTEE****14.1 Composition of Committee**

- a) The Perinatal Review Committee shall consist of at least six (6) persons:
- i. Four (4) midwives appointed by Council who have practiced for a minimum of two (2) years at least half of whom are actively practicing. Of these midwives at least one (1) must provide care in a rural and/or a northern area.
  - ii. One (1) obstetrician appointed by the Committee; and
  - iii. One (1) neonatologist appointed by the Committee.
- b) The Committee shall add ex-officio members, where necessary in relation to a specific case, to ensure representation from the following disciplines or specialties: paediatrics, urban or rural family practice, northern or rural midwifery practice if not already present, anaesthesia and/or pathology, and Kagike Danikobidan.
- c) The Committee shall not include members serving on the CMM Complaints Committee.

**14.2 Re-appointment**

A member of the Perinatal Review Committee is eligible for re-appointment by Council for an unlimited number of terms.

**SECTION 15 - CONFLICT OF INTEREST POLICY****15.1 Conflict of Interest Policy**

All members of the Council and committees of the College are required to abide by the *Conflict of Interest Policy* set out in *Schedule 2* to this by-law.

**PART II: COLLEGE ADMINISTRATION****SECTION 16 - HEAD OFFICE****16.1 Head Office**

The head office of the College shall be in the City of Winnipeg in the province of Manitoba or in such place as the members of the Council may from time to time determine.

**SECTION 17 - SEAL****17.1 Where Seal Required**

The Council may provide a common seal for the College.

The seal of the College may be affixed to certificates of registration and such other documents as the Council may direct by resolution, under the hands of such persons as the Council may designate.

**SECTION 18 - REGISTRAR****18.1 Duties of the Registrar**

The registrar shall carry out the duties specified by the Council.

**18.2 Annual Report Required**

The registrar shall submit an annual report of the activities of the College to the annual general meeting of the College.

**18.3 Oath of Confidentiality**

The registrar shall sign an oath of confidentiality.

**SECTION 19 - FISCAL YEAR****19.1 Fiscal Year**

The fiscal year of the College shall commence on April 1st and end on March 31st of the following year.

**SECTION 20 - BANKING AND FINANCIAL MATTERS****20.1 Banking**

The College shall establish and maintain such accounts with a chartered bank, trust company or credit union as the Council determines necessary from time to time.

**20.2 Signing Authority Required**

All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) of four (4) persons appointed by the Council to have signing authority.

**20.3 Approval of Council Required**

All payments and commitments by the College which exceed the annual approved budget by one thousand dollars (\$1,000.00) or more shall be approved by the Council.

**20.4 Approval of Membership Required**

The Council shall not purchase personal or real property or enter into contracts in excess of fifty thousand dollars (\$50,000.00) without a special resolution approved by the members at a general meeting.

**20.5 Authority of Council**

The Council may:

- a) raise or secure the payment or repayment of money on behalf of and in the name of the College, in the manner it decides, in order to carry out the purposes of the College; and
- b) invest funds of the College in lawful securities for the establishment of trust funds in the name of the College and may change those investments.

**20.6 Authority of Membership**

The members may, by special resolution at an annual or special general meeting, restrict the borrowing powers of the Council, but a restriction imposed expires at the next annual general meeting.

**SECTION 21 - APPOINTMENT OF AUDITOR****21.1 Appointment of Auditor**

The Council shall appoint a chartered accountant or a certified general accountant to be the auditor who shall audit the financial statement submitted by the registrar immediately after the end of each fiscal year.

**SECTION 22 - LEGAL COUNSEL****22.1 Legal Counsel**

The Council may retain legal counsel for the purpose of assisting the Council, or committees in carrying out any duty or responsibility under the *Act*, the *Regulation* or this by-law.

### **PART III: GENERAL MEETINGS OF MEMBERS**

#### **SECTION 23 - GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS**

##### **23.1 First Annual General Meeting**

The first annual general meeting shall be held within two (2) years from the date the by-law is approved by the Transitional Council.

##### **23.2 Matters to be Considered**

The following matters shall be considered at an annual general meeting:

- a) financial statements;
- b) the report of the Council;
- c) the report of the registrar; and
- d) the report of the auditor.

##### **23.3 Special Meetings**

Every general meeting, other than an annual general meeting, is a special general meeting.

##### **23.4 Convening a Special Meeting**

Upon receiving a written request pursuant to section 9 of the *Act*, the Council shall convene a special general meeting within sixty (60) days of receiving the request.

#### **SECTION 24 - NOTICE OF GENERAL MEETINGS**

##### **24.1 Notice of General Meeting**

The Council shall deliver notice of an annual or special general meeting to every member at least thirty (30) days prior to the meeting. Notice of a general meeting shall include:

- a) the location, date and time of the meeting;
- b) the general nature of the business to be considered at the meeting;
- c) any resolutions proposed by the Council; and
- d) a call for resolutions from members to be submitted in accordance with section 25.1.

##### **24.2 Accidental Omission**

The accidental omission to deliver notice of a meeting, or the non-receipt of a notice by any person entitled to receive notice does not invalidate proceedings at that meeting.

#### **SECTION 25 - RESOLUTIONS PROPOSED BY MEMBERS**

##### **25.1 Prior to the Meeting**

Any member may deliver a written notice to the registrar requesting the introduction of a resolution no later than ten (10) days prior to the date of an annual or special general meeting.

##### **25.2 From the Floor**

A member may propose a resolution at a general meeting from the floor and any such resolution will be noted by the chair of the meeting and may be placed at the end of the agenda to be debated if time permits.

#### **SECTION 26 - AMENDING OR REPEALING BY-LAWS**

##### **26.1 Amending or Repealing By-laws**

Notice to amend or repeal a by-law shall be provided in writing to members at least thirty (30) days prior to the meeting where the amendment or repeal is to be considered.

**SECTION 27 - PROCEEDINGS AT GENERAL MEETINGS****27.1 Quorum**

A quorum is ten percent (10%) of total eligible voting members in good standing.

**27.2 Business Not Requiring a Quorum**

No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.

**27.3 Where No Quorum Present**

If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present.

**27.4 Adjournment Where No Quorum**

If within thirty (30) minutes from the time appointed for the commencement of a general meeting or at any time during a general meeting when a quorum is not present, the meeting shall be adjourned.

**27.5 Absence of Chair and Vice-Chair**

In the absence of the chair and the vice-chair of the Council, an acting chair for a meeting shall be elected by a majority vote of the members present.

**27.6 Adjournment of Meetings**

A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at a rescheduled meeting other than the business left unfinished at the meeting from which the adjournment took place.

**27.7 Notice of Rescheduled Meeting**

When a meeting is adjourned in accordance with subsection 4 or by motion, notice of the rescheduled meeting shall be delivered as in the case of the original meeting.

**27.8 Voting Entitlement**

A member present at a meeting is entitled to one (1) vote and the chair of the meeting, where the chair is a member, is entitled to one (1) vote.

**27.9 Voting by Ballot if Requested**

Voting shall be conducted by ballot if requested by one member.

**27.10 Tie Votes**

In the case of a tie vote, the proposed resolution shall not pass.

**SECTION 28 - NOTICE TO PUBLIC REPRESENTATIVES AND AUDITOR****28.1 Notice to public representatives and auditor**

Every notice or mailing provided to the general membership of the College shall also be provided to a public representative serving on the Council or a committee and to the auditor appointed by the College.

**PART IV: MISCELLANEOUS****SECTION 30 - PAYMENT OF FEES****30.1 Practising Members**

All practising members shall pay an annual fee according to the following schedule:

<i>Fiscal Year 2021-2022:</i>	<i>Two thousand and seventy-five</i>	<i>\$2,075</i>
<i>Fiscal Year 2022-2023 and beyond:</i>	<i>Two thousand, two hundred and ninety-five</i>	<i>\$2,295</i>

**30.2 Students**

All students registered with the college shall pay a fee of one hundred and twenty-five dollars (\$125.00).

**30.3 Members Granted Temporary Registration**

All persons granted temporary registration shall pay a fee of two hundred and seventy-five dollars (\$275.00) for the first month and an additional two hundred dollars (\$200.00) for each additional month for which registration is required. Each year thereafter until this section of the by-law is further amended, an inflationary increase of 3% will apply to temporary registration fees.

**30.4 Non-Practising Members**

Non-practising members shall pay a fee of three hundred and seventy-five dollars (\$375.00). Each year thereafter until this section of the by-law is further amended, an inflationary increase of 3% will apply to annual non-practising registration fees.

**30.5 Timeline for Payment of Fees**

All annual registration fees are payable:

- a) in full, before April 1st of each year, or
- b) in any manner decided by council.

**30.6 Failure to Pay Renewal Fees**

If a member fails to pay an annual renewal of registration fee by the due date set out in:

- a) subsection 30.5 a), the member shall pay the applicable fee in full and a late payment penalty fee in the amount of five percent (5%) of the annual registration fee on or before May 15th or that member shall be removed from the applicable register; or
- b) subsection 30.5 b), the member shall pay the applicable fee in full and a late payment penalty fee in the amount of five percent (5%) of the annual registration fee within 45 days of any date set by Council, or that member shall be removed from the applicable register.

**SECTION 31 - CONFIDENTIALITY****31.1 Confidentiality**

Members of the College shall not discuss internal matters related to College business outside College meetings unless authorized officially to represent the College.

**SECTION 32 - CERTIFICATES OF REGISTRATION****32.1 Certificates of Registration**

Certificates of registration issued by the College shall be in such form or forms as Council shall from time to time approve.

**SECTION 33 - APPROVAL OF REGULATIONS****33.1 Steps for Approving Regulations**

In addition to the requirements set out in section 50 of the *Act*, Council shall undertake the following steps when making regulations:

- a) Prior to approval of the regulation(s) the Council shall:
  - i) circulate the proposed regulation(s) for review to the members at least thirty (30)



- days prior to the meeting required under clause b);
- ii) conduct public consultations when deemed necessary with interested groups including consumers, health care professionals, and equity groups such as immigrants and newcomers to the province, visible minorities, Indigenous persons, persons with disabilities, and persons who live in rural or remote communities.
- b) The proposed regulation(s) shall be approved at either a special meeting or the annual meeting of the College.

**33.2 Voting by Members Who Are Unable to Attend the Meeting**

If a member is unable to attend the meeting required by subsection 1, the member may cast a vote on the proposed regulation(s) by way of a written ballot which may be provided to the Council by mail, by fax or by other electronic means.

**33.3 Circulating Written Ballots**

Written ballots shall be circulated to members who are unable to attend the meeting required by subsection 1 at least fifteen (15) days prior to the meeting.

**33.4 Receiving Written Ballots**

Written ballots from members who are unable to attend the meeting required by subsection 1, must be received by the Council no later than the day prior to the meeting.

## SCHEDULE 1

### ***Decision-Making Policy of the College of Midwives of Manitoba***

Decisions made by the Council and committees of the College shall follow the process set out in this Schedule.<sup>1</sup>

#### **1. Overview**

##### **1.1 Definition of Consensus**

Consensus means that all persons involved in making a decision unanimously agree to support a decision made by such persons.

##### **1.2 Components of Formal Consensus**

Formal consensus has a clearly defined structure. It requires a commitment to active cooperation, disciplined speaking and listening, and respect for the contributions of every member. Likewise, every person has the responsibility to actively participate as a creative individual within the structure.

##### **1.3 Objective**

The objective of this Policy is to establish a formal consensus model for making decisions by the College.

#### **2. Key Principles**

##### **2.1 (a) Trust**

- Be open to new ideas.
- Acknowledge and respect personal and cultural differences.

##### **2.1 (b) Respect**

- Listen to other members without interruption.
- Respect both emotional and logical concerns.
- Focus on the action and not on the personal characteristics of individuals.

##### **2.1 (c) Unity of Purpose**

- Ensure that all members have a basic understanding of the goals and purpose of the group.
- A common understanding of the goals and purpose of the group should serve as a starting point for decision making.
- The establishment of a common understanding does not preclude a variety of opinions on how to achieve the goals and purpose.

##### **2.1 (d) Cooperation**

- Focus on developing a shared responsibility in finding solutions to all concerns.

##### **2.1 (e) Commitment**

- Accept personal responsibility to act in a manner that demonstrates respect, good will and honesty towards the group.
- Recognize that group needs may take precedence over individual desires.

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<sup>1</sup> The process set out in this Policy is adapted from C.T. Lawrence Butler and Amy Rothstein, "On Conflict and Consensus: A Handbook on Formal Consensus Decision Making" (2nd edition, August 1991), Food Not Bombs Publishing.

**2.1 (f) Active Participation**

- Consensus is a process of synthesis, not competition, thus, all sincere comments are important and valuable.
- Stubbornness, closed-mindedness, and possessiveness should be minimized to avoid defensive and argumentative behaviour that may disrupt the process.
- Promote trust by creating an environment in which every contribution is considered valuable.

**2.1 (g) Equal Access to Power**

- Because of personal differences (experience, assertiveness, social conditioning, access to information, etc.) and political disparities, some people inevitably have more effective power than others.
- Attempt to balance this inequity, everyone needs to consciously attempt to creatively share power, skills, and information.
- Avoid hierarchical structures that allow some individuals to have a stronger voice than others.
- Egalitarian and accountable structures promote universal access to power.

**2.1 (h) Patience**

- Consensus cannot be rushed.
- Sometimes, when difficult situations arise, consensus requires more time to allow for the creative interplay of ideas.
- Consensus is possible as long as each individual acts patiently and respectfully.

**2.1 (i) Equity**

- Ensure that all decisions respect and uphold the College's commitment to equity.

**3. Steps for Decision Making Using the Consensus Model****3.1 Step 1: Introduce the Proposal Requiring a Decision**

Ideally, proposals that require a decision should first appear on the agenda as an information item only. The issues to be considered should be outlined in a written proposal. Introduce the matter to be decided. Explain the reasons leading to the need for a decision. Address the benefits of the solution being proposed. Address any existing concerns. Discuss how the proposal will affect the College's commitment to equity.

At this stage, the chair of the meeting should restrict questions to those that seek greater clarification and comprehension of the proposal. This stage is not the time to express comments or concerns. If possible, once the proposal is introduced and clarified, table the matter to another meeting for further discussion and decision. This procedure gives members more time to consider the proposal.

**3.2 Step 2: General Discussion**

Encourage broad discussion which takes the whole proposal into account. Discussion at this stage often has a philosophical or principled tone, purposely addressing how this proposal might affect the group in the long run or what kind of precedent it might create. It is important to ensure that one concern does not dominate other concerns. If necessary, remind participants of the principles set out in this Policy to be followed when developing a consensus. If there is general approval either the chair of the meeting or a member can call for consensus. To call for consensus, the chair of the meeting should ask members if there are any unresolved or outstanding concerns.

One method of determining if all concerns have been addressed is to invite each participant to make a statement regarding the participant's position on the matter in question. If no further concerns are raised, consensus is achieved.<sup>2</sup>

### **3.3 Step 3: Identify Concerns**

Identify all the concerns related to the decision in question. Techniques such as brainstorming can be used to develop a written list of concerns. Attempts to resolve concerns should be resisted. All concerns, reasonable or unreasonable, should be identified and respected. After all the concerns are listed, it may be helpful, where possible, to group concerns under common themes.

### **3.4 Step 4: Resolve Concerns**

Identify individual concerns or groups of concerns. Questions and comments are encouraged to help clarify the concerns. Each concern(s) should be discussed and resolved separately. After each concern has been thoroughly discussed or when the time allotted for each concern runs out, call for consensus.

## **4. Closing Options**

### **4.1 Where consensus cannot be reached**

Where consensus cannot be reached, one or more of the following closing options may be used.

### **4.2 Send to Committee**

If a decision can wait, send the proposal to a committee which can clarify the concerns and bring new, creative resolutions for consideration by the group.

### **4.3 Stand Aside (Decision Adopted with Unresolved Concerns Recorded)**

When a concern has been fully discussed and cannot be resolved, it is appropriate for the chair of the meeting to ask those persons with this concern if they are willing to stand aside; that is, acknowledge that the concern still exists, but allow the proposal to be adopted. The unresolved concern can then be recorded as a component of the decision.

### **4.4 Declare Block**

If all the steps have been followed and a consensus cannot be reached, the chair of the meeting may declare a block. The decision is then either removed from the agenda or tabled to another meeting for further discussion.

### **4.5 Call for Majority Vote**

In certain circumstances, a decision may be essential to protect the public or to preserve the regulation of midwifery in Manitoba. Where a good faith effort has been made to follow the steps set out in this policy and consensus is blocked, the chair of the meeting may call for a majority vote as specified in the by-law. Unless it is absolutely impossible, at least twenty-four (24) hours should elapse from the time of a block to the time when a vote is taken.

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<sup>2</sup> It is important to note that the question is not "Is there consensus?" or "Does everyone agree?"

## SCHEDULE 2

### ***Conflict of Interest Policy for Council and Committee Members***

#### **1. General Principles**

Council and committee members must be impartial in carrying out their duties for the College. They must be seen by members and the public to be fair and impartial toward those whose interests are at stake in any decision.

Council and committee members must be scrupulous regarding their obligation to disclose any real, potential or apparent conflict of interest relating to their duties and responsibilities.

#### **2. Conflict of Interest**

A conflict of interest may include:

- a) a circumstance in which a Council or committee member, the member's spouse or partner, or other close relative or practice partner may derive a financial benefit, directly or indirectly, as a result of a decision of the Council or a committee. (e.g., a Council member who is closely related to the person who is being considered for the position of College registrar, must declare a conflict);
- b) an instance in which a Council or committee member is closely associated with a person who is the subject of a decision or action which is being considered by the Council or a committee. (For example, if a member of the Complaints Committee is closely associated with a midwife who is the subject of a complaint, that member must declare a conflict); and
- c) an instance in which a Council or committee member is of the view that the member's ability to be impartial or to attend to the member's Council or committee responsibilities objectively are, or may be, compromised for any reason.

#### **3. Requirement in Case of Conflict of Interest**

In each and every circumstance in which a Council or committee member has or is likely to have a conflict of interest, as defined in this policy, the affected Council or committee member shall:

- a) immediately disclose the existence and nature of the conflict of interest to the Council or committee in question;
- b) withdraw from any and all discussions concerning the decision which is creating the conflict of interest; and
- c) not attempt in any way or at any time to influence the decision of Council or committee or the opinions of individual Council or committee members.

The minutes will reflect that the Council or committee member has abstained from any discussion where there could be a conflict or appearance of conflict of interest.

#### **4. Interpretation of Conflict of Interest Policy**

Where a Council or committee member is in doubt about whether the facts of a particular situation give rise to a conflict of interest, the Council or committee member shall present the facts to the Council or committee in question, which shall make a determination. The Council or committee member involved shall not vote on the matter and shall withdraw from the room.

**5. Violation of the *Conflict of Interest Policy***

If it appears at any time to a Council or committee member or the registrar, or the College otherwise receives a complaint that there has been a violation of this *Conflict of Interest Policy*, the particulars shall be reported to the Council for review. The Council or committee member whose actions are the subject of the review shall be advised of the existence and substance of the complaint and given an opportunity to respond.

The Council shall determine the appropriate action to be taken when a Council or committee member is found to be in violation of this *Conflict of Interest Policy*. The Council or committee member may be asked to resign from the Council or committee in question.