



Official By-Laws of the College of Physiotherapists of Ontario



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Approved by the Board
March 22, 2017

*Made pursuant to section 94 of the
Health Professions Procedural
Code
(being Schedule 2 of the Regulated
Health Professions Act, 1991).*

*All previous by-laws relating to the
administration of the affairs of the
College are hereby repealed and
replaced with this by-law.*

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Part 1 — Definitions

Definitions

- 1.1 (1) In these by-laws, unless otherwise defined or required by the context:
- (a) “Academic Director” means a Director who is selected from a faculty of physiotherapy or physical therapy of a university in Ontario in accordance with section 3.2 of these By-laws and section 6(1)(c) of the Act;
 - (b) “Act” means the *Physiotherapy Act, 1991*;
 - (c) “Auditor” means the person or firm appointed under subsection 2.7 (1) of the By-laws;
 - (d) “Board” or “Board of Directors” means the board of directors of the College, referred to in the RHPA and established by section 6 of the Act as the Council of the College;
 - (e) “By-laws” means the By-laws of the College;
 - (f) “Chair” means the Chair of the Board and Chair of the Executive Committee, referred to in the Code and the Act as the President;
 - (g) “Code” means the Health Professions Procedural Code, being Schedule 2 to the RHPA;
 - (h) “College” means the College of Physiotherapists of Ontario (l’Ordre des Physiothérapeutes de l’Ontario);
 - (i) “Committee” means a committee mentioned in Part 7 of these By-laws and includes those committees set out in section 10 of the Code;
 - (j) “Committee Chair” means the person designated to preside over meetings of committees or panels of committees of the College;
 - (k) “Committee Vice-Chair” means the person designated as the Committee Vice-Chair for a statutory or non-statutory committee;
 - (l) “Deputy Registrar” means a senior employee of the College with signing authority as set out in the By-laws and policies of the College;
 - (m) “Director” means a member of the Board and includes an Elected Director, an Academic Director and a Public Director;
 - (n) “Elected Director” means a Director who is a Registrant and who is elected or appointed in accordance with section 3.1 of these By-laws;
 - (o) “Fiscal Year” means April 1 to March 31;
 - (p) “Mail” means regular postal mail, courier mail, facsimile, or email;
 - (q) “Minister” means the Minister of Health;

- (r) “Non-Board Committee Member” means a person who is not a Director and who is appointed to serve on a committee in accordance with section 7.6 of these By-laws;
- (s) “Place of Practice” means any location where the Registrant practises physiotherapy;
- (t) “Public Director” means a Director who is appointed to the Board by the Lieutenant Governor in accordance with section 6(1)(b) of the Act;
- (u) “Registrant” means a member of the College as set out in section 13 of the Code;
- (v) “Registrar” means the Registrar of the College as required by the Code and as further described in section 2.9 of these By-laws;
- (w) “Regulations” mean the regulations under the RHPA and the Act;
- (x) “RHPA” means *the Regulated Health Professions Act, 1991*, and includes the Code;
- (y) “Signing Officer” means the Registrar, Deputy Registrar(s), Director Finance, Chair and Vice-Chair; and
- (z) “Vice-Chair” means the Vice-Chair of the Board and Vice-Chair of the Executive Committee, referred to in the Code and the Act as the Vice-President.

Part 2 — College Administration

Seal

2.1. The seal depicted on the right is the seal of the College.



Banking

- 2.2. (1) The Board shall appoint one or more Canadian banks chartered under the *Bank Act (Canada)* for the use of the College.
- (2) All money belonging to the College shall be deposited in the name of the College, at such banks without deduction for any purpose whatsoever.
- (3) A staff member designated by a Signing Officer of the College may endorse a negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank.

Borrowing

- 2.3. (1) When authorized by resolution of the Board, the Chair, together with the Registrar and such other officer or person, may:
- (a) borrow money on the credit of the College;
 - (b) limit or increase the amount or amounts that may be borrowed;
 - (c) issue, sell or pledge debt obligations of the College, including without limitation bonds, debentures, notes or similar obligations of the College, whether secured or unsecured; and
 - (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed or other debt or liability of the College.

Investment

- 2.4. The Registrar may invest or reinvest funds of the College in keeping with the financial policies of the College.

Contracts and Expenditures

- 2.5. (1) The Board shall approve annually,
- (a) an operating budget for the College for each Fiscal Year; and
 - (b) a capital budget for the College for each Fiscal Year.
- (2) One or more Signing Officers may obtain services for the benefit of the College as set out in the financial policies of the College.
- (3) One or more Signing Officers may authorize the purchase or lease of capital goods for the benefit of the College as set out in the financial policies of the College.
- (4) One or more Signing Officers may sign or authorize a cheque, electronic funds transfer or other document with financial implications for the College as set out in the College's financial policies as approved by the Board.
- (5) A Signing Officer of the College must conduct their duties as set out in the College's financial policies as approved by the Board.

Other Documents

- 2.6. (1) A Signing Officer may impress the seal of the College upon a document if the seal is required.
- (2) The Registrar, or the Deputy Registrar when designated by the Registrar, may sign notices and other documents on behalf of any committee of the College, except where otherwise provided by law.
- (3) No person shall sign or seal a document affecting the College unless authorized by the Act, the Regulations or these By-laws.

Audit

- 2.7. (1) The Board shall appoint annually one or more Auditors who are licensed under the *Public Accounting Act, 2004* to audit the College's financial statements.
- (2) Financial statements for the College shall be prepared at the close of each Fiscal Year and audited financial statements, together with the Auditor's report, shall be presented annually to the Board.
- (3) The Auditor shall serve for a term of one year, but if an appointment is not made the Auditor shall continue to serve until a successor is appointed.

- (4) If the Auditor is unable to continue their duties or in the event the Board is dissatisfied with the Auditor, the Board may appoint a new Auditor. At a minimum, the College will issue tenders for audit services every five years, which does not preclude the current audit firm from submitting a proposal.
- (5) The Board shall cause the performance of the Auditor to be evaluated on an annual basis and shall take such evaluation into account when considering the re-appointment of the Auditor.
- (6) The Board shall confirm the appointment and remuneration of the Auditor in writing.
- (7) 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 Directors, officers and employees and relevant payees of the College such information as in their opinion is necessary to enable them to report as required by law or under this section.
- (8) The Auditor is entitled to attend any meeting of the Board and to be heard at any such meeting that they attend on any part of the business of the meeting that concerns them as Auditor. The Registrar shall provide reasonable notice of every the Board meeting to the Auditor for this purpose.

By-Laws

- 2.8. (1) The making, amending or revoking of a by-law shall be determined by a majority vote of the Directors present and voting. Advance notice is required for all motions or resolutions applying to the making, amending or revoking of a by-law.
- (2) Every by-law, including every amendment and revocation, shall be maintained in the College's records.

The Registrar

- 2.9. (1) The Registrar is the Chief Executive Officer of the College.
- (2) The Registrar is subject to the direction of the Board and between meetings, the direction of the Executive Committee.
- (3) In the event of an unplanned short-term absence or a planned or unplanned long-term absence, or if the office of the Registrar becomes vacant, an employee of the College shall be immediately appointed to act as Interim Registrar in accordance with the Registrar & CEO Succession Planning Policy.
- (4) In circumstances where the Board is not able to meet promptly to make the appointment referred to in subsection (3) the Chair may appoint an employee of the College to act as Interim Registrar. This appointment is subject to the ratification of the Board.

- (5) The Registrar has the authority and responsibility to perform the duties set out in the RHPA, the Act, the Regulations and the By-laws and the policies approved by the Board.
- (6) An Interim Registrar has all of the authority and responsibilities and shall perform all of the duties of the Registrar.

Management of College Property

2.10. The Registrar shall maintain responsibility for the management and maintenance of all College property.

Part 3 — Election or Appointment of Directors

Elections

Electoral Districts

- 3.1. (1) The following electoral districts are established for the purpose of the election of registrants to the Board:
- (a) Electoral district 1 (the south western electoral district): composed of the counties of Bruce, Elgin, Essex, Grey, Huron, Lambton, Middlesex, Oxford and Perth, and the municipality of Chatham-Kent.
 - (b) Electoral district 2 (the central western electoral district): composed of the counties of Dufferin and Wellington, the regional municipalities of Niagara and Waterloo, and the municipalities of the City of Hamilton, Haldimand County, Norfolk County, the County of Brant, and the City of Brantford.
 - (c) Electoral district 3 (the central eastern electoral district): composed of the counties of Haliburton, Northumberland and Peterborough, the regional municipalities of Durham and York, and the municipality of the City of Kawartha Lakes.
 - (d) Electoral district 4 (the eastern electoral district): composed of the counties of Frontenac, Hastings, Lanark, Lennox and Addington, Renfrew, Leeds and Grenville, Prescott and Russell and Stormont, Dundas and Glengarry, and the municipalities of the City of Ottawa and Prince Edward County.
 - (e) Electoral district 5 (the northern electoral district): composed of the city of Greater Sudbury, the districts of Algoma, Cochrane, Kenora, Manitoulin, Nipissing, Parry Sound, Rainy River, Sudbury, Thunder Bay and Timiskaming and the District Municipality of Muskoka.
 - (f) Electoral district 6 (the Toronto west electoral district): composed of the City of Toronto to the west of the centre of Yonge Street.
 - (g) Electoral district 7 (the Toronto east electoral district): composed of the City of Toronto to the east of the centre of Yonge Street.
 - (h) Electoral district 8 (the central electoral district): composed of the county of Simcoe and the regional municipalities of Halton and Peel.
- (2) If it is unclear to which electoral district a Registrant should be assigned, the Registrar may assign the Registrant to one of the electoral districts.
- (3) The counties, regional municipalities, districts, district municipalities, and single-tier municipalities described in this section are those that existed as of

August 13, 2020, and the geographical territory of each electoral district shall be interpreted to ensure that all parts of Ontario fall into one of the above counties, united counties, regional municipalities, district municipalities, cities and districts. For greater certainty, separated municipalities found within the geographical territory of counties will fall within the electoral district of the county.

Entitlement to Vote

- (4) A Registrant is entitled to vote in an election if, 90 days before the election:
 - (a) the Registrant is registered with the College;
 - (b) the Registrant practises or resides in Ontario; and
 - (c) the Registrant's home address registered with the College is in the electoral district for which an election is being held or, if the Registrant resides outside Ontario, the Registrant's primary business address is in the electoral district for which an election is being held.

Number of Registrants Elected

- (5) One Registrant shall be elected to the Board for each electoral district.

Term of Office

- (6) The term of office of an Elected Director is approximately three years, commencing with the first regular Board meeting after the election and expiring when their successor takes office at the first regular Board meeting after the next election in their electoral district, unless the Director resigns, dies, is disqualified as set out in subsection (26) or is removed from office in accordance with the Code of Conduct in Appendix C.
- (7) An Elected Director shall not serve more than nine consecutive years on the Board. And, following the completion of nine consecutive years on the Board, they shall not commence another term on the Board until they have completed a one-year waiting period.

Election Date

- (8) (a) There shall be an election,
 - (i) for central, eastern and northern electoral districts, in 2020 and every third year thereafter.
 - (ii) for central eastern and Toronto east and west electoral districts, in 2021 and every third year thereafter.
 - (iii) for south western and central western electoral districts, in 2022 and every third year thereafter.
- (b) An election shall be held on the third Wednesday in April.

- (c) If there is an interruption in access to the electronic voting system during a nomination or election, the Registrar shall extend the holding of nominations and the election for such minimum period of time as the Registrar considers necessary to compensate for the interruption.

Eligibility for Election

- (9) A Registrant is eligible for election to the Board for an electoral district if:
 - (a) the Registrant is entitled to vote in an election in accordance with subsection (4);
 - (b) at all times between the ninetieth day before the election and the date of the election:
 - (i) the Registrant continues to be registered with the College;
 - (ii) the Registrant continues to practise or reside in Ontario;
 - (iii) the Registrant's home address registered with the College continues to be in the electoral district for which the election is being held or, if the Registrant resides outside Ontario, the Registrant's primary business address is in the electoral district for which an election is being held;
 - (iv) the Registrant is not in default of any obligation to the College under the Regulations or the By-laws; and
 - (v) the Registrant is not the subject of Discipline or Fitness to Practise proceedings by a body that governs a profession, inside or outside of Ontario.
 - (c) the Registrant has not been found guilty of professional misconduct, to be incompetent, or to be incapacitated, inside or outside of Ontario, in the six years before the election;
 - (d) the Registrant has not been found to be mentally incompetent under the *Substitute Decisions Act, 1992*, or the *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
 - (e) the Registrant's certificate of registration has not been subject to a term, condition or limitation other than a term, condition or limitation prescribed by the Regulations in the six years before the election;
 - (f) the Registrant has not been found guilty of or charged with an offence under the *Criminal Code*, the *Health Insurance Act*, the *Controlled Drugs and Substances Act* or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the Registrant's suitability to serve as a Director, unless, in respect of a finding, a pardon or record suspension has been granted;

- (g) the Registrant has not been disqualified or removed from the Board or a committee of the College in the three years before the election;
 - (h) the Registrant is not and has not been in the twelve months before the election, a director, officer, Committee member, employee, or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
 - (i) the Registrant does not hold and has not held in the twelve months before the election, an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
 - (j) the Registrant is not a current participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board or a committee of the College;
 - (k) the Registrant does not have a current notation on the register of an interim order, caution, undertaking or specified continuing education or remediation program directed by the Inquiries, Complaints and Reports Committee;
 - (l) the Registrant is not and has not been in the twelve months before the election an employee of the College;
 - (m) the Registrant discloses all potential conflicts of interest in writing to the Registrar within five business days of being nominated and either does not have a conflict of interest to serve as a Director or has agreed to remove any such conflict of interest before taking office;
 - (n) the Registrant has substantially complied with the Election Campaign policy set out by the College and approved by the Board;
 - (o) the Registrant has completed an orientation about the College's mandate, and the role and responsibilities of Directors; and
 - (p) the Registrant has been determined by the Screening Committee to have met the competency requirements as set out in the applicable College policy approved by the Board.
- (10) Any disputes about a person's eligibility for election shall be determined by the Screening Committee. If the Screening Committee determines that a Registrant is ineligible for election, the Registrant may appeal that decision to the Board and the Board's determination shall be final, without appeal.

Notice of Election and Nominations

- (11) At least ninety days before the date of an election, the Registrar shall send electronically to every Registrant entitled to vote in an election a notification

that an election will be held to elect a Director and detailed instructions about the nomination procedure.

Nomination Procedure

- (12) (a) A Registrant who is eligible for election to the Board may be nominated for election in an electoral district if the Registrant:
 - (i) is nominated by a Registrant who is entitled to vote in the election and if the nomination is:
 - (A) in the form and manner required by the Registrar; and
 - (B) received by the Registrar no later than two o'clock in the afternoon Eastern Time on the date set by the Registrar; and
 - (ii) consents to the nomination by no later than the same date and time specified in subsection 12(a)(i)(B).
- (b) A candidate in an election may remove their name from the ballot by notifying the Registrar of the withdrawal in writing no later than two business days before voting starts.
- (13) (a) At the close of the nomination period, if no candidates eligible to be nominated in an electoral district have been nominated, the Registrar shall establish a new election schedule, including, where necessary, a new date for the election.
- (b) The new election schedule may permit two additional calls for nomination, after which time the office of the Director will be declared vacant in accordance with subsection (24).

Acclamation

- (14) If only one eligible candidate is nominated for election in an electoral district the Registrar shall declare the candidate elected by acclamation.

Administration

- (15) (a) The Registrar shall supervise the nomination and election of Elected Directors.
- (b) The Registrar shall appoint an independent electronic voting organization to administer the voting process and the counting of electronic ballots.
- (c) All questions arising in the counting of ballots, the recording of results or the determination of the result shall be decided by the Registrar.
- (d) When a candidate withdraws from the election during the voting period, the Registrar shall inform all voters of the withdrawal and the option to re-cast their votes.

- (e) Where the By-laws do not address an issue, the Registrar shall use their best judgment to ensure that the election is fair and democratic.

Voting

- (16) (a) Except for an election in which the Registrar has declared a candidate elected to the Board by acclamation, the Registrar shall, at least thirty days before the date of an election, send by Mail to every Registrant entitled to vote in the election:
 - (i) access to an electronic ballot listing all eligible candidates;
 - (ii) instructions for voting, including information on the electronic voting process; and
 - (iii) suitable biographical information about each candidate and any statement from each candidate in accordance with the College's governance policies as approved by the Board.
 - (b) The electronic ballot shall contain the name of each candidate in random order.
 - (c) A Registrant entitled to vote in the election and who does not, for any reason, obtain access to an electronic ballot may ask the Registrar for replacement access to an electronic ballot and the Registrar shall provide the Registrant with such access provided the request is received at least forty-eight hours before the election day.
- (17) A Registrant may cast only one vote in an election for the electoral district in which the Registrant is entitled to vote.
 - (18) Only electronic ballots cast by two o'clock in the afternoon Eastern Time shall be counted.

Counting Votes

- (19) (a) The electronic voting organization appointed by the Registrar shall accept electronic ballots until two o'clock in the afternoon Eastern Time on the election day and, promptly after that time, shall:
 - (i) count and record the total number of votes cast and the number of votes cast for each candidate in each election;
 - (ii) subject to paragraph (b), determine the candidates who received the highest number of votes in each election; and
 - (iii) provide a report of the voting results to the Registrar.
- (b) If two or more candidates receive the same number of votes in an election, the Registrar shall have the votes recounted.

- (c) The counting of the electronic votes shall be secret and conducted so that no person knows for whom any Registrant voted.

By-election Where a Tie Occurs

- (20) (a) If following the recount in subsection (19) (b), two or more candidates have received the same number of votes in an election, the Registrar will hold a by-election in the electoral district in which the tie occurred.
- (b) The candidates in the by-election shall be only those candidates who were tied.
- (c) The by-election shall be held in accordance with the procedures for a general election, with necessary modifications as determined by the Registrar.
- (d) In the event that the by-election results in a tie, the Registrar shall select by random draw one name from the names of the candidates who were tied in the presence of the candidates and at least one member of the Executive Committee in a manner that allows them to witness the draw. The Registrar shall declare that person to be elected.

Documentation and Notification of Results

- (21) (a) Promptly after receiving the report of the voting results from the electronic voting organization, the Registrar shall:
 - (i) sign a copy of the report and retain the report in the College's records;
 - (ii) declare the name of the candidate elected in each election; and
 - (iii) inform:
 - (A) The Chair of the results of the election;
 - (B) The elected candidate and other candidates of the results of the election and the right to seek a review of the validity of the voting and counting process in accordance with subsection (22);
 - (C) The Board and the Registrants of the results of the election; and
 - (D) Each elected candidate of the time and place of the first regular Board meeting following the election.
- (b) The Registrar shall direct the electronic voting organization to destroy the electronic record of all electronic ballots and other material from the election as follows:
 - (i) where there is no request for review of the results of the election, thirty-one days after the election; and
 - (ii) where there is a request for review of the results of the election once the process in subsections (22) and (23) has been completed.

Validity of Election and Inquiries

- (22) (a) The Registrar shall provide to all candidates a report of the results of the election as reported by the electronic voting organization.
- (b) Within thirty days of being notified of the results of the election, a candidate may make a written request to the Registrar to review the validity of the voting and counting process as set out in subsection (19) – (21).
- (c) Where a written request has been made, the Registrar shall refer the matter to the Screening Committee. The Screening Committee will review the validity of the voting and counting process of the election to determine whether there is reasonable ground for doubt or dispute as to the validity of the election and following the review shall make a report and recommendation to the Board.
- (d) The Screening Committee shall provide the report and recommendation to the Board at its first meeting following any request for a review under paragraph (b), and the Board shall,
 - (i) declare the election result in question to be valid; or
 - (ii) declare the election result in question to be invalid and direct another election to be held.
- (23) No election is invalid merely because a person has not strictly complied with a requirement of this by-law or any related policies.

Vacancies

- (24) (a) If an Elected Director dies, resigns, is disqualified or is otherwise removed from the Board, the Chair shall declare the office of the Director to be vacant.
- (a) If, during an election for the Board, no candidates eligible for nomination in an electoral district have been nominated after two additional calls for nominations, the Chair shall declare the office of the Director to be vacant.

Filling Vacancies

- (25) (a) If the office of an Elected Director is declared to be vacant and the remainder of that Director's term is less than one year, the Board shall:
 - (i) leave the office vacant; or
 - (ii) appoint a successor from among the Registrants who would be eligible for election if an election were held.
- (b) If the office of an Elected Director is declared to be vacant as a result of lack of nominations during an election as described in subsection (24) (b), the

Board shall appoint a successor from among the Registrants who would be eligible for election if an election were held.

- (c) If the office of an Elected Director is declared to be vacant when an elected Director dies, resigns, is disqualified or is otherwise removed from the Board as described in subsection (24) (a) and the remainder of the term of the Director whose office became vacant is more than one year, the Registrar shall hold a by-election for the electoral district.
- (d) A by-election to fill a vacancy on the Board shall be held on a date set by the Registrar and the Chair.
- (e) A by-election shall be held in accordance with the procedures for a general election, with necessary modifications as determined by the Registrar.

Disqualifications

- (26) (a) The following are grounds for disqualification for an Elected Director sitting on the Board:
 - (i) ceases to be a Registrant;
 - (ii) no longer practises physiotherapy in Ontario and is no longer a resident of Ontario;
 - (iii) is in default of any obligation to the College under the Regulations or the By-laws for over sixty days;
 - (iv) is found guilty of professional misconduct, to be incompetent, or to be incapacitated, by a body that governs a profession inside or outside of Ontario;
 - (v) is found guilty of or charged with an offence under the *Criminal Code*, the *Health Insurance Act*, the *Controlled Drugs and Substances Act*, or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the Elected Director's suitability to serve as a Director unless, in respect of a finding, a pardon or record suspension has been granted;
 - (vi) becomes a director, officer, Committee member, employee, or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
 - (vii) is found to be mentally incompetent under the *Substitute Decisions Act, 1992* or *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
 - (viii) assumes an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;

- (ix) becomes a participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board or a committee of the College;
 - (x) has a notation posted on the register of an interim order, caution, undertaking or specified continuing education or remediation program directed by the Inquiries, Complaints and Reports Committee;
 - (xi) fails to attend two consecutive regular meetings of the Board without good reason in the opinion of the Board; or
 - (xii) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a conflict of interest or otherwise in breach of a By-law, the Act, or the College's governance policies; or
 - (xiii) did not satisfy one or more of the criteria for eligibility prescribed in section 3.1(9) at the date of election or appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about the same.
- (b) An Elected Director does not become disqualified from sitting on the Board merely because their home address registered with the College ceases to be in the electoral district for which they were elected.
 - (c) Subsections (26) (a) (i), (iv), (v), (vi), (vii) (viii), and (ix) shall result in automatic disqualification.
 - (d) Subsections (26) (a) (ii), (iii), (x), (xi), (xii) and (xiii) shall result in a vote by the Board regarding disqualification of the Director.

Suspension

- (27) If an Elected Director sitting on the Board becomes the subject of Discipline or Fitness to Practise proceedings, they shall be suspended from sitting on the Board until the matter is resolved.

Academic Directors

- 3.2. (1) For the purposes of paragraph 6 (1) (c) of the Act, two Registrants who are Registrants of a faculty of physiotherapy or physical therapy of a university in Ontario shall be selected in accordance with this section to serve on the Board as Academic Directors.
- (2) A Registrant is eligible to serve on the Board as an Academic Director if, on the day of the appointment:
 - (a) the Registrant holds a certificate of registration authorizing independent practice;
 - (b) the Registrant is not in default of any obligation to the College under the Regulations or the By-laws;

- (c) the Registrant is not the subject of a Discipline or Fitness to Practise proceedings by a body that governs a profession, inside or outside of Ontario;
- (d) the Registrant has not been found guilty of professional misconduct, to be incompetent, or to be incapacitated, by a body that governs a profession, inside or outside of Ontario, at any time in the six years before the date of the selection;
- (e) the Registrant has not been found to be mentally incompetent under the *Substitute Decisions Act, 1992* or the *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
- (f) in the six years before the selection, the Registrant's certificate of registration has not been subject to a term, condition or limitation other than one prescribed by regulation;
- (g) the Registrant has not been found guilty of or charged with an offence under the *Criminal Code*, *Health Insurance Act*, the *Controlled Drugs and Substances Act*, or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the Registrant's suitability to serve as a Director, unless, in respect of a finding, a pardon or record suspension has been granted;
- (h) the Registrant has not been disqualified or removed from the Board or committee of the College in the three years before the selection;
- (i) the Registrant is not and has not been in the last twelve months before the appointment a director, officer, Committee member, employee or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
- (j) the Registrant is not a current participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board or committee of the College;
- (k) the Registrant does not have a current notation on the register of an interim order, caution, undertaking or specified continuing education or remediation program directed by the Inquiries, Complaints or Reports Committee;
- (l) the Registrant does not hold and has not held in the last twelve months before the appointment an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
- (m) the Registrant discloses all potential conflicts of interest in writing to the Registrar within five business days of being nominated and either does not

have a conflict of interest to serve as a Director or has agreed to remove any such conflict of interest before taking office;

- (n) the Registrant is not and has not been in the twelve months before the appointment an employee of the College;
 - (o) the Registrant has completed an orientation about the College's mandate, and their role and responsibilities prior to attending their first Board or committee meeting; and
 - (p) the Registrant meets the competency requirements as set out in the applicable College policy approved by the Board.
- (3) One Registrant shall be selected from a university mentioned in Column 1 of the following Table in the corresponding years indicated in Column 2:

Column 1	Column 2
University of Toronto	2027 and thereafter every 8 and 7 years alternatively
Western University	2029 and thereafter every 7 and 8 years alternatively
McMaster University	2030 and thereafter every 8 and 7 years alternatively
Queen's University	2032 and thereafter every 7 and 8 years alternatively
University of Ottawa	2026 and thereafter every 7 and 8 years alternatively

- (4) An Academic Director shall be selected by the Board in accordance with the above schedule at the last Board meeting prior to the start of their term and the Academic Director shall serve for a three-year term of office.
- (5) In a selection year for a university, the physical therapy or physiotherapy faculty at that university shall submit for Board approval the name of a Registrant who is willing and eligible to serve as a Director. The candidate may be any member of the physical therapy or physiotherapy faculty. If the university does not submit a name of an eligible candidate for the Board's approval in accordance with this section, the Board may nevertheless select a Registrant that meets the above eligibility requirements from any faculty of physiotherapy or physical therapy of a university in Ontario. The College encourages universities to consider applicants who are tenured faculty, and who are a member of one of the employment equity groups (women, aboriginal peoples, persons with disabilities, and members of visible minorities).
- (6) If an Academic Director dies, resigns, is disqualified or otherwise removed from the Board, an eligible replacement shall be selected to serve the remainder of the term of office from among the members of the faculty of physiotherapy or physical therapy from which the former Academic Director was selected.
- (7) The following are grounds for disqualification for an Academic Director sitting on the Board:
 - (a) ceases to be a Registrant with a certificate of registration authorizing independent practice;

- (b) no longer is a member of the faculty of physiotherapy or physical therapy from which they were selected;
- (c) is in default of any obligation to the College under the Regulations or the By-laws for over sixty days;
- (d) is found guilty of professional misconduct, to be incompetent, or to be incapacitated by a body that governs a profession inside or outside of Ontario;
- (e) is found guilty of or charged with an offence under the *Criminal Code*, *Health Insurance Act*, the *Controlled Drugs and Substances Act*, or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the Academic Registrant's suitability to serve as a Director, unless, in respect of a finding, a pardon or record suspension has been granted;
- (f) becomes a director, officer, Committee member, employee or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
- (g) is found to be mentally incompetent under the *Substitute Decisions Act, 1992*, or the *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
- (h) assumes an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
- (i) becomes a participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board, or a committee of the College;
- (j) has a notation posted on the register of an interim order, caution, undertaking or specified continuing education or remediation program directed by the Inquiries, Complaints and Reports Committee;
- (k) fails to attend two consecutive regular meetings of the Board without good reason in the opinion of the Board;
- (l) fails, in the opinion of the Board, to discharge their duties to the College, including having acted in a conflict of interest or otherwise in breach of a By-law, the Act or the College's governance policies; or
- (m) did not satisfy one or more of the criteria for eligibility prescribed in section 3.2 (2) at the date of the appointment, and the Director did not disclose same to the College or the Director was untruthful or misled the College about same.

- (8) Subsections (7)(a), (b), (d), (e), (f), (g), (h), and (i) shall result in automatic disqualification.
- (9) Subsections (7)(c), (j), (k), (l) and (m) shall result in a vote by the Board regarding the disqualification of the Director.

Suspension

- (10) If an Academic Director sitting on the Board becomes the subject of Discipline or Fitness to Practise proceedings, they shall be suspended from sitting on the Board until the matter is resolved.

Declaration of Office

- 3.3. (1) A person elected, appointed or selected to be a Director or non-Board Committee member must sign for the records of the College a declaration of office in the form attached as Appendix A.
- (2) A person cannot act as a Director or non-Board Committee member unless and until they sign the declaration of office.
- (3) Any suspected or actual breach by a Director or non-Board Committee member of the declaration of office shall be addressed in the same manner as the College addresses a breach or suspected breach of the Code of Conduct.

Remuneration of Directors and Committee Members

- 3.4. (1) Directors and Committee members, other than Public Directors, may be paid for hours spent on preparation time, meeting time and travel time in accordance with the College's governance policies as approved by the Board.
- (2) Directors and Committee members, other than Public Directors, may be reimbursed for reasonable expenses in accordance the College's governance policies as approved by the Board.

Indemnification

- 3.5. (1) Every Director, Committee member, officer, and employee and each of their heirs, executors and administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the College from and against:
 - (a) all costs, charges, expenses, awards and damages whatsoever that they sustain or incur in any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, omission, matter or thing whatsoever, made done or permitted by them, in the execution of the duties of their office; and

- (b) all other reasonable costs, charges, expenses, awards and damages that they sustain or incur in or in relation to the affairs of the College, except such costs, charges, expenses, awards or damages as are occasioned by their own willful neglect or default.
- (2) The College will purchase and maintain insurance to protect itself and its Directors, Committee members, officers, and employees and to provide coverage for the indemnity referred to in subsection (1).

Part 4 — Meetings of the Board and Committees

Composition and Duties of the Board

- 4.1. (1) The Board shall be composed of the Elected Directors elected in accordance with section 3.1, the Academic Directors selected in accordance with section 3.2, and the Public Directors appointed by the Lieutenant Governor in Council pursuant to section 6 of the Act.
- (2) The Board has the duties set out in section 2.1 of the Code and as set out in these By-laws and the policies of the College.

Regular Meetings

- 4.2. (1) The Board shall hold at least four regular meetings in each Fiscal Year.
- (2) A regular meeting of the Board shall be called by the Chair.
- (3) At a regular meeting, the Board may only consider or transact:
- (a) matters on the agenda;
 - (b) matters brought by the Executive Committee for information, deliberation or ratification;
 - (c) reports by the Chair of the Board and the Registrar;
 - (d) matters which the Board agrees to consider by a majority of those in attendance and voting; and
 - (e) routine and procedural matters in accordance with the rules of order.

Special Meetings

- 4.3. (1) A special meeting of the Board may be called by the Chair or the majority of Directors by submitting to the Registrar a direction for the meeting containing the matter or matters for decision at the meeting.
- (2) At a special meeting, the Board may only consider or transact the specific matter or matters referred to in subsection (1).

Notice of Meetings

- 4.4. (1) The Registrar shall provide notice to all Directors at least thirty days before a regular meeting of the Board.
- (2) The Registrar shall provide notice to all Directors at least five days before a special meeting of the Board.

- (3) The notice of any meeting of the Board shall state the date, time, and location of the meeting, and the nature of the matter or matters to be considered at the meeting. Where the meeting is held by technological means, the notice shall include details on how to access the meeting.
- (4) The College shall post the date and the meeting materials of every regular Board meeting on its website at least seven days before the meeting.
- (5) The College will make every reasonable effort to post the date and the meeting materials of every special Board meeting on its website at least five days before the meeting.
- (6) The College shall post the date of every Discipline hearing on its website at least seven days before the hearing as well as the allegations made against the Registrant.
- (7) No Board or Committee meeting shall be made void because of an inadvertent or accidental error or omission in giving notice. In addition, any Director may waive notice of a meeting and ratify, approve and confirm any proceedings taken at the meeting.

Meetings Held by Technological Means

- 4.5. (1) Any meeting of the Board or of a committee or of a panel of a committee may be held in any manner that allows all the persons participating to communicate with each other simultaneously and instantaneously. Meetings may be held wholly or partly by technological means.
- (2) Persons participating in the meeting by such means are deemed to be present at the meeting.
- (3) A vote called at a meeting under subsection (1) shall be taken in such a manner as determined by the Chair of the Board or the Committee Chair unless a member of the Board, committee or panel requests a roll call vote, in which case, a roll call vote shall be taken.

Voting

- 4.6. (1) Unless specifically provided for otherwise under the RHPA, the Act, the regulations, or these By-laws, every motion which properly comes before the Board shall be decided by a simple majority of the votes cast by the Directors in attendance. If the majority of the Board members present votes in favour of the motion, the motion shall be carried, otherwise, the motion shall be defeated.
- (2) The Chair of the meeting shall not vote on any matter unless there is a tie. In the event of a tie vote, the motion is defeated unless the Chair chooses to cast the deciding vote.
- (3) Proxy voting is prohibited.

- (4) A member may have their dissenting vote on a motion recorded in the minutes of the meeting by requesting so immediately after the result of the vote is announced at the meeting.

Written Resolutions

- 4.7. A resolution in writing, signed by all persons entitled to vote on that resolution at a meeting of the Board or a committee, is as valid as if it had been passed at a meeting. This section does not apply to hearings before a committee or a panel of a committee.

Minutes

- 4.8. (1) The Chair of the Board shall cause the proceedings of Board meetings to be recorded. The Committee Chair shall cause the proceedings of Committee meetings to be recorded.
- (2) The written record of the proceedings of the Board or Committee meetings when approved at a subsequent Board or Committee meeting, subject to any corrections made at a subsequent meeting, is conclusive proof of the accuracy of the contents of every such record.
- (3) After its approval, the written record of every Board or Committee meeting shall be retained in keeping with College policies.

Rules of Order

- 4.9. Except where inconsistent with the RHPA, the Act, or these By-laws, the rules for the meeting of the Board are set out in Appendix D of these By-laws.

Part 5 — Conduct of Directors and Committee Members

Conflict of Interest — Board and Committee Members

- 5.1. (1) A conflict of interest exists where a reasonable person would conclude that a Director or Committee member's personal or financial interest may affect their judgment or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.
- (2) All Directors and Committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a conflict of interest as set out in subsection (1). All Directors and Committee members have a duty to uphold and further the intent of the Act to regulate the practice and profession of physiotherapy in Ontario, and not to represent the views of advocacy or special interest groups.
- (3) Without limiting the generality of subsection (1), a Director or Committee member's personal or financial interests include the interests of the Director or Committee member's relative. For the purposes of this section, a "relative" is a person who is related to another person in one of the following ways: spouse or common-law partner, parent, child, sibling, through marriage, or through adoption. "Common-law partners" are people who have lived together as a couple for at least one year, or who have a child together, or who have entered into a cohabitation agreement.
- (4) Without limiting the generality of subsection (1), a Director or Committee member shall be perceived to have a conflict of interest in a matter and shall not serve on the Board or its committees at all if they are a director, officer, Committee member, employee or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession.
- (5) Without limiting the generality of subsection (1), a Director or Committee member shall be perceived to have a conflict of interest in a matter and should refrain from participating in any discussion or voting on that matter if they are a director, officer, Committee member, employee or holder of any position of decision-making influence of an organization where their duties may be seen by a reasonable person as influencing their judgment in the matter under consideration by the Board or the Committee.

- (6) An individual who has a conflict of interest in a matter before the Board or a committee shall:
 - (a) declare the conflict to the Chair of the Board, Registrar, Committee Chair or Chair of the panel at the time the individual identifies the conflict;
 - (b) not participate in the discussion, consideration or voting on the matter;
 - (c) withdraw from the meeting or portion of the meeting when the matter is being considered; and
 - (d) not attempt in any way to influence the voting or do anything that may be perceived as attempting to influence the decision of other Directors or Committee members on the matter.
- (7) Every declaration of a conflict of interest shall be recorded in the minutes of the meeting.

Code of Conduct for Directors and Non-Board Committee Members

- 5.2. (1) Directors and Non-Board Committee Members shall abide by the Code of Conduct for Directors and Non-Board Committee Members that is attached as Appendix C and forms part of these By-laws.
- (2) Directors and Non-Board Committee Members may be sanctioned in accordance with the procedures set out in the Code of Conduct.

Part 6 — Election of Executive Committee

Election of Chair and Vice-Chair

- 6.1. (1) The Board shall annually elect a Chair, a Vice-Chair and the three remaining members of the Executive Committee, who shall take office at the first regular Board meeting in the Fiscal Year and hold office until their successors take office.
- (2) Only Directors are eligible to be elected to the Executive Committee.
 - (3) The Registrar shall preside over the elections to the Executive Committee.
 - (4) The election of the Chair and Vice-Chair shall be conducted in the following manner:
 - (a) The Registrar shall call for nominations for the position of Chair.
 - (b) If only one candidate is nominated for the position of Chair, the Registrar shall declare that candidate elected by acclamation.
 - (c) If more than one candidate is nominated for the position of Chair, the Registrar shall conduct an election by secret ballot, which may be done electronically, as follows:
 - (i) Directors will vote by ranking the candidates in order of preference, i.e., by marking a 1 for their first choice, a 2 for their second choice, and progressively higher numbers for each of their subsequent choices.
 - (ii) The Registrar will ensure that the scores given to each of the candidates are tabulated.
 - (iii) The Registrar will declare the candidate with the lowest total score (i.e., the highest level of support) to be elected.
 - (iv) In the event of a tie for the lowest total score, a second vote will be conducted. The second vote shall only include the names of the candidates who tied for lowest total score. In the event of a tie following a second vote, the Registrar shall determine the election by a random draw from the names of the candidates who tied for lowest total score.
 - (d) Once the Chair has been elected, the process set out in paragraphs (a), (b), and (c) shall be followed for the election of the Vice-Chair.
 - (5) If the office of the Chair becomes vacant, the Vice-Chair shall become the Chair for the remainder of the term of the office and the office of the Vice-Chair becomes vacant.

- (6) The Board shall fill any vacancy in the office of Vice-Chair at a special meeting that the Chair shall call for that purpose as soon as possible after the vacancy is declared.
- (7) The office of Chair or Vice-Chair becomes vacant if the holder of the office dies, resigns, ceases to be a Director, or is removed from office.
- (8) If the Chair or Vice-Chair who is elected fails to be re-elected or appointed to the Board and is therefore unable to serve as Chair or Vice-Chair, their position will be declared vacant and be filled at the first successive meeting of the Board in a manner consistent with the College By-laws.

Election of Remaining Executive Committee Members

- 6.2. (1) Upon completing the election of the Chair and Vice-Chair, the Registrar will call for nominations for the remaining members of the Executive Committee. The election of the members of the Executive Committee shall be conducted in the following manner:
- (a) If only three candidates are nominated for the remaining positions of the Executive Committee and the candidates meet the composition requirements set out in these By-laws, the Registrar shall declare those candidates elected by acclamation.
 - (b) If the candidates do not meet the composition requirements, the Registrar shall call for additional nominations.
 - (c) If more than three candidates are nominated for the remaining positions of the Executive Committee, then the Registrar shall conduct an election by secret ballot, which may be done electronically, as follows:
 - (i) Directors will vote by ranking the candidates in order of preference, i.e., by marking a 1 for their first choice, a 2 for their second choice, a 3 for their third choice, and progressively higher numbers for each of their subsequent choices.
 - (ii) The Registrar will ensure that the scores given to each of the candidates are tabulated.
 - (iii) The Registrar will declare the three candidates with the lowest total scores (i.e., the highest levels of support) to be elected to the remaining positions of the Executive Committee, unless the composition requirements set out in these By-laws are not met in which case the Registrar shall declare the candidate with the next lowest score who meets the composition requirements to be elected.
 - (iv) Subject to the composition requirements set out in these By-laws, in the event of a tie for one of the three lowest scores, a second vote will be conducted but the second vote will only include the names of the

candidates who tied. In the event of a tie following a second vote, the Registrar shall determine the election by a random draw from the names of the candidates who tied for lowest total score.

- (2) If a member of the Executive Committee who is elected fails to be re-elected or appointed to the Board and is therefore unable to serve as a member of the Executive Committee, their position will be declared vacant and be filled at the first successive meeting of the Board in a manner consistent with the College By-laws.

Duties and Powers of Chair and Vice-Chair

6.3. (1) The duties of the Chair are to:

- (a) be cognisant of the affairs of the College;
- (b) give or cause to be given notice of all meetings of the Board and the Executive Committee;
- (c) preside or ensure that a designate presides at all meetings of the Board and meetings of the Executive Committee;
- (d) ensure that the College is represented at all relevant meetings;
- (e) oversee the implementation of all orders and resolutions of the Executive Committee and the Board;
- (f) act as a liaison between the College and other professional organizations as appropriate; and
- (g) perform other duties as outlined in the College's governance policies as approved by the Board.

(2) The duties of the Vice-Chair are to,

- (a) act on behalf of the Chair in the Chair's absence; and
- (b) perform other duties as outlined in the College's governance policies as approved by the Board.

(3) The Chair is the most senior official and representative of the College and the Vice-Chair shall assist the Chair in the discharge of the Chair's duties.

Part 7—Statutory and Non-statutory Committees

Statutory Committees

The Executive Committee

- 7.1. (1) (a) The Executive Committee shall be composed of five persons of whom:
- (i) at least three are Directors who are Registrants; and
 - (ii) two are Public Directors, unless only one Public Director stands for election, in which case one Public Director shall be sufficient.
- (b) In a manner consistent with subsection (1) (a), the Chair and Vice-Chair of the College shall be included in the membership of the Executive Committee.
- (c) The Chair of the Board shall be the Chair of the Executive Committee.

The Registration Committee

- (2) The Registration Committee shall be composed of at least five persons of whom:
- (a) at least two are Registrants; and
 - (b) at least two are Public Directors.

The Inquiries, Complaints and Reports Committee

- (3) The Inquiries, Complaints and Reports Committee shall be composed of at least five persons of whom:
- (a) at least two are Registrants; and
 - (b) at least two are Public Directors.

The Discipline Committee

- (4) The Discipline Committee shall be composed of at least ten persons of whom:
- (a) at least two are Directors who are Registrants;
 - (b) at least three are Public Directors; and
 - (c) at least one is a Non-Board Committee Member.

The Fitness to Practise Committee

- (5) The Fitness to Practise Committee shall be composed of at least ten persons of whom:

- (a) at least two are Directors who are Registrants;
- (b) at least three are Public Directors; and
- (c) at least one is a Non-Board Committee Member.

The Quality Assurance Committee

- (6) The Quality Assurance Committee shall be composed of at least five persons of whom:
 - (a) at least two are Registrants; and
 - (b) at least one is a Public Director or a Public Non-Board Committee member.

The Patient Relations Committee

- (7) The Patient Relations Committee shall be composed of at least three persons of whom:
 - (a) at least one is a Registrant; and
 - (b) at least one is a Public Director or a Public Non-Board Committee member.

Executive Delegation

- 7.2. (1) The College shall post the following information on its website regarding meetings of the Executive Committee:
 - (a) the date of the meeting;
 - (b) the rationale for the meeting;
 - (c) where the Executive Committee acts as the Board or discusses issues that will be brought forward to or affect the Board, a report of the discussion or decisions made; and
 - (d) a statement as to whether its decision or decisions will be ratified by the Board.

Non-Statutory Committees

The Risk, Audit, and Finance Committee

- 7.3. The Board may, by resolution, establish non-statutory committees, task forces and advisory groups. For each non-statutory committee, task force or advisory group, the Board shall specify in the resolution the duties and responsibilities of the committee, its composition and its termination date or event.
- 7.4. (1) The Risk, Audit, and Finance Committee shall be composed of at least five Directors, being:
 - (a) the Chair and Vice-Chair; and

- (b) at least three other Directors, at least one whom shall be a Public Director.
- (2) The Risk, Audit, and Finance Committee shall have the duties set out in the College's governance policies as approved by the Board.

The Examinations Committee

- 7.5. The Examinations Committee shall be composed in accordance with the requirements set out in the Examinations Committee's Terms of Reference as approved by the Board of Directors.

The Screening Committee

- 7.6. The Screening Committee shall be composed in accordance with the requirements set out in the Screening Committee's Terms of Reference as approved by the Board of Directors.

Appointment of Non-Board Committee Members

- 7.7. (1) The Board may appoint persons who are not Directors to serve on both statutory and non-statutory committees.
- (2) A Registrant is eligible for appointment to a committee under this section if, on the date of the appointment:
- (a) the Registrant is registered with the College;
 - (b) the Registrant is practises or resides in Ontario;
 - (c) the Registrant is not in default of any obligation to the College under the Regulations or the By-laws;
 - (d) the Registrant has not been found guilty of professional misconduct, to be incompetent, or to be incapacitated, inside or outside of Ontario, in the six years before the appointment;
 - (e) the Registrant has not been found to be mentally incompetent under the *Substitute Decisions Act, 1992*, or the *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
 - (f) the Registrant's certificate of registration has not been subject to a term, condition or limitation other than a term, condition or limitation prescribed by the regulations in the six years before the appointment;
 - (g) the Registrant has not been found guilty of or charged with an offence under the *Criminal Code*, the *Health Insurance Act*, the *Controlled Drugs and Substances Act* or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the Registrant's suitability to serve as a Committee member, unless, in respect of a finding, a pardon or record suspension has been granted;

- (h) the Registrant has not been disqualified or removed from the Board or a committee in the three years before the appointment;
 - (i) the Registrant is not and has not been in the twelve months before the appointment, a director, officer, Committee member, employee or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
 - (j) the Registrant does not hold and has not held in the twelve months before the appointment, an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
 - (k) the Registrant is not a current participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board, or a committee of the College;
 - (l) the Registrant does not have a current notation on the register of an interim order, caution, undertaking or specified continuing education or remediation program directed by the Inquiries, Complaints and Reports Committee;
 - (m) the Registrant is not and has not been in the twelve months before the appointment an employee of the College;
 - (n) the Registrant discloses all potential conflicts of interest in writing to the Registrar within five business days of being appointed and either does not have a conflict of interest to serve as a Committee member or has agreed to remove any such conflict of interest before taking office;
 - (o) the Registrant has completed an orientation about the College's mandate, and their role and responsibilities prior to attending their first committee meeting; and
 - (p) the Registrant meets the competency requirements as set out in the applicable College policy approved by the Board.
- (3) A person who is not a Registrant is eligible for appointment to a committee under this section if, on the date of the appointment:
- (a) the person resides in Ontario;
 - (b) the person is not the subject of a discipline or fitness to practise proceeding before any regulator;
 - (c) the person has not been found guilty of professional misconduct, to be incompetent or to be incapacitated by any regulator in the preceding six years;

- (d) the person has not been found to be mentally incompetent under the *Substitute Decisions Act, 1992*, or the *Mental Health Act* and is not a person who has been declared incapable by any court in Canada or elsewhere;
 - (e) the person has not been found guilty of or charged with an offence under the *Criminal Code*, *Health Insurance Act*, the *Controlled Drugs and Substances Act* or under any comparable legislation or criminal laws of another jurisdiction that is relevant to the person's suitability to serve as a Committee member, unless, in respect of a finding, a pardon or record suspension has been granted;
 - (f) the person has not been disqualified or removed from the Board or a committee of the College in the preceding three years;
 - (g) the person is not and has not been in the twelve months before the appointment, a director, officer, Committee member, employee or holder of any position of decision-making influence of any organization of physiotherapists that has as its primary mandate the promotion of the physiotherapy profession;
 - (h) the person does not hold and has not held in the twelve months before the appointment an employment position or any position of responsibility with any organization whose mandate conflicts with the mandate of the College;
 - (i) the person is not and has not been in the twelve months prior to the appointment an employee of the College;
 - (j) the person is not a current participant (other than on behalf of the College) in a legal action, application or other legal matter adverse in interest against the College, the Board or a committee of the College;
 - (k) the person meets any other criteria set out in the governance policies as approved by the Board;
 - (l) the person has completed an orientation about the College's mandate, and their role and responsibilities prior to attending their first committee meeting; and
 - (m) the person meets the competency requirements as set out in the applicable College policy approved by the Board.
- (4) A Non-Board Committee Member who is a Registrant is disqualified from serving on a committee based on the grounds for disqualification as set out in subsection 3.1 (26).
 - (5) A Non-Board Committee Member who is not a Registrant is disqualified from serving on a committee if the person:
 - (a) ceases to meet the requirements in paragraphs(3) (c), (d), (e), (g), (h), or (j), above, which shall result in automatic disqualification,

- (b) ceases to meet the requirements in paragraphs (3) (a), (i), or (k) above, which shall result in a vote by the Board regarding disqualification of the Non-Board Committee Member;
 - (c) fails to attend two consecutive meetings of the Committee without good reason in the opinion of the Board; or
 - (d) fails, in the opinion of the Board, to discharge properly or honestly any office to which they have been appointed.
- (6) If a Non-Board Committee Member who is not a Registrant becomes the subject of a discipline or fitness to practise proceeding before any regulator, they shall be suspended from serving on a committee until the matter is resolved.
 - (7) The determination of the Board as to whether a person is eligible for appointment or becomes disqualified under this section is final and without appeal.
 - (8) A Non-Board Committee Member shall not serve more than nine consecutive years on one or more committees of the College. And, following the completion of nine consecutive years of service on one or more committees, they shall not be appointed again to a committee until they have completed a one-year waiting period.
 - (9) In exceptional circumstances, the Board may exempt a person from compliance with the requirements set out in subsection (8), above.

Selection of Statutory and Non-Statutory Committees, Committee Chairs and Committee Vice-Chairs

- 7.8. (1) As soon as possible after the annual election of the Chair, the Vice-Chair and the Executive Committee, the Board shall appoint the Committee Chair, Committee Vice-Chair and members of each committee in accordance with the College's governance policies as approved by the Board.
- (2) If any vacancies occur in the Committee Chair, Committee Vice-Chair or membership of any committee, the Board may appoint a replacement Committee Chair, Committee Vice-Chair or Committee member in accordance with the College's governance policies as approved by the Board.
- (3) Where the Chair of a committee is unable to act for a matter or a period of time, the Committee Vice-Chair shall act on their behalf, unless the Committee Vice-Chair role is vacant, in which case the Committee Chair shall appoint from the Committee a person to act on their behalf. Where the Chair of a committee is unable to act for more than two consecutive meetings and the Committee does not currently have a Committee Vice-Chair, the Board shall appoint a new Chair.

Statutory and Non-Statutory Committee Procedures

- 7.9. (1) Each committee shall meet from time to time at the direction of the Board or at the call of the Committee Chair at a place in Ontario and at a date and time set by the Committee Chair.
- (2) Subject to subsection (3), unless otherwise provided in the RHPA, the Act or the Regulations, a majority of members of a committee, or of a panel of a committee, constitutes a quorum.
- (3) Where permitted by the RHPA, the Act, or the Regulations, the Chair of a Committee, along with the Committee members present, may in exceptional circumstances determine that a committee meeting can proceed without at least one Public Director or Public Non-Board Committee Member depending on panel composition requirements established by the RHPA, the Act or the Regulations. Exceptional circumstances include situations where a Public Director or Public Non-Board Committee Member cannot attend due to unforeseen reasons, and the benefit of proceeding with the meeting outweighs the need for their presence.
- (4) The Committee Chair, Committee Vice-Chair or a designate shall preside over meetings of the Committee.
- (5) Every question which comes before the Committee may be decided by a majority of the votes cast at the meeting (including the Committee Chair'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) Where one or more vacancies occur in the membership of a committee, the Committee members remaining in office constitute the Committee as long as any composition or quorum requirements in the RHPA, the Act or the Regulations are satisfied.
- (7) In addition to other provisions in these By-laws that permit the removal of a Committee member in specific circumstances, any Committee member may be removed from the Committee, with or without cause, by a two-thirds majority vote of the Directors present at a Board meeting duly called for that purpose.

Part 8 — Registrants' Obligations

The Register

- 8.1. (1) (a) A Registrant's name in the register shall be the Registrant's full name and shall be consistent with the documentary evidence of the Registrant's training.
- (b) The Registrar may direct a Registrant's name in the register to be different than the documentary evidence of the Registrant's training if the Registrant applies and satisfies the Registrar that the Registrant has validly changed their name since their training and that the use of the newer name is not for an improper purpose.
- (c) The Registrar may give a direction under paragraph (b) before or after the initial entry of the Registrant's name in the register.
- (2) In addition to the information referred to in subsection 23 (2) of the Code, the following information shall be kept in the register:
- (a) the Registrant's name and any changes in the Registrant's name since their training;
- (b) the last two digits of the Registrant's registration number;
- (c) if the Registrant ceases to be a Registrant or has died, a notation of the reason the registration terminated or a notation that the Registrant has died and the date of death if known;
- (d) information on a former Registrant that was on the register just before the registration terminated (including due to death);
- (e) the name of the school from which the Registrant received their degree or diploma in physiotherapy and the date the Registrant received the degree or diploma;
- (f) all classes of certificate of registration held by the Registrant and the dates that each started and terminated;
- (g) the name, business address, and business telephone number of each current and previous Place of Practice of the Registrant on or after April 1, 2018;
- (g.1) whether each current Place of Practice of the Registrant is barrier free;
- (h) a notation of which business address is the Registrant's primary Place of Practice;
- (i) *Rescinded March 20, 2018;*

- (j) for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter has been resolved:
 - (i) a notation of that fact, including the date of the referral; and
 - (ii) the status of the Fitness to Practise hearing;
- (k) a notation of the fact and status of any appeal from a decision of the Discipline Committee or the Fitness to Practise Committee and the anticipated date of the hearing, if the date has been set;
- (l) any information jointly agreed to be placed on the register by the College and the Registrant;
- (m) where the Registrant's certificate is subject to an interim order under section 25.4 or section 62 of the Code, a notation of that fact, the nature of the order and date that the order took effect;
- (n) where the Registrant's certificate of registration is subject to a suspension for failure to pay a fee, the reason for the suspension and the date of the suspension in addition to the fact of the suspension;
- (o) *Rescinded, March 20, 2018;*
- (p) the Registrant's name as used in their Place(s) of Practice;
- (q) the language(s) in which the Registrant is able to provide physiotherapy services;
- (r) the Registrant's area(s) of practice and categories of patients seen;
- (s) the controlled acts (except performing the controlled act of communicating a diagnosis) and other statutorily authorized acts (such as procedures described in subsection 6 (2) of the *Healing Arts Radiation Protection Act* and procedures authorized to Registrants in regulations made under the *Laboratory and Specimen Collection Centre Licensing Act*) that the Registrant performs in the course of practising physiotherapy;
- (t) where there have been charges laid against a Registrant under the *Criminal Code* or the *Health Insurance Act*, made on or after July 1, 2015, or the *Controlled Drugs and Substances Act* made on or after May 1, 2018, and if the person against whom the charges were laid was a Registrant at the time of the charges, and if the charges are known to the College, a brief summary of:
 - (i) the charges;
 - (ii) the date the charges were laid; and

(iii) the status of the proceedings against the Registrant where known to the College;

provided that any such summary shall be removed upon the written request of the Registrant if the charges do not result in a finding of guilt against the Registrant.

(u) a summary of any existing restriction imposed on or after July 1, 2015, on a Registrant by a court or other lawful authority and of which the College is aware that, in the reasonable discretion of the Registrar, may restrict or otherwise impact the Registrant's right or ability to practise, may prompt a regulatory action on the part of the College or is connected to an existing or ongoing regulatory action by the College. The summary shall include the name of the court or other lawful authority that imposed the restriction and the date on which it was imposed;

(v) where there has been a finding of guilt against a Registrant under the *Criminal Code* or the *Health Insurance Act*, made on or after July 1, 2015, or the *Controlled Drugs and Substances Act* made on or after May 1, 2018, if the person against whom the finding was made was a Registrant at the time of the finding, and if the finding is known to the College, a brief summary of:

(i) the finding;

(ii) the sentence, if any;

(iii) where the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of; and

(iv) the dates of (i) – (iii), where known to the College;

provided that any such summary shall be removed upon the written request of the Registrant if the finding is reversed on appeal or if the Registrant receives a pardon or record suspension;

(w) whether, on or after July 1, 2015, the Registrant uses the services of physiotherapist assistants (whether employees or independent contractors) in the course of practicing physiotherapy;

(x) on or after July 1, 2015, information about the Registrant's registration with any other regulated professions inside or outside of Ontario;

(y) on or after July 1, 2015, information about the Registrant's registration in any other jurisdictions as a physiotherapist or physical therapist;

(z) where the College is aware, on or after July 1, 2015, that a finding of professional misconduct or incompetence or similar finding has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, and that finding has not been reversed on appeal:

(i) information on the finding;

- (ii) the name of the governing body that made the finding;
- (iii) a brief summary of the facts on which the finding was based;
- (iv) the penalty and any other orders made relative to the finding;
- (v) the date the finding was made; and
- (vi) information regarding any appeals of the finding;

provided that where a decision referred to in paragraph (z) is no longer available to the public in the originating jurisdiction, the information on the finding under paragraph (z) shall be removed from the register upon the written request of the Registrant.

- (aa) when a decision of the Inquiries, Complaints and Reports Committee, relating to a complaint or report made against the Registrant on or after July 1, 2015, includes or is contingent upon an undertaking to perform certain obligations given by the Registrant (except for an undertaking relating to the Registrant's capacity):

- (i) the undertaking;
- (ii) a summary of the decision; and
- (iii) where applicable, a notation that the decision has been appealed;

provided that where a decision referred to in paragraph (aa) is overturned on appeal or review, the summary under paragraph (aa) shall be removed from the register.

- (bb) when a decision of the Inquiries, Complaints and Reports Committee, relating to a complaint or report made against the Registrant on or after July 1, 2015, includes a caution:

- (i) a summary of the decision; and
- (ii) where applicable, a notation that the decision has been appealed;

provided that where a decision referred to in paragraph (bb) is overturned on appeal or review, the summary under paragraph (bb) shall be removed from the register.

- (cc) when a decision of the Inquiries, Complaints and Reports Committee, relating to a complaint or report made against the Registrant on or after July 1, 2015, includes a requirement that the Registrant participate in a specified continuing education or remediation program:

- (i) a summary of that decision;
- (ii) where applicable, a notation that the decision has been appealed; and

- (iii) a notation, if and when applicable, that the requirements of the specified continuing education or remediation program have been fulfilled or completed by the Registrant;

provided that where a decision referred to in paragraph (cc) is overturned on appeal or review, the summary under paragraph (cc) shall be removed from the register.

- (3) All the information contained in the register is designated as public for the purposes of subsection 23 (5) of the Code.
- (4) (a) The Registrar may give any information contained in the register that is designated as public to any person in printed or oral form.
 - (b) The Registrar may refuse to allow a person to obtain some or all of the information contained in the register that is designated as public if the Registrar has reasonable grounds to believe that the disclosure of the information may jeopardize the Registrant's safety.

Information to be Provided by Registrants

- 8.2. (1) A Registrant shall provide the following to the College when requested to do so by the Registrar:
- (a) information required to be contained in the register by subsection 23 (2) of the Code;
 - (b) information required to be contained in the register by section 8.1 of these By-laws;
 - (c) information that the College is required to collect for the purpose of health human resource planning by the Minister by section 36.1 of the RHPA;
 - (d) information that Registrants are required to report under sections 85.6.1, 85.6.2, 85.6.3, and 85.6.4 of the Code;
 - (e) the Registrant's date of birth;
 - (f) the Registrant's home address;
 - (g) the Registrant's home telephone number, if available;
 - (h) the Registrant's mobile telephone number, if available;
 - (i) an email address for the Registrant that is distinct from the email address of any other Registrant;
 - (j) the mailing address, and if different, the street address of each current and previous Place of Practice of the Registrant (provided that no client home address is required where the Registrant provides home care) and if available, the business facsimile number of each current Place of Practice;

- (k) the Registrant's employment information including the name and business address (including the email address) of the Registrant's employer, the name and business address (including the email address) of the Registrant's direct supervisor, the Registrant's job title, the Registrant's area and focus of practice, the Registrant's sector of practice, the Registrant's employment status (such as full or part-time status), and a description of the Registrant's place(s) of employment;
- (l.1) the street address of any location or facility where records related to the Registrant's practice are located;
- (l) the Registrant's practice hours, including the percentage of time spent in each area of practice;
- (m) whether the Registrant's preferred language of communication with the College is English or French;
- (n) the following information about any finding of professional misconduct or incapacity or similar finding that has been made against the Registrant by a body that governs a profession, inside or outside of Ontario, provided that the finding has not been reversed on appeal:
 - (i) information on the finding;
 - (ii) the name of the governing body that made the finding;
 - (iii) the date the finding was made;
 - (iv) a summary of any order made; and
 - (v) information regarding any appeals of the finding;
- (o) whether the Registrant successfully completed the examination required for registration and if so, the date;
- (p) information about any post-secondary education (full or partial degree, certificate or program courses) the Registrant has completed through a college or university, together with evidence of completion;
- (q) the following information about charges laid against the Registrant under the Criminal Code or the Health Insurance Act:
 - (i) the charges;
 - (ii) the date the charges were laid; and
 - (iii) the status of the proceedings against the Registrant;
- (r) the following information about any restriction imposed on the Registrant by a court or other lawful authority:
 - (i) the name of the court or other lawful authority that imposed the restriction;

- (ii) the date on which it was imposed;
 - (s) the following information about a finding of guilt against the Registrant under the Criminal Code, or the Health Insurance Act, or the Controlled Drugs and Substances Act:
 - (i) the finding;
 - (ii) the sentence, if any;
 - (iii) where the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of; and
 - (iv) the dates of (i) – (iii), where known to the College; and
 - (t) practice information considered necessary by the Registrar and approved for collection by the Executive Committee.
- (2) A Registrant shall notify the Registrar in writing of any change to any previously provided information within 30 days of the change.

Professional Liability Insurance

- 8.3. (1) All Registrants who provide patient care in the practice of physiotherapy, whether in a paid or volunteer capacity, must hold professional liability insurance in accordance with this section.
- (2) The professional liability insurance coverage referred to in subsection (1) may be obtained by the Registrant directly or may be provided through the policy of an employing agency so long as it covers the Registrant's entire practice of physiotherapy.
- (3) The professional liability insurance referred to in subsection (1) must have:
- (a) a liability limit of at least \$5,000,000 for any one incident; and
 - (b) a \$5,000,000 minimum for the annual policy period for each insured individual.
- (4) The professional liability insurance referred to in subsection (1) must not be subject to a deductible.
- (5) The professional liability insurance referred to in subsection (1) must provide coverage for incidents that occurred during the Registrant's physiotherapy practice and must provide coverage for claims made up to ten years after the Registrant ceases practice.
- (6) The professional liability insurance referred to in subsection (1) shall be subject only to such exclusions and conditions and terms as are consistent with standard insurance industry practices.
- (7) Within 30 days of any request by the College, a Registrant required to hold the professional liability insurance referred to in subsection (1) shall provide current

documentary proof, acceptable to the Registrar, that their professional liability insurance coverage complies with the requirements set out in this section.

Fees – Registration

8.4. (1) (a) Upon application for registration, every applicant shall pay a non-refundable application fee and a non-refundable registration fee.

(b) The application and registration fees are as follows:

Application fee	For an initial application or re-application	\$114.00
Certificate of Registration Authorizing Independent Practice	For a certificate issued until the next March 31 (the College may in its discretion pro-rate registration fees for part year certificates or may bank registration fees for the future credit of a Registrant for part year certificates in accordance with Appendix B)	\$648.00
Certificate of Registration Authorizing Provisional Practice		\$ 85.00

(2) Every Registrant with a certificate of registration authorizing independent practice shall pay a non-refundable renewal fee as follows:

Certificate of Registration Authorizing Independent Practice	For a certificate issued until the next March 31 (the College may in its discretion pro-rate renewal fees for part year certificates or may bank renewal fees for the future credit of a Registrant for part year certificates in accordance with Appendix B)	\$648.00
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(3) (a) The renewal fee is due on or before March 31 in each registration year.

(b) If a Registrant holding a certificate of registration authorizing independent practice fails to pay a renewal fee on or before the day on which the fee is due, the Registrant shall pay a penalty in addition to the renewal fee, as follows:

Certificate of Registration Authorizing Independent Practice – Penalty	\$254.00
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(4) If the Registrar suspends a Registrant's certificate of registration for failure to pay a prescribed fee in accordance with section 24 of the Code, the Registrar shall terminate the suspension on:

(a) completion of a new application form (in the form of an initial application form) and payment of a new initial application fee; and

(b) payment of:

- (i) all outstanding amounts owing to the College, including the current renewal fee; and
 - (ii) any applicable penalties relating to such outstanding amounts.
- (5) In addition to the amounts set out in subsections (1), (2) and (3), any outstanding fees owing to the College in respect of any decisions made by a committee and any fees payable under these By-laws will be added to and included in the annual renewal fees.

Fees – Reinstatement

- 8.5 (1) A person whose certificate of registration was suspended or revoked by a panel of the Discipline Committee or the Fitness to Practise Committee and who applies for reinstatement of their certificate of registration pursuant to section 72 of the Code shall pay:
- (a) if the person's certificate of registration was suspended or revoked by a panel of the Discipline Committee, at the time the person makes the first such application, a fee of 1.5 times the fee for a certificate of registration authorizing independent practice;
 - (b) if the person's certificate of registration was suspended or revoked by a panel of the Fitness to Practise Committee, at the time the person makes the first such application, the fee for a certificate of registration authorizing independent practice; and
 - (c) at the time the person makes the second or any subsequent application, a fee of 3 times the fee for a certificate of registration authorizing independent practice.

Fees — General

- 8.6. (1) The Registrar may charge a fee for anything they are required or authorized to do under the RHPA, the Code, the Act, the Regulations or the By-laws.
- (a) The fees for anything the Registrar is required or authorized to do, except for the fees for those things that are set out in these By-laws, are the fees set by the Registrar.
 - (b) The fee for a copy of any College information or documents required to be provided under sections 3.1(2) or 23(12) of the Code shall be the actual costs to the College of providing the copies.
 - (c) The fee for a letter of Professional Standing is \$58.00.
 - (d) The fee for a returned cheque is \$50.00.
 - (e) The fee for an official certificate of registration with embossed gold logo (also known as a "wall certificate") is \$29.00.

- (2) The Registrar may charge Registrants a fee for anything that a committee is required or authorized to do under the RHPA, the Code, the Act, the Regulations or the By-laws.
- (a) The fees for the following programs or services of committees are:
- (i) for the College Review Program – the actual cost of the program to a maximum of \$500.00;
 - (ii) for an Onsite Assessment – the actual costs of the assessment to a maximum of \$1000 (this does not apply to those Registrants who are selected or volunteer for the annual Quality Assurance Program Competency Assessment process, or who are at the completion of a first cycle of remediation or enhancement at the direction of the Quality Assurance Committee);
 - (iii) for the first ten hours of the first cycle of any specified continuing education or remediation program that a Registrant volunteers for or undertakes at the direction of the Quality Assurance Committee – no charge. All successive hours are billed at the rate of \$100.00 per hour;
 - (iv) for any course or program the College provides to a Registrant pursuant to an order of the Discipline Committee, Fitness to Practise Committee or Registration Committee – the cost associated with providing the program to the Registrant;
 - (v) for a specified continuing education or remediation program as required by the Inquiries, Complaints and Reports Committee – the cost associated with providing the program to the Registrant, and
 - (vi) for fees that the Registrant agrees to pay in relation to an Acknowledgement & Undertaking– the cost specified in the written agreement.

Fees — Ontario Clinical Exam

- 8.7. (1) The fees relating to the Ontario Clinical Exam are as follows:
- (a) The fee to sit the Ontario Clinical Exam is \$1985.00.
 - (b) The fee to change or rebook the date a candidate is scheduled to sit the Ontario Clinical Exam is \$200.00.
 - (c) The fee for candidates who request a Review by staff of their results on the Ontario Clinical Exam (“Exam Review”) is \$200.00.
 - (d) The fee for appealing the results of an Exam Review to the Examinations Committee is \$300.00.

- (2) Any issues regarding the refundability of fees relating to the Ontario Clinical Exam (for such things as late cancellations or late arrivals) will be addressed in accordance with the College's exam policies.

Part 9 — Professional Corporations

The Register

- 9.1. (1) In addition to the information referred to in subsection 23 (2) of the Code, the following information shall be kept in the register,
- (a) the name of the professional corporation as registered with the Ministry of Public and Business Service Delivery;
 - (b) any business names used by the professional corporation,
 - (c) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
 - (d) 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;
 - (e) the primary business address, telephone number, and email address of the professional corporation, and if available, the facsimile number;
 - (f) the address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
 - (g) a brief description of the professional activities carried out by the professional corporation.
- (2) The information specified in subsection (1) is designated as public for the purposes of subsection 23 (5) of the Code.
- (3) Every Registrant of the College shall, for every professional corporation of which the Registrant is a shareholder, provide in writing the information required for the register in subsection (1) on the application and annual renewal forms for a certificate of authorization, upon the written request of the Registrar within thirty days and upon any change in the information within thirty days of the change.

Fees — Professional Corporation

- 9.2. (1) The application fee for a certificate of authorization, including on any reinstatement of a certificate of authorization, for a professional corporation is \$789.00.
- (2) The fee for the annual renewal of a certificate of authorization is \$283.00.
- (3) The fee for an official certificate of authorization with embossed gold logo is \$29.00.

Appendix A

Declaration of Office for Directors and Non-Board Committee Members

I, _____, (Name of Director/Non-Board Committee Member)
hereby agree that I will:

- Accept the office as a duly elected, selected or appointed Director or Non-Board Committee member of the College of Physiotherapists of Ontario;
- Act at all times, while serving as a Director or Non-Board Committee member, to fulfil the statutory duty of the Colleges “to work in consultation with the Minister to ensure, as a matter of public interest, that the people of Ontario have access to adequate numbers of qualified, skilled and competent regulated health professionals” (Section 2.1 of the Health Professions Procedural Code, being Schedule 2 to the Regulated Health Professions Act, 1991);
- Act at all times, while serving as a Director or Non-Board Committee member, to fulfil the statutory duty of the College to serve and protect the public interest while carrying out the objects of the College (Section 3 of the Health Professions Procedural Code, being Schedule 2 to the Regulated Health Professions Act, 1991. A copy of the objects are set out in Schedule 1 to this Declaration);
- Comply with the College’s Code of Conduct, as amended by the Board from time to time, including the confidentiality obligations contained therein; and
- Comply with the other policies of the College applicable to Directors and non-Board Committee members, as amended by the Board from time to time.

[Director/Non-Board Committee Member Signature]

Witness Signature

Date

Name of Witness

Schedule 1 to the Declaration of Office for Directors and Non-Board Committee Members – Objects of the College

The College has the following objects:

1. To regulate the practice of the profession and to govern the members in accordance with the Health Profession Act, this Code and the Regulated Health Professions Act, 1991 and the regulations and by-laws.
2. To develop, establish and maintain standards of qualification for persons to be issued certificates of registration.
3. To develop, establish and maintain programs and standards of practice to assure the quality of the practice of the profession.
4. To develop, establish and maintain standards of knowledge and skill and programs to promote continuing evaluation, competence and improvement among the members.
 - 4.1 To develop, in collaboration and consultation with other Colleges, standards of knowledge, skill and judgment relating to the performance of controlled acts common among health professions to enhance interprofessional collaboration, while respecting the unique character of individual health professions and their members.
5. To develop, establish and maintain standards of professional ethics for the members.
6. To develop, establish and maintain programs to assist individuals to exercise their rights under this Code and the Regulated Health Professions Act, 1991.
7. To administer the health profession Act, this Code and the Regulated Health Professions Act, 1991 as it relates to the profession and to perform the other duties and exercise the other powers that are imposed or conferred on the College.
8. To promote and enhance relations between the College and its members, other health profession colleges, key stakeholders, and the public.
9. To promote inter-professional collaboration with other health profession colleges.
10. To develop, establish, and maintain standards and programs to promote the ability of members to respond to changes in practice environments, advances in technology and other emerging issues.
11. Any other objects relating to human health care that the Council considers desirable.

Appendix B

Registration Fees Discretion

Pro-Rated Fees

- Physiotherapists who register in the independent practice category after April 1 will only pay for the number of days remaining until the end of the renewal year (March 31), in which they register with the College.

Fee Credits — Effective April 1, 2014

- Physiotherapists who resign more than three months before the end of the registration year (that is a resignation that occurs prior to December 31st in any registration year) will be eligible to receive a fee credit if they are resigning for any of the following reasons:
 - Education leave;
 - Health-related leave;
 - Compassionate/Bereavement/Family-related leave;
 - Maternity/Parental leave
 - Individuals who retire and then re-apply within one year
 - Moving out of province.
- The fee credit is based on the number of days not used in the registration year.
- The fee credit can be applied to the following fees, up to one year from the date of resignation or 18 months in the case of a maternity or parental leave:
 - Fees for online requests (letters of professional standing and wall certificates)
 - Renewal fee
 - application fee
 - initial registration fee
 - late renewal fee.
- Physiotherapists resigning in the final three months of the registration year are not eligible for a fee credit.
- The minimum period of leave to be eligible to receive a fee credit is three months.
- Fee credits will expire one year after the date of resignation if the resignation was for any of the following reasons:

- Education leave;
 - Health-related leave;
 - Compassionate/Bereavement/Family-related leave;
 - Individuals who retire and then re-apply within one year;
 - Moving out of province; and
 - 18 months in the case of Maternity/Parental leave.
- Fee credits are transferable into the next registration year.
- There are no fee refunds.

Appendix C

Code of Conduct

Title:	Code of Conduct
Applicable to:	Members of the Board and Committees
Date approved:	December 2003
Date revised:	June 2006, March 2008, June 2010, February 2013, June 2014, March 2017, March 26, 2024

Purpose

Directors and Committee members make decisions in the public interest, balancing this responsibility with an understanding of the profession and the settings in which it practices. They establish the College's goals and policies within its statutory mandate.

All Directors and members of College committees are expected to exhibit conduct that is ethical, civil and lawful, in a manner that is consistent with the nature of the responsibilities of the Board and the confidence bestowed on the Board by the public and its registrants. The role of a Non-Board Committee member is considered comparable to that of a Director due to their direct participation in the committees that assist the Board in fulfilling its statutory duties. Further, Directors and members of committees are expected to aspire to excellence in their roles as governors.

This Code of Conduct serves to provide the Board, and its committees with high standard of conduct to guide and support their work in the best interests of the College, its legislative mandate, and the public. Each individual, and the group as a whole, is accountable for its conduct and performance.

Performance Expectations

In performing their role, each Director and Committee member will:

1. Promote the public interest in their contributions and in all discussions and decision-making.
2. Direct all activities toward fulfilling the College's objects as specified in the legislation.
3. Comply with the provisions of the Regulated Health Professions Act, the Physiotherapy Act, the Regulations made under these Acts and the By-laws of the College.
4. Conduct themselves in a manner that respects the integrity of the College by striving to be fair, impartial and unbiased in their decision making.
5. Refrain from engaging in any discussion with other Board or Committee members that takes place outside the formal Board or committee decision making process

and that is intended to influence the decisions that the Board or a committee makes on matters that come before it.

6. Respect the power, authority and influence associated with their role and not misuse this for personal gain.
7. Recognize, understand and respect the roles and responsibilities of the Board, committees and staff and maintain respectful working relationships with other Board members, Committee members and staff members. This includes acknowledging the appropriate authorities of the Registrar and the Chair.
8. Acquire, apply and maintain knowledge of the Board and Committee policies, procedures, relevant legislation, College functions and current issues facing the College and the committees they participate in.
9. When personal circumstances may affect their ability to function objectively in their role, address the conflict situation by complying with the College By-laws that govern conduct in this situation by, as a minimum, declaring the conflict, abstaining from discussing or voting on the matter and removing themselves from the meeting.
10. Maintain the confidentiality of information coming into their possession in keeping with the provisions set out in the RHPA and the confidentiality policies of the College.
11. Maintain appropriate decorum during all Board and Committee meetings by adhering to the rules of order adopted by the Board.
12. Review and consider the information provided for the Board and committee meetings and identify any information to enhance effective Board and Committee decision-making as needed.
13. Respect the views and the expertise of other Board and Committee members and appreciate the opportunity for varied viewpoints to be brought forward, considered and resolved through robust discussion.
14. Publicly uphold and support the decisions of the Board and respect the Chair's role as Board spokesperson.
15. Attend meetings to the best of their ability and be available to mentor and assist new members.
16. Regularly evaluate their individual performance, and that of the collective to assure continuous improvement.
17. Promote general interest in the physiotherapy community for Board and non-Board positions.

Sanctions

1. All concerns related to the conduct or performance of a Director or of a Committee member should be brought to the attention of the Chair of the College.

2. All concerns must be documented, specifically the questionable conduct or performance, in sufficient detail to enable it to be understood. The document should identify the element (s) of the Code that is of concern and include, where relevant, any supporting evidence.
3. After review of the material and dependent on the issue, the Chair has the discretion to either meet with the Director or Committee member and provide individual coaching, or to raise the matter for the Board's consideration. At any time the Chair may seek advice from the Executive Committee and/or the Registrar. All decisions taken are to be recorded and kept in the member's corporate file.
4. When the Chair identifies that an alleged breach of this Code of Conduct may have occurred and raises it for the Board's consideration, the Board shall adopt a process to deal with the alleged breach that is consistent with the rules of order of the Board and that provides the person whose conduct has been called into question with an opportunity to explain their actions.
5. When the Board determines that a breach of the Code of Conduct did take place, the Board may, on the basis of a resolution that has been properly moved, seconded and assented to by two thirds of Directors, impose a sanction that may include one or more of the following:
 - a. Requesting a change in the behaviour of the person;
 - b. Requesting that the person apologize for their behaviour;
 - c. Censuring the person for their behaviour;
 - d. Declining to appoint a person to any committee or to a specific committee;
 - e. Declining to provide confidential information to the person, in circumstances where concern over breach of confidentiality has occurred;
 - f. Requesting the person's resignation from the Board, committee or other activity in which they had been acting on behalf of the College;
 - g. Removing an Elected Director or Academic Director from the Board, committee or other activity in which they had been acting on behalf of the College in accordance with the By-laws;
 - h. Removing a Public Director appointed by the Lieutenant Governor from the committee or other activity that they had been acting on, on behalf of the College in accordance with the By-laws; or
 - i. Requesting that the Minister remove a Public Director from the Board.
6. If the Board removes an Elected Director it shall treat the circumstances as if the vacancy was a result of the resignation of the Director.

Procedural and Other Safeguards

1. In determining whether to impose a sanction, and which sanction to impose, the Board shall be mindful of the general principle that sanctions are to be remediative not punitive.
2. The Board shall not consider whether to impose a sanction without first providing the person with an opportunity to address the Board personally or through legal counsel.
3. A resolution of at least two thirds of the Directors at a meeting duly called for that purpose shall be required to sanction a member.
4. A Director whose conduct or performance is the subject of concern shall not attend or take part in any Board deliberation respecting their conduct or performance and if the person is the subject of a vote taken under this Code of Conduct, they shall not vote on the matter.
5. A Director whose conduct or performance is the subject of concern shall be temporarily suspended from the Board including any committees on which they sit, pending the decision on their conduct.
6. Any deliberation or vote taken under this Code of Conduct shall be public except in circumstances where information presented during the deliberation may be detrimental to the person whose conduct or performance is the subject of concern (e.g. information on their health status is presented).
7. The College will not be responsible for any costs of the Director or Committee member whose conduct is being examined.

Appendix D

Meeting Guidelines for the Board of Directors

Agendas

1. Agendas for Board meetings will be prepared by the Registrar in collaboration with the Chair and will be aligned with the Strategic Plan. In the event of disagreement between the Chair and the Registrar regarding agenda items, the decision of the Chair shall be final.
2. Directors who wish to request that an item be added to the agenda may bring the matter to the attention of the Chair and the Registrar at least 30 days prior to the scheduled meeting. In considering the request, the Chair and the Registrar will take the following factors into account:
 - a. Board meeting time/capacity.
 - b. Alignment with the Board's strategic agenda/work plan, objectives and Governance Manual.
 - c. Any information collection or research that may be required for the Board to adequately consider the matter, and the time needed to collect the information or conduct the research.
3. If the item is added to the agenda, the General Procedures outlined below apply. Staff will assist with the preparation of any materials related to the item the Director has put forward.
4. If the item is not added to the agenda, the Chair and Registrar shall inform the Director whether the item has been postponed to a future meeting or whether the item has been declined.
5. If an item is declined, the Chair and Registrar should provide reasons for the decision to the Director. If the Director is not satisfied with the reasons provided, the Director can seek a review of the decision by the entire Board.
6. The Board can either uphold the decision of the Chair and Registrar or decide that the item originally proposed by the Director should be added to the agenda for the following Board meeting. The Board's decision is final.

General Procedures

7. Each agenda topic shall be introduced briefly by the person or Committee representative raising it.
8. Any topic on the agenda can be discussed without a motion needing to be made first.

9. The Board will make decisions through motions. Motions will commonly be made if:
 - a. a decision will commit the College to an action or a public position, or
 - b. the Chair or the Board is of the opinion that the nature of the matter or discussion warrants a motion.
10. For a decision by motion, the Chair shall call for a motion when it appears to the Chair that the debate has concluded, or when the time allocated to the debate of the matter has concluded. If a motion is made, the rules on motions will apply.
11. These rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the By-laws, including audio or video conferencing.
12. These rules may be relaxed by the meeting Chair if greater informality is beneficial in the particular circumstances unless the Board requires strict adherence.
13. These meeting guidelines are subject to review periodically.

Motions

14. Motions require a mover and a seconder.
15. Any motions that have not yet been moved, including any proposed motions in the meeting materials, may be modified prior to being put forward.
16. When the motion contains distinct proposals, any Director may require the vote upon each proposition to be taken separately.
17. No Director shall be present in the room, participate in a debate, or vote upon any motion in which they have a conflict of interest, and the vote of any Director with a conflict of interest shall be disallowed.
18. When a matter is being voted on, no Director shall enter or leave the meeting, and no further debate is permitted.
19. Any motion decided by the Board shall not be re-introduced during the same session except by a two-thirds vote of the Board present at the meeting.

Amendments and Other Subordinate Motions

20. A motion that has been moved and seconded may be amended by a motion to amend. The Chair shall rule a motion to amend out of order if it is irrelevant to the main motion or defeats the basic effect of the main motion.
21. When a motion has been moved and seconded, no other motion may be made except:
 - a. a motion to amend the motion,
 - b. a motion to refer the original motion to a Committee for further study or consideration,

- c. a motion to postpone the motion, either indefinitely or to a specific meeting,
 - d. a motion to call the question and proceed to a vote, or
 - e. a motion to adjourn the meeting.
22. When a motion to refer a motion to a Committee has been made, it shall be decided before any amendment is decided and, if it is passed, no further debate or discussion is permitted.
23. A motion to amend the main motion shall be disposed of before the main motion is decided. Only one motion to amend a motion can be made at a time.

Preserving Order

24. The Chair shall preserve order and decorum and shall rule on any question of order or procedure, except where such a ruling would be inconsistent with the Regulated Health Professions Act, 1991, the Physiotherapy Act, 1991, the regulations, the By-Laws or the Governance Policies of the College. A Director may appeal the Chair's ruling to the Board.
25. Whenever the Chair is of the opinion that a motion offered to the Board is contrary to these meeting guidelines or the By-laws, they shall rule the motion out of order and give their reasons for doing so.
26. When any Director wishes to speak, they shall indicate so by raising their hand.
27. The meeting Chair shall manage the speaking order or may delegate management of the speaking order.
28. When called upon, the Director shall address the Chair and confine the discussion to the matter under debate.
29. The Chair may limit the number of times a Director may speak, limit the length of speeches, and impose other restrictions reasonably necessary to finish the agenda of a meeting or to ensure equity in participation.
30. If a Director believes that another Director has behaved improperly or if there is a violation of the College's By-laws or meeting guidelines, they can raise a concern called a "point of order." The Chair shall promptly rule on the point of order. If the Director disagrees with the Chair's decision, they can ask the entire Board to review the matter. The decision of the entire Board is final.
31. Staff members and consultants with expertise in a matter may be called upon to answer questions. In addition, the Registrar may provide information relevant to a matter on their own initiative, subject to the direction of the Chair.
32. Observers at a Board meeting are not allowed to speak to address the Board unless a specific request to address the Board has been made and approved prior to the meeting, and Directors shall not discuss Board matters with the observers.

33. Directors shall mute their electronic devices during Board meetings. Electronic devices can be used during Board meetings to review materials related to the matter under debate and to make notes on the debate.
34. Directors are to be silent while others are speaking.