

**COLLEGE OF VETERINARIANS OF ONTARIO**

**BY-LAWS**

04/1990: Rev. 06/2008

COLLEGE OF VETERINARIANS OF ONTARIO

**BY-LAW NO. 1**

PREFACE

The College of Veterinarians of Ontario operates under several sets of rules. The principal sets of rules are (1) the Veterinarians Act, (2) the regulations, (3) the accreditation standards and (4) the by-laws. Each of these sets of rules has a different purpose.

In 2006 the *Veterinarians Act* was amended to permit the council to make by-laws without membership approval. However, a new consultation system was inserted. Also, the scope of the by-laws was expanded to include: fees, providing information to the college, conflicts of interest by councillors and committee members and professional corporations.

Questions about the by-laws of the college should be directed to:

The Registrar,  
College of Veterinarians of Ontario,  
2106 Gordon Street  
Guelph, Ontario.  
N1L 1G6  
(519) 824-5600 or Fax (519) 824-6497

---

© Copyright 1995 by the College of Veterinarians of Ontario

All rights reserved, including the right to reproduce this document or portions of it in any form. No part of this document may be reproduced, stored in a retrieval system, or transmitted, in any form or by any means (photocopying, electronic, mechanical, recording or otherwise) without the prior written permission of the College of Veterinarians of Ontario.

**INDEX**

<b>PART 1. PRELIMINARY</b> .....	<b>5</b>
<u>Definitions</u> .....	<b>5</b>
<b>PART 2. ELECTIONS</b> .....	<b>5</b>
<u>Definitions</u> .....	<b>5</b>
<u>Constituencies</u> .....	<b>6</b>
<u>Election Dates</u> .....	<b>7</b>
<u>Eligibility</u> .....	<b>8</b>
<u>Acclamation</u> .....	<b>8</b>
<u>Procedures</u> .....	<b>8</b>
<u>Returning Officers</u> .....	<b>9</b>
<u>Counting Votes</u> .....	<b>10</b>
<u>Announcement</u> .....	<b>11</b>
<u>Recounts</u> .....	<b>11</b>
<u>Inquiry</u> .....	<b>12</b>
<u>Vacancies</u> .....	<b>12</b>
<b>PART 3. COUNCIL</b> .....	<b>13</b>
<u>Meetings</u> .....	<b>13</b>
<u>Procedure</u> .....	<b>13</b>
<u>Elected Officers</u> .....	<b>15</b>
<u>By-Laws</u> .....	<b>15</b>
<u>Delegation</u> .....	<b>16</b>
<b>PART 4. GENERAL MEETING</b> .....	<b>16</b>
<u>Meetings</u> .....	<b>16</b>
<u>Procedure</u> .....	<b>16</b>
<u>Quorum</u> .....	<b>17</b>
<u>Annual General Meeting</u> .....	<b>17</b>
<b>PART 5. COMMITTEES</b> .....	<b>17</b>
<u>Constitution</u> .....	<b>17</b>
<u>Procedure</u> .....	<b>18</b>
<u>Communications Committee</u> .....	<b>19</b>
<u>Education Committee</u> .....	<b>19</b>
<u>Finance Committee</u> .....	<b>19</b>
<u>Nominating Committee</u> .....	<b>19</b>
<u>Quality Assurance Committee</u> .....	<b>20</b>
<b>PART 6. FINANCE</b> .....	<b>20</b>
<u>Banking</u> .....	<b>20</b>
<u>Audit</u> .....	<b>20</b>

---

---

<u>Expenses</u> .....	21
<u>Investment</u> .....	22
<u>Remuneration</u> .....	22
<u>Borrowing</u> .....	23
<b>PART 7. ADMINISTRATION</b> .....	<b>23</b>
<u>Emeritus Status</u> .....	23
<u>Documents</u> .....	25
<u>Seal</u> .....	25
<u>Deputy Registrar</u> .....	25
<u>Membership</u> .....	25
<b>PART 8. FEES AND COLLECTING INFORMATION</b> .....	<b>26</b>
<u>Fees</u> .....	26
<u>Information Returns</u> .....	26
<u>Address Information</u> .....	27
<u>Statistical Information</u> .....	27
<b>PART 9. PROFESSIONAL CORPORATIONS</b> .....	<b>28</b>
<u>Eligibility</u> .....	28
<u>Application Requirements</u> .....	29
<u>Refusal of Application</u> .....	29
<u>Term and Renewal of Certificate</u> .....	29
<u>Suspension of Certificate</u> .....	30
<u>Revocation of Certificate</u> .....	30
<u>Review by Registration Committee</u> .....	30
<u>Shareholder Termination of Certificate</u> .....	31
<u>Registry</u> .....	31
<u>Reporting Changes to the Registrar</u> .....	31
<u>Managing Director</u> .....	32
<b>SCHEDULE 1 TO BY-LAW NO. 1</b> .....	<b>32</b>
<u>RULES OF ORDER OF THE COUNCIL</u> .....	32
<b>SCHEDULE 2 TO BY-LAW NO. 1</b> .....	<b>34</b>
<u>FEES</u> .....	34

COLLEGE OF VETERINARIANS OF ONTARIO  
**BY-LAW NO. 1**

IT IS HEREBY ENACTED as By-Law No. 1 of the COLLEGE OF VETERINARIANS OF ONTARIO that the following is the general by-law of the college:

**PART 1. PRELIMINARY**

**Definitions**

1.(1) In this by-law, unless otherwise defined or required by the context,

- (a) "Act" means the Veterinarians Act, 1989,
- (b) "annual meeting" or "annual council meeting" means the annual meeting of the council required by clause 14(1)(a) and will generally be held at the same time as the first regular council meeting after the regular elections held each year,
- (c) "committee" means a committee established by the Act or section 23,
- (d) "councillor" means a member of the council, whether appointed or elected to the council,
- (e) "preferred mailing address" means a member's preferred mailing address as defined by the by-laws made under the Act,
- (f) "registrar" includes a deputy registrar discharging the duties of the registrar during the absence, disability, or vacancy in the office, of the registrar and a person appointed as acting registrar during the absence, disability, or vacancy in the office, of the registrar,
- (g) "regular meeting" means a meeting of the council to which clause 14(1)(b) refers, and includes an annual meeting, and
- (h) "special meeting" means a meeting of the council to which clause 14(1)(c) refers.
- (i) "vice-president" includes a second vice-president if one is elected under section 16.

(2) For purposes of this by-law, a member is in good standing if his or her license is not suspended and if the member,

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

**PART 2. ELECTIONS**

**Definitions**

2. In this part,

- (a) "councillor" means a member of the council other than a person appointed to the council by the Lieutenant Governor in Council,
  - (b) "election" includes a by-election and a regular election,
  - (c) "larger envelope" means the envelope mentioned in clause 7(2)(d),
-

- (d) "proper ballot" means a ballot which has been completed properly and in accordance with subsection 7(4) and, unless the context requires otherwise, "vote" has a corresponding meaning,
- (e) "returning officers" means the registrar and the two deputy returning officers appointed under section 8, and
- (f) "smaller envelope" means the envelope mentioned in clause 7(2)(c).

### **Constituencies**

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

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

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

(4) One member shall be elected for each constituency except for constituency number 10.

(5) Two members shall be elected for constituency number 10.

---

**Election Dates**

4.-(1) Except as otherwise provided in this section, a regular election of members to the council shall be held,

- (a) for constituency numbers 5, 9 and 12, on the first Tuesday after October 1st, 1990, and on the first Tuesday after October 1st in every third year thereafter,
- (b) for constituency numbers 2, 7, 8 and 11, on the first Tuesday after October 1st, 1991, and on the first Tuesday after October 1st in every third year thereafter,
- (c) for constituency numbers 1, 3, 4 and 6, on the first Tuesday after October 1st, 1992, and on the first Tuesday after October 1st in every third year thereafter, and
- (d) for constituency number 10, on the first Tuesday after October 1st, 1990, and on the first Tuesday after October 1st in every third year thereafter for one member, and on the first Tuesday after October 1st, 1992, and on the first Tuesday after October 1st in every third year thereafter for the other member, but, if the first Tuesday after October 1st falls on a holiday, the election shall be held on the first day after the holiday that is not a holiday.

(2) The term of office of a councillor elected at a regular election is approximately three years, beginning with the annual council meeting held after the councillor's election and expiring, subject to subsection (3), at the annual council meeting held after the regular election in the third year after the councillor's election.

(3) The term of office of a councillor,

- (a) elected at a regular election held after the date prescribed by subsection (1) expires as if he or she had been elected in accordance with subsection (1),
- (b) whose office becomes vacant under section 13 expires upon the declaration of vacancy, and
- (c) appointed or elected under subsection 13(3) expires when his or her predecessor's office would have expired under subsection (2).

(4) Where an election would be held for a constituency but for this subsection and the councillor for that constituency has served as president, first vice-president or second vice-president for the year immediately preceding such election, or the major part of that year,

- (a) no election shall be held for that constituency in that election,
- (b) the councillor shall be deemed to be elected for that constituency in that election,
- (c) clause 5(3)(c) does not apply,
- (d) if the councillor does not become president, first vice-president, second vice-president or past-president following the election, the president shall declare the councillor's office to be vacant as of the date necessary under section 13 to cause a by-election to be held for that constituency at the time of the next regular elections,
- (e) if clause 5(3)(c) does not apply because of the operation of clause (c), and the councillor is no longer president, first vice-president, second vice-president or past-president, the president shall declare the councillor's office to be vacant as of the date necessary under section 13 to cause a by-election to be held for that constituency at the time of the next regular elections, and
- (f) clause (c) cannot be relied upon to extend a term of a member of the council more than once.

(5) Where there is an interruption of mail service during a period of nomination or election, the registrar may extend the holding of nominations and elections for such period of time which the registrar considers minimally necessary to compensate for the interruption of mail.

---

**Eligibility**

- 5.-(1) A member is entitled to vote in an election who,
- (a) is qualified to vote under the Act at an election, and
  - (b) resides on the 90th day immediately preceding the election in the constituency for which the election is being held.
- (2) For greater certainty, a member is not entitled to vote in an election who is the holder of a short-term licence or an educational licence.
- (3) A member is eligible for election to the council in an election who,
- (a) is at all material times in good standing and entitled to vote in that election;
  - (b) has not been found guilty of professional misconduct or serious neglect by the discipline committee or found to be an impaired member by the registration committee during the six years immediately preceding the election;
  - (c) was not elected to the council in the two regular elections immediately preceding the election;
  - (d) has not been an employee of the college at any time during the three years immediately preceding the election;
  - (e) has not been disqualified from sitting on council under this by-law at any time during the three years immediately preceding the election; and
  - (f) has not been removed from a committee under this by-law at any time during the three years immediately preceding the election.
- (4) A member who is eligible for election to the council in an election becomes a candidate in that election if the member,
- (a) is nominated by two other members who are entitled to vote in the election, and if each nomination is,
    - (i) on the form sent under subsection 7(1), and
    - (ii) received by the registrar not later than 4:00 p.m. on the Tuesday of the fifth week immediately preceding the date of the election, and
  - (b) consents to the nomination on a form sent under subsection 7(1) which is received by the registrar not later than 4:00 p.m. on the day of the close of nominations under subclause (a)(ii).

**Acclamation**

- 6.-(1) Where there is only one candidate in an election, the registrar shall declare that candidate elected to the council by acclamation.
- (2) Where there is no candidate in an election, the president shall nominate one or more members who are eligible for election to the council in that election.
- (3) A person who consents to a nomination under subsection (2) shall be deemed to be a candidate under subsection 5(3) when the nomination and the consent are received by the registrar in the form used under subsection 7(1).

**Procedures**

- 7.-(1) The registrar shall, at least 38 days before the last day for receiving nominations, send to every member entitled to vote in an election a nomination form and notice indicating that a regular election or a by-election, whichever the case is, will be held for the purpose of electing a councillor, and stating,
-

- (a) the date of the election,
- (b) the date for receiving nominations for the election,
- (c) that, to be a candidate, a member must be nominated by two members entitled to vote in the election,
- (d) that, to be a candidate, a nominee must consent to his or her nomination on a nomination form, and
- (e) that nominations must be submitted on the form provided to the registrar not later than 4:00 p.m. on the last date for receiving nominations.

(2) Except in a constituency in which a candidate has been declared elected to the council by acclamation, the registrar shall, at least fourteen days before the date of an election, send to every member entitled to vote in the election an envelope containing,

- (a) a ballot,
- (b) instructions for voting,
- (c) an envelope, capable of being sealed and inserted into the envelope mentioned in clause (d), and bearing the word "Ballot",
- (d) an envelope addressed to the registrar, with a place clearly marked for the member's signature and the legible inscription of his or her name, to be used by the member in sending his or her ballot to the registrar, and
- (e) biographical information about each candidate.

(3) The ballot mentioned in subsection (2) shall contain, in alphabetical order, the name and preferred mailing address of each candidate, together with such additional information as the council may direct to identify the candidates which has been entered in the register.

(4) The instructions for voting mentioned in subsection (2) may form part of the ballot or may be separate, or partly one and partly the other, and shall contain instructions in legible bold-faced type to the effect that,

- (a) the voter must place an "X" in one of the appropriate places on the ballot to indicate the candidate of his or her choice,
- (b) when properly completed, the ballot must be placed in the smaller envelope, and the smaller envelope must be sealed and placed inside the larger envelope,
- (c) only one ballot may be placed in the smaller envelope, and only one smaller envelope may be placed inside the larger envelope,
- (d) the voter must sign, and legibly inscribe his or her name, on the larger envelope in the place marked therefor, and
- (e) ballots will not be counted in the election unless they have been completed properly and in accordance with the instructions for voting.

### **Returning Officers**

8.-(1) The registrar shall be the chief returning officer and the council shall appoint as deputy returning officers two members who are not candidates for any constituency and are not members of the council at the time of appointment.

(2) Where a deputy returning officer refuses to act or to continue to act or is impaired in the concurrent opinion of the registrar and the president, the president shall appoint another member as the deputy returning officer who is not a candidate for any constituency at the time of appointment.

(3) The returning officers shall faithfully and accurately count the proper ballots in each election, record the results of each such count, and thereby determine the result of each such election.

(4) All questions arising in the counting of ballots, recording the results and determining the result of the election shall be decided by a majority of the returning officers.

### **Counting Votes**

9.-(1) The returning officers shall receive ballots until 2:00 p.m. on the election day and forthwith thereafter shall,

- (a) examine the larger envelopes and, if they display a proper name and signature, open and remove the smaller envelope from them and, otherwise, set the larger envelopes to one side,
- (b) sort the smaller envelopes according to the constituency indicated by the member's name and signature,
- (c) open the smaller envelopes for one constituency at a time and examine the ballots in the smaller envelope,
- (d) count the proper ballots and set the other ballots to one side,
- (e) record the number of proper ballots and the number of votes thereby cast for each candidate, and
- (f) subject to subsection (2), declare the name and address of the candidate receiving the largest number of votes who shall then be declared by the registrar elected for the constituency.

(2) Where two or more candidates receive an equal number of votes, the president shall cast the deciding vote for one of such candidates, and the president may informally make such inquiry of the candidates or others as the president considers useful for that purpose.

(3) Voting shall be secret and conducted so that no person shall know for whom any member has voted.

- (4) A candidate, or his or her agent authorized in writing to act on his or her behalf, is entitled,
- (a) to be present and see the counting of the ballots,
  - (b) to examine all the ballots to satisfy himself or herself whether the ballots have been properly completed, and
  - (c) to assure that the persons signing the larger envelope are members eligible to vote in the election.

- (5) The returning officers,
- (a) shall not open the larger envelopes until 2:00 p.m. on the day of the election,
  - (b) shall reject all ballots that are not proper ballots,
  - (c) shall keep unopened all larger envelopes received after 2:00 p.m. on the election day, which shall be marked "Late" and countersigned by the chief returning officer, and
  - (d) shall deliver to the registrar all ballots in respect of the election before the end of the election day.

---

**Announcement**

10.-(1) Promptly after his or her declaration that a candidate has been elected, the registrar shall announce the results of the election by informing, first by telephone or prepaid telegram, and subsequently by mail,

- (a) each member so elected of the time and place of the first regular meeting of the council following the election,
- (b) each candidate and the president of the results of the election and the number of votes cast for each candidate in the electoral district, and
- (c) each defeated candidate that he or she may request a recount.

(2) Unless a candidate has requested a recount or otherwise challenged the election or its results, the registrar shall destroy all ballots thirty-one days after the announcement under subsection (1) of the results of an election.

**Recounts**

11.-(1) Upon written request to the registrar within fourteen days after the date of an election and payment of the elections recount fee, a candidate may require a recount and the recount shall be held within thirty days from the date of the request.

- (2) The recount shall be presided over by the registrar who shall,
- (a) set the date for the recount,
  - (b) give notice in writing at least fifteen days before the date set for the recount to all candidates in the electoral district for which a recount has been requested that a recount is to be held,
  - (c) notify the candidates that they or their agents are entitled to be present to examine all ballots and to satisfy themselves whether all ballots have been properly completed and taken into account,
  - (d) make the decision to accept or reject a ballot,
  - (e) declare the name and address of the candidate who has received the greatest number of votes, and
  - (f) where two or more candidates receive on recount an equal number of votes, require the president to cast the deciding vote for one of the candidates.

(3) The registrar shall report to the council at its next meeting following any recount the procedures and results of the recount, and the council shall,

- (a) declare itself to be satisfied with the results and instruct the registrar to destroy all ballots in respect of the recount,
- (b) decide to hold an inquiry under section 12, or
- (c) take such action as it considers appropriate in the circumstances pending a final decision under clause (a) or (b) at its next meeting thereafter.

(4) Where a candidate who requires a recount has received the greatest number of votes in the recount, and the council has acted in accordance with clause (3)(a), the candidate is entitled to a return without interest of the payment made under subsection (1).

---

**Inquiry**

12. Where the council is of the opinion that there is doubt or dispute as to the validity of the election of any councillor, the council shall hold an inquiry and shall decide whether the election of the member is valid and, if an election is found by the council to be invalid, the council shall order a new election.

**Vacancies**

13.-(1) Where a councillor,

- (a) has become the subject of proceedings in respect of professional misconduct, serious neglect or impairment,
- (b) is found to be mentally incompetent,
- (c) becomes bankrupt,
- (d) fails to attend two consecutive regular meetings of the council without sufficient cause in the opinion of the executive committee, or
- (e) fails, in the opinion of the council, to discharge properly or honestly any office to which he or she has been elected or appointed including by acting in a conflict of interest,

the member is thereby disqualified from sitting on the council, and the president shall declare the office of the councillor to be vacant.

(2) A councillor does not become disqualified from sitting on the council merely because he or she ceases to reside in the constituency for which he or she was elected.

(3) Where a councillor dies or resigns or his or her office otherwise becomes vacant before the expiry of his or her term of office under subsection 4(2), the president shall declare the councillor's office to be vacant, and

- (a) where the unexpired term of the councillor whose office became vacant does not exceed one year, the council shall appoint for the constituency of the councillor a successor from among the members who reside in the constituency, or
- (b) where the unexpired term of the councillor whose office became vacant exceeds one year, the registrar shall hold a by-election for the constituency of the councillor in accordance with this Part.

(4) A by-election to fill a vacancy on the council shall be held on the first Tuesday following seventy calendar days from the declaration of the vacancy or where, in the opinion of the registrar, an election on that date is infeasible, on the first Tuesday thereafter that is feasible for an election in the registrar's opinion.

(5) A councillor, whether appointed or elected to the council, or committee member has a conflict of interest where:

- (a) a reasonable person could conclude that the personal interests of the councillor or committee member or a related person could influence his or her judgment in performing his or her duties,
- (b) the councillor or committee member has a reasonable appearance of bias,
- (c) the councillor or committee member is not officially dealing with the matter and attempts to influence another person acting on behalf of the college who is dealing with the matter, or
- (d) the councillor uses information obtained while performing his or her duties for a purpose other than administering the Act.

A conflict of interest can be actual, potential or perceived.

- (6) A councillor, whether appointed or elected to the council, or committee member who has a conflict of interest described in clauses (5)(a) or (b) in a matter before the council or a committee shall,
- (a) declare the conflict;
  - (b) not participate in the discussion or voting of the matter and shall withdraw from that portion of the meeting; and
  - (c) upon a majority vote of the members of the council or committee present, in which vote the councillor or committee member shall not participate, withdraw from the meeting.

### **PART 3. COUNCIL**

#### **Meetings**

- 14.-(1) The council shall hold,
- (a) an annual meeting which shall be called by the president between October 1st and December 31st of each year,
  - (b) regular meetings which shall be called by the president from time to time, and
  - (c) special meetings which may be called by the president, or by any seven councillors, who deposit with the registrar a written requisition for the meeting containing the matter or matters for decision at the meeting.

(2) Meetings of the council shall take place in Ontario at a place or by electronic means, date and time designated by the president or the seven councillors calling the meeting but, if a place or electronic means, date or time is not designated or is incompatible with the by-laws, the registrar shall select a place or electronic means, date and time compatible with the by-laws, which is as close as he or she can reasonably select to the place or electronic means, date and time designated by the person or people calling the meeting.

#### **Procedure**

15.-(1) No formal notice is required for a meeting of the council and, at any meeting for which notification has been sent in accordance with subsection (2), the council may consider and transact any matter brought in accordance with subsection (3).

(2) The registrar shall cause each councillor to be notified in writing of the place or electronic means, date and time of a council meeting by sending such notification by ordinary prepaid mail at least,

- (a) 14 days before a regular meeting, and
- (b) 5 days before a special meeting,

and the registrar shall cause to be included in or with the notification of a special meeting the matter or matters for decision contained in the requisition of the meeting deposited with him.

- (3) A council meeting may only consider or transact,
- (a) at a special meeting, the matter or matters for decision at the meeting contained in the requisition deposited with the registrar,
  - (b) at a regular meeting,
    - (i) matters brought by the executive committee,
    - (ii) recommendations in reports by committees (whether established by the Act or section 23) which have received prior review by the executive committee,

- (iii) motions of which notice of motion was given by a councillor at the preceding council meeting, and
- (iv) motions which the councillors agree to consider by a two-thirds' vote of those in attendance, and
- (c) at any meeting, routine and procedural matters in accordance with the rules of order.

(4) The president shall organize an agenda for each council meeting and an agenda for a regular meeting shall include a period during which councillors may raise for discussion topics relevant to the affairs of the college.

(5) The president or his or her appointee for the purpose shall preside over meetings of the council.

(6) Unless otherwise required by law or by this by-law, every question which properly comes before the council may be decided by a simple majority of the votes cast by councillors present at the meeting (including a councillor 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.

(7) Every vote at a council meeting held in person shall be by a show of hands but, if any two councillors so require, the presiding officer shall require the councillors voting in the affirmative and in the negative, respectively, to stand until they are counted and, in either case, the presiding officer shall declare the result and his or her declaration is final.

(8) The presiding officer shall cause the proceedings of the council meeting to be recorded, and the written record of the council meeting, when signed by the persons purporting to be the presiding and recording officers thereof, is prima facie proof of the accuracy of the contents of every such record.

(9) The written record of the proceedings of a council meeting when accepted at a subsequent council meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.

(10) Whether or not a quorum is present, the presiding officer may adjourn a properly called council meeting and reconvene it at any time and from time to time and, if a quorum is present at any reconvened meeting, any matter may be considered and transacted at it which could have been considered at the original meeting which was adjourned.

(11) The rules of order in schedule 1 to this by-law are the rules of order for meetings of the council held in person and form part of this by-law.

(12) Council may meet or vote electronically, either simultaneously or serially, so long as each Councillor has an opportunity to express his or her views to the other Councillors on a question before any vote and each Councillor can vote on each question on which a vote is taken.

(13) Council shall conduct its meetings so that they are open to the public.

(14) Despite subsection (13), the council may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (a) matters involving public security may be discussed;

- (b) financial, personal or other information that may be disclosed at the meeting is of such a nature that the desirability of avoiding public disclosure of such information in the interest of any person affected or in the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
- (c) a person involved in a criminal proceeding, civil suit or another proceeding may be prejudiced;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the college;  
or
- (f) the council will deliberate whether to exclude the public from a meeting.

### **Elected Officers**

16.-(1) The council shall at each annual council meeting elect a president and a vice-president and may elect a second vice-president from within the council to hold office, subject to subsection (5), until the next annual council meeting and, if an election is not so held, those elected shall continue in office until their successors are elected.

(2) The election of the president and vice-president shall be by secret ballot using generally accepted democratic procedures and, where more than two councillors 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) If the office of the president becomes vacant, the vice-president (or first vice-president as the case may be) shall become the president for the unexpired term of the office and the office of vice-president (or first vice-president as the case may be) thereby becomes vacant.

(4) The council shall fill any vacancy in the office of vice-president at a special meeting which the president shall call for that purpose as soon as practicable after the vacancy occurs.

(5) The office of president or vice-president becomes vacant if the holder of the office dies, resigns, stops being a councillor or is removed from office by a vote of council at a special meeting called for that purpose and, in the case of the vice-president, in accordance with subsection (3).

(6) The president is the chief officer of the college and the vice-president shall assist the president in the discharge of his or her duties.

### **By-Laws**

17.-(1) Subject to the provisions of the Act, the council may pass, amend, or revoke a by-law in the same manner as a resolution except that subclause 15(3)(b)(iv) does not apply to the passing, amending or revoking of a by-law.

(2) Every by-law (including a by-law amending or revoking a by-law) shall be numbered according to the order in which it was passed, and shall be certified by the president or the vice-president and by the registrar, sealed and maintained in a book in its numerical order.

### Delegation

18. The executive committee may exercise all the powers and duties of the council with respect to any matter that, in the opinion of the executive committee, requires attention between meetings of the council.

## **PART 4. GENERAL MEETING**

### Meetings

19. A general meeting of the members shall be convened at the call of the president, the executive committee or the council at a time and place in Ontario fixed by the person or body calling the meeting.

### Procedure

20.-(1) Every notice of general meeting shall contain or have appended to it, in legible characters, the provisions of subsections (2) to (7) inclusive of this section.

(2) Subject to the other provisions of this by-law, any special or general business may be considered and transacted at a general meeting, without any notice of such business, but notice of the time and place of every general meeting shall be given to every member in good standing by sending the notice by prepaid, first class mail addressed to the member at his or her preferred mailing address at least ten days before the time fixed for convening the meeting of which notice is given.

(3) The president or his or her appointee for the purpose shall preside over general meetings.

(4) Unless otherwise required by law or this by-law, every question which properly comes before a general meeting may be decided by a simple majority of the votes cast by members in good standing present at the meeting (including a member who is the presiding officer) and, if there is an equality of votes on a question, that question shall be deemed to have been decided in the negative.

(5) Any member in good standing who is personally present at a general meeting may cast one vote upon any question which comes before the meeting.

(6) Every vote at a general meeting shall be by a show of hands unless the general meeting requires a written balloting on a particular question, but a written balloting cannot be required on a question of a written balloting.

(7) Any two members in good standing may present a question, other than a by-law, to a general meeting after the questions presented by the council have been considered and decided, if the members at the meeting at which the question is proposed to be presented agree to such presentation.

(8) The presiding officer shall cause the proceedings of the general meeting to be recorded, and the written record of the general meeting, when signed by the persons purporting to be the presiding and recording officers thereof, is prima facie proof of the accuracy of the contents of the record.

(9) The written record of the proceedings of a general meeting, when accepted at a subsequent general meeting, subject to any corrections made at the subsequent meeting, is conclusive proof of the accuracy of the contents of the record.

(10) Where a general meeting accepts or adopts the report of the council, a committee, or any person or group, the general meeting does not thereby pass, adopt, accept or agree with any proposal or recommendation made in the report but thereby merely accepts that the report accurately represents the deliberations, proceedings, proposals and recommendations of the council, committee, person or group, as the case may be.

### **Quorum**

21.-(1) Any 20 members in good standing is a quorum for a general meeting.

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

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

### **Annual General Meeting**

22.-(1) An annual general meeting shall be convened in November, 1990, and, after that, within 180 days after the end of each fiscal year.

(2) At each annual general meeting, whether notice of them is given or not, the following matters shall be considered and transacted:

1. consideration and, if thought fit, acceptance of the report of the council to be delivered by the president or his or her appointee for the purpose,
2. a question period, of not more than one half hour, during which members may ask questions of the councillors respecting their respective duties, which the councillors shall answer,
3. consideration and, if thought fit, acceptance of the financial statements,
4. appointment of auditors, in accordance with subsection 30(3), and
5. any other matter required by law to be considered or transacted by a general meeting.

## **PART 5. COMMITTEES**

### **Constitution**

23.-(1) There are hereby established the following committees, should council be of the opinion that they would be of assistance for each upcoming year, additional to those established by the Act:

1. Communications Committee,
2. Education Committee,
3. Finance Committee,
4. Nominating Committee,
5. Quality Assurance Committee.

(2) Where one or more vacancies occur in the membership of a committee, the committee members remaining in office constitute the committee so long as their number is not fewer than the prescribed quorum.

(3) Unless otherwise prescribed by law or this by-law, the council may appoint the members of each committee and a chair for each committee.

(4) The executive committee may fill any vacancies which occur in the membership of a committee.

(5) Every appointment to a committee automatically expires at the annual meeting of the council which occurs next after the appointment.

(6) Unless otherwise prescribed by law or this by-law, the council or the executive committee may remove a committee member or a chair from a committee.

(7) Subsections 13(5) and (6) (conflicts of interest) apply to members of a committee.

### **Procedure**

24.-(1) Each committee that has been appointed shall meet from time to time at the direction of the council or the executive committee or the call of its chair at a place in Ontario or by electronic means, date and time designated by the chair.

(2) No formal notice is required for a meeting of a committee but the registrar shall make reasonable efforts to notify all the committee members informally of the meeting and to arrange the meeting date and time for the convenience of the committee members.

(3) A majority of the members of a committee constitutes a quorum.

(4) The chair, or his or her appointee for the purpose, shall preside over meetings of the committee.

(5) Every question which comes before a committee may be decided by a majority of the votes cast at the meeting (including the presiding officer's) and, if there is an equality of votes on a question, the question shall be deemed to have been decided in the negative.

(6) The presiding officer shall record the proceedings of the committee meeting, or cause them to be recorded, and the written record of the committee meeting, when signed by the persons purporting to be the presiding and recording officers thereof, is prima facie proof of the accuracy of the contents of the record.

(7) The written record of the proceedings of a committee meeting when accepted at a subsequent committee meeting, subject to any corrections made at such subsequent meeting, is conclusive proof of the accuracy of the contents of the record.

(8) The written record of every committee meeting shall be deposited with the registrar promptly after it has been signed by the presiding and recording officers.

(9) A committee may meet or vote electronically, either simultaneously or serially, so long as each committee or panel member has an opportunity to express his or her views to the other committee or panel members on a question before any vote and each committee or panel member can vote on each question on which a vote is taken.

### **Communications Committee**

25.-(1) The communications committee shall be composed of between three and seven persons, of whom,

- (a) at least one shall be an elected councillor,
- (b) one shall be a councillor appointed to the council by the Lieutenant Governor in Council, and
- (c) the remainder shall be members of the college.

(2) The communications committee shall,

- (a) review and make recommendations to the council regarding communications to members of the college and members of the public, and
- (b) establish editorial policies of the official publication of the college.

### **Education Committee**

26.-(1) The education committee shall be composed of five persons, of whom,

- (a) at least two shall be elected councillors, one of whom shall be the councillor elected for Constituency Number 4,
- (b) one shall be a councillor appointed to the council by the Lieutenant Governor in Council, and
- (c) no more than two may be members of the college who are not councillors.

(2) The education committee shall review and make recommendations to the council respecting matters of veterinary education, including,

- (a) undergraduate studies at the University of Guelph, and
- (b) postgraduate and continuing veterinary education programs in Ontario.

### **Finance Committee**

27.-(1) The finance committee shall be composed of three persons, of whom,

- (a) at least two shall be elected councillors, one of whom shall be a member of the executive committee, and
- (b) no more than one may be a member of the college who is not a councillor.

(2) The finance committee, where one has been appointed, shall review and report to the executive committee regarding the financial affairs and position of the college.

### **Nominating Committee**

28.-(1) The nominating committee shall be composed of the president, the vice president, the past president and two councillors who are not members of the executive committee at least one of whom is appointed to the Council by the Lieutenant Governor in Council.

(2) The past president shall be the chair of the nominating committee.

(3) In the event of the absence, disability, or vacancy in the office, of the past president, the president shall be the chair of the nominating committee.

- (4) The nominating committee shall,
- (a) ensure nominations for the office of president and vice-president at the next ensuing annual council meeting,
  - (b) make recommendations to the council through the executive committee regarding the members and chairs of each committee, and
  - (c) make recommendations to the annual council meeting regarding the appointing of representatives to any organization to which the college regularly sends representatives.

### **Quality Assurance Committee**

- 28.1-(1) The quality assurance committee shall be composed of 5 persons, of whom
- (a) at least two shall be elected councillors,
  - (b) at least one shall be a councillor appointed to the council by the Lieutenant Governor in Council, and
  - (c) no more than two may be members of the college who are not councillors.
- (2) The quality assurance committee shall research, develop, review, and make recommendations to the council respecting matters of quality assurance programs for members, including
- (a) continuing education,
  - (b) professional development,
  - (c) practice review, and
  - (d) peer-review.

## **PART 6. FINANCE**

### **Banking**

29.-(1) In this section, "bank" means the bank appointed under subsection (2).

(2) The executive committee shall appoint a bank chartered under the Bank Act (Canada) for the use of the college.

(3) All money belonging to the college shall be deposited in the name of the college with the bank.

(4) The registrar, the deputy registrar or other staff persons appointed by the registrar for the purpose may endorse any negotiable instrument for collection on account of the college through the bank or for deposit to the credit of the college with the bank, and the college's rubber stamp may be used for such endorsement.

### **Audit**

30.-(1) In this section, "auditor" means the person or people appointed under subsection (3).

(2) The fiscal year of the college is from the first day of October in each year to the last day of September in the following calendar year.

(3) At each annual general meeting, one or more auditors shall be appointed who are duly licensed under the Public Accountancy Act to hold office until the next annual general meeting and, if an appointment is not so made, the auditor in office shall continue until a successor is appointed.

(4) If an auditor appointed under subsection (3) becomes unable or unwilling to act or continue to act as auditor, the council shall appoint one or more auditors who are duly licensed under the Public Accountancy Act to hold office until the next annual general meeting.

(5) 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, together with a copy of this Part.

(6) The auditor shall make such examination as will enable him or her to report to the council and the general meeting as required by law and this section.

(7) The auditor shall report to the council at its last meeting before the annual general meeting in order that the council can consider and, if thought fit, approve the financial statements.

(8) The auditor shall report in writing to the annual general meeting on the financial statements which shall be submitted to each annual general meeting and shall state in the report whether, in his or her opinion, the financial statements present fairly the financial position of the college and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

(9) The auditor has a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the college and is entitled to require from the councillors, officers and employees of the college such information as in his or her opinion is necessary to enable him or her to report as required by law or this section.

(10) The auditor is entitled to attend any meeting of the council and any regular general meeting and to be heard at any such meeting that he or she attends on any part of the business of the meeting that concerns him or her as auditor.

(11) For the purposes of subsection (10), the registrar is responsible to send notices of every regular general meeting to the auditor and to inform the auditor, if asked, of the date, time and place of the next meeting of the council.

(12) Despite section 18 (Delegation), the executive committee shall not exercise the powers or duties of the council under this section.

### **Expenses**

31.-(1) Each year the council shall approve a budget for the operations of the college.

(2) The registrar shall administer the finances of the college in accordance with the annual budget and council policies including, subject to subsection (3), determining the remuneration to be paid to employees of the college.

(3) The executive committee shall determine the remuneration to be paid to the registrar of the college.

(4) The registrar, the deputy registrar or other staff persons appointed by the registrar for the purpose, may sign cheques in payment of expenses of the college incurred in accordance with this section. Two signatures are required for each cheque. The registrar may establish internal administrative policies for the signing of the cheques.

### **Investment**

- 32.-(1) The registrar may invest or reinvest funds of the college, not immediately required, in,
- (a) bonds, debentures or other evidence of indebtedness of, or guaranteed by, the Government of Canada, or
  - (b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank or trust company which is a member of the Canadian Deposit Insurance Corporation, if the amount invested or reinvested at any one bank or trust does not exceed the amount guaranteed by the Canadian Deposit Insurance Corporation.

(2) The executive committee may by resolution decide, and the registrar may implement the decision, to invest or reinvest funds of the college, not immediately required, in any security in which a trustee may properly invest trust money under section 26 of the Trustee Act.

(3) Any security in which the college invests shall be placed, promptly after the investment is made, in its safety deposit box at the bank appointed under subsection 29(2) except that securities of the type mentioned in subsection (1) may be kept by the bank or trust company issuing or endorsing them if the documentary evidence of the bank's or trust company's possession is deposited, promptly after the investment is made, in a secure place designated by the registrar.

(4) Securities and other documents shall be placed in, or removed from, the college's safety deposit box only by the registrar, the chief administrative assistant, or the coordinator for executive, council and the registrar's office.

### **Remuneration**

33.-(1) In this section, "councillor" and "member of a committee" do not include a person appointed to the council by the Lieutenant Governor in Council.

(2) The amount payable to councillors and members of a committee is \$250 per half day for the president and \$200 per half day for the other members for attendance at, travel to, and preparation for, meetings to transact college business, subject to subsections (2.1) and (3) and (4). A councillor and a member of a committee may be paid not more than one per diem per calendar day.

(2.1) For electronic meetings, the amount payable to councillors and members of a committee is \$125 per quarter day for the president and \$100 per quarter day for the other members for attendance at, and preparation for, meetings to transact college business. A councillor and a member of a committee may be paid not more than one per diem per calendar day.

- (3) A councillor and a member of a committee may be paid one half day's amount for travel to or from home, or both, but only if the member,
- (a) would have earned income but for the time needed for the travelling,
  - (b) needed more than three hours on a single day for the travelling, and
  - (c) does not receive more than one half day's amount for attendance or preparation, or both, on the same day as the travelling.

(4) The amount payable for expenses incurred by councillors and members of committees in the conduct of the council's or committee's business is,

- (a) for travel by common carrier, the member's actual cost (to a maximum, in the case of air travel, of the cost for the class of travel next below first class) and the member's actual cost of transportation to and from the airports, stations or other terminals,
- (b) for travel by automobile, 40 cents per kilometre actually travelled, but payment may be made only once for each trip regardless of the number of passengers and the payment may not exceed the amount which would have been payable if the driver had reasonably been able to travel by common air carrier and had done so, and
- (c) for overnight accommodation and related maintenance (including meals) away from home, the actual amount reasonably spent.

(5) No person shall be paid under this section, other than for expenses of \$25 or less, except in accordance with properly submitted vouchers or receipts.

(6) If a person would have been entitled to payment for time expended under this provision but the meeting or hearing is cancelled (other than on the initiative of the person making the claim) with less than seven days notice, the person is entitled to claim the amount the person would have been able to claim if the meeting or hearing had proceeded, to a maximum of two days per occurrence.

### **Borrowing**

34.-(1) The council may from time to time by resolution,

- (a) borrow money on the credit of the college,
- (b) limit or increase the amount or amounts to be borrowed, and
- (c) secure any present or future borrowing, or any debt, obligation, or liability of the college, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the college, whether present or future.

(2) Notwithstanding section 18 (Delegation), the executive committee shall not exercise the powers or duties of the council under subsection (1) or take any similar action.

(3) The council or the executive committee may from time to time by resolution borrow money on behalf of the college for periods of six months or less secured only by investments of the college of the type mentioned in subsection 32(1).

(4) The registrar or the deputy registrar may sign documents to implement a decision made under subsection (1) or subsection (3).

## **PART 7. ADMINISTRATION**

### **Emeritus Status**

35.-(1) The registrar shall grant emeritus status to a former member who applies therefor and,

- (a) who has held a licence under the Act or registration under a predecessor of the Act, or a combination, continuously for 25 years or more,
- (b) against whom no finding of professional misconduct or gross neglect has been

entered or noted in the register,

- (c) who, at the time his or her membership ended, was in good standing, and
- (d) who is fully retired from the practice of veterinary medicine.

(2) The registration committee may grant emeritus status to a former member who applies therefor and complies with clauses (1)(b), (1)(c) and (1)(d).

(3) Every person who was designated a life member under the by-laws passed under a predecessor of the Act is deemed to continue as a holder of emeritus status.

### **Documents**

36.-(1) The registrar may sign summonses, notices and orders on behalf of a committee of the college which is a tribunal within the meaning of the Statutory Powers Procedure Act.

- (2) Unless otherwise provided by law or this by-law, a document of the college shall be signed by,
  - (a) the registrar and one of the president or vice-president if the document has financial implications greater than \$25,000 for the college, and
  - (b) the registrar, the deputy registrar or other staff persons appointed by the registrar for the purpose if the document has no financial implications for the college or the financial implications are for \$25,000 or less.

(3) A person who may sign a document may impress the seal of the college upon the document if the seal is required and if the document has been signed as required by by-law.

(4) No person shall sign or seal a document affecting the college unless authorized by the Act, the regulations or this by-law.

### **Seal**

37. The seal depicted in the right margin is the seal of the college. [INSERT DEPICTION]

### **Deputy Registrar**

38.-(1) A person hired by the registrar whom the council has appointed as a deputy registrar shall discharge the duties of the registrar during the absence, disability, or vacancy in the office, of the registrar.

(2) Where no person has been appointed by the council as a deputy registrar, the executive committee shall, in the event of the absence, disability, or vacancy in the office, of the registrar, appoint a person to act as registrar.

### **Membership**

39.-(1) The college shall maintain membership in the American Association of Veterinary State Boards of the United States, and shall pay the annual fee for the membership.

(2) The college shall maintain representation on the National Examining Board of the Canadian Veterinary Medical Association and shall pay the annual assessment for the same.

## **PART 8. FEES AND COLLECTING INFORMATION**

### **Fees**

40. (1) A person shall pay the fee, penalty or amount listed in Schedule 2 whenever the fee, penalty or amount applies to him, her or it.

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

(3) The registrar may waive all or part of a fee, penalty, amount or interest listed in Schedule 2 in exceptional circumstances. The registrar shall document the reasons for the waiver.

(4) Except for the initial annual membership fee, the annual membership fee for a general licence is due on November 30 in each year, for the following year.

(5) The fee for a renewal of an educational licence is due before the licence expires.

(6) The initial fee for a postgraduate and resident licence is due before the licence is issued, and the fee for a renewal of a postgraduate and resident licence is due before the licence expires.

(7) The inspection fee payable in respect of a certificate of accreditation is due 30 days after the inspection is performed.

### **Information Returns**

41. (1) Every member, other than a member who holds a short-term licence, shall submit to the college by the 30th day of November in each year, an information return in the form available from the registrar setting out,

- (a) the member's principal place of practice;
- (b) the member's principal place of residence and telephone number and any home facsimile number that may exist;
- (c) the address to which the member wishes correspondence from the college to be sent;
- (d) the addresses and telephone numbers and any facsimile numbers that may exist for all locations where the member practises veterinary medicine;
- (e) the nature of the member's veterinary practice during the twelve-month period ending on the 31st day of October;
- (f) the member's specialty certifications;
- (g) the languages in which the member is proficient;
- (h) the professional associates of the member and the form of relationship between them and the member;
- (i) any finding, in Ontario or elsewhere, by a court that the member has committed an offence, other than under the *Highway Traffic Act*; and
- (j) any finding, in Ontario or elsewhere, by a statutory regulatory body that the member has engaged in misconduct, serious neglect or is impaired or any similar finding.
- (k) a record of professional reflection and development activities completed by the member during the 12-month period ending on the 31<sup>st</sup> day of October using the form or forms (paper or electronic) provided by the Registrar.

(2) Before the 31st day of October in each year, the registrar shall mail to each member, other than a member who holds a short-term or educational licence, a notice stating that the annual membership fee and a completed annual information return are due on the 30th day of November and setting out the amount of the fee.

(3) The registrar shall mail to each member who holds an educational licence,

- (a) at least one month before the licence is due to expire, a notice setting out the due date and amount of the renewal fee; and
- (b) before the 31st day of October in each year, a notice stating that a completed annual information return is due on the 30th day of November.

(4) The obligation to pay the annual membership fee or renewal fee and to submit the annual information return continues even if the registrar fails to mail a notice under subsection (2) or (3) or the member fails to receive such notice.

(5) A member shall provide within 30 days the information specified in subsection (1) on the request of the registrar.

#### **Address Information**

42. (1) A member shall notify the registrar in writing of the address to which the member wishes correspondence from the college to be sent and shall notify the registrar in writing of any change of address.

(2) A member who is in private practice in Ontario shall notify the registrar in writing of the municipal address or lot and concession number of his or her principal place of practice and shall notify the registrar in writing of any change in such place.

(3) A member who is not in private practice in Ontario shall notify the registrar in writing of the municipal address or lot and concession number or other physical location of his or her principal place of practice or principal place of residence and shall notify the registrar in writing of every change in such place.

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

(5) If a member fails to comply with this section, the address to which the member wishes correspondence from the college to be sent and the member's principal place of practice or residence shall be deemed to be as shown on the last information return submitted under section 41.

#### **Statistical Information**

43. (1) The executive committee shall regularly determine what statistical information is desirable on the supply, distribution, professional liability insurance coverage and professional activities of members of the college and may direct the registrar to compile the desired information.

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

## PART 9. PROFESSIONAL CORPORATIONS

### Eligibility

44. (1) A professional corporation may be eligible for a certificate of authorization if the following conditions are met:

1. The articles of incorporation provide that the corporation may not carry on a business other than the practice of the profession and activities related to or ancillary to the practice of the profession.
2. The name of the corporation complies with the requirements in section 3.2 of the *Business Corporations Act* and with those set out in subsections (2) to (5).
3. Each shareholder of the corporation holds a licence issued by the registrar. Before applying for a certificate of authorization, a member shall first obtain the approval of the registrar for the proposed name of the professional corporation and take the necessary steps to incorporate the professional corporation.
4. None of the shareholders of the corporation have been involved as shareholders of a professional corporation whose certificate of authorization was suspended or revoked unless the registrar is satisfied that it is unlikely that the certificate of authorization being applied for will be suspended or revoked.

44. (1.1) Despite paragraph 3 of subsection (1), a shareholder may hold the shares of a professional corporation through a holding company so long as all of the shares of the holding company are held by individuals holding licences issued by the Registrar. Unless the context suggests otherwise, a reference to “shareholder” in this part refers to the individuals who hold, directly or indirectly, the shares of a veterinary professional corporation.

(2) A name of a professional corporation shall,

- (a) be proper and fitting; and
- (b) include,
  - (i) the name or names of all of the shareholders of the professional corporation as they appear in the register of members referred to in subsection 19 (1) of the Act,
  - (ii) the name of the accredited facility owned by a shareholder of the professional corporation at which the practice is carried on exclusively through the professional corporation, or
  - (iii) a geographical reference appropriate to the location of the accredited facility or facilities at which the practice is carried on or the name of a present or previous shareholder that is not easily confused with the name of any other member, accredited facility or professional corporation and, subject to subsection (3), one of the words “animal”, “pet” or “veterinary” or their equivalents in French.

(3) If the practice of the professional corporation is restricted to one particular species of animal or specialty, the name of that species or specialty may be used alone or in conjunction with one of the words “animal”, “pet” or “veterinary” or their equivalents in French and, if the practice of the professional corporation is restricted to poultry, the word “poultry”, or its equivalent in French, alone or in conjunction with the word “veterinary” or its equivalent in French.

(4) The name may be in either English or French or in both languages.

---

(5) The name of a professional corporation shall not use designations or terms used by veterinary facilities except as permitted in subclause (2) (b) (ii).

### **Application Requirements**

45. The registrar shall issue a certificate of authorization to a corporation if the corporation is eligible under subsection 44(1) and applies for the certificate by producing the following to the registrar at the time and in the manner specified by the college:

1. A completed application in the form available from the registrar.
2. Payment of the application fee.
3. A certificate of status of the corporation issued by the Ministry of Government Services within six months of the date of the application.
4. A copy of the articles of incorporation certified to be complete and accurate as of the date of the application by the person who is proposed as the corporation's managing director.
5. The statutory declaration of the managing director certifying,
  - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act* as of the date of the application,
  - ii. that the corporation does not carry on any business that is not the practice of veterinary medicine or activities related to or ancillary to the practice of veterinary medicine,
  - iii. that the corporation has not previously held a certificate of authorization or, where the corporation has held such a certificate, providing full details with respect to it, and
  - iv. that none of the shareholders of the corporation has been a shareholder of a corporation that previously held a certificate of authorization or, where any one of them was a shareholder of such a corporation, providing full details with respect to it.
6. The name of each shareholder of the corporation as of the date of the application and the number of his or her licence issued by the registrar.
7. The names, business addresses and business telephone numbers of the officers and directors of the corporation as of the date of the application and an indication of who the managing director is.

### **Refusal of Application**

46. The registrar shall refuse to issue a certificate of authorization if the corporation is not eligible under subsection 44(1) or if the corporation does not comply with all of the requirements of section 45.

### **Term and Renewal of Certificate**

47. (1) A certificate of authorization is valid for a period of three years from its date of issue.

(2) The registrar shall renew a certificate of authorization if the corporation is in compliance with the Act, the regulations, this by-law and the *Business Corporations Act*, and applies for the renewal before the end of the three-year term of the certificate by providing a completed application in the form available from the registrar and paying the renewal fee.

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

### **Suspension of Certificate**

48. (1) The registrar shall suspend a corporation's certificate of authorization if,

- (a) the corporation fails to renew the certificate on or before the end of its term;  
or
- (b) the name of the corporation contains the name or names of a shareholder's accredited facility and the certificate of accreditation has expired or been suspended or revoked.

(2) The registrar may suspend a corporation's certificate of authorization if,

- (a) the corporation no longer complies with the requirements for the issuance of a certificate of authorization;
- (b) the corporation uses a name other than its approved name;
- (c) the corporation fails to deliver a notice required under section 53; or
- (d) the corporation fails to act in a manner that is consistent with the requirements of the Act, the regulations, this by-law and the *Business Corporations Act*.

(3) The registrar may impose conditions and limitations on the holder of a certificate of authorization,

- (a) with the consent of the professional corporation; or
- (b) instead of suspending the certificate of authorization.

(4) The registrar may lift a suspension or remove conditions and limitations if the corporation remedies, to the satisfaction of the registrar,

- (a) the conduct that resulted in the suspension or the imposition of conditions and limitations; and
- (b) any other conduct that might result in another suspension or the imposition of more conditions and limitations.

### **Revocation of Certificate**

49. The registrar may revoke a certificate of authorization if a suspension of the certificate of authorization or conditions and limitations imposed on it have not been lifted within one year from the commencement of the suspension or imposition of the conditions and limitations.

### **Review by Registration Committee**

50. (1) A corporation that is dissatisfied with a decision of the registrar relating to the issue, renewal, suspension or revocation of a certificate of authorization or to the imposition of conditions and limitations on a certificate may apply to the registration committee for a review of the decision by filing with the registrar a written request for a review, all supporting documentation in its possession and payment of the review fee.

(2) Upon receipt of a request for a review, the registrar shall set a date, time and place for the review and shall deliver a written notice of the review to the corporation, together with copies of any documents in support of the registrar's decision in the registrar's possession that were not filed by the professional corporation, at least 15 days before the date of the review.

(3) The registrar and the professional corporation are parties to the review.

(4) Representatives of the registrar and the professional corporation shall have the opportunity to make submissions to the registration committee, but they shall not be permitted to question each other or call witnesses.

(5) The registration committee may do anything the registrar may do with respect to the issue, renewal, suspension or revocation of a certificate of authorization or the imposition of conditions and limitations on a certificate.

(6) If the registration committee finds in favour of the professional corporation, it may direct the registrar to repay the review fee to the corporation.

(7) The decision of the registration committee on a review is final.

#### **Shareholder Termination of Certificate**

51. The shareholders of a professional corporation may terminate the certificate of authorization of the corporation by notifying the registrar that they no longer intend to practise through the corporation and by signing an undertaking that they will not practise veterinary medicine through the professional corporation, or another professional corporation, without first obtaining the required certificate of authorization.

#### **Registry**

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

- (a) the name of every professional corporation that has been issued a certificate of authorization;
- (b) the address and telephone number of every professional corporation;
- (c) the name of the managing director and every other shareholder of every professional corporation; and
- (d) information regarding conditions and limitations imposed on a certificate of authorization and suspensions, revocations and terminations of certificates of authorization.

(2) The register shall be kept at the head office of the college and be accessible to members and the public during normal business hours.

#### **Reporting Changes to the Registrar**

53. A professional corporation shall deliver a written notice to the registrar within 30 days of the occurrence of any of the following events:

1. Any change in the information contained in the original application form or the last renewal application, including a change in the shareholders or in the managing director.
2. Any material change in the structure or operation of the business of the professional corporation, including,
  - i. the initiation of criminal or quasi-criminal proceedings against it,
  - ii. the death of a shareholder,
  - iii. its bankruptcy or insolvency,
  - iv. the appointment of a receiver for it, or
  - v. the filing of an application for its winding-up.

### **Managing Director**

54. (1) Every professional corporation shall name one of its shareholders as the managing director of the corporation.

(2) The managing director has primary responsibility for the professional corporation's professional conduct and dealings with the college.

## **SCHEDULE 1 TO BY-LAW NO. 1**

### **RULES OF ORDER OF THE COUNCIL**

1. When a councillor wishes to speak, he or she shall so indicate by raising his or her hand, and shall address the presiding officer and confine himself to the question under discussion.
2. When two or more councillors raise their hand to speak, the presiding officer shall call upon one councillor to speak first.
3. When the presiding officer calls upon a councillor to speak, the councillor shall rise in his or her place and address the presiding officer.
4. No councillor while speaking shall be interrupted by another except to raise a point of order. The interrupting councillor shall confine himself strictly to the point of order.
5. A councillor in speaking or otherwise who transgresses these rules, if called to order either by the presiding officer or on a point raised by another councillor, shall immediately cease speaking while the point is being stated, after which he or she may explain and shall then obey the decision of the presiding officer.
6. A councillor may speak only once upon a question, except,
  - (a) in explanation of a material point of his or her speech which may have been misquoted or misunderstood, but then he or she is not to introduce any new matter or argument,
  - (b) the proposer of a substantive motion, who shall be allowed a reply which shall close the debate, or
  - (c) with the permission of the council.

7. No councillor may speak longer than 15 minutes upon a question except with the permission of the council.

8. When the question under discussion has not been printed and distributed, a councillor may require it to be read at any time during the debate, but not so as to interrupt a councillor while speaking.

9. When the question under discussion contains distinct propositions, a councillor may require the vote upon each proposition to be taken separately.

10. When the presiding officer is putting a question, no councillor shall enter or leave the chamber, and no further debate is permitted.

11. Any question when once decided by the council shall not be reintroduced during the same session except by a two-thirds' vote of the council then present.

12. All motions shall be in writing, and seconded, before being debated. When a motion is seconded, unless it has been printed and distributed, it shall be read by the presiding officer.

13. A councillor who has made a motion may withdraw the same without the permission of the seconder or the consent of the council. Rule 11 does not prevent another councillor from making the same motion.

14. In all cases not provided for by these rules or by other rules of the council, the usages and customs of the House of Commons of Canada shall be followed so far as they may be applicable to the council.

15. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the council without debate. In explaining a point of order or practice, he or she shall state the rule or authority applicable to the case.

16. No councillor is entitled to vote upon a question in which he or she has a direct pecuniary interest, and the vote of a councillor so interested will be disallowed.

17. When a motion is being debated, no other motion may be made except a motion,
- (a) to amend the main motion or original question,
  - (b) to postpone consideration of the main motion or original question, either indefinitely or to a particular day or time,
  - (c) for the previous question (that is, to put the motion or question under debate to a vote),
  - (d) to adjourn the meeting, or
  - (e) to refer the main motion or original question to a committee.

18. When a motion to refer a question to a committee has been made, no motion to amend the main question may be made.

19. When a motion has been made for the previous question (that is, to put to a vote the question or motion under debate), no motion may be made to amend the question or motion under debate and, if the motion for the previous question passes, the question or motion under debate is to be put forthwith without any amendment or further debate.

20. A motion to amend the main question shall be disposed of before the main question is decided and, where there is more than one motion to amend, they shall be decided in the reverse order to which they were made.

21. Whenever the presiding officer is of the opinion that a motion offered to the council is contrary to these rules or the by-laws, he or she shall so advise the council immediately, rule the motion out of order, and quote the rule or authority applicable to the case.

## SCHEDULE 2 TO BY-LAW NO. 1

### FEES

Item		Fee
1.	Local examination	\$100
2.	Application fee for short-term licence	25
3.	Application fee for educational licence	25
4.	Application fee for postgraduate and resident licence	50
5.	Application fee for all other licences	50
6.	Licence fee for short-term licence	Nil
7.	Licence fee for educational licences	Nil
8.	Licence fee for all other licences	50
9.	Membership fee for short-term licence	250
10.	Membership fee for educational licence	125 for six months
11.	Membership fee for postgraduate and resident licence	675 per year
12.	Membership fee for all other licences (restricted, general, academic, public service)	675 per year
13.	Initial annual membership fee if licence is issued between April 1 and June 30	507
14.	Initial annual membership fee if licence is issued between July 1 and September 30	338
15.	Initial annual membership fee if licence is issued between October 1 and December 31	169
16.	Annual membership fee, excluding the initial annual membership fee, for the holder of a general licence who resides outside of Ontario and does not practise veterinary medicine in Ontario	200
17.	Penalty for late payment of an annual membership fee	100
18.	Penalty for late payment of a fee for an educational licence	25
19.	Inspection administrative fee	144
20.	Fee for the inspection of a companion animal hospital, a specialty animal hospital, a companion animal emergency clinic, a food-producing animal hospital or an equine clinic	98 plus inspection administrative fee

21.	Fee for the inspection of a companion animal office, companion animal mobile office, companion animal spay-neuter clinic or a poultry service	80 plus inspection administrative fee
22.	Fee for the inspection of a companion animal mobile, a remote area companion animal mobile, a food-producing animal mobile, an equine mobile or an equine emergency mobile	69 plus inspection administrative fee for one mobile
23.	For the inspection under item 22 if another facility is being inspected at the same time for the purposes of being accredited	52
24.	For an inspection of two or more mobiles under item 22 of the same kind, at the same location and at the same time	69 for the first mobile plus inspection administrative fee for one mobile, 52 for each additional mobile
25.	Penalty for late payment of a fee for inspection of one location	86
26.	Certificate of standing	10
27.	For the cancellation or rescheduling of an inspection with less than 48 business hours notice	144
28.	Application fee for a professional corporation	200
29.	Renewal fee for a professional corporation	100
30.	Fee for requesting a review of a registrar's decision respecting a professional corporation	100
31.	For each follow-up letter sent by the college to a member regarding a default by the member including a failure to provide information	50
32.	Election recounts	200

bylaw.rev  
Nov. 2002 (reprint)  
Mar. 2004 (reprint)  
Jan. 2005 (reprint)  
Jan. 2006 (reprint)  
Mar. 2007 (reprint)  
Sept. 2007 (reprint)  
Mar. 2008 (reprint)  
June 2008 (reprint)