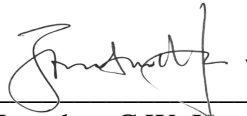


**RESOLUTION OF THE BOARD OF THE COLLEGE OF TRADITIONAL CHINESE
MEDICINE PRACTITIONERS AND ACUPUNCTURISTS OF BRITISH COLUMBIA
MADE THE 9th DAY OF DECEMBER, 2017 AT VANCOUVER, BRITISH COLUMBIA**

RESOLVED THAT, in accordance with the authority established in section 19(1) of the *Health Professions Act*, and subject to the approval of the Lieutenant Governor in Council, where required by the *Health Professions Act*, the Board amends the Bylaws of the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia, as indicated in the Schedule attached to this Resolution.

CERTIFIED A TRUE COPY



Jonathan C.W. Ho
Registrar & CEO

SCHEDULE

The bylaws of the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia made under the authority of the *Health Professions Act* are amended as follows:

1. Section 1, Part I and Part II are repealed and the following substituted:

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December 9, 2017

Definitions

1. In these bylaws:

“Act” means the *Health Professions Act*;

“appointed board member” means a member of the board appointed by the Minister of Health and Minister Responsible for Seniors under section 17(3)(b) of the Act;

“ballot” means an electronic ballot or a paper ballot;

“board” means the board of the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia;

“chair” means the chair of the board elected under section 13 of the Act;

“Code of Ethics” means the Code of Ethics set out in Schedule “A”;

“college” means the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia established by the Regulation;

“deliver”, with reference to a notice or other document, includes mail to or leave with a person, deposit in a person’s mailbox or receptacle at the person’s residence or place of business, or transmit to the person’s electronic mail address or specific form of delivery required by the College;

“elected board member” means a member of the board elected under section 17(3)(a) of the Act;

“examination” means theoretical or clinical examination, given orally or in writing, or by computer, or a practical examination, or any combination of these, and includes a supplementary examination;

“good standing” means in respect of a registrant that his or her registration is not suspended, cancelled, or otherwise restricted or limited by section 20(2.1) or (3), 32.2(4)(b), 32.3(3)(b), 33(2), 35, 36, 37.1, 39 or 39.1 of the Act;

“personal information” means personal information as defined in Schedule 1 of *the Freedom of Information and Protection of Privacy Act*;

“professional misconduct of a sexual nature” means conduct by a registrant towards a patient that constitutes:

- (a) sexual intercourse or another form of physical sexual relations,
- (b) touching of a sexual nature, or
- (c) behavior or remarks of a sexual nature,

but does not include touching, behavior and remarks by the registrant towards the patient that are of a clinical nature appropriate to the service being provided;

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“professional association” means an association or similar type of organization which represents, acts as an agent for and/or otherwise advocates for the interests of TCM practitioners and acupuncturists;

“public representative” means a person who is not a registrant or former registrant or who has no close family or business relationship with a registrant or former registrant and includes an appointed board member;

“record” means a record as defined in Schedule 1 of the *Freedom of Information and Protection of Privacy Act*;

“Regulation” means the Traditional Chinese Medicine Practitioners and Acupuncturists Regulation;

"respondent" means a registrant named in a citation under Section 37 of the Act;

“special resolution” is a resolution that requires a $\frac{3}{4}$ vote of those persons present and eligible to vote at a meeting;

“Standards of Practice” means the Standards of Practice set out in Schedule “B”;

“supervision” means that the supervised person must only practice under the review of a registrant in accordance with directions by the College; and

"vice-chair" means the vice-chair of the board elected under section 13.

PART I: BOARD OF THE COLLEGE

Composition of Board

2. (1) The board consists of six elected board members and the appointed board members.
- (2) At least one of the elected board members must be elected from the province of British Columbia outside the Lower Mainland.

Electoral Districts

3. (1) The province of British Columbia shall be divided into 2 electoral districts: Lower Mainland; and the province of British Columbia outside the Lower Mainland.
- (2) The board may change the boundaries of an electoral district by special resolution.

Eligibility for Election

4. (1) Subject to section 9, a registrant is eligible for election to the board if he or she
 - (a) resides in the electoral district in which he or she is nominated,
 - (b) is a full registrant in good standing,

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- (c) is not indebted to the college for any outstanding fee, debt, or levy,
- (d) does not hold a position that would give rise to a conflict of interest with his or her obligations as a board member to the College, if elected,
- (e) provides an undertaking not to seek or accept a position that would give rise to a conflict of interest with his or her obligations as a board member to the College, if elected,
- (f) refrains from publishing election material that is inconsistent with the duties and obligations of board members under their oath of office,
- (g) is able to communicate in English,
- (h) within the six years preceding the election
 - (i) has not had his or her certificate of registration suspended and/or cancelled for any other reason than non-payment of fees, and
 - (ii) has not had his or her certificate of registration otherwise restricted or limited by terms, limits or conditions of a consent undertaking under section 36 of the Act for a serious matter, a consent undertaking under section 37.1 of the Act, or an order under sections 35, 39 or 39.1 of the Act.
- (2) The prohibitions in section 4(1)(h) do not apply to any term, limit, restriction, suspension or cancellation designed to accommodate a disability within the meaning of the Human Rights Code.

Eligibility to Vote in an Election

5. A full registrant in good standing is eligible to vote in an election to the board.

Nomination Procedure

6. (1) At least 120 days prior to the expiry of the term of office, the registrar must notify every registrant in the applicable district(s) of the date of an election and provide information about the nomination and voting procedure.
- (2) Any full registrant in good standing may nominate for office one registrant.
- (3) The nomination must be received at least 90 days prior to the expiry of the term of office.
- (4) The registrar must disqualify any nominee who is not eligible for election and must notify in writing the nominee and the board of the reasons for disqualification.

Election Procedure

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7. (1) The registrar must prepare and deliver a ballot to each registrant eligible to vote in an election at least 60 days prior to the expiry of the term of office.
- (2) Each registrant who is eligible to vote is entitled to one ballot and may cast one vote for each member to be elected.
- (3) A ballot must not be counted unless it is received by the registrar at least 30 days prior to the expiry of the term of office and is cast in compliance with the voting method determined by the board.
- (4) In the event of a service or technical interruption of an electronic voting method, the registrar may extend the deadline to accommodate for the interruption.
- (5) The person who receives the most votes for each position is elected.
- (6) In the case of a tie vote, the registrar must determine the successful candidate by random draw.
- (7) The registrar must supervise and administer all board elections and may establish procedures, consistent with these bylaws, for that purpose.
- (8) The registrar is the sole arbiter of any irregularity or dispute with respect to any nomination, ballot or election, and his or her decision is final.
- (9) Where the number of nominees is less than or equal to the number of positions in an electoral district the registrar must declare the nominees to be elected by acclamation.
- (10) Where the number of nominees is less than the number of positions in an electoral district the board may fill the remaining positions pursuant to section 11.

Election Results

8. As soon as possible following the counting of ballots, the registrar must publish the election results on the college website.

Term of Office

9. (1) The term of office for an elected board member is 3 years, commencing on January 1 of each year.
- (2) Subject to subsection (4), an elected board member must not hold office as an elected board member for more than 6 consecutive years.
- (3) The maximum period under subsection (4) does not include the time spent by a board member appointed to fill a vacant board position.
- (4) An elected board member who has held office for a period of 6 consecutive years is not eligible to be elected in an election until at least 2 years have elapsed since the expiry of his or her last term in office.

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- (5) An elected board member may not be a director or officer of a traditional Chinese medicine professional association and may not hold any position which would cause the elected board member to have a conflict of interest by virtue of having competing fiduciary or other obligations to both the College and another organization.
10. An elected board member ceases to hold office upon
- (a) delivery of a notice of resignation in writing to the registrar,
 - (b) the date he or she ceases to be a registrant in good standing,
 - (c) the date he or she accepts a position as a director or officer of a traditional Chinese medicine professional association,
 - (d) removal from office by special resolution of the board, or
 - (e) death of the registrant.

Vacancy

11. The board may fill a vacancy of an elected board position by majority vote of the remaining board members until the unexpired portion of the vacated term.

Remuneration of Board Members

12. (1) Board members are entitled to be
- (a) remunerated for time spent on business of the college, in the amount approved by the board from time to time, and
 - (b) reimbursed by the college for reasonable expenses necessarily incurred in connection with college business.
- (2) The amount of remuneration approved for the chair of the board may be different from the amount of remuneration approved for all other board members.

Board Chair and Vice-Chair

13. (1) The members of the board must elect a chair and a vice-chair by a majority vote for a 1 year term.
- (2) The chair must
- (a) preside at all meetings of the board and be an ex-officio member of all committees

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- (b) sign all certificates, diplomas and other instruments executed on behalf of the college as required, and
- (c) sign the minutes of each meeting after they are approved by the board.
- (3) The vice-chair must perform the duties of the chair in the absence of the chair.
- (4) In the absence of both the chair and the vice-chair, an acting chair for a board meeting must be elected by a majority vote of the board members present.

Board Meetings

- 14. (1) The board must meet at least 4 times in each fiscal year and must provide reasonable notice of board meetings to registrants.
- (2) The board may meet and conduct business by electronic means, telephone or video conference.
- (3) Meetings of the board must be called by the registrar at the request of either the chair or any 3 board members.
- (4) The registrar must ensure that minutes are taken at each meeting and are retained on file.
- (5) A majority of the board members constitutes a quorum.
- (6) Upon request by a registrant or a member of the public, the registrar must provide
 - (a) details of the time and place of a board meeting,
 - (b) a copy of the agenda, and
 - (c) a copy of the minutes of any preceding open meeting.
- (7) Subject to subsection (8), meetings of the board must be open to registrants and to the public.
- (8) The board may exclude any person from any part of a meeting if it is satisfied that
 - (a) financial, personal or other matters may be discussed of such a nature that the interests of any affected person or the public in avoiding public disclosure outweighs the desirability of transparency,
 - (b) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced,
 - (c) personnel matters or property acquisitions will be discussed,
 - (d) the contents of examinations will be discussed,
 - (e) communications with the Office of the Ombudsman will be discussed,

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- (f) instructions will be given to or opinions received from legal counsel for the college, the board, or committees, or
- (g) the person is acting in such a way as to prevent the board from conducting the meeting.
- (9) Any exclusion of person from a meeting must be noted in the minutes with the reason for the exclusion.
- (10) In the case of an equality of votes the proposed resolution shall not pass.
- (11) Except as otherwise provided for in the Act, the Regulation, or these bylaws, the most recent edition of *Robert's Rules of Order* governs the procedures at meetings of the board.

Extraordinary Board Meetings

- 15. (1) Where necessary to conduct urgent business, the registrar or the chair may call an extraordinary board meeting without providing notice to the registrants or the public.
- (2) A written resolution signed by all board members at an extraordinary board meeting is valid and binding and has the same effect as if passed at a meeting of the board.

Committees

- 16. (1) A registrant appointed to a committee
 - (a) must be a full registrant in good standing,
 - (b) may serve a term determined by the board not exceeding 3 years, and
 - (c) may not serve more than 2 consecutive terms.
- (2) The board must designate a committee chair from among the members of the committee.
- (3) Each committee must submit an annual report of its activities to the board.
- (4) The registrar is an ex-officio member of every committee.
- (5) A committee member may resign by delivering a notice in writing to the registrar.
- (6) A committee member may be removed by a majority vote of the board.

Registration Committee

- 17. (1) The registration committee is established consisting of at least 6 members appointed by the board.
- (2) The registration committee must include at least 2 public representatives, at least 1 of whom must be an appointed board member.

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- (3) The registration committee is responsible for carrying out the duties prescribed to it under section 20 of the Act.

Inquiry Committee

- 18. (1) The inquiry committee is established consisting of at least 6 members appointed by the board.
- (2) The inquiry committee must include at least 3 public representatives, at least 1 of whom must be an appointed board member.
- (3) No person may sit on the inquiry committee while a member of the discipline committee.
- (4) The inquiry committee is responsible for carrying out the duties prescribed to it under Part 3 of the Act.

Discipline Committee

- 19. (1) The discipline committee is established consisting of at least 6 members appointed by the board.
- (2) The discipline committee must include at least 2 public representatives.
- (3) No person may sit on the discipline committee while a member of the inquiry committee.
- (4) The discipline committee is responsible for carrying out the duties prescribed to it under Part 3 of the Act.

Quality Assurance Committee

- 20. (1) The quality assurance committee is established consisting of at least 6 members appointed by the board.
- (2) The quality assurance committee must include at least 2 public representatives.
- (3) The quality assurance committee is responsible for carrying out the duties prescribed to it under Part 3 of the Act and for
 - (a) recommending standards of practice to the board for approval,
 - (b) recommending a quality assurance program to the board for approval, and
 - (c) recommending continuing competency requirements to the board for approval.

Patient Relations Committee

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21. (1) The patient relations committee is established consisting of at least 6 members appointed by the board.
- (2) The patient relations committee must include at least 2 public representatives.
- (3) The patient relations committee is responsible for establishing and maintaining a patient relations program that seeks to prevent professional misconduct of a sexual nature.

Education and Examination Committee

22. (1) The education and examination committee is established consisting of at least 9 members appointed by the board.
- (2) The education and examination committee must include at least 3 public representatives.
- (3) The education and examination committee is responsible for
 - (a) determining eligibility to write examinations,
 - (b) reviewing education programs,
 - (c) reviewing the programs listed in Schedule H for compliance with Schedule E, and
 - (d) reviewing and making recommendations to the board regarding
 - (i) approval of examinations, and
 - (ii) the amendment of Schedule E and Schedule H.

Finance Committee

23. (1) The finance committee is established consisting of at least 3 board members appointed by the board, and must include at least 1 public representative.
- (2) The finance committee is responsible for
 - (a) advising the board on the college's needs regarding financial administration, and on the financial implications of board and college decisions,
 - (b) recommending financial policies to the board,
 - (c) advising the board on issues relating to financial risk management and the board's oversight of
 - (i) the integrity and credibility of the college's financial statements and other disclosures,
 - (ii) the adequacy of the college's internal financial controls, and

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- (iii) the college's annual audit.
- (d) upon the board's request, reporting on any review, investigation, process, policy, or other matter relating to the financial affairs of the college.

Executive Committee

- 24. (1) The executive committee is established consisting of at least 3 members, including the board chair, the board vice chair, and the chair of the finance committee, and must consist of at least 1/3 appointed board members.
- (2) The executive committee may act on any matter related to the ongoing administration of the college and may exercise all the powers of the board except when the board is in session.
- (3) Acts of the executive committee are effective as acts of the board, unless varied or rescinded by the board.
- (4) The executive committee must take minutes of its proceedings and submit them to the board at the next board meeting.

Committee Panels

- 25. (1) The discipline committee, the inquiry committee, the registration committee, quality assurance committee, the patient relations committee, and the education and examination committee may meet in panels of 3 persons which must include at least 1 board member and 1 public representative.
- (2) The chair of a committee referred to in subsection (1) must appoint the members of a panel and must designate a chair of the panel.
- (3) A panel of a committee referred to in subsection (1) may exercise any power, duty, or function of that committee.
- (4) Section 14(2) to (5) and (10) apply to a committee panel meeting as if it were a board meeting.

Remuneration of Committee Members

- 26. (1) Committee members are entitled to be
 - (a) remunerated for time spent on business of the college, in the amount approved by the board from time to time, and
 - (b) reimbursed by the college for reasonable expenses necessarily incurred in connection with college business.
- (2) The amount of remuneration approved for the chair of the committee may be different from the amount of remuneration approved for all other committee members.

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PART II: COLLEGE ADMINISTRATION

Seal

27. (1) A seal for the College must be approved by the board.
- (2) The seal of the college must be affixed, by those persons designated by the board, to certificates of registration and such other documents as the board may direct by resolution.

Registrar

28. (1) The registrar is the chief executive officer of the College responsible for all administrative, human resource and operational matters, including the funds of the college and must
 - (a) establish and maintain such accounts with a chartered bank, trust company or credit union as the board determines necessary from time to time,
 - (b) unless otherwise directed by the board, submit at each board meeting a report of all revenues and expenditures since the last meeting,
 - (c) submit a report to the annual meeting of the College,
 - (d) submit a financial statement to the auditor immediately after the end of each fiscal year,
 - (e) keep the records and the college seal, and perform such other duties as required by the board, and
 - (f) establish forms for the purposes of the bylaws and require the use of such forms by registrants.
- (2) In the event of a vacancy in the office of the registrar, the board must appoint an acting registrar until the board appoints a successor.

Deputy Registrar

29. (1) The board may appoint a person to act as deputy registrar.
- (2) The deputy registrar must
 - (a) perform any duties assigned by the registrar, and
 - (b) in the event of the registrar's absence or inability to act, exercise the powers and perform the duties of the registrar.
- (3) The deputy registrar has the same authority as the registrar when he or she is acting on behalf of the registrar.

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Fiscal Year

30. The fiscal year of the college begins on the April 1 and ends on March 31 of the following year.

Payments and Commitments

31. (1) The registrar may approve payments and commitments for the purchase of goods and services up to \$5,000.
- (2) All payments and commitments by the college in excess of \$5,000 must be approved by the registrar and a board member designated by the board.

Borrowing Powers

32. The board may raise funds or borrow money in the name of the college, in any manner determined by the board, in order to carry out the purposes of the college.

Investments

33. Subject to sections 15.1 and 15.2 of the *Trustee Act*, the board or, at its discretion, the registrar, may, in the name of the college
- (a) invest funds of the college in any investments, and
- (b) change those investments.

Auditor

34. (1) The board must appoint a chartered professional accountant to be the auditor.
- (2) The registrar must submit the financial statement to the auditor within 60 days of the end of the fiscal year.
- (3) A copy of the auditor's report must be included in the annual report.

Legal Counsel

35. The board or the registrar may retain legal counsel to advise and assist in carrying out any power or duty under the Act, the Regulation, or these bylaws.

General Meetings

36. (1) The board

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- (a) may convene a general meeting by resolution of the board, and
 - (b) must convene a general meeting within 60 days after receipt by the registrar of a request for a meeting that is signed by at least 20% of all registrants eligible to vote and sets out an agenda of issues within the college's mandate.
37. (1) Not less than 45 days prior to the date of a general meeting, the registrar must post notice to the public of the meeting on the college website and must deliver notice of the general meeting to every registrant and every appointed board member.
- (2) Notice of a general meeting must include
- (a) the place, day and time of the meeting,
 - (b) the general nature of the business to be considered at the meeting,
 - (c) any resolutions proposed by the board, and
 - (d) the form of proxy required by the college.
- (3) Accidental omission of delivery of notice of a meeting to, or the non-receipt of a notice of a meeting by any registrant or board member does not invalidate proceedings at that meeting.
- (4) General meetings must be open to the public.
- (5) In the absence of both the chair and the vice-chair of the board, the board members present shall elect a board member as acting chair by majority vote.
- (6) A quorum for a general meeting is 50 registrants.
- (7) No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.
- (8) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present.
- (9) If, within 30 minutes from the time appointed for the commencement of a general meeting or from any time during a general meeting when a quorum is not present, the meeting must be adjourned.
- (10) Where a general meeting is adjourned, notice of the rescheduled general meeting must be delivered as specified in subsections (1) and (2).
- (11) Except as these bylaws otherwise provide, the most recent edition of *Robert's Rules of Order* governs the procedures at general meetings.

Resolutions Proposed by Registrants

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38. (1) Not less than 30 days prior to a general meeting, any 10 registrants may deliver a written notice to the registrar requesting the introduction of a resolution on a matter within the mandate of the college.
- (2) Not less than 14 days prior to the date of that meeting, the registrar must deliver to each registrant a copy of a resolution received under subsection (1).

Voting at General Meetings

39. (1) A registrant in good standing is eligible to vote at a general meeting if he or she is
- (a) a full registrant, or
 - (b) a non-practicing registrant.
- (2) A registrant present at a meeting and eligible to vote pursuant to subsection (1) is entitled to one vote and the chair of the meeting, where the chair is a registrant, is entitled to one vote.
- (3) Voting must be by show of hands for all non-contentious matters as determined by the chair of the meeting and must otherwise be by ballot.
- (4) In case of a tie vote on a resolution, the proposed resolution shall not pass.
- (5) A registrant entitled to vote at a general meeting may appoint another registrant as his or her proxy for that meeting and the proxy holder has the same rights as the registrant who appointed him or her.
- (6) A proxy must be in the form required by the college and must be delivered to the registrar not less than 6 days prior to the general meeting.
- (7) A proxy may be revoked by the registrant in writing not less than 2 days prior to the date of a general meeting.
- (8) A proxy holder must not vote more than 3 proxies.

Annual General Meeting

- 39.1 (1) An annual general meeting of the registrants must be held at least once in every calendar year in British Columbia, at a time and place determined by the board.
- (2) The following matters must be considered at an annual general meeting:
- (a) financial statements;
 - (b) the report of the board; and
 - (c) the report of the auditor, if any.

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- (3) The provisions governing general meetings in sections 36 to 38 apply to an annual general meeting.

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Definitions

1. In these ~~Bylaws,~~bylaws:

“Act” means the *Health Professions Act*;

“appointed board member” means a member of the board appointed by the Minister of Health and Minister Responsible for Seniors under section 17(3)(b) of the Act;

“ballot” means an electronic ballot or a paper ballot;

“board” means the board of the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia;

“chair” means the chair of the board elected under section ~~11 of~~13 of the Act;

“Code of Ethics” means the Code of Ethics set out in Schedule “A”;

“college” means the College of Traditional Chinese Medicine Practitioners and Acupuncturists of British Columbia established by the Regulation;

“deliver”, with reference to a notice or other document, includes mail to or leave with a person, ~~or~~ deposit in a person’s mailbox or receptacle at the person’s residence or place of business, or transmit to the person’s electronic mail address or specific form of delivery required by the College;

-“elected board member” means a member of the board elected under section 17(3)(a) of the *Act*;

“examination” means theoretical or clinical examination, given orally or in writing, or by computer, or a practical examination, or any combination of these, and includes a supplementary examination;

“good standing” means in respect of a registrant that his or her registration is not suspended, cancelled, or otherwise restricted or limited by section 20(2.1) or (3), 32.2(4)(b), 32.3(3)(b), 33(2), 35, 36, 37.1, 39 or 39.1 of the Act;

“personal information” means personal information as defined in Schedule 1 of *the Freedom of Information and Protection of Privacy Act*;

“professional misconduct of a sexual nature” means conduct by a registrant towards a patient that constitutes:

(a) sexual intercourse or another form of physical sexual relations,

(b) touching of a sexual nature, or

(c) behavior or remarks of a sexual nature,

but does not include touching, behavior and remarks by the registrant towards the patient that are of a clinical nature appropriate to the service being provided;

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“professional association” means an association or similar type of organization which represents, acts as an agent for and/or otherwise advocates for the interests of TCM practitioners and acupuncturists;

“public representative” means a person who is not a registrant or former registrant or who has no close family or business relationship with a registrant or former registrant and includes an appointed board member.;

“record” means a record as defined in Schedule 1 of the *Freedom of Information and Protection of Privacy Act*;

~~“regulation~~Regulation” means the Traditional Chinese Medicine Practitioners and Acupuncturists Regulation;

"respondent" means a registrant named in a citation under Section 37 of the *Health Professions Act*;

“special resolution” is a resolution, ~~which that~~ requires a ¾ vote of those persons present and eligible to vote at a meeting;

“Standards of Practice” means the Standards of Practice set out in Schedule “B”;

“supervision” means that the supervised person must only practice under the review of a registrant in accordance with directions by the College; and

"vice-chair" means the vice-chair of the board elected under section ~~44~~13.

PART I: BOARD OF THE COLLEGE

~~First Board~~

~~1.1 (1) Despite section 1, for the purposes of Part 1 of these bylaws,~~

~~(a) “appointed board member” includes a person appointed under section 17(2)(a) of the Act, to represent the public on the first board, and~~

~~(b) “elected board member” includes a person appointed under section 17(2)(a) of the Act to represent the health profession on the first board.~~

~~(2) This section is repealed 90 days following the first election referred to in section 17(2)(a) of the Act.~~

Composition of Board

2. (1) The board consists of six elected board members and the appointed board members.

(2) At least one of the elected board members must be elected from the province of British Columbia outside the Lower Mainland.

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Electoral Districts

3. (1) The province of British Columbia shall be divided into 2 electoral districts: Lower Mainland; and the province of British Columbia outside ~~of the~~ Lower Mainland.
- (2) The board may change the boundaries of an electoral district by ~~a~~ special resolution.

Eligibility for Election

4. (1) ~~A~~ Subject to section 9, a registrant is eligible for election to the board if he or she
 - ~~(a) the registrant is resident~~ (a) _____ resides in the electoral district ~~for in~~ which he or she is nominated;
 - ~~the~~ (b) _____ is a full registrant in good standing,
 - ~~(c) is not in default~~ (c) is not indebted to the college for any outstanding fee, debt, or levy,
 - ~~(d) does not hold a position that would give rise to a conflict of payment~~ (d) does not hold a position that would give rise to a conflict of interest with his or her obligations as a board member to the College, if elected,
 - ~~(b) (e) _____ provides an undertaking not to seek or accept a position that would give rise to a conflict of any moneys prescribed in~~ (e) _____ provides an undertaking not to seek or accept a position that would give rise to a conflict of interest with his or her obligations as a board member to the Bylaws; College, if elected,
 - ~~(f) refrains from publishing election material that is inconsistent with the registrant's duties and obligations of board members under their oath of office,~~
 - ~~(g) is able to communicate in English,~~
 - ~~(h) within the six years preceding the election~~
 - ~~(e)(i) has not had his or her certificate of registration has not been revoked or suspended in the six years preceding the date of the election and/or cancelled for any other reason other than non-payment of fees; and~~
 - ~~(d) the registrant is the holder of a~~ (i) has not had his or her certificate of registration and the certificate is not subject to a term, condition, or limitation arising from an incapacity,
 - ~~(e) incompetence, otherwise restricted or professional misconduct limited by terms, limits or conditions of a consent undertaking under section 36 of the Act for a serious matter;~~
 - ~~(f)(ii) the registrant has not been the subject of, a finding consent undertaking under section 37.1 of professional misconduct, incompetence or incapacity in the four years preceding the date the Act, or an order under sections 35, 39 or 39.1 of the election; and Act.~~

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- (2) The prohibitions in section 4(1)(h) do not apply to any term, limit, restriction, suspension or cancellation designed to accommodate a disability within the meaning of the Human Rights Code.

Eligibility to Vote in an Election

5. A full registrant in good standing is eligible to vote in an election to the board.

Nomination Procedure

56. (1) At least 120 days prior to the expiry of the term of office, the registrar must notify every registrant in the applicable district(s) of the date of an election and provide information about the nomination and voting procedure.
- (2) Any full registrant in good standing may nominate for office one registrant in good standing with the nominee's consent and in accordance with the College nomination procedure.
- (2) (3) The nomination must be received at least 90 days prior to the expiry of the term of office.
- (3) (4) The registrar must disqualify any nominee whose nomination or who is not eligible for election contravenes the Act, the regulations, the bylaws, or the procedures, or who does not meet the requirements of Section 4. The registrar will and must notify in writing the nominee and the board of the reasons for disqualification in writing and report the disqualification with reasons to the board.

Election Procedure

6. 7. (1) The registrar must prepare and provide by regular mail, facsimile or electronic mail deliver a ballot to each registrant eligible to vote in an election ballot not less than at least 60 days prior to the expiry of the term of office.
- (2) Each registrant will be who is eligible to vote is entitled to one ballot and may cast one vote for each member to be elected on such ballot.
- (2) (3) A ballot must not be counted unless it is received by the registrar at least 30 days prior to the expiry of the term of office and is contained in a sealed envelope or is casted by secure and confidential electronic ballot. In the event of a service or technical interruption of the electronic voting method, the registrar may extend the deadline until such time as is reasonable to accommodate for the interruption. cast in compliance with the voting method determined by the board.
- (4) In the event of a service or technical interruption of an electronic voting method, the registrar may extend the deadline to accommodate for the interruption.
- (3) (5) The person receiving who receives the most votes for each position is elected.
- (4) (6) In the case of a tie vote, the registrar must determine the successful candidate by random draw.

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- ~~(5)~~ (7) The registrar must supervise and administer all board elections and may establish procedures, consistent with these bylaws, for that purpose.
- ~~(6)~~ In(8) ~~The registrar is~~ the events sole arbiter of any irregularity or dispute with respect to any nomination, ballot or election, ~~the registrar will be the sole arbitrator thereof,~~ and his or her decision is final.
- ~~(7)~~ (9) Where the number of nominees is less than or equal to the number of positions in an electoral district the registrar ~~will~~must declare the nominees to be elected by acclamation.
- ~~(8)~~ (10) Where the number of nominees is less than the number of positions in an electoral district the board ~~will appoint registrants as available~~may fill the remaining positions pursuant to section 11.
- ~~(9)~~ ~~Where the difference between the votes received by the two leading candidates for a position is 5% or less of the total votes cast, either candidate may request a recount of the votes.~~
- ~~(10)~~ ~~A recount may only be requested within 10 days of the date the candidates are notified of the final results of the election.~~
- ~~(11)~~ ~~The registrar must not authorize destruction of the ballots prior to 31 days after the candidates are notified of the results of an election or recount~~

Election Results

- ~~6.1~~ ~~(1)8.~~ As soon as possible following the counting of ballots, the registrar ~~shall~~
- ~~(a)~~ ~~notify each candidate of the results of~~must publish the election ~~and of results on~~ the procedure for recount; and college website.
 - ~~(b)~~ ~~notify all members of the results of the election and provide the names and biographies of the members elected or acclaimed to the board by publishing the information in the next issue of the College publication.~~

Terms

Term of Office

- ~~79.~~ (1) The term of office for an elected board member ~~commences at the first regular meeting of the board after the election of the board member.~~
- ~~(2)~~ ~~The term of office for an elected board member~~ is 3 years, commencing on January 1 of each year.
- ~~(3)~~ ~~Despite (2)~~ Subject to subsection (2), the terms of office for the elected board members ~~elected in 2010 are:~~
- ~~(a)~~ ~~two years for three positions, and~~
 - ~~(b)~~ ~~three years for three positions.~~

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- ~~(4) Subject to section 4,~~
- ~~(a)) an elected board member is eligible for re-election, but may must not hold office as an elected board member for more than 6 consecutive years, and.~~
- ~~(3) The maximum period under subsection (4) does not include the time spent by a board member appointed to fill a vacant board position.~~
- ~~(b) (4a) An elected board member who is ineligible under subsection (4) has held office for re-election is again a period of 6 consecutive years is not eligible for to be elected in an election after until at least two 2 years have elapsed since the expiry of his or her last term in office as an elected board member.~~
- ~~(5) An elected board member may not be a director or officer of a traditional Chinese medicine professional association and may not hold any position which would cause the elected board member to have a conflict of interest by virtue of having competing fiduciary or other obligations to both the College and another organization.~~
10. An elected board member may resign at any time by delivering ceases to hold office upon
- ~~(5) (a) delivery of a notice of resignation in writing to the registrar.~~
- ~~(6) The resignation of an elected board member shall take effect immediately upon delivery of a notice in writing to the registrar.~~
- ~~8. An elected board member may be removed (b) the date he or she ceases to be a registrant in good standing,~~
- ~~(c) the date he or she accepts a position as a director or officer of a traditional Chinese medicine professional association,~~
- ~~(d) removal from office by a special resolution of the board or the registrants at a general meeting in accordance with the provisions of section 37., or~~
- ~~(e) death of the registrant.~~

Vacancy

- ~~9. (1) Any 11. The board may fill a vacancy of an elected board position may be filled by a registrant from the same electoral district as majority vote of the outgoing remaining board member for the period of time members until the next scheduled board election by special resolution.~~
- ~~(2) An election must be held at the next scheduled board election to fill any vacant position unexpired portion of an elected board member for the remainder of the outgoing member's the vacated term where the time remaining is greater than 3 months.~~

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Remuneration of Board Members

- ~~1012.~~ (1) Board members are ~~equally~~-entitled to be
- (a) remunerated for time spent on business of the ~~College~~college, in the amount approved by the board from time to time, and
 - (b) reimbursed by the college for reasonable expenses necessarily incurred in connection with ~~the college~~ business of the College.
- (2) ~~Despite subsection (1)(a), the~~The amount of remuneration approved for the chair of the board may be different from the amount of remuneration approved for all other board members.

Board Chair and vice-chair~~Vice-Chair~~

- ~~113.~~ (1) The members of the board must elect a chair and a vice-chair by a majority vote for a 1 year term.
- (2) The chair must:
- (a) preside at all meetings of the ~~college and~~ board and ~~is~~be an ex-officio member of all committees;
 - (b) sign all certificates, diplomas and other instruments executed on behalf of the ~~College~~college as required, and
 - (c) sign the minutes of each meeting after they are approved by the board, ~~and~~
 - ~~(d) act in accordance with the requirements of his or her office in carrying out the duties and responsibilities of the board.~~
- (3) The vice-chair ~~will~~must perform the duties of the ~~Chair~~chair in the absence of the chair.
- (4) In the absence of both the chair and the vice-chair, an acting chair for a board meeting must be elected by a majority vote of the board members present.

Board Meetings

- ~~1214.~~ (1) The board must meet at least 4 times in each fiscal year and must provide reasonable notice of board meetings to registrants.
- ~~(2)~~ (2) The board may meet and conduct business by electronic means, telephone or video conference.
- ~~(3)~~ (3) Meetings of the board must be called by the registrar at the request of either the chair or any 3 board members.
- ~~(34)~~ (34) The registrar must ensure that minutes are taken at each meeting and are retained on file.

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~~(provide5)~~ A majority of the following to registrants or board members constitutes a quorum.

~~(6)~~ Upon request by a registrant or a member of the public on request, the registrar must provide

- (a) details of the time and place of a board meeting,
- (b) a copy of the agenda, and
- (c) a copy of the minutes of any preceding open meeting.

~~(4)~~ (7) Subject to subsection (58), meetings of the board must be open to registrants and to the public.

~~(58)~~ The board may exclude any person from any part of a meeting if it is satisfied that

- (a) financial ~~or~~ personal or other matters may be ~~disclosed~~ discussed of such a nature that the ~~desirability of interests of any affected person or the public in~~ avoiding public disclosure ~~of them in the interest of any person affected or in the public interest~~ outweighs the desirability of ~~adhering to the principle that meetings be open to the public~~ transparency,
- (b) a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced,
- (c) personnel matters or property acquisitions will be discussed,
- (d) the contents of examinations will be discussed,
- (e) communications with the Office of the Ombudsman will be discussed,
- (f) instructions will be given to or opinions received from legal counsel for the college, the board, or committees, or
- (g) the person is acting in such a way as to prevent the board from conducting the meeting.

~~(6)~~ ~~If the board excludes any~~ (9) Any exclusion of person from a meeting, ~~it must have its reasons for doing so~~ be noted in the minutes of with the reason for the meeting exclusion.

~~(7)~~ ~~The registrar must ensure that minutes are taken at each meeting and~~ (10) retained on file.

~~(8)~~ ~~A majority of the board members constitutes a quorum.~~

~~(9)~~ ~~In the case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he or she is entitled as a board member and the proposed resolution shall not pass.~~

~~(10)~~ ~~The board may meet and conduct business by mail, facsimile, electronic means, telephone or video conference connections, when some or all board members are unable to meet in person.~~

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- (11) Except as otherwise provided for in the Act, the ~~regulations~~Regulation, or these bylaws, the most recent edition of *Robert's Rules of Order* governs the procedures at meetings of the board.

Extraordinary Board Meetings

- ~~1315.~~ (1) Where necessary to conduct urgent business, the registrar or the chair may call an extraordinary board meeting without providing notice to the registrants or the public.
- (2) A written resolution signed by all board members at an extraordinary board meeting is valid and binding and ~~ofhas~~ the same effect as if ~~such resolution had been duly~~ passed at a meeting of the board.
- ~~(2) — Despite section 12(1), the registrar or the chair may call a meeting of the board without providing notice to the registrants where necessary to conduct urgent business.~~

Committees

- ~~1416.~~ (1) A ~~person~~registrant appointed to a committee ~~established under these bylaws~~
- (a) must be a full registrant in good standing,
- ~~(a)~~(b) may serve a term determined by the board not exceeding 23 years, and
- ~~(b)~~(c) is eligible for reappointment but may not serve more ~~then 3~~than 2 consecutive terms.
- ~~(2) — A committee member may be removed by a majority vote of the board.~~
- ~~(3)~~ (2) The board must designate a committee chair ~~and a committee vice chair~~ from among the members of the committee.
- ~~(4)~~ (3) Each committee must ~~annually~~ submit aan annual report of its activities to the board.
- ~~(5)~~ (4) The registrar is an ex-officio member of every committee.
- (5) A committee member may resign by delivering a notice in writing to the registrar.
- (6) A committee member may be removed by a majority vote of the board.

Registration ~~committee~~Committee

- ~~1517.~~ (1) The ~~Registration~~registration committee is established consisting of at least 6 members appointed by the board.
- ~~(2)~~ (2) The registration committee must include at least 2 public representatives, at least 1 of whom must be an appointed board member.

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- (3) The registration committee is responsible for carrying out the duties prescribed to it under section 20 of the Act.

Inquiry Committee

- ~~15.118.~~ (1) The inquiry committee is established consisting of ~~nine~~at least 6 members appointed by the board.
- (2) The inquiry committee must include at least ~~three~~3 public representatives, at least 1 of whom must be an appointed board member.
- (3) No person may sit on the inquiry committee while a member of the discipline committee.
- (2) (4) The inquiry committee is responsible for carrying out the duties prescribed to it under Part 3 of the Act.

Discipline Committee

- ~~1619.~~ (1) The ~~Discipline Committee~~discipline committee is established consisting of at least 6 members appointed by the board.
- (2) The discipline committee must include at least 2 public representatives, ~~at least 1 of whom must be an appointed board.~~
- (3) No person may sit on the discipline committee while a member of the inquiry committee.
- (2) (4) The discipline committee is responsible for carrying out the duties prescribed to it under Part 3 of the Act.

Quality Assurance Committee

- ~~1720.~~ (1) The ~~Quality Assurance Committee~~quality assurance committee is established consisting of at least 6 members appointed by the board.
- (2) The quality assurance committee must include at least 2 public representatives, ~~at least one of whom must be an appointed board member.~~
- (3) The quality assurance committee is responsible for ~~reviewing~~carrying out the duties prescribed to it under Part 3 of the Act and for
- (a) recommending standards of practice to ~~enhance~~the board for approval,
- (a) ~~(b)~~ recommending a quality of practice and to reduce incompetent, impaired or unethical practice among registrants.
- establishingassurance program to the board for approval, and ~~maintaining a~~

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- ~~(b)–(c) recommending continuing competency program to promote high standards of practice among registrants, and~~
- ~~(e) recommending criteria requirements to the board for the purpose of the continuing education requirement under section 57. approval.~~

Patient Relations Committee

- ~~1821.~~ (1) The patient relations committee is established consisting of at least 6 persons members appointed by the board.
- ~~(2) (2) The patient relations committee must include at least 2 public representatives, at least 1 of whom must be an appointed board member.~~
 - ~~(3)–(3) The patient relations committee must~~
 - ~~(a) establishis responsible for establishing and maintain procedures by which the college deals with complaints of professional misconduct of a sexual nature,~~
 - ~~(b) monitor and periodically evaluate the operation of procedures established under paragraph (a),~~
 - ~~(c) develop and coordinate, for the college, educational programs on professional misconduct of a sexual nature for registrants and the public as required,~~
 - ~~(d) establishmaintaining a patient relations program that seeks to prevent professional misconduct, including professional misconduct of a sexual nature,~~
 - ~~(e) develop guidelines for the conduct of registrants with their patients, and~~
 - ~~(f) provide information to the public regarding the college’s complaint and disciplinary process.~~
 - ~~(4)–For the purposes of this section, “professional misconduct of a sexual nature” means~~
 - ~~(a) sexual intercourse or other forms of physical sexual relations between the registrant and the patient,~~
 - ~~(b) touching, of a sexual nature, of the patient by the registrant, or~~
 - ~~(c) behaviour or remarks of a sexual nature by the registrant towards the patient; ——— but does not include touching, behaviour and remarks by the registrant towards the patient that are of a clinical nature appropriate to the service being provided.~~

Education and Examination Committee

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22. (1) The education and examination committee is established consisting of at least 9 ~~persons~~members appointed by the board.
- ~~(2)~~ (2) The education and examination committee must include at least 3 public representatives, ~~at least 1 of whom must be an appointed board member.~~
- ~~(3)~~ (3) The education and examination committee is responsible for
- (a) determining eligibility to write examinations,
 - (b) reviewing education programs.
 - ~~(b)(c)~~ (c) reviewing the programs listed in Schedule H for compliance with Schedule E,
and
 - ~~(b.1)~~ (b.1) reviewing programs proposed for inclusion in Schedule H, and
 - ~~(c)~~ (d) reviewing and making recommendations to the board regarding:
 - ~~(i)~~ (i) approval of examinations,
 - ~~(ii)~~ (i) approval of proposed programs, and
 - ~~(iii)~~ (ii) the amendment of Schedule E and Schedule H.

Finance ~~and administration committee~~Committee

- ~~2023.~~ (1) The finance ~~and administration~~ committee is established consisting of at least 3 board members appointed by the board, and must include at least 1 ~~appointed board member~~public representative.
- ~~(4)~~ (2) The finance ~~and administration~~ committee is responsible for
- ~~(a)~~ (a) managing the college's system of financial administration, including
 - ~~(i)~~ (i) accounting practices and systems, including classification of accounts,
 - ~~(ii)~~ (ii) internal control and auditing systems,
 - ~~(iii)~~ (iii) financial planning,
 - ~~(iv)~~ (iv) budgetary control,
 - ~~(v)~~ (v) ensuring the safekeeping of college assets, including assets held in trust,
 - ~~(vi)~~ (vi) managing college revenues, including receipt, recording and control of funds and deposit to accounts maintained by the board,
 - ~~(vii)~~ (vii) producing financial reports for the use of the board, and submitting a financial statement to the auditor immediately after the close of each fiscal year,

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- ~~(b)~~(a) advising the board on the college's needs of the college in regard to regarding financial administration, and on the financial implications of board and college decisions,
- (b) recommending financial policies to the board,
- (c) ~~advising the board on the application of legislative, regulatory and other financial requirements to the college, issues relating to financial risk management and the board's oversight of~~
 - (i) developing, establishing the integrity and administering, for the approval credibility of the board, financial policies, systems and procedures essential to the college's financial administration statements and other disclosures,
 - ~~(d) the adequacy of the college, and~~
 - (ii) overseeing the organization, staffing and training of college's internal financial staff controls, and
 - (iii) the college's annual audit.
- ~~(e)~~(d) upon the board's request, reporting on any review, investigation, process, policy, or other matter relating to the financial affairs of the college.

Executive Committee

- ~~2124.~~ (1) The executive committee is established consisting of at least 3 board members appointed by, including the board chair, the board, vice chair, and the chair of the finance committee, and must consist of at least 1 ~~of whom must be an~~ 3 appointed board ~~member.~~ members.
- (2) The executive committee may act on any matter related to the ongoing administration of the college and may exercise all the powers of the board except when the board is in session.
- (3) Acts of the executive committee, ~~if within the scope of its authority,~~ are effective as ~~the~~ acts of the board ~~until, unless~~ varied or rescinded by the board.
- ~~(34)~~ (3) The executive committee must take minutes of its proceedings and submit them to the board at the next board meeting.

Committee ~~panels~~ Panels

- ~~2225.~~ (1) The discipline committee, the inquiry committee, the registration committee, quality assurance committee, the patient relations committee, and the education and examination committee may meet in panels of 3 persons which must include at least 1 board member and 1 public representative.
- ~~(2)~~ (2) The chair of a committee referred to in subsection (1) must appoint the members of a panel and must designate a chair of the panel.

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- ~~(3)~~ (3) A panel of a committee referred to in subsection (1) may exercise any power, duty, or function of that committee.

~~Meetings of a committee or a panel~~

~~23. (1) A majority of a committee or panel constitutes a quorum.~~

~~(2) All members of a panel constitute a quorum.~~

- ~~(3) The provisions of section 12(4) Section 14(2) to (65) and (8) to (10) apply to a committee or a panel meeting as if it were the board meeting.~~

Remuneration of ~~committee members~~ Committee Members

~~24:26.~~ (1) Committee members are ~~equally~~ entitled to be

~~(a)~~ (a) remunerated for time spent on business of the ~~College~~ college, in the amount approved by the board from time to time, and

~~(b)~~ (b) reimbursed by the college for reasonable expenses necessarily incurred in connection with ~~the college~~ college business ~~of~~.

- ~~(2) The amount of remuneration approved for the chair of the committee may be different from the College amount of remuneration approved for all other committee members.~~

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PART II: COLLEGE ADMINISTRATION

Seal

- ~~2527.~~ (1) A seal for the College must be approved by the board.
- (2) ~~(2)~~ The seal of the college must be affixed, by those persons designated by the board, to certificates of registration and such other documents as the board may direct by resolution.

Registrar

- ~~2628.~~ (1) ~~In addition to the registrar's duties under the Health Professions Act, the~~The registrar ~~must:~~
- (a) ~~be is~~ the chief executive officer of the College responsible for all administrative, human resource and operational matters, including the funds of the ~~College~~college and must
- (a) establish and maintain such accounts with a chartered bank, trust company or credit union as the board determines necessary from time to time,
- (b) unless otherwise directed by the board, submit at each board meeting ~~of the board~~ submit a report of all revenues and expenditures since the last meeting ~~unless otherwise directed by the board,~~
- (c) submit a report to the annual meeting of the College,
- (d) submit a financial statement to the auditor immediately after the end of each fiscal year, and
- (e) keep the records and the ~~Seal of the College~~college seal, and perform such other duties ~~required of them by the Act and the bylaws and such other duties~~ as required by the board, and
- (2) ~~When the financial statement for the College has been certified by the auditor in writing the registrar must make a copy available to each registrant by publication or by mail not later than 150 days following the end of the fiscal year.~~
- (f) establish forms for the purposes of the bylaws and require the use of such forms by registrants.
- (3) ~~(2)~~ In the event of a vacancy in the office of the registrar ~~being vacant,~~ the board ~~shall make a temporary appointment must appoint an acting registrar until the board appoints a successor is appointed by the board.~~

Deputy registrarRegistrar

- ~~26.129.~~ (1) The board may appoint a person to act as deputy registrar.

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- ~~(2)~~ (2) The deputy registrar must
- (a) ~~Must~~ perform any duties assigned by the registrar, and
- (b) ~~In~~ the event of the registrar's absence or inability to act ~~for any reason, may,~~ exercise the powers and perform the duties of the registrar.
- ~~(3)~~ (3) The deputy registrar has the same authority as the registrar when he or she is acting on behalf of the registrar.

Fiscal Year

~~27.~~ 30. _____ The fiscal year of the college begins on the April 1 and ends on March 31 of the following year.

~~Banking~~

~~28. (1) The board must establish and maintain such accounts with a chartered bank, trust company or credit union as the board determines necessary from time to time.~~

Payments and ~~commitments~~ Commitments

- ~~29~~ 31. (1) The registrar may approve payments and commitments for the purchase of goods and services up to \$~~15~~,000.
- (2) ~~Subject to subsection (3), all~~ All payments and commitments by the college in excess of \$~~15~~,000 must be approved by the registrar and ~~1~~ a board member designated by the board.
- ~~(3) The board must not purchase personal or real property or enter contracts for services in excess of \$100,000 without a special resolution approved by the registrants of the college at a general meeting.~~

Borrowing ~~powers~~ Powers

- ~~32.~~ 30. (1) The board may raise funds or borrow money in the name of the college, in any manner determined by the board, in order to carry out the purposes of the college.
- ~~(2) The board must not enter into any security obligation in excess of \$50,000 without a special resolution approved by the registrants of the college at a general meeting.~~
- ~~(3) The registrants may by special resolution at a general meeting, restrict the borrowing powers of the board.~~

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Investments

~~31. The 33. Subject to sections 15.1 and 15.2 of the *Trustee Act*, the board or, at its discretion, the registrar, may, in the name of the college~~

~~(a) invest funds of the Collegecollege in any investments ~~authorized under section 15 of the *Trustee Act* in the name of the College and may, and~~~~

~~(b) change those investments.~~

Auditor

~~3234.~~ (1) The board must appoint a chartered ~~accountant or a certified general professional~~ accountant to be the auditor.

(2) The registrar must submit the financial statement to the auditor within 60 days of the end of the fiscal year.

(3) A copy of the auditor's report must be included in the annual report.

Legal Counsel

~~33. 35.~~ The board or ~~with the approval of the board, a committee or panel, the registrar~~ may retain legal counsel ~~for the purpose of assisting the board, committee or panel to advise and assist~~ in carrying out any power or duty under the Act, the ~~regulations~~Regulation, or these bylaws.

General meetings~~Meetings~~

~~34. (1) A general meeting of the registrants must be held in British Columbia at a time and place determined by the board.~~

~~(2) The first annual general meeting of the registrants must be held not more than 15 months after the date the bylaws are approved by the Lieutenant Governor in Council and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.~~

~~(3) The following matters must be considered at an annual general meeting~~

~~(a) financial statements,~~

~~36. (1) The board~~

~~(b) the report of the board, and~~

~~(c) the report of the auditor, if any.~~

~~(4) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.~~

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~~(5) — The board~~

- (a) may convene ~~an extraordinary~~ a general meeting by resolution of the board, and
- (b) must convene ~~an extraordinary~~ a general meeting within 60 days after receipt by the registrar of a request for ~~such~~ a meeting that is signed by at least ~~1020~~ % of all registrants, ~~provided that the meeting is to address~~ eligible to vote and sets out an agenda of issues ~~that are~~ within the ~~college~~ college's mandate.

Notice of general meeting

~~35. — 37. (1) The board~~ Not less than 45 days prior to the date of a general meeting, the registrar must post notice to the public of the meeting on the college website and must deliver notice of an annual or extraordinary the general meeting to every registrant ~~at least 45 days prior to the meeting and every appointed board member.~~

- (2) Notice of a general meeting must include
 - (a) the place, day and time of the meeting,
 - (b) the general nature of the business to be considered at the meeting,
 - ~~(c)~~ (c) any resolutions proposed by the board, and
 - ~~(d) — any resolutions proposed by the registrants under section 36 and delivered to the registrar prior to the mailing of the notice.~~
 - ~~(e) — (d)~~ (d) the form of proxy ~~prescribed~~ required by the ~~College~~ college.
- (3) ~~The accidental~~ Accidental omission ~~to deliver~~ of delivery of notice of a meeting to, or the non-receipt of a notice of a meeting by, any registrant or board member ~~entitled to receive notice~~ does not invalidate proceedings at that meeting.

Resolutions proposed by registrants

- ~~36. — (1) Any 10 registrants may deliver a written notice~~ (4) — General meetings must be open to the registrar requesting public.
- ~~(5) — In the introduction~~ absence of both the chair and the vice-chair of the board, the board members present shall elect a board member as acting chair by majority vote.
 - ~~(6) — A quorum for a resolution at least 30 days prior to the date of an annual or extraordinary general meeting is 50 registrants.~~
- ~~(2) — On receipt of a notice specified in subsection (1) and at least 14 days prior to the date of that meeting, the registrar must deliver a notice and a copy of the resolution to each registrant.~~

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- ~~(3) A registrant may propose a resolution at a general meeting from the floor and any such resolution will be noted by the Chair of the meeting and placed at the end of the agenda to be debated if time permits.~~

~~Proceedings at general meetings~~

~~37. (1) A quorum is fifty (50) registrants.~~

~~(2)~~

- ~~(7) No business, other than the adjournment or termination of the meeting, may be conducted at a general meeting at a time when a quorum is not present.~~
- ~~(38) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present.~~
- ~~(49) If, within 30 minutes from the time appointed for the commencement of a general meeting or from any time during a general meeting when a quorum is not present, the meeting must be adjourned.~~
- ~~(5) In the absence of both the Chair and the Vice Chair of the board, an acting chair for a meeting must be elected from among the board members present by a majority vote of the registrants present.~~
- ~~(6) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.~~
- ~~(7) When a meeting (10) Where a general meeting is adjourned in accordance with subsection (4) or by motion, notice of the rescheduled general meeting must be delivered as in the case of the original meeting.~~
- ~~(8) No motion proposed at a meeting need be seconded and the chair of a meeting may propose a motion.~~
- ~~(9) A registrant present at a meeting is entitled to one vote and the chair of the meeting, where the chair is a registrant, is entitled to one vote.~~
- ~~(10) Voting must be by a show of hands for all non-contentious matters as determined by the chair of the meeting. Without restricting the generality of the foregoing, such non-contentious matters may be procedural or routine~~
- ~~(10) specified in subsections (1) Voting must be by ballot for all matters of a contentious nature as determined by the chair of the meeting. Without restricting the generality of the foregoing, such contentious matters are~~
- ~~(a) the removal of an elected board member by special resolution of the registrants in accordance with section 8 hereof;~~

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- ~~(b) the approval by special resolution of the registrants in accordance with section 29.(3) hereof of the purchase or sale of personal or real property, or entry into contracts of service, valued in excess of \$100,000 and (;~~
- ~~(c) the approval by special resolution of the registrants in accordance with section 30.(2) hereof of the entry of a security obligation in excess of \$50,000.00 by the College, and).~~
- ~~(d) the restriction by special resolution of the registrants of the borrowing power of the board of directors in accordance with section 30.(3) hereof~~
- ~~(11) In case of a tie vote on a resolution, the proposed resolution must not pass.~~
- ~~(12) (11) Except as these bylaws otherwise provide, the most recent edition of *Robert's Rules of Order* governs the procedures at ~~an annual or extraordinary~~ general ~~meeting~~ meetings.~~

~~Voting by proxy~~

~~Resolutions Proposed by Registrants~~

38. (1) ~~Not less than 30 days prior to a general meeting, any 10 registrants may deliver a written notice to the registrar requesting the introduction of a resolution on a matter within the mandate of the college.~~
- ~~(2) Not less than 14 days prior to the date of that meeting, the registrar must deliver to each registrant a copy of a resolution received under subsection (1).~~

~~Voting at General Meetings~~

39. (1) ~~A registrant entitled in good standing is eligible to vote at a general meeting ~~may, if he or she is~~~~
- ~~(a) a full registrant, or~~
- ~~(b) a non-practicing registrant.~~
- ~~(2) A registrant present at a meeting and eligible to vote pursuant to subsection (1) is entitled to one vote and the chair of the meeting, where the chair is a registrant, is entitled to one vote.~~
- ~~(3) Voting must be by ~~proxy~~, show of hands for all non-contentious matters as determined by the chair of the meeting and must otherwise be by ballot.~~
- ~~(4) In case of a tie vote on a resolution, the proposed resolution shall not pass.~~
- ~~(5) A registrant entitled to vote at a general meeting may appoint ~~in writing~~ another registrant as his or her proxy ~~holder to attend and act at the general for that meeting in the manner, to the extent and with the power conferred by and~~ the proxy.~~

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- ~~(2) A proxy holder has the same rights as the registrant who appointed him or her to speak at the meeting.~~
- ~~(3) A proxy ceases to be valid following the general meeting specified in the proxy.~~
- (4) A proxy must be in the Form 8 prescribed form required by the College and must contain
 - ~~(a) the date it is executed,~~
 - ~~(b) the name, registration number, and address of the registrant receiving the proxy (herein the "proxy holder"),~~
 - ~~(c) the name, registration number, college and must be delivered to the registrar not less than 6 days prior to the signature of the registrant giving the proxy (herein the "proxy giver"), and~~
 - ~~(d) the date of the annual general meeting or the extraordinary general meeting at which the proxy will be used by the proxy holder.~~
- (57) A proxy may be revoked by the registrant in writing not less than 2 days prior to the date of a general meeting.
- (68) A proxy holder must not vote more than 3 proxies.

Annual General Meeting

- 39.1 (1) An annual general meeting of the registrants must be delivered to the Registrar held at least six (6) days prior to once in every calendar year in British Columbia, at a time and place determined by the date of board.
- (2) The following matters must be considered at an annual general meeting or an extraordinary general meeting.:
 - (a) financial statements;
 - (b) the report of the board; and
 - (c) the report of the (7) — A proxy holder shall not vote more than three proxies at auditor, if any.
 - (3) The provisions governing general meetings in sections 36 to 38 apply to an annual general meeting or an extraordinary general meeting.

Notice to public representatives

39. ~~A notice or mailing provided to the general membership of the College must also be provided to a public representative serving on the board or a committee.~~

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