



College of **Occupational  
Therapists** of Manitoba

Quality Occupational Therapy - Accountable to Manitobans

# By-Laws

## 2020

## Note to Readers

Questions regarding the content or application of COTM By-laws should be directed to:

Executive Director  
College of Occupational Therapists of Manitoba  
7 - 120 Maryland Street  
Winnipeg, MB  
R3G 1L1  
Tel: (204) 957-1214  
E-mail: [OTinfo@cotm.ca](mailto:OTinfo@cotm.ca)

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# THE COLLEGE OF OCCUPATIONAL THERAPISTS OF MANITOBA BY-LAWS

## PREAMBLE

### 1. **Incorporation**

The College of Occupational Therapists of Manitoba is an entity established under *The Occupational Therapists Act*, herein referred to as “the Act”, which received Royal Assent on July 25, 2002 and was proclaimed on December 15, 2005. The College of Occupational Therapists of Manitoba (COTM) is incorporated as a special act corporation under *The Corporations Act* of Manitoba. COTM was previously incorporated as the Association of Occupational Therapists of Manitoba (AOTM).

### 2. **Name of Organization**

The name of the organization is the College of Occupational Therapists of Manitoba, or COTM, or C.O.T.M., or Ordre des ergothérapeutes du Manitoba, herein also referred to as “the college”. COTM was previously known as the Association of Occupational Therapists of Manitoba (AOTM).

### 3. **Index**

<b>Article I</b>	<b>Interpretation</b>
<b>Article II</b>	<b>Membership</b>
<b>Article III</b>	<b>Fees</b>
<b>Article IV</b>	<b>Meetings</b>
<b>Article V</b>	<b>Election of Members of the Council</b>
<b>Article VI</b>	<b>Council Members</b>
<b>Article VII</b>	<b>Standing Committees</b>
<b>Article VIII</b>	<b>Board of Assessors</b>
<b>Article IX</b>	<b>Administration of the College</b>
<b>Article X</b>	<b>Amendment of the By-laws</b>

## ARTICLE I: INTERPRETATION

### 1.1 **Legislation**

When interpreting these by-laws, words and expressions have the same meaning as in *The Occupational Therapists Act*, unless the context otherwise requires.

## 1.2 Definitions

In these by-laws,

“board of assessors” means the committee established under section 8 of *The Occupational Therapists Act* to consider and decide on applications for registration;

“council” means the council of the college established as per section 5 of *The Occupational Therapists Act*;

“ex-officio” means by virtue of position or office;

“executive director” means the senior staff person of the college;

“minister” means Minister of Health

“in camera” means that a portion of the council or committee meeting is held in private, without observers, to deal with matters of a confidential nature or a personal nature concerning an individual;

“proxy” means the authority provided by a member to another eligible voting member to act on his/her behalf at a meeting of the members of the college;

“public representative” means the person who is not and has never been an occupational therapist, who may be appointed by the council as a public representative to the council, a committee or the board of assessors;

“quorum” means the number of individuals needed to be present to convene a meeting;

“registrar” means the registrar of the college appointed under subsection 6(7) of *The Occupational Therapists Act*;

“regulations” means the *Occupational Therapists Regulation* made under subsection 50 of *The Occupational Therapists Act*;

“scrutineers” means the individuals appointed at a member meeting to determine the results of a vote.

### 1.3 Headings

The division of the by-laws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not affect the interpretation of the by-laws.

## ARTICLE II: MEMBERSHIP

### Obligations of membership

All members shall:

- 2.1 Notify the registrar, in writing sent via regular post, facsimile or electronic mail of change in name, mailing address, place of employment or membership status and other contact information as required by the council of all members within thirty days of the change(s).
- 2.2 Answer all correspondence from the college to which a reply is required within 30 days from the date of the correspondence unless another date is specified. When reminder correspondence is sent to a member from the college, and the member fails to respond in writing within 15 days from the date stipulated in the reminder correspondence, the member may be referred to the investigation committee.
- 2.3 Practise occupational therapy in accordance with the *Code of Ethics* of the college and the *Essential Competencies of Practice for Occupational Therapists in Canada*.

### Practising registered occupational therapists

- 2.4 Practising registered occupational therapists, having met the qualifications identified for practising registered occupational therapists in the Act and regulation and having paid the necessary fees, as per the college annual fee schedule, shall be entitled to:
  - (a) engage in the practice of occupational therapy, subject to any restrictions or conditions placed on the member;
  - (b) receive copies of official college publications;
  - (c) receive full voting privileges and all privileges extended by the college;
  - (d) stand for election or appointment to any position within the college, subject to these by-laws;
  - (e) attend and participate in meetings of the college in accordance with these by-laws.

### **Non-practising occupational therapists**

- 2.5 Non-practising occupational therapists, having met the qualifications identified for practising registered occupational therapists in the Act and regulation and having paid college fees as per the college annual fee schedule, and having provided evidence to the registrar that he/she is not engaged in the practice of occupational therapy, shall be entitled to:
- (a) receive copies of official college publications;
  - (b) receive full voting privileges and all privileges extended by the college;
  - (c) stand for election or appointment to any position within the college, subject to these by-laws;
  - (d) attend and participate in meetings of the college in accordance with these by-laws.

### **Provisional occupational therapists**

- 2.6 Provisional occupational therapists, having met the qualifications identified for provisional registration in the Act and regulation and having paid college fees as per the college annual fee schedule, shall be entitled to:
- (a) engage in the practice of occupational therapy, subject to any restrictions or conditions placed on the member; and
  - (b) receive copies of official college publications;
  - (c) serve as a member on any committee of the college, but shall not hold the position of chair of such a committee and shall not sit on the council;
  - (d) attend and participate in, but not vote at, member meetings of the college.

### **Occupational therapists on the temporary practice register**

- 2.7 Occupational therapists who are on the temporary practice register having met the qualifications identified for temporary registration in the Act and regulation and having paid college fees as per the college annual fee schedule, shall be entitled to:
- (a) engage in the temporary practice of occupational therapy, subject to restrictions and conditions placed on the member; and
  - (b) attend and participate in, but not vote at, member meetings of the college.

### ARTICLE III: FEES

- 3.1 The membership year of the college shall commence on the 1<sup>st</sup> day of June and terminate on the 31<sup>st</sup> day of the following May.
- 3.2 The renewal period will be the 1<sup>st</sup> day of March to the 30<sup>th</sup> day of April.
- 3.3 Fees shall be established by the council on the recommendation of the executive committee. Subsequent to the implementation of the fee increment, the council will entertain questions regarding the fee change at the next meeting of members.
- 3.4 The registrar shall send notification of the fees payable for the ensuing year at least 60 days prior to the 30<sup>th</sup> day of April.
- 3.5 The membership year is divided into four quarters so that a person applying for membership after August 31<sup>st</sup> would pay the initial application fee plus a pro-rated registration fee according to the College of Occupational Therapists of Manitoba Fee Schedule.
- 3.6 The fees of the college shall be:
- (a) an initial application fee
  - (b) an annual registration fee
  - (c) a re-registration fee
  - (d) a reinstatement fee
  - (e) a late fee
  - (f) misconduct levies
  - (g) other fees as determined by council from time to time
- Refer to college fee schedule for specific amounts of the fees.
- 3.7 Individuals applying for membership shall pay an initial application fee in addition to the applicable annual registration fee. Therapists renewing their membership shall pay only the applicable annual registration fee.
- 3.8 Should an individual's application be refused or withdrawn, the initial application fee shall be retained by the college.
- 3.9 Where registration renewal requirements have been completed but fees not paid, before the 1<sup>st</sup> day of May, a late fee shall be charged.
- 3.10 Where registration renewal requirements have not been met, before the 1<sup>st</sup> day of May, a late fee shall be charged.

- 3.11 After the 31<sup>st</sup> day of May a member who has not renewed registration and who wishes to obtain membership is required to apply and pay fees as set out in the college fee schedule.
- 3.12 If a member's name has been cancelled for any reason, and re-registration or reinstatement is requested, a re-registration or reinstatement fee, in addition to the applicable registration fees and any other fees, shall be charged.
- 3.13 A member whose name is on a register of members other than the register of practising members, who complies with subsection 9(1) of *The Occupational Therapists Act*, and the provisions of the regulation and the by-laws with respect to practising members, and who wishes to have his/her name transferred to the register of practising members shall pay the difference between the fees paid and the annual registration fee due for the current year.
- 3.14 Where a member applies for a transfer to the register of practising members after returning to practice a late fee shall be charged and a misconduct levy assessed.
- 3.15 A member may terminate his/her membership and registration with the college for reason of a move out of province, retirement, or other reason deemed acceptable by the college. The individual shall be entitled to receive a partial refund of fees, based on a pro-rated schedule.

#### ARTICLE IV: MEETINGS

##### **Annual general meeting**

- 4.1 An annual general meeting shall be held to inform the membership of activities of the college over the past year.
- 4.2 The annual general meeting of the college shall be held at a date, time and place to be determined by the council. The council shall prescribe the agenda for the meeting and it shall include provision for any business or resolution which may be introduced at the meeting by any member.
- 4.3 At least 30 days before the date of the annual general meeting, the college will be responsible to send written notice of the annual general meeting to all council members and to every member of the college at his/her last recorded address, with a copy of the agenda for the meeting and the minutes of the preceding annual general meeting.
- 4.4 The annual general meeting of the college shall be held not later than the 31<sup>st</sup> day of October each year.



- 4.5 At the annual general meeting, reports will be presented by the chair, treasurer, and from such committees as the council deems necessary.
- 4.6 An audited financial statement of the college shall be presented at the annual general meeting.

### **General meeting**

- 4.7 A general meeting may be called by the council for the purpose of enacting, repealing or amending by-laws.
- 4.8 At least 30 days before the date of a general meeting, the college will be responsible to send written notice of the date, time and place of the general meeting to all council members and to every member of the college at his/her last recorded address, with a copy of the business to be considered at the meeting. The business to be transacted at a general meeting of the college shall be limited to that specified in the notice thereof.

### **Special general meeting**

- 4.9 A special general meeting shall be called by the council at any time to bring business before the membership of the college.
- 4.10 A special general meeting shall be convened upon receiving a written request signed by at least 5 percent of the members of the college entitled to vote as per section 4(5) of *The Occupational Therapists Act*.
- 4.11 At least 30 days before the date of a special general meeting, the college will be responsible to send written notice of the date, time and place of the special general meeting to all council members and to every member of the college at his/her last recorded address, with a copy of the business to be considered at the meeting. The business to be transacted at a special general meeting of the college shall be limited to that specified in the notice thereof.

## Quorum

- 4.12 The quorum for any meeting of members shall be the number in attendance at the meeting and must include at least three elected council members.
- 4.13 At any in-person annual, general or special general meeting, COTM will implement a process to accept proxies.

## Voting at meetings of the college

- 4.15 At any meeting of the college, the voting body shall consist of the members on the register of practising occupational therapists and on the register of non-practising occupational therapists, who are in good standing at the date of the meeting.
- 4.16 A majority vote of those eligible members who are present shall be required for adoption of any motion at an annual, general or special general meeting, with exception of situations specified in the current edition of *Call to Order*<sup>1</sup>.
- 4.17 Eligibility to vote at a meeting shall be determined by presentation of a current registration on either the register of practising occupational therapists or the register of non-practising occupational therapists.
- 4.18 A vote may be taken by ballot, a show of voting cards or through a poll during an online meeting at the discretion of the chair.
- 4.19 The chair of the meeting shall appoint from amongst those assembled, two scrutineers who shall tabulate the vote for and against in the show of voting cards or, in the event of a ballot vote, shall distribute, collect and count the ballots and report the results to the chair.
- 4.20 If there is an equal number of votes for and against a non procedural motion, the motion would be defeated.
- 4.21 At least 30 days before any meeting, the council shall notify the membership regarding the questions on which mail ballots will be accepted.
- 4.22 The council can elect to have members return a vote on an issue, via regular mail, electronic mail, or facsimile provided that the question has been put to the member in a notice, to the member's last recorded address.

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<sup>1</sup> Perry, Herb (1989). *Call to Order*. Owen Sound, ON: Big Bay Publishing.

If the motion is passed, the issue shall be considered resolved effective retro-active to the date of notice.

### **Proxies**

- 4.23 Any voting member may be represented by proxy at annual, general or special general meetings of the college by another eligible voting member.
- 4.24 Members eligible to vote shall be provided with the proxy form 30 days before annual, general or special general meetings.
- 4.25 A proxy form must be submitted to the college in writing. It may be delivered via regular mail, facsimile or electronic means at least twenty four (24) hours prior to the member meeting. Alternatively it may be hand-delivered in person by the proxy holder, on behalf of the member, to the meeting registration desk prior to the meeting being called to order.
- 4.26 A proxy shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- 4.27 The member who wishes to vote by proxy shall fulfill the proxy requirements as determined by the college and outlined with the notification of the meeting.
- 4.28 Any member of the college who has the right to vote shall be able to hold a proxy for no more than one voting member of the college at one time.

### **Meetings of the council**

- 4.29 Regular meetings shall be held as determined by the chair of the council, and whenever possible, there should be no fewer than four meetings per year.
- 4.30 Written notice of all meetings of the council stating the business to be transacted shall be given to each member of the council not less than seven days before the meeting.
- 4.31 A meeting of the council may be held without notice if all members of the council have waived notice and those absent have signified their consent to the meeting.
- 4.32 A majority of the council, including at least one public representative, shall constitute a quorum for the transaction of business.

- 4.33 When a member of the council is not able to be present at a meeting, the member may participate by means of electronic or other communication facilities that permits all participating persons to communicate simultaneously and instantaneously with the others.
- 4.34 Voting at any council meeting may be by consensus, voice, vote, show of hands or poll at the discretion of the chair. In the event of a tie the chair shall be entitled to vote.
- 4.35 The chair may invite an observer to report on any matter of interest to the council. An observer may not vote on any matter.
- 4.36 As deemed necessary by the council, the council may elect to go *in camera* for a portion of their meeting, to deliberate regarding matters of a confidential nature or of a personal nature concerning an individual.
- 4.37 The council can elect to have council members return a vote on an issue, via regular mail, electronic mail, or facsimile. The outcome of the decision will be noted in the minutes of the next council meeting.
- 4.38 The chair of COTM will act as chair of the council meetings. In the absence of the COTM chair, the vice chair will preside. In the absence of both the chair and the vice chair, the secretary of COTM will call the meeting to order and the members of the council present at the meeting will appoint a meeting chair from among themselves.

#### ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL

- 5.1 The council shall consist of at least 12 council members. Pursuant to section 6(2) and 6(4) of *The Occupational Therapists Act*, at least one third of the members of the council must be public representatives.
- 5.2 Election of the council shall be held thirty days prior to the annual general meeting of the college.
- 5.3 A member is eligible for election to the council if, on the date of the election:
- a) the person is on the COTM register of practising members or, if on the register of non-practising members, is eligible for practising registration without conditions.
  - b) the person has a minimum of two years practice in occupational therapy in Canada
  - c) the person is not in default of payment of any fees required under these by-laws

- d) the person is not the subject of any COTM inquiry
  - e) the person's certificate of registration has not been revoked or suspended in the six years preceding the date of the election as a result of a COTM proceeding
  - f) the person's certificate of registration is not subject to a condition or agreement imposed by the COTM investigation committee or the COTM inquiry committee
  - g) the person is not a director, officer or employee of a voluntary organization of occupational therapists.
- 5.4 The council may establish rules regarding nomination of candidates for election to the council, the manner of voting for council members, and the conduct and regulation of council members.
- 5.5 Members on the practising or non-practising registers, at the date of the election, shall be entitled to vote for the election of council members and may vote for as many candidates as there are vacancies on the council.
- 5.6 Voting for eligible candidates for election to the council shall be by ballot using the ballot or electronic or other voting process supplied by the Executive Director.
- 5.7 The elected council members shall be announced by the chair of the council at the annual general meeting following the election.
- 5.8 The nominations and election processes will be coordinated by the COTM executive director.

## ARTICLE VI: COUNCIL MEMBERS

### **Terms of office**

- 6.1 Elected members of the council shall hold office for a term of three years. They shall be eligible for re-appointment by the membership but no elected council member shall serve more than two consecutive terms. The term will begin on January 1<sup>st</sup> following the date of election.
- 6.2 Each public representative shall be appointed to council by the council for a three year term, and may thereafter be reappointed for a second term. Only public representatives on the roster appointed by the minister, as per section 6(4) of *The Occupational Therapists Act*, may be appointed as public representatives of the council.

- 6.3 When a position held by a public representative on the council becomes vacant during any given year, the council shall appoint, for the balance of the term, another public representative from the roster of public representatives established under section 6(4) of *The Occupational Therapists Act*.
- 6.4 A council member may resign in writing to the chair and the resignation is effective when accepted by the council.
- 6.5 Where a vacancy on the council occurs during any year involving an elected council member, the council shall appoint an eligible member of the college to fill the vacancy on the council for the balance of the term vacated.
- 6.6 When vacancies of elected members on the council are 50% of these members, the remaining members shall call an election to fill the vacancies.

### **Removal from the council**

- 6.7 The council may, by a majority vote, remove a council member from the council if:
- (a) the council member consistently fails or refuses to perform the duties assigned to the council member by the chair of the council;
  - (b) the council member consistently fails or refuses to adhere to the by-laws, regulations or policies of the college;
  - (c) the council member is absent without reason, from more than three meetings of the council between annual general meetings;
  - (d) the council member's membership has been allowed to lapse, has been surrendered, been suspended or revoked.

### **Officers of the council**

- 6.8 The offices shall be filled by the 31st day of December and become effective on the 1st day of January. The council shall select from among the council members a chair, vice chair, secretary, treasurer and registrar.
- 6.9 The chair shall
- (a) preside at all meetings of the college and the council;
  - (b) ensure that all orders and resolutions of the council are put into effect;
  - (c) exercise general control and supervision over the affairs of the college;

6.10 The vice chair shall

- (a) assume responsibility for chairing all meetings of the college as directed by the chair, or in the absence of the chair;
- (b) assume the office of chair in the event of the chair's inability to act and serve as such for the balance of the term remaining to the chair or until such time as a replacement has been appointed by council.

6.11 The registrar shall

The registrar shall perform functions as set out in *The Occupational Therapists Act* and as specified by the council.

6.12 The secretary shall

The secretary shall perform functions as specified by the council.

6.13 The treasurer shall

The treasurer shall perform functions as specified by the council.

ARTICLE VII: STANDING COMMITTEES

Pursuant to section 51(1)(i) of *The Occupational Therapists Act*:

- 7.1 The council shall be entitled to establish and appoint committees and task groups as the council deems necessary. The duties and powers, membership and chairs of such committees and task groups shall be established by the council from time to time through committee terms of reference.
- 7.2 Activities of all committees shall be under the direction of the council and all recommendations of the committees are subject to council approval.
- 7.3 The council shall appoint the chair of all committees.
- 7.4 Chairs of standing committees shall hold office for one year and shall be eligible for re-appointment.
- 7.5 No person shall be chair of more than two committees at any time. Each committee shall consist of a chair and not fewer than two members of the college and, if possible, a public representative.

- 7.6 Members of all committees shall be appointed by the chair of that committee, subject to council approval.
- 7.7 The chair of each committee shall give reasonable notice of each meeting of the committee, and a majority of the committee members shall constitute a quorum.
- 7.8 The chair of each committee shall report to the council on the activities of the committee on a regular basis.
- 7.9 Committee chairs shall be required to keep minutes of all meetings and make them available to the council on request. Information on committee activity will be referenced in the annual report.
- 7.10 Ex-officio members may be appointed to committees or boards by the council as required in a voting or non-voting capacity.

#### ARTICLE VIII: BOARD OF ASSESSORS

- 8.1 The board of assessors shall consist of a chair, and no fewer than two members of the college and, if possible, a public representative. The registrar will serve as chair.

#### ARTICLE IX: ADMINISTRATION OF THE COLLEGE

##### **Head office**

- 9.1 The head office of the college shall be located in the city of Winnipeg, in the province of Manitoba.

##### **Property and assets**

- 9.2 Seal

The seal of the college shall remain in the head office of the college.



### 9.3 Register

The register shall be maintained on computer. The register will be stored in a manner that is secure and allows for ready restoration.

### Agents and employees

9.4 The council may appoint or employ such agents, consultants, specialists, or employees as necessary to assist the council in the performance of its duties under *The Occupational Therapists Act* and regulation, and shall establish duties and remuneration for these persons as necessary.

9.5 The executive director, employed by the council, shall have charge of the office of the college and generally conduct the affairs of the college in accordance with the direction of the council. The executive director shall be an ex-officio member of the council and of such committees as the council deems appropriate, in a non-voting capacity.

9.6 An acting registrar shall be appointed by the council as required as outlined in 51 (1)(n) of *The Occupational Therapists Act*.

### Banking and financial affairs

9.7 The signing authorities of the college shall be the executive director and a minimum of two council members. All contracts, documents and instruments in writing so signed by two of the signing authorities shall be binding on the college.

9.8 The college may invest surplus revenues that may accrue and such investment shall be registered in the name of the college.

9.9 Members shall, at each annual general meeting, appoint an auditor to audit the accounts of the college and to hold office until the next annual general meeting. The council may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the council.

9.10 The council shall prepare, and at each annual general meeting of the college, submit a financial statement of operations of the college for the past year, duly certified by the auditor.

9.11 The council may determine remuneration for traveling and living expenses incurred by members of the council and committees thereof while engaged in the business of the council.

9.12 The council may determine remuneration for fees and expenses payable to members of the council, committees, or boards for attending to the business of the college.

9.13 The fiscal year of the college shall end on the 31st day of May.

#### **Retention of lawyer**

9.14 The council shall retain legal representation to advise the council on all legal matters pertaining to the college.

#### **Procedures at Meetings**

9.15 The rules contained in the current edition of *Call to Order*<sup>1</sup> shall govern the college in all cases to which they are applicable and in which they are not inconsistent with *The Occupational Therapists Act* and the *Occupational Therapist Regulation* or these by-laws, or any special rules of order the college may adopt.

#### ARTICLE X: AMENDMENT OF THE BY-LAWS

10.1 These by-laws may be enacted, repealed or amended at a general meeting by a majority vote, provided that previous notice of the amendment has been sent with written notice of the meeting as per Article IV (4.7).

10.2 Any proposed by-law changes shall be approved by a majority of council members at a council meeting prior to presentation to the membership.

*Note: This October 2020 version replaces the 2012 document in its entirety.*