



By-Laws of the College of Licensed Practical Nurses of Manitoba

The CLPNM Board of Directors has conditionally approved these by-laws to take effect on the date that The Practice of Licensed Practical Nurses Regulation, under *The Regulated Health Professions Act* (RHPA), comes into force. These draft by-laws are approved by the CLPNM Board on the condition that there are no further changes made to the draft RHPA regulations that would affect these by-laws and which might require further revisions before these by-laws come into effect. The by-laws are being posted in draft to provide notice to CLPNM registrants and the opportunity to comment. Note that, per 222(6) of the RHPA, members of the profession who are eligible to vote will continue to have authority to confirm or vary most of the by-laws at each annual general meeting.

Article 1 – Interpretation

1.1 Interpretation

In the interpretation of these by-laws:

- a] words in singular include words in the plural and vice versa
- b] words defined in *The Regulated Health Professions Act* ("the Act") have the same meaning
- c] "regulations" means the *Practice of Licensed Practical Nursing Regulation* and the *College of Licensed Practical Nurses of Manitoba General Regulation*, and
- d] a registrant "in good standing" means a registrant:
 - i. who holds a current certificate of practice, which is not suspended under the Act
 - ii. who is not currently the subject of any investigation or disciplinary proceeding under the Act
 - iii. who has not been the subject of a finding under section 124 of the Act
 - iv. who is not currently in an undertaking agreement with the College to resolve a concern about the registrant's practice or conduct, and
 - v. who has paid all fees and outstanding money owed to the College, or who has made reasonable arrangements acceptable to the College to pay all fees or outstanding money.

Article 2 – Corporate Matters

2.1 Name

The name of the organization is the College of Licensed Practical Nurses of Manitoba, hereinafter known as "the College."

2.2 Head Office

The head office of the College shall be located in the City of Winnipeg wherein the business of the College may be conducted.

2.3 Seal and Certification

- a] The seal of the College shall remain in the head office of the College.
- b] Any person authorized to sign any document on behalf of the College, which requires the College's seal, may affix the seal to the document.

2.4 Signing Authorities

The signing authorities of the College shall be the President, CEO/Registrar, Accountant and one other Council Member as appointed by the Council.

2.5 Fiscal Year

The fiscal year of the College shall commence on the first day of January and terminate on the 31st day of December.

2.6 Financial Dealings

- a] All cheques, drafts or orders for payment of money and all notes and acceptance and bills of exchange shall be signed only by the persons so designated in 2.4 of these by-laws.
- b] All securities owned by the College shall be lodged with a chartered bank or trust company or in a safety deposit box, if so authorized by resolution of the Council, with such other depositories or in such other manner as may be determined by the Council.
- c] The books of account of the College shall be kept at the head office of the College or at such other places in the Province of Manitoba as determined or approved by the Council.

2.7 Remuneration

Council members attending meetings of the Council or of any committee of the Council may be paid an honorarium, in accordance with such policies established by the Council.

2.8 Financial Auditor

An auditor for the College shall be as determined and appointed by the Council.

Article 3 – Obligations of Members

3.1 Reporting Changes or New Information

A member who holds a certificate of practice shall report to the College, within 30 days:

- a] any name change

- b] any change in any personal contact information including email address, mailing address and phone number
- c] any change in nursing employment including business name, address, phone number and email address
- d] if they are under investigation or has been charged or convicted of an offence:
 - i. under the *Criminal Code*, *Controlled Drugs and Substances Act*, or the *Food and Drugs Act*, or any similar statute in a jurisdiction outside of Canada,
 - ii. related to impaired driving, under any statute, and/or
 - iii. related to an act that resulted in injury or death, under any statute, and
- e] if their name has been entered on the adult abuse and/or the child abuse registry.

3.2 Responding to College Correspondence

A member shall answer all correspondence from the College in which a reply is requested or directed, within thirty (30) days or by the deadline specified in the correspondence, whichever is earliest, unless an extension is granted by the College.

3.3 Undertakings

A member shall adhere to any signed undertaking agreement with the College as it constitutes a binding commitment, a breach of which constitutes professional misconduct.

Article 4 – Council

4.1 Council Size

The affairs of the College shall be governed by a Council of not more than 10 people.

4.2 Composition

- a] Subject to these by-laws, the Council shall consist of the following people, one of whom shall be Chair:
 - i. five regulated members of the College, and
 - ii. five public representatives.
- b] The Council shall elect the Chair from among the Council members. The election of a Chair will not give rise to an increase in the total number of Council members, or any

other alteration to the composition of the Council.

- c] A Vice-Chair may be appointed by the Council any time that the Council considers the appointment of a Vice-Chair appropriate. The Vice-Chair shall be appointed from among the Council members. The appointment of a Vice-Chair will not give rise to an increase in the total number of Council members, or any other alteration to the composition of the Council.
- d] Five regulated members of the College shall be appointed to the Council by Council in accordance with these by-laws and the policies of the Council.
- e] Three public representatives shall be appointed by the Council to the Council in accordance with these by-laws and the policies of the Council.
- f] Two public representatives shall be appointed by the Minister of Health.

4.3 Transition

On the date these by-laws come into effect, should the number of Council members exceed the maximum number of Council members specified in 4.2, the additional Council members shall remain Council members until the completion of their terms.

4.4 Term of Office – Council Members

- a] The term of office for all Council members shall be three years.
- b] An incumbent Council member may continue to hold office upon completion of a term until a successor is appointed.
- c] Council members may serve up to two consecutive terms.
- d] A Council member who has served two consecutive terms may once again seek appointment after at least one year has elapsed since the expiry of their last term.

4.5 Term of Office - Chair

- a] Notwithstanding 4.4 c], any Council member elected to the position of Chair shall begin their maximum number of terms anew and may serve as Chair for up to two consecutive terms.
- b] An incumbent Chair may continue to hold office upon completion of a term until a successor is appointed.

- c] Before the end of June in the second year of a Chair's first three-year term, the incumbent Chair shall provide written notice of their intent to seek re-election or intent to resign as Chair.

4.5 Term of Office – Vice-Chair

- a] The Vice-Chair's term of office will be determined by the Council upon appointment but shall not exceed the member's appointed term.

4.5 Eligibility Requirements - Members of the College

- a] Subject to these by-laws, regulated members of the College in good standing, are eligible for appointment and/or to hold office on the Council, except:
 - i. employees of the College, or
 - ii. individuals with any union affiliation, other than that required for employment, or
 - iii. individuals who are board members, committee members, or employed by a professional nursing association, or
 - iv. individuals who are members of a regulated health profession, other than the legislated membership required for licensed practical nurses in Canada, or
 - v. members who are the subject of an ongoing College investigation or disciplinary proceeding, members in an undertaking agreement with the College to resolve a concern about their practice or conduct, and/or members who have been the subject of a finding under the Act, or
 - vi. members who have been convicted of an indictable offence.
- b] If a regulated member of the College ceases to meet the eligibility criteria for Council membership, they shall cease to be a member of the Council.

4.6 Eligibility Requirements for Public Representatives

- a] Subject to these by-laws, members of the public are eligible for appointment and/or to hold office on the Council, except:
 - i. any person ineligible under the Act, or
 - ii. employees of the College, or
 - iii. individuals with any union affiliation, other than that required for employment, or
 - iv. individuals who are board members, committee members, or employed by a professional nursing association, or
 - vi. individuals who have been convicted of an indictable offence.
- b] If a public representative ceases to meet the eligibility criteria outlined in College by-laws and policy, they shall cease to be a member of the Council.

Article 5 - Appointment to the Council

5.1 Appointment of Council Members

- a] In any year that there will be vacancies on Council resulting from the expiry of Council member terms, those vacancies shall be filled by appointments made before the end of April.
- b] The term of office for any Council member appointed pursuant to clause a] shall begin in June of that year.
- c] A call for applications shall be made at least 30 days prior to the date fixed for receiving applications.
- d] Candidates for Council appointment must submit to the Council Chair an application in writing on the approved application form no later than the date fixed for receiving applications.
- e] The Council shall establish, in policy, rules regarding applications, selection criteria, the manner of selection, and appointments.
- f] The Council Chair shall promptly provide notice to any appointed Council member.
- g] The appointed Council member shall be announced at the annual meeting of the College.
- h] All Council members must sign an Oath of Office upon appointment and annually thereafter.

Article 6 - Election of the Chair by the Council

6.1 Council members seeking election to the position of Chair shall:

- a] submit to the Council, by the fall meeting in the year prior to an election, a written declaration of their intention to run for the office
- b] submit a resume to the Council, and
- c] provide evidence that their nomination has been supported by at least two other Council members.

Article 7 - Council Quorum

7.1 Quorum shall be in accordance with section 15 of the Act.

Article 8 - Vacancies

8.1 Vacancies on Council

- a] If a Council member resigns, dies, is removed from the Council or otherwise ceases to be an eligible Council member, the Council shall declare the office vacated.
- b] If the office is vacated in the first or second year of a three-year term, the Council shall appoint a successor to hold office until the end of the current term of office.
- c] In the third year of a three-year term, as long as a quorum of Council members remains in office, the Council may appoint a successor to hold office until the end of the current term of office, or may leave the office vacant until the next regular appointment cycle.
- d] If vacancies on the Council number such that there is not a quorum of Council members remaining, quorum shall be suspended for the purpose of filling the vacancies by appointment in accordance with these by-laws and Council policies, and the remaining Council members shall forthwith put out a call for applications.

8.5 Vacancy of Council Chair Position

In the event that the Chair position becomes vacant before the end of a term, if there is a Vice-Chair appointed, the Vice-Chair shall assume the role of Chair until such time as the Council convenes a meeting to elect a new Chair.

Article 9 - Removal from the Council

- 9.1 A Council member may be removed from the Council if the Council member:
- a] is absent from more than two regular meetings in any one year in which case they will be considered to have resigned unless an exception is granted by the Council, or
 - b] fails or refuses to adhere to these by-laws, the Act and regulations, the policies of the College, or the oath of office, or fails to fulfill Council duties.

- 9.2 If, while holding office, a Council member does not meet all of the eligibility requirements described in these by-laws, they shall immediately cease to be a member of the Council.
- 9.3 Any Council member under investigation or charged with an indictable offence must immediately provide notice to the CEO/Registrar.

Article 10 – Council Meetings

- 10.1 Regular, special and emergency Council meetings may be called by the Chair and shall be held in accordance with these by-laws and Council policy.
- 10.2 A minimum of four (4) regular meetings of the Council shall be held per year at a time, location and in a manner as determined by the Council.
- 10.3 The Chair may convene a special meeting of the Council at any time. Such business as is stated in the notice of the meeting shall only be considered.
- 10.4 A meeting of the Council shall be held, following the annual general meeting, at a time, location and in a manner as determined by the Council.
- 10.5 Written notice of meetings of the Council, stating the business to be transacted, and whether the meeting is to take place in person or by virtual means, shall be given to each Council member not less than fourteen (14) calendar days before the meeting. Notice of any meeting or any irregularity in any meeting notice may be waived by any Council member.
- 10.6 A resolution in writing signed by all Council members shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

Article 11 – Annual and Special General Meetings

11.1 Annual General Meeting

The College shall hold an annual general meeting in each calendar year. The meeting shall be held at such a date, time and place as may be determined by the Council and may be held in person or by virtual means as determined by the Council. The agenda shall be set by the Council.

11.2 Special General Meeting

A special general meeting may be called in accordance with subsections 25(2) and 25(3) of the Act.

11.3 Notice of General Meetings

Notice setting out the business for an annual general or special general meeting shall be published not less than thirty (30) days before the meeting is to take place. The notice shall state whether the meeting will be held in person or by virtual means.

11.4 Quorum at General Meetings

- a] A majority of the regulated members who are present and eligible to vote at the meeting shall be needed for the adoption of any business, unless otherwise stated in these by-laws.
- b] A quorum for any annual general meeting or special general meeting of the College shall be the number of regulated members who are eligible to vote who are in attendance at the meeting either in person or electronically.

11.5 Scrutineers at General Meetings

- a] Before any vote is taken at a general meeting, the meeting Chair shall appoint scrutineers, who are not voting members of the College.
- b] The Chair shall name a head scrutineer and provide them with the total number of eligible voters at the meeting.
- c] In the event of a ballot vote, the scrutineers shall distribute, collect and count the ballots and report the results in writing to the Chair.

11.6 Voting at Annual General and Special General Meetings

- a] At each annual general or special general meeting of the College, the voting body shall consist of the regulated members who are in good standing, and who are in attendance at the meeting, and each such member shall be entitled to one vote.
- b] As evidence of entitlement to vote, regulated members are required to present their registration number and identification in the form and manner directed by Council policy.

- c] Voting shall be by a show of hands for those who are present and voting in the room, and by electronic voting for those who are present and voting online, provided that at any time before a vote is taken, the Chair may order, or a member with the right to vote may move, that a ballot vote be held.
- d] In any voting by a show of hands, the Chair, with the assistance of the scrutineers, if necessary, shall make such count of the votes given by a show of hands as they may consider necessary and shall decide the results. The Chair's decision shall be final.
- e] In the event of a tie vote, either by show of hands, electronic voting or ballot vote, the Chair of the meeting shall cast the deciding vote.
- f] Regulated associate members shall be entitled to voice at any annual general or special general meeting of the College but shall not be entitled to vote.

Article 12 – Duties of Officers

12.1 The Chair

- a] The Chair shall preside at all meetings of the Council and the annual general or special general meetings, within the term elected. The Chair shall see that all orders and resolutions of the Council are carried into effect.
- b] The Chair shall submit a report for the year to the College members at the annual general meeting, and report to the Council matters which in the interest of the College may be required to be brought to the Council's attention.
- c] Any Council member may, by delegation from the Chair or by leave of the Council, fulfill the Chair's duties in their absence.

12.2 The Vice-Chair

- a] The Vice-Chair is voted by and from the Council when required by the Council.
- b] The Vice-Chair works under the direction of the President.
- c] The Vice-Chair performs the duties in the absence or inability of the President, unless those duties have been delegated or assigned to another Council member under 13.1 c].
- d] The Vice-Chair performs such duties as may be assigned by the President or the Council.

12.3 The CEO/Registrar

- a] The CEO/Registrar shall be appointed by and responsible to the Council.
- b] The CEO/Registrar shall:
 - i. be an ex officio, non-voting member of the Council
 - ii. be an ex officio, non-voting member of the College, and
 - iii. be an ex officio, non-voting member of all committees of the College with the exception of the Complaints Investigation Committee and the Inquiry Committee.
- c] The CEO/Registrar shall act as treasurer of the College. Duties shall include:
 - iv. keeping all records of the College, including a record of all meetings of the College and of the Council
 - v. issuing all notices required by statute, by these by-laws, or by resolution of the Council, and
 - vi. having custody of the seal of the College.
- e] The CEO/Registrar is authorized to prescribe such forms, certificates or other documents as may be required for the purposes of the Act, regulations, or these by-laws.
- f] The CEO/Registrar may appoint any other staff necessary to perform the work of the College. The CEO/Registrar shall set out the duties and remuneration for these staff in accordance with the policies and guidelines set by the Council.

Article 13 – Fees

13.1 Fees for Registration and Certificates of Practice

- a] Fees payable by applicants and members for registration and certificates of practice shall be set by the Council from time to time.
- b] Fees payable by applicants and members for registration and certificates of practice shall be paid upon filing the application for registration or a certificate of practice with the College.
- c] Should an application for registration or a certificate of practice be withdrawn, the College shall retain a processing fee as determined by the Council.
- d] The fees payable to the College for registration and certificates of practice shall exclude the fees required for the registrant to obtain liability insurance or protection that

complies with the requirements in the Act.

13.2 Notice of Fees

- a] The College shall provide notice of a change in any fee for the renewal of a certificate of practice at least 60 days before the change takes effect.
- b] The College shall publish a fee schedule, as determined by Council.

13.3 Interest

- a] All costs and fines ordered by the Complaints Investigation Committee, Inquiry Committee, or the Council may be subject to interest, at a rate determined by the Council.

Article 14 – Registration and Certificates of Practice

14.1 Expiry

The certificates of practice of regulated members shall expire at midnight on November 30 of each year.

14.2 Applications for Renewal

- a] The College shall accept applications from regulated members from September 1 to October 31 of each year for the renewal of their certificates of practice.
- b] To renew a certificate of practice, a regulated member must, before November 1:
 - i. submit an accurate and complete application for the renewal of their certificate of practice, in accordance with the Act, regulations and these by-laws, in the manner and form prescribed by the CEO/Registrar, and
 - ii. have paid all outstanding money owed to the College or have made reasonable arrangements satisfactory to the CEO/Registrar to pay outstanding money owed to the College.

Article 15 – Health Professions Corporations

15.1 Applications

- a] An application for an initial permit or renewal of a permit for a Health Profession Corporation shall be made in accordance with Council policy for Health Profession Corporations.

- b] An application for an initial permit by a Health Profession Corporation shall be subject to applicable fees.
- c] Applications and fees for renewals of Health Profession Corporation permits must be received by the CEO/Registrar at least 30 days prior to the permit expiration date.

15.2 Notice of Change

- a] A Corporation appearing on the Health Profession Corporation Registry shall give notice to the CEO/Registrar within 30 days of:
 - i. any change of name
 - ii. any change in directors
 - iii. any change in officers
 - iv. any change in voting shareholders
 - v. any change in non-voting shareholders, or
 - vi. any change of address, telephone number, or email address.

Article 16 - Committees

16.1 The Council shall establish the following standing committees:

- a] Education Approval Committee:

The Council shall establish a standing committee for the purpose of reviewing and making recommendations to the Council on the approval of practical nursing education programs.

- b] Governance Committee

The Council shall establish a standing committee for the purpose of monitoring and advising the Council on financial matters and the achievement of end statements, and for the purpose of screening and recommending Council member appointments.

- c] Complaints Investigation Committee

The Council shall establish a standing committee for the purposes of administering the statutory duties of a Complaints Investigation Committee in of Part 8 of the Act.

- d] Inquiry Committee

The Council shall establish a standing committee for the purposes of administering the statutory duties of an Inquiry Committee in Part 8 of the Act.

16.2 Committee Meetings

The procedures to be followed at committee meetings and voting rights shall be in accordance with such policies as determined by the Council.

16.3 Term of Office

The term of office of committee members, the revocation of committee membership and appointment of members to fill vacancies on committees shall be in accordance with such policies as determined by the Council.

16.4 Duties and Functions

All committees shall perform duties and functions in accordance with the Act, the regulations and the terms of reference set by the Council.

16.5 Composition and Eligibility

- a] The composition of each Council committee shall be in accordance with the Act, the regulations and the terms of reference set by the Council.
- b] Eligibility for membership on a Council committee shall be in accordance with the Act, the regulation and the terms of reference set by Council, but shall include the eligibility requirements for membership on the College Council specified in Article 4 of these by-laws.

16.6 Special Committees and Ad Hoc Committees

- a] Special Committees may be appointed by the Council at any time to carry out the objectives of the College and may be dissolved by a motion of the Council.
- b] Ad Hoc Committees may be appointed by the Council for a specific purpose on precise terms of reference which state that the committee shall cease to function upon completion of the specific task.
- c] The Council shall, for all Special Committees or Ad Hoc Committees, establish:
 - i. terms of reference
 - ii. membership and terms of office
 - iii. chairperson, and
 - iv. budget allocation.

Article 17 - Miscellaneous

17.1 Notice

- a] Whenever, under these by-laws, notice or other documents are required to be given by the College, such notice or other documents shall be held to be given at the time when the same are either published online, sent electronically, served in person, or five days after being posted by mail.
- b] In the event that notice or other documents are sent both electronically and by mail, the earliest date is considered the date the notice was given.
- c] For the purpose of sending any notice or other documents by any means, the address utilized shall be as recorded on the registers or books of the College.

17.2 Code of Ethics

- a] The Council will adopt a code of ethics governing the ethical conduct of members of the College.
- b] The Council shall provide members a minimum of 30 days to review and comment on any proposed code of ethics before the code of ethics takes effect.

17.3 Appeals

- a] A person who has not submitted a complete application in accordance with the Act, the regulations and these by-laws, in the manner and within the timelines prescribed by the College, and along with the fees, and the documentation, evidence, and information required to demonstrate eligibility for registration, a certificate of practice or a Health Profession Corporation Permit from the College, has not applied.
- b] Any person who has not applied is not entitled to a decision on the application and under section 38 of the Act has no standing to appeal.

Article 18 – Parliamentary Authority

- 18.1 The most recent edition of Robert's Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these by-laws.

Article 19 – Amendment

- 19.1 These by-laws may be amended under the terms set forth in the Act.