

A by-law relating generally to the transaction of the affairs of

THE COLLEGE OF VETERINARIANS OF ONTARIO

1. INTERPRETATION

1.01 – Definitions

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

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

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

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

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

"By-Law" or "By-Laws" means the By-Laws of the College;

"College" means the College of Veterinarians of Ontario;

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

"Council" means the Council established under section 4 of the Act;

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

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

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

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

"Licensed Member" means a member of the College;

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

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

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

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

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

#### **4.13 – No Delegation**

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

#### **4.14 – Notice to Auditors**

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

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

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

#### **4.16 – Access**

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

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

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



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

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

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

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

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

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

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

~~(2) At every Annual General Meeting, in addition to any other business that may be transacted:~~

- ~~(a) the Annual Financial Statements for the preceding financial year shall be presented;~~
- ~~(b) the Auditor for the ensuing year shall be appointed; and~~
- ~~(c) the remuneration of the Auditor shall be fixed or provision shall be made for such remuneration to be fixed by the Council.~~

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

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

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

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

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

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

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

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

### **22.04—Quorum**

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

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

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

### **22.05—Voting**

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

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

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

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