COLLEGE OF KINESIOLOGISTS OF ONTARIO

By-Laws of the College of Kinesiologists of Ontario

Updated September 16, 2025

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1. INTERPRETATION

1.01 – Definitions

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

"Act" means the *Kinesiology Act, 2007* and includes the regulations made under it;

"Code" means the *Health Professions Procedural Code*, being Schedule 2 to the *Regulated Health Professions Act, 1991*;

"College" means the College of Kinesiologists of Ontario;

"Committee" means a committee of the College and includes statutory, standing and ad hoc committees and any committee established by Council under these by-laws and any panel or sub-committee of a committee;

"Council" means the Council established under subsection 5(1) of the *Kinesiology Act, 2007* unless that Council is not yet in place, in which case, it means the transitional Council appointed by the Lieutenant-Governor-in-Council under subsection 11(1) of the Act;

"Member" means a person registered with the College unless the College has not yet registered people, in which case, that term means a person who practises kinesiology and who is not yet registered;

"Non-statutory committee" means any committee of the College that is not a statutory committee;

"Professional association" means an organized group of members that promotes and advocates for the interests of the profession but does not include a school whose sole purpose is to educate;

"Public member" means a person described in clause 5(1) (b) of the Act and, for the Council, means the members of the Council who are not members of the College;

"Registrar" means the person appointed by Council as Registrar for the College; and

"RHPA" means the *Regulated Health Professions Act, 1991* and includes the regulations made under it.

1.02 Singular and Plural / Masculine and Feminine

In these and all by-laws of the College, the singular shall include the plural, the plural shall include the singular, the masculine shall include the feminine and the feminine shall include the masculine.

1.03 Legislative References

Any reference in these and all by-laws of the College to a statute, a regulation or a section of a statute or regulation shall be deemed to apply to any re-enactment or amendment of that statute, regulation or section, as the case may be.

1.04 Consistency with RHPA and Act

All provisions of these and all by-laws of the College shall be interpreted in a manner consistent with the RHPA and the Act and where any inconsistency is found to exist, the inconsistent provision shall, where practical, be severed from the by-law.

1.05 Calculating Time

A reference to the number of days between two events means calendar days and excludes the day on which the first event happens and includes the day on which the second event happens.

1.06 Holidays

A time limit that would otherwise expire on a holiday or a weekend is extended to include the next day that is not a holiday or a weekend.

2. GENERAL

2.01 Preamble

The College is the governing body of kinesiologists in Ontario. The College receives its regulatory authority from *the Regulated Health Professions Act, 1991* (RHPA) and the *Kinesiology Act, 2007*. Under that authority, the College develops regulations and by-laws that serve as rules governing the College and all Members.

2.02 Seal of the College

The College will, by resolution of the Council, adopt a seal.



3. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

3.01 General Signing Authority

Documents requiring execution by the College, such as a contract, may be signed by the Registrar together with one of the President, Vice-President or other such person as Council may designate, and all documents so signed are binding upon the College without further authorization or formality.

3.02 Other Signing Authority

Instead of, or in addition to, the persons specified in article 3.01, Council may appoint from time to time, any one or more officers or other persons to sign contracts, documents and instruments in writing on behalf of the College, whether generally or in relation to specific contracts, documents or instruments.

4. BANKING AND FINANCE

4.01 Budget

The financial year of the College will be the fiscal year which ends September 30.

i. Council shall approve annually, in accordance with the College's financial policy on budget development, an operating expense and revenue budget for the College for each fiscal year; and
ii. a capital budget for the College for each fiscal year.

During the period in which the College receives a transfer payment from the Ministry of Health and Long-Term Care, the financial year shall be April 1 to March 31.

4.02 Financial Statements

The financial statement shall be audited by a recognized licensed public accountant appointed by Council.

4.03 Council Member Remuneration and Reimbursement

Council members will be remunerated and receive reimbursement for expenses according to the College's financial policies.

4.04 Expenditure Approval

The President, Vice-President and the Registrar may approve purchases or leasing of goods and acquisition of services in accordance with the College's financial policy on procurement.

4.05 Cheque Signing Authority

i. All cheques and other forms of payment under $15000 to be signed by one of the signing authorities;
ii. All cheques and other forms of payment with a value of $15000 and more must be signed by two signing authorities;
iii. Cheques issued to the Registrar are to be signed by two signing authorities who are not the Registrar; and
iv. Cheques for reimbursement of the Registrar's expenses shall be signed by the President and Vice-President or other such person as Council may designate.

4.06 Grants

The Executive Committee may negotiate the obtaining of a grant on behalf of the College but such agreements shall be approved by Council before they are finalized.

4.07 Choice of Banking and Deposits

i. The College shall do its banking at a bank chartered under the Bank Act (Canada) and listed in Schedules 1 and 2 of that Act;
ii. The Registrar shall ensure that all money received belonging to the College is deposited in the name of the College with the bank; and
iii. The Registrar may endorse any negotiable instrument for collection on account of the College through the bank or for deposit to the credit of the College with the bank and the College's stamp may be used for such endorsement.

4.08 Investment Philosophy

Funds of the College, not immediately required, may be invested in instruments that do not present undue risk to principal. All investments of the College shall reasonably ensure preservation of capital.

4.09 Reserve funds

From time to time, the Council may establish reserve funds as required.

i. At the end of each fiscal year from any excess of revenue over expenses shall be used to maintain the reserve funds as established by the Council;
ii. The reserve funds may be invested in short-term or long-term instruments, with terms of up to 10 years as appropriate to the need for liquidity of the specific funds. The primary objectives of such investments shall be, in order of importance, preservation of capital and yield;
iii. Surplus funds, not needed to meet the College's operating expenses during the immediate 12-month period, may be invested in short-term or long-term instruments with terms of up to 10 years. The primary objectives of such investments shall be, in order of importance, preservation of capital and yield. No part of the income of the College, whether current or accumulated, can be payable to, or otherwise made available for the benefit of any member of the College or its Council; and
iv. All other funds may be invested only in short-term instruments with a term of 0 days to 365 days, or in a pool of such investments. The primary objectives of such investments, in order of importance, shall be preservation of capital, maintenance of liquidity and yield.

4.10 Responsibility and Authority to Invest

The Registrar is responsible to administer the College's investments in accordance with this by-law.

i. A transaction, involving transfer of any of the College's funds to a new financial institution, must be approved by the Registrar together with one of the President or Vice-President. The transaction may be executed by the Registrar upon approval by the President or Vice-President;
ii. A transaction, involving transfer of the College's reserve funds and funds not required in the immediate 12-month period for the operating expenses of the College, within the same financial institution and including transfers of funds between different subsidiaries or business units of the same financial institution, must be consistent with this by-law. This includes the buying and selling of various investment instruments as allowed by this by-law. Such a transaction may be approved and executed by the Registrar;
iii. A transaction involving transfer of funds from the College's operating account (and hence, involving the College's operating revenue for the current fiscal year) into investment instruments as described in section 4.09(iii) may be made by the Registrar. This provision applies to the transfer of funds within the same financial institution, including between different subsidiaries or business units of the financial institution;
iv. A transaction involving transfer of funds from investments as described in article 4.09(iii) into the College's operating account, may be approved and executed by the Registrar. This provision applies to the transfer of funds within the same financial institution, including between different subsidiaries or business units of the financial institution; and

v. The Registrar shall report the status of investments to the Council and the Executive Committee on a quarterly basis.

4.11 Acceptable Investments

The following are acceptable investments for the College:

i. Debt obligations issued or guaranteed by the Government of Canada or its agencies or Crown Corporations or managed pools of such instruments: The College may invest in individual instruments or a managed portfolio of Government of Canada guaranteed securities;
ii. Debt obligations issued or guaranteed by the Government of Canada, any provincial or territorial government, or by any bank chartered in Canada under Schedules 1 and 2 of the *Bank Act (Canada)*, or managed pools of such instruments: The College may invest in high quality debt obligations issued or guaranteed by the Government of Canada, any provincial or territorial government, and any Canadian chartered bank under Schedules 1 and 2 of *the Bank Act* (Canada) or in a managed fund of such securities. All investments will be with issuers who have a credit rating of R-1 Mid (Dominion Bond Rating Service) or its equivalent;
iii. The College may invest in individual instruments or in a managed fund that includes high quality short-term corporate paper and fully collateralized loans on call. All investments in the fund will be with issuers who have a credit rating of R-1 (Dominion Bond Rating Service) or its equivalent. Each investment in the fund will have a maximum term to maturity of one year. The average term of the entire fund will generally range from seven days to 90 days. All securities will be marketable. A maximum of 10% of the investments will be securities from any one issuer, other than government issuers;
iv. Any security in which the College invests or recorded evidence of a security or investment transaction shall be placed promptly after receipt by the College in the College's safety deposit box at the bank appointed under article 4.07(i);
v. Article iv does not apply to securities in pooled funds of the types described in Articles i, ii and iii or to securities held by the bank on behalf of the College;
vi. Securities and other records shall be placed in or removed from the College's safety deposit box by the Registrar. A log shall be kept of the items placed in or removed from the safety deposit box and a report made to the Executive Committee, at its regular meeting, of any activity that has occurred since the previous meeting; and
vii. Upon reasonable notice, the President of the College may review the contents of the College's safety deposit box in the company of the Vice-President of the College.

4.12 Borrowing

i. The Council may from time to time by resolution:

   a. borrow money on the credit of the College;

   b. limit or increase the amount or amounts to be borrowed; and

   c. secure any present or future borrowing, or any debt obligation or liability of the College, by charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the College, whether present or future; and

ii. Notwithstanding section 12 of the Code, the Executive Committee shall not exercise the powers or duties of the Council under article 4.12 (Borrowing) of this by-law or take any similar action.

5. OFFICERS – GENERAL

5.01 Officers of the College
The officers of the College shall be the President, Vice-President and such other officers as Council may determine from time-to-time.

5.02 Term of Office
The term of office for each officer of the College shall commence immediately following their election as an officer and shall continue until the next election for officers, approximately one year later. However, when the transitional Council is in existence, the term of office is indefinite, permitting increased continuity of service during the transition period.

5.03 Maximum Term
Except for the transitional Council the maximum term in one office is three (3) consecutive, full-year terms.

6. ELECTION OF OFFICERS

6.01 Eligibility for Nomination
Only a member of Council is eligible for nomination or election as an officer of the College.

6.02 Election Procedure
At the first regular Council meeting after the elections for Council members, Council shall elect by secret ballot from among those members of Council eligible for election, the President, Vice-President and any other officer positions, in accordance with this by-law and the "Process for Election of Officers" set out in Schedule 1.

6.03 Filling Vacancies (President)
In the event that the President is removed from office, resigns or dies or the position of President becomes vacant for any reason, the Vice-President shall become the President for the remaining term of the office and the office of the Vice-President shall become vacant. Time spent as President of the College to fill a vacancy is not considered for the purposes of determining an individual's maximum term limit.

6.04 Filling Vacancies (Vice-President)
In the event that the Vice-President is removed from office, resigns or dies or the position of Vice-President becomes vacant for any reason, Council may elect a new Vice-President to hold office for the remainder of the term. Time spent as Vice-President of the College to fill a vacancy is not considered for the purposes of determining an individual's maximum term limit.

6.05 Removal of an Officer
The President or the Vice-President may be removed from office by a vote of at least two-thirds of the Councillors present and voting at a special meeting called for that purpose, whereupon the Council shall elect a new President or a new Vice-President from among the Councillors to hold office for the remainder of the term. Should only the President be removed, the Vice-President shall act as President until the election of a President takes place.

7. DUTIES OF OFFICERS

7.01 Duties of the President

The President shall:

i. if present, preside as Chair at all meetings of the Council unless the President designates an alternate Chair, including persons not on Council who would act as a non-voting Chair, for all or any portion of the meeting;
ii. serve as Chair of the Executive Committee;
iii. perform those duties assigned to the President in the by-laws; and
iv. perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

7.02 Duties of the Vice-President

The Vice-President shall:

i. perform the duties of the President in the event that the President is unable to perform those duties;
ii. perform those duties assigned to the Vice-President in the by-laws;
iii. serve on the Executive Committee; and
iv. perform all duties and responsibilities pertaining to his or her office and such other duties and responsibilities as may be decided by Council.

7.03 Duties of Other Officers

Any other officer of the College shall:

i. serve on the Executive Committee; and
ii. perform all duties and responsibilities, both as may be decided by Council.

8. THE REGISTRAR

8.01 Appointment of Registrar
The Registrar shall be appointed by Council and, despite subsection 12(1) of the Code, the Executive Committee shall not exercise the authority of Council under this article.

8.02 Duties of the Registrar
The Registrar shall be the Chief Executive Officer of the College and shall have such duties and responsibilities as are conferred by the Act, the RHPA, the by-laws and the policies of the College as well as such duties and responsibilities assigned to the position by Council.

8.03 Deputy Registrar
The Registrar may appoint a staff member to serve as Deputy Registrar at any time and for any period of time.

8.04 Acting Registrar
If a vacancy occurs in Registrar's position, the Executive Committee or Council shall appoint an Acting Registrar until a Registrar is appointed, and during extended absences, the Registrar may appoint, in writing, the Deputy Registrar to serve as the Acting Registrar during the Registrar's absence.

Where the Executive Committee appoints or approves an Acting Registrar, that appointment shall be valid only until the next meeting of Council unless ratified by Council.

8.05 Duties of Acting Registrar
A person appointed as Acting Registrar under 8.04 shall have the statutory authority, duties and responsibilities of the Registrar including those contained in the RHPA, the Act, the Regulations and by-laws of the College.

9. COUNCIL – GENERAL

9.01 Authority of Council
Council shall perform the functions assigned to it under the Act and the Code.

9.02 Composition of Council
Council shall be composed of ten (10) elected members, one of which will be an academic representative who is a member of a faculty or department of Kinesiology of a university in Ontario in accordance with subsection 5(1) of the Act; and at least six (6) and no more than eight (8) public members appointed by the Lieutenant-Governor-in-Council.

9.03 Term of Office
The term of office of an elected or selected member is three (3) years, commencing with the first regular meeting of Council immediately following the election or selection. The member shall continue to serve in office until the member's successor takes office in accordance with this by-law.

10. ELECTION OF COUNCIL MEMBERS

An election by electoral districts will take place to elect Council members described in Article 9.02. Members of the College will vote on-line through the College's website in accordance with these by-laws.

10.01 Electoral Districts

The following are the Electoral Districts for all Council member elections:

i. **Electoral District 1:** Northern comprised of the districts of Kenora, Rainy River, Thunder Bay, Algoma, Cochrane, Manitoulin, Parry Sound, Nipissing, Timiskaming; the district municipality of Muskoka; and the city of Greater Sudbury;
ii. **Electoral District 2:** Eastern comprised of the counties of Frontenac, Hastings, Lanark, Prince Edward, Renfrew, Lennox and Addington; the united counties of Leeds and Grenville, Prescott and Russell, Stormont, Dundas, Glengarry; and the city of Ottawa;
iii. **Electoral District 3:** Central East comprised of the counties of Haliburton, Northumberland, Peterborough, and Simcoe, the city of Kawartha Lakes, the regional municipality of Durham and the township of Scugog;
iv. **Electoral District 4:** Central comprised of the city of Toronto and the regional municipality of York;
v. **Electoral District 5:** Central West comprised of the counties of Brant, Dufferin, Wellington, Haldimand and Norfolk, the regional municipalities of Halton, Niagara, Peel, Waterloo, and the cities of Hamilton and Brantford;
vi. **Electoral District 6:** Western comprised of the counties of Essex, Bruce, Grey, Lambton, Elgin, Middlesex, Huron, Perth, Oxford, and the municipality of Chatham-Kent and the city of London; and
vii. **Electoral District 7:** Comprised of the entire province. The purpose of Electoral District 7 is to fill the seat on Council designated under Section 5 (1) (c) of the Kinesiology Act 2007 as follows:

> One person selected, in accordance with a by-law made under section 10, from among members who are members of a faculty or department of kinesiology of a university in Ontario. 2007, c. 10, Sched. O, s. 5 (1).

10.02 Eligibility to Vote in an Electoral District

A member who holds a certificate of registration in good standing with the College (in the General or Inactive Class) is eligible to vote in the electoral district in which the member, as of January 1st of the election year, primarily practises, or if the member is not engaged in the practise of Kinesiology, in which the member has primary residence.

A member, who holds a certificate of registration in good standing with the College and is a member of a faculty or department of kinesiology of a university in Ontario is eligible to vote in Electoral District 7.

10.03 Assignment of Electoral District

Where there may be ambiguity regarding a member's Electoral District, the Registrar may, for the purposes of voting and election eligibility, assign the member to an Electoral District that most closely matches the member's primary practice or primary residence.

10.04 Number of Members per Electoral District

For each electoral district referred to in column 1 of the following table, there shall be elected to Council the number of members set out opposite in column 2.

Column 1	Column 2
Electoral District	Number of Members
1	1
2	1
3	1
4	3
5	2
6	1
7	1

10.05 Term of Office

The term of office of a member elected to Council is approximately three (3) years, commencing with the first regular meeting of Council immediately following the election. The member shall continue to serve in office until the member's successor takes office in accordance with this by-law.

10.06 Maximum Term

A member who has served on Council for two (2) consecutive three (3) year terms is ineligible for election to Council until a full three (3) year term has passed since that member last served on Council. This maximum term applies to new members of Council elected on or after July 2023. Members elected or appointed to Council prior to July 2023 may serve for a maximum term of nine (9) consecutive years.

10.07 Maximum Term Exceeded

Where there may be exceptional circumstances, such as where Council may not be properly constituted or may not have quorum, a member may exceed their maximum term limit for up to 6 months or until the member's successor is elected or appointed.

10.08 Staggered Terms

An election of members to Council shall be held:

i. in 2014, and in every third year after that for members from Electoral Districts 2 and 3 and for one member from Electoral District 4;
ii. in 2015, and in every third year after that for one member from Electoral District 4, one member from Electoral District 5 and members from Electoral Distri2ct 6; and
iii. in 2016, and in every third year after that for members from Electoral District 1 and for one member from Electoral District 4 and one member from Electoral District 5.

10.09 Election Date

The Registrar, as directed by Council, shall set the date for each election of members to Council.

10.10 Eligibility to Vote

A member is ineligible to vote in a council election if the member is in default of payment of any fees prescribed by by-law or any fine or order for costs to the College imposed by the College or court of law or is in default in providing any information required by the College.

A member is eligible to vote in only one electoral district even if that member is a member of Electoral District 7 and also practises the profession of Kinesiology as a non-faculty member.

10.11 Eligibility for Election (Districts 1 through 6)

A member is eligible for election to Council in Electoral Districts 1 through 6, if on the closing date of nominations and anytime up to and including the date of the election:

i. the member holds a certificate of registration in good standing with the College in the General or Inactive Class of registration;
ii. the member primarily practises in, has been assigned by the Registrar to or, if they are not practising the profession, resides in the Electoral District in which they have been nominated;
iii. the member is not the subject of any disciplinary or incapacity proceedings of the College or any other regulatory body;
iv. the member has not been the subject of a finding of professional misconduct, incompetence or incapacity in the preceding three years at the College or with any other regulatory body;
v. the member is not subject to any order or direction of the Discipline Committee, the Fitness to Practise Committee of the College or with any other regulatory body;
vi. the member's certificate of registration is not subject to any terms, conditions and limitations other than those that apply to all members in the member’s class of registration
vii. the member has not been in a leadership position, including but not limited to being an employee, officer or director of any professional association or certifying body related to the profession for three years prior to the date of nomination for the Council of the College of Kinesiologists of Ontario, such that a real or apparent conflict of interest may arise
viii. three (3) calendar years have passed since the member last served on Council for the maximum term;
ix. the member has not been disqualified from the Council or a committee of the College in the previous three (3) years;

x. the member is not a member of the Council or of a committee of the college of any other health profession;
xi. the member has not been a member of the staff of the College at any time within the preceding three (3) years;
xii. the member is not holding a responsible position with any organization/group whose mandate or interests conflict with the College;
xiii. the member is not a consultant to third party providers engaged by the College;
xiv. the member has not resigned from Council within the previous three years other than for health or personal reasons acceptable to Council;
xv. the member is not in default of payment of any fees, fines, costs, or other amounts owed to the College;
xvi. the member is not in default of completing and submitting any required form or information to the College;
xvii. the member does not have a criminal finding of guilt that is relevant to the registrant's ability to practise the profession;
xviii. the member is not the subject of a charge that is relevant to the registrant's ability to practise the profession; and
xix. before the nomination deadline, the member has successfully completed any qualification process established by the Council.

10.12 Eligibility for Election (District 7)

A member is eligible for election to Council in Electoral District 7 if on the closing date of nominations the member has not accepted nomination in any other electoral district and anytime up to and including the date of the election:

i. the member is a member of a faculty or department in an Ontario university degree program in Kinesiology;
ii. the member holds a certificate of registration in good standing with the College;
iii. the member is not the subject of any disciplinary or incapacity proceedings of the College or any other regulatory body;
iv. the member has not been the subject of a finding of professional misconduct, incompetence or incapacity in the preceding three years at the College or any other regulatory body;
v. the member is not subject to any order or direction of the Discipline Committee, the Fitness to Practise Committee of the College or with any other regulatory body;
vi. the member's certificate of registration is not subject to any terms, conditions and limitations other than those that apply to all members in the member's class of registration
vii. the member has not been in a leadership position, including but not limited to being an employee, officer or director of any professional association, or certifying body related to the profession for three years prior to the date of nomination for the Council of the College of Kinesiologists of Ontario, such that a real or apparent conflict of interest may arise;
viii. three (3) calendar years have passed since the member last served on Council for the maximum term;
ix. the member has not been disqualified from the Council or a committee of the College in the previous three (3) years;
x. the member is not a member of the Council or of a committee of the college of any other health profession;

xi. the member has not been a member of the staff of the College at any time within the preceding three (3) years;
xii. the member is not holding a responsible position with any organization/group whose mandate or interests conflict with the College;
xiii. the member is not a consultant to third party provider engaged by the College;
xiv. the member has not resigned from Council within the previous three years other than for health or personal reasons acceptable to Council;
xv. the member is not in default of any fees, fines, costs, or other amounts owed to the College;
xvi. the member is not in default of any completing and submitting any required form or information to the College;
xvii. the member does not have a criminal finding of guilt that is relevant to the registrant's ability to practise the profession;
xviii. the member is not the subject of a charge that is relevant to the registrant's ability to practise the profession; and
xix. before the nomination deadline, the member has successfully completed any qualification process established by the Council.

10.13 Supervision of Nominations
The Registrar shall supervise the nomination of candidates.

10.14 Notice of Nominations
No later than 60 days before the date of an election, the Registrar shall notify every member eligible to vote of the date, time and electoral district of the election and of the nomination procedure.

10.15 Timing of Nomination
The nomination of a candidate for election as a member of Council shall be in writing and shall be given to the Registrar at least 45 days before the date of the election (the nomination deadline).

10.16 Nominations
The nomination shall be signed by the candidate.

Electronic signatures will be permissible through the online voting process.

A nomination for election from Electoral District 7 shall be signed by the candidate.

At the close of the nomination period, if no candidates eligible to be nominated in an electoral district have been nominated, the Registrar shall establish a new election schedule, including, where necessary, a new date for the election and a new call for nomination(s). The timeframes outlined in By-laws 10.14 and 10.15 do not apply where the Registrar is acting under this By-law.

The nominations for that election shall be re-opened for a minimum of fifteen days or such greater number of days as determined by the Registrar.

The Registrar shall notify in writing each member in the electoral district in which there is an election, of the date of the election and the deadline for returning nominations.

10.17 Candidate's Biography
The candidate shall provide to the Registrar by the nomination deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to eligible members in accordance with the by-laws.

10.18 Withdrawal of Nomination
Except in the case of extenuating circumstances, a candidate cannot withdraw his or her nomination 30 days before the date of the election.

10.19 Acclamation
If the number of candidates nominated for an electoral district is less than or equal to the number of members to be elected in that electoral district, the Registrar shall declare those candidates to be elected by acclamation.

10.20 Administering Elections
The Registrar shall supervise and administer the election of candidates and, for the purpose of carrying out that duty, the Registrar may, subject to the by-laws:

i. appoint returning officers and scrutineers;
ii. establish a deadline for the receiving of votes;
iii. provide for the notification of all candidates and members of the results of the election;
iv. if there has been a non-compliance with a nomination or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness of the election will not be affected; and
v. provide for the destruction of ballots following an election.

10.21 Notice of Election
No later than 21 days before the date of an election, the Registrar shall send to every member eligible to vote in an electoral district in which an election is to take place, a list of the candidates, the candidates' biographical information if provided and an explanation of the voting procedure.

10.22 Electronic Voting
Voting for elections of members to Council shall be by electronic ballot through the College's website.

10.23 Voting Procedures
The Registrar shall ensure that the electronic voting system used:

i. rejects all but one of the ballots of a voter who submits or permits the submission of more than one ballot;
ii. prevents someone who is not the member voting on the member's behalf, and
iii. prevents the identification of voters.

10.24 Number of Votes

A member may cast as many votes on a ballot in an election of members to the Council as there are members to be elected to Council from the electoral district in which the member is eligible to vote. A member shall not cast more than one vote for any one candidate.

10.25 Tallying Ballots

On the date of the election, the Registrar shall certify the final vote count if he or she is satisfied that the election system accurately counted the votes submitted in accordance with the by-laws.

10.26 Presence of Candidates

Candidates or their representatives may be present when the Registrar reviews and certifies the final vote count.

10.27 Tied Vote

If there is a tie in an election of members to the Council, the Registrar shall break the tie by lot.

10.28 Request for a Recount

A candidate may require a recount by making a written request and depositing the sum of $150 with the Registrar no more than 15 days after the date of an election.

10.29 Recount

The Registrar shall hold a recount no more than 10 days after receiving the request by reviewing the safeguards of the website voting system.

10.30 Results of Recount

If the recount changes the election result, the full amount of the deposit shall be refunded to the candidate. If the recount does not change the election result, the College will keep the deposit to partially offset recount costs, including staff time.

10.31 Grounds for Disqualification

The Council shall disqualify an elected or selected member from sitting on Council if the elected or selected member:

i. is subject of any disciplinary or incapacity proceeding of the College or any other regulatory body;
ii. is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee of the College or any other regulatory body;
iii. is found to be an incapacitated member by a panel of the Fitness to Practise Committee of the College or any other regulatory body;
iv. fails to attend two consecutive meetings of the Council or of a committee in which he or she is a member, without reasonable cause in the opinion of Council;
v. fails to attend a hearing or review of a panel for which the member has been selected, without reasonable cause in the opinion of Council;
vi. ceases to either have a primary practice of Kinesiology or primary residence in the electoral district in which the member was elected;

vii. assumes a leadership position, including but not limited to being an employee, officer or director of any professional association or certifying body related to the profession such that a real or apparent conflict of interest may arise;
viii. becomes a member of the Council of or a committee of the college of any other health profession;
ix. breaches the conflict of interest provision(s) for members of Council and committees, in the opinion of the Council, after being given notice of the concern and an opportunity to respond to the concern;
x. fails to discharge properly or honestly any office to which the member has been elected or selected, in the opinion of the Council, after being given notice of the concern and an opportunity to respond;
xi. defaults on the payment of any fees, fines, costs, or other amounts owed to the College or court of law;
xii. defaults in submitting any required form or information to the College;
xiii. ceases to hold a certificate of registration; or
xiv. is found guilty of a criminal or other offence which, in the opinion of Council, is considered relevant to the member's ability to practise the profession and is of such a nature that warrants disqualification;
xv. Is charged with a criminal or other offense which, in the opinion of Council, is considered relevant to the member's ability to practise the profession and is of such a nature that warrants disqualification;
xvi. is subject to any terms, conditions and limitations applied to the member's certificate of registration other than those that apply to all members in the member's class of registration
xvii. Becomes a member of the staff of the College;
xviii. is holding a responsible position with any organization/group whose mandate or interests conflict with the College;
xix. is a consultant to third party providers engaged by the College; or
xx. resigns from Council other than for health or personal reasons acceptable to Council.

10.32 Applying for a Staff Position

A Council member shall resign from Council prior to applying for any College staff position.

10.33 Vacancies

In this section, elected members include any Council members appointed under By-laws 10.34(ii), 10.34(iii), 10.35(i), or 10.35(ii)

The President shall declare the office of the member on the Council to be vacant if:

i. an elected member of the Council dies, resigns or is disqualified from sitting on the Council; or

ii. during an election for Council, no candidates eligible for nomination in an electoral district have been nominated after one additional call for nominations.

Any members appointed or elected to the Council to fill a vacancy will be deemed to serve the balance of the former elected member's term. Time spent as a member of Council following appointment or election to fill a vacancy is not considered for the purposes of determining an individual's maximum term limit.

10.34 Short Term Vacancy

If the seat of an elected Council member becomes vacant in an electoral district no more than 12 months before the expiry of the member's term of office, the Council shall:

i. leave a seat vacant; or
ii. appoint as an elected member the candidate, if any, who had the most votes of all the unsuccessful candidates in the last election of Council members for that electoral district or if that candidate is not willing to accept the appointment, the eligible candidate with the next highest number of votes; or
iii. if there are no candidates pursuant to 10.34(ii), appoint a successor from among the members of the College who would be eligible for election if an election were held.

10.35 Long Term Vacancy

If the seat of an elected Council member becomes vacant in an electoral district more than 12 months before the expiry of the member's term of office, the Council shall:

i. appoint as a councillor the eligible candidate, if any, who had the most votes of the unsuccessful candidates in the last election for that electoral district or if that candidate is not willing to accept the appointment, the eligible candidate with the next highest number of votes; or
ii. in the case of a vacancy declared pursuant to By-law 10.33 (ii), appoint a successor from among the members of the College who would be eligible for election if an election were held; or
iii. if there is no eligible candidate under By-law 10.35(i) direct the holding of a by-election for that electoral district which shall be held in a manner consistent with the elections held under this By-law.

10.36 Elections to fill Vacancy

Where an election is required under By-law 10.16 or 10.35 (iii) (because there is no eligible candidate who could be appointed pursuant to 10.35(i)), the Council shall be deemed to have directed the holding of a by-election thereby allowing the Registrar to set a date for the by-election without a resolution of the Council.

10.37 Remainder of Term

The term of a member appointed under By-law 10.34(ii) or elected in an election under article 10.34(iii) shall continue until the time the former council member's term would have expired.

10.38 Inquiry into Disputed Election

If, within 90 days from the date of the election, the Council is of the opinion that there is a reasonable ground for doubt or dispute as to the validity of the election of any member of Council, the Council shall hold an inquiry and decide whether the election of the member is valid and, if an election is found to be invalid, the Council shall direct another election to be held.

11. COUNCIL MEETINGS

11.01 Location and Frequency of Meetings
A Council meeting shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for Council to conduct its business but shall, in any event, occur at least three (3) times per year.

11.02 Notice of Meetings
The Registrar shall notify Council members of the meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted at least ten (10) days before the date of the meeting.

11.03 Waiver of Notice
A Council member may, at any time, waive the requirement for notice of a meeting.

11.04 Business at Meetings
Council may only consider or transact at a regular meeting:

i. matters on the agenda;
ii. matters brought by the Executive Committee or the Registrar;
iii. recommendations and reports by Committees;
iv. matters for which notice was given by a member of Council at the preceding meeting or where written notice has been given at least 30 (thirty) days in advance of the meeting; and
v. such other matters, not included on the agenda, as the majority of members in attendance determine to be of an urgent nature.

11.05 Secretary
The Registrar shall serve as Secretary of Council.

11.06 Chair
The President acts as Chair of Council unless the President has designated an alternate Chair, including a person not on Council who would act as a non-voting Chair, for all or any portion of the meeting. In the event that the President is absent and has not designated an alternate Chair, the Vice-President may serve as Chair. Otherwise Council shall elect another person to serve as Chair at that meeting.

11.07 Manner of Meeting
(a) Any meeting of Council, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing) and persons participating in the meeting by such means are deemed to be present at the meeting.
(b) A meeting of Council shall be held in the manner described in (a) only with the approval of the President or the Chair of Council.

11.08 Quorum
Unless specifically provided for otherwise under the Act, the RHPA or the by-laws, a simple majority of Council members shall constitute a quorum for the purpose of a meeting.

11.09 Simple Majority
Unless specifically provided for otherwise under the Act, the RHPA, or the by-laws, every motion which properly comes before Council shall be decided by a simple majority of the votes cast at the meeting by the Council members present.

11.10 Chair Vote
If the Chair is a member of Council, he or she may vote.

11.11 Tie Votes
In the event of a tie vote, the motion is defeated.

11.12 Resolution
A resolution signed by all members of Council, including a resolution where all or some of the members of Council have signed by facsimile or email, is valid and effective as if passed at a meeting of Council held for the purpose.

11.13 Rules
Except where inconsistent with the RHPA, the Act, or the by-laws, the rules of order for meetings of Council are set out in Schedule 2.

11.14 Minutes
The Registrar shall ensure that accurate and approved minutes of all Council meetings are recorded and maintained at the College office.

11.15 Adjournments
Whether or not a quorum is present, the presiding Chair may, from time to time, with the consent of the Council members present, adjourn any properly called meeting to a fixed time and place, and any matter brought before the original meeting may be considered and transacted at a reconvened meeting provided that a quorum is present.

11.16 Calling Special Meetings
The President may call and convene a special meeting of Council:

i. at his or her discretion; or
ii. upon receipt of the written request of any six (6) members of Council.

11.17 Notice of Special Meetings
Subject to article 11.18, the Registrar shall notify Council members of the special meeting, setting out the date, time and place of the meeting and the general nature of the business to be transacted, at least five (5) days prior to the date of the meeting. Council may only consider or transact at a special meeting those items of business contained in the notice.

11.18 Special Meetings without Notice
A special meeting may also be held without notice at any date, time and place provided that all members of Council are present in person or in a manner that allows them to participate in discussion simultaneously and instantaneously (including audio or video conferencing) or if all the absent Council members have consented, in writing or electronically, to the holding of such a special meeting.

12. COMMITTEES – GENERAL

12.01 Duties and Responsibilities
The duties and responsibilities of each committee shall be those set out in the RHPA, the Act, the by-laws and/or the terms of reference for that committee, as approved by Council, where applicable.

12.02 Non-Statutory Committees
In addition to the statutory committees required by the Code, Council may establish and maintain any additional committees deemed necessary for the efficient function of the College.

12.03 Appointment of Member of Non-Statutory Committees
i. Where non-statutory committees are created, Council shall appoint the members of each Committee in accordance with the selection process for statutory committees under By-law 13.10:

ii. Unless the by-law provides otherwise, or Council has delegated its decision making authority, Council may make a different decision from the decision a non-statutory committee made;

iii. In appointing persons to a non-statutory committee, the Council may appoint persons who are neither Council members nor members, unless the Act or the by-laws of the College provide otherwise;

iv. In the event of a vacancy on any non-statutory committee, the provisions relating to filling a vacancy on a statutory committee shall apply, with such variations as are necessary or desirable to reflect the circumstances; and

The terms of reference for non-statutory committees are attached to the by-laws as Schedule 4 that forms part of the by-laws.

12.04 Composition of Committees
Unless stated otherwise in the Code or the by-laws, every committee of the College shall be composed of at least three (3) persons and shall include at least one (1) member of Council who is also a member and at least one (1) public member.

The Examination Committee and the Item Writing Committee are established as non-statutory committees of Council and no member of Council shall sit as a member of either committee.

12.05 Election to Council
A non-Council committee member who is elected or appointed to Council during their term as a committee member shall resign from the committee upon their election or appointment to Council. They may then be re-appointed to the committee (or other committee(s) of the College) as a Council member.

12.06 Ratios
The number of committee members who are also members shall, wherever possible, exceed the number of committee members appointed by the Lieutenant Governor-in-Council.

12.07 Vacancies
Despite anything in these by-laws, a committee is properly constituted despite any vacancy so long as there are sufficient members to form a quorum of the committee or a panel of the committee.

12.08 Quorum
With the exception of the Examinations Committee and the Item Writing Committee, the quorum of any committee is three (3) members unless otherwise provided in the Code or the by-laws or unless the committee is composed of only three (3) members, in which case, the quorum for such a committee shall be two (2) members.

12.09 Panels
A committee may meet in panels selected by the chair of the committee.

13. SPECIFIC COMPOSITION AND SELECTION OF COMMITTEES

13.01 Executive Committee

The Executive Committee shall be composed of the President, the Vice-President and three (3) members of Council. Three (3) members of the Executive Committee shall be members and two (2) members of the Executive Committee shall be public members.

13.02 Registration Committee

The Registration Committee shall be composed of:

i. at least two (2) members of Council who are members of the College;
ii. at least one (1) member of Council appointed to the Council by the Lieutenant-Governor-in-Council; and
iii. one or more members of the College who are not members of Council, if Council so wishes.

13.03 Inquiries, Complaints and Reports Committee

The Inquiries, Complaints and Reports Committee shall be composed of:

i. at least two (2) members of Council who are members of the College;
ii. at least one (1) member of Council appointed to Council by the Lieutenant Governor in Council; and
iii. at least one (1) member of the College who is not a member of Council.

13.04 Discipline Committee

The Discipline Committee shall be composed of:

i. every member of Council;
ii. at least two (2) members of the College who are not members of Council; and
iii. one or more members of the College who are not members of Council, if Council so wishes.

13.05 Fitness to Practise Committee

The Fitness to Practise Committee shall be composed of every member of Council and one or more members of the College who are not members of Council, if Council so wishes.

13.06 Quality Assurance Committee

The Quality Assurance Committee shall be composed of:

i. at least two (2) members of Council who are members of the College;
ii. at least two (2) members of Council appointed to Council by the Lieutenant-Governor-in-Council; and
iii. at least one (1) member of the College who is not a member of Council.

13.07 Patient Relations Committee

The Patient Relations Committee shall be composed of:

i. at least one (1) member of Council who is a member of the College;
ii. at least two (2) members of Council appointed to Council by the Lieutenant-Governor-in-Council; and

iii. at least two (2) members of the College who are not members of Council.

13.08 Term of Office of Committee Members

Effective September 2023, and unless stated otherwise in the by-laws or the committee terms of reference, the term of office of a committee member appointed by Council shall commence immediately after the appointment and shall continue for approximately three (3) years. A committee member shall be eligible for appointment to any committee(s) for a maximum of two (2) consecutive three (3) year terms or a maximum of six (6) consecutive years.

13.09 Maximum Term Exceeded

Where there may be exceptional circumstances, a committee member may exceed their maximum term limit for the earlier of 6 months or until the committee member's successor is appointed.

13.10 Chairs

Unless stated otherwise in these by-laws, the chair or chairs of each committee shall be appointed by Council. The chair of any statutory committee must be a member of Council. Unless stated otherwise in these by-laws, the chair of every statutory and non-statutory committee shall be eligible for appointment for a maximum of three (3) consecutive one (1) year terms.

13.11 Term of Office - Vacancies

The term of office of a committee member appointed to fill a vacancy will continue until the original term would have expired.

13.12 Maximum Term - Vacancies

Time spent as a member of a committee to fill a vacancy is not considered for the purposes of determining an individual's maximum term limit.

13.13 Decisions Regarding Appointments

As soon as possible after the annual election of the President, the Vice-President and the Executive Committee, and at other times as needed, the Governance and Nominations Committee shall present a slate of recommended chairs and members of each committee to the Council, based on the College's governance policies as approved by Council, with consideration given to committee member requests regarding appointments. The Council shall review the proposed slate and appoint members of each committee as required.

Where, for any reason, the Council fails to appoint a new committee at the time provided for in this by-law, the existing members of the committee shall continue to serve as the committee provided that a quorum exists.

If any vacancies occur in the chair or membership of any committee, the Governance Committee shall recommend a member to serve as a replacement. The Council shall appoint a replacement chair.

Where the chair of a committee is unable to act for a matter or for a period of time, he/she shall appoint from the committee a person to act on his/her own behalf, failing which the President shall appoint an acting chair from the committee.

Despite the above, in circumstances of urgency, the Executive Committee can act to immediately fill a vacancy.

13.14 Eligibility for Appointment to a Committee

A member shall be eligible for appointment to a committee of the College as a non-Council member if, on the date of appointment:

i. the member has filed a completed application in the form approved by the Registrar;
ii. the member holds a certificate of registration in good standing with the College;
iii. the member is not the subject of any disciplinary or incapacity proceedings of the College or any other regulatory body;
iv. the member has not been the subject of a finding of professional misconduct, incompetence or incapacity in the preceding three (3) years at the College or any other regulatory body;
v. the member is not subject to any order, direction of the Discipline Committee or the Fitness to Practise Committee of the College or of any other regulatory body;
vi. the member's certificate of registration with the College or any other regulatory body is not subject to any terms, conditions and limitations other than those that apply to all members in the member's class of registration;
vii. the member is not an employee, officer or director of any professional kinesiology association such that a real or apparent conflict of interest may arise, including but not limited to being an employee, officer or director of the Ontario Kinesiology Association;
viii. the member has not been disqualified from the Council or a committee of the College in the previous three (3) years;
ix. the member is not a member of the Council or of a committee of the college of any other health profession;
x. the member has not been a member of the staff of the College at any time within the preceding three (3) years; and
xi. three (3) calendar years have passed since the member last served on Council or a committee of the College for the maximum term;
xii. the member is not holding a responsible position with any organization/group whose mandate or interests conflict with the College;
xiii. the member is not a consultant to third party provider engaged by the College;
xiv. the member has not resigned from Council or a College committee within the previous three years other than for health or personal reasons acceptable to Council;
xv. the member is not in default of payment of any fees, fines, costs, or other amounts owed to the College;
xvi. the member is not in default of completing and submitting any required form or information to the College;
xvii. the member does not have a criminal finding of guilt that is relevant to the member's ability to practise the profession;
xviii. the member is not the subject of a charge that is relevant to the registrant's ability to practise the profession; and
xix. before the appointment, the member has successfully completed any qualification process established by the Council.

13.15 Removal of Committee Members

The Council shall disqualify a person appointed to a Committee from sitting on that Committee if the person:

i. is subject of any disciplinary or incapacity proceeding of the College or of any other regulatory body;
ii. is found to have committed an act of professional misconduct or is found to be incompetent by a panel of the Discipline Committee of the College or of any other regulatory body;
iii. is found to be incapacitated by a panel of the Fitness to Practise Committee of the College or of any other regulatory body;
iv. holds a certificate of registration with the College or any other regulatory body that becomes subject to terms, conditions and limitations other than those that apply to all members in the member's class of registration;
v. fails to attend two consecutive meetings of the Committee in which he or she is a member, without reasonable cause in the opinion of Council;
vi. fails to attend a hearing or review of a panel for which the person has been selected, without reasonable cause in the opinion of Council;
vii. ceases to either have a primary practice of kinesiology or primary residence in Ontario;
viii. becomes an employee, officer or director of any professional kinesiology association such that a real or apparent conflict of interest may arise, including but not limited to being an employee, officer or director of the Ontario Kinesiology Association;
ix. becomes a member of the Council or a committee of the college of any other health profession;
x. breaches the conflict of interest provision(s) for members of Council and committees, in the opinion of the Council, after being given notice of the concern and an opportunity to respond to the concern;
xi. fails to discharge properly or honestly any office to which the person has been appointed, in the opinion of the Council, after being given notice of the concern and an opportunity to respond;
xii. becomes in default of payment of any fees prescribed by by-law or any fine or order for costs imposed by the College or court of law;
xiii. becomes in default of completing and returning any information required by the College
xiv. ceases to hold a certificate of registration; or
xv. is found guilty of a criminal offence which, in the opinion of Council, is of such a nature that warrants disqualification.

A person who is disqualified from sitting on a committee shall cease to be a member of that committee.

14. COMMITTEE MEETINGS

14.01 Location and Frequency of Meetings
Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the committee to conduct its business.

14.02 Manner of Meeting
(a) Any meeting of a Committee, other than a hearing that must be held in person, may be conducted by means of teleconference or any other means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing) and persons participating in the meeting by such means are deemed to be present at the meeting.
(b) A meeting of a Committee shall be held in the manner described in (a) only with the approval of the Chair of the Committee.

14.03 Chair
In the event that the chair of the committee is unable or unwilling to preside at the meeting, the committee members shall select, from amongst their number, a committee member to serve as chair for the purposes of that meeting.

14.04 Minutes
The chair of each committee shall ensure that accurate and approved minutes of all committee meetings and proceedings are recorded and maintained at the College office.

14.05 Simple Majority
Unless specifically provided for otherwise under the Code or the by-laws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting by the committee members present.

14.06 Chair Vote
If the chair is a member of the committee, he or she may vote.

14.07 Tie Votes
In the event of a tie vote, the motion is defeated.

15. DUTIES OF COUNCIL AND COMMITTEE MEMBERS

15.01 Expectations and Duties

Every member of Council and every Committee member shall, in the performance of his or her duties:

i. familiarize himself or herself with the Act, the RHPA, the by-laws and any policies of the College;
ii. familiarize himself or herself with any other records, documents and guidelines that may be necessary for the performance of his or her duties;
iii. comply with the provisions of the Act, the RHPA, the by-laws, any policies of the College and rules that are adopted by Council, from time to time;
iv. make reasonable efforts to attend all meetings of Council and Committees of which he or she is a member, and to do so in person, save in exceptional circumstances with the approval of the Chair of Council or the Committee;
v. attend meetings on time and participate constructively in discussions;
vi. ensure that confidential matters coming to his or her attention as a member of Council or as a member of a committee or working group are not disclosed by him or her, except as required for the performance of his or her duties or as permitted by the RHPA;
vii. conduct himself or herself in an appropriate manner with College staff, other members of Council or members of the committees, members and members of the public;
viii. comply with the College's Code of Conduct, which is attached as Schedule 3 to the by-laws and forms part of these by-laws;
ix. avoid, or where that is not possible, declare all conflicts of interest in the manner set out in the by-law; and
x. perform the duties associated with his or her position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

15.02 Removal of Council or Committee Member

The following procedure shall be followed in the event that a Council or committee member is alleged to have contravened the duties of a Council or committee member or meets the criteria for disqualification set out in articles 10.31 and 13.12.

i. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Council or committee member or the Registrar. If a member of Council or a committee receives such a complaint, he or she shall immediately file it with the Registrar.
ii. The Registrar shall forthwith report the complaint to the President or the Vice-President, or both, who shall bring the complaint to the Executive Committee.
iii. If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a meeting of the Council. Council shall determine whether there has been a breach of duties or whether the criteria for disqualification have been met and, if so, impose the appropriate sanction. The appropriate sanction can include one or more of the following:
    a) censure of the member verbally or in writing;
    b) removal of the member from any Committee on which he or she serves; and

c) disqualification of an elected member of Council from the Council, or a report requesting removal of the member concerned from the Council to the Public Appointments Secretariat.

iv. A decision finding that there has been a breach of duties, or that a Council or committee member meets the criteria for disqualification set out in articles 10.31 and 13.12, and a decision to impose a particular sanction must be approved by a majority vote of the Council members present and voting.

v. The Council or committee member whose conduct is the subject of concern shall not take part in the deliberation or vote, however, he or she will be given a reasonable opportunity to respond to the allegation.

16. CONFLICTS OF INTEREST

16.01 Duty to Avoid Conflicts of Interest

All Council and committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest.

Because the circumstances of each case are unique, it is impossible to define in advance all forms of conflicts of interest. A "real" conflict of interest exists when a reasonable person, knowing all of the circumstances, would believe that the individual's judgment would be influenced by the competing consideration. A potential conflict of interest is where a conflict of interest is not real at the time of the decision, but given the right set of circumstances, could manifest in the future. An apparent conflict of interest is where real conflict of interest is suspected, even though it does not exist. This impacts the image of the Council or the committee member and undermines the confidence of the public in the decision, and even more so, the confidence of the public in the College's ability to act in the public interest. The reference to "conflict of interest' refers to all manifestations of the conflict.

A member has a conflict of interest where:

i. a reasonable person could conclude that the personal and/or financial interests of the individual or a related person could influence the member's judgment in performing their duties;
ii. the member is not directly involved with the matter and attempts to influence another individual or College staff who are involved with the matter;
iii. there is an actual, potential or perceived use of College property and/or information for personal gain;
iv. there is an actual, potential or perceived use of the member's position on Council or committee for personal gain, such as employment, appointment or money;
v. there is an appearance of bias (an appearance of bias being any personal interest or view that could be reasonably seen as precluding a Council or committee member of exercising fair evaluation of all information and objective judgement and decision making); or
vi. the member's position (either present or previous) with another organization affects their decision-making abilities;

For a non-exhaustive list of examples of conflict of interest, please refer to the College's Council and Committee Member and Volunteer Conflict of Interest Policy.

16.02 Recognition of Conflict

Council and Committee members recognize that a conflict of interest or an appearance of a conflict of interest by a member of Council or its Committees:

i. could bring discredit to the College;
ii. could amount to a breach of the fiduciary obligation of the person to the College; and
iii. could create liability for either the College and /or the person involved.

16.03 Conflicts Relating to Involvement with a Professional Association / Certifying Body

A member of Council or a committee member shall be perceived to have conflict of interest in a matter and should not serve on Council or its committees at all if they hold a responsible position, including but not limited to being a director, owner, board member, officer in or is an employee of any professional association and/or certifying body relating to Kinesiology.

16.04 Conflicts Relating to Position in Other Organizations

A member of Council or a committee member would be perceived to have conflict of interest in a matter and should refrain from participating in any discussion or voting if they hold a responsible position including but not limited to being a director, owner, board member, officer in or is an employee of another organization/group where their duties may be seen by a reasonable person as influencing their judgment in the matter under consideration by the Council or its committees. For example, an educator should not participate in any decisions relating to the status of the school where they teach, its program(s) or the acceptability for registration of graduates from that school. In certain situations, the educator may determine that they should not participate in any deliberation or decision about any educational institutions.

16.05 Declaration Forms

Upon appointment or election, and annually thereafter, every Council and Committee member and every volunteer and member of a working group shall fully complete and deliver to the Registrar a form, available from the Registrar, declaring their current and recent affiliations with professional associations and other organizations to facilitate compliance with the above provisions.

In advance of each Council or committee meeting, Council and committee members shall submit a Conflict of Interest Pre-meeting Declaration Form, to the designated staff person by the date identified by the Registrar. The Form will be disseminated with the meeting agenda to ensure members have taken the time to review the meeting materials and ensure that they do not have any conflict of interest with any agenda items.

The members' completed Conflict of Interest Pre-meeting Declaration Forms will be included as an appendix in the Council meeting materials as required by the Ontario Ministry of Health's College Performance Measurement Framework.

At the beginning of each Council and committee meeting, members must declare any updates to their responses and any conflict of interest specific to the meeting agenda.

16.06 Interests of Related Persons

For the purposes of this by-law, the direct or indirect personal or financial interests of a parent, spouse, child or sibling of a Council or committee member are interpreted to be the interests of the Council or committee member. Here, the term "spouse" includes a common-law spouse and a same-sex partner of the person.

16.07 Where a Conflict May Exist

Where a Council or committee member believes that they may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or its committees, they shall:

i. consult, as needed, with the President, the Registrar and legal counsel and, if there is any doubt about whether they may have or be perceived to have a conflict prior to any consideration of the matter, disclose the potential conflict to the Council or the committee;
ii. if it is determined that there is a conflict of interest, make a declaration of conflict; and
iii. where a declaration of conflict of interest has been made,
    a. not take part in the discussion of, or vote on, any question in respect of the matter;
    b. absent themselves from the portion of any meeting relating to the matter; and
    c. not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

Where a Council or committee member believes that another member may have a conflict of interest in any matter which is the subject of deliberation or action by the Council or its committees, they shall:

i. where possible, consult with the member and alert them that they may have a conflict prior to any consideration of the matter with respect to the conflict; and
ii. if this does not resolve the matter they shall consult with the Chair of the Committee or President of Council or the Registrar about the matter; and
iii. the Chair of the Committee or President of Council shall take such action as they deem appropriate, including but not necessarily limited to raising the matter before the full Council or Committee; and
iv. where a declaration of conflict of interest has been made the member shall,
    a. not take part in the discussion of, or vote on, any question in respect of the matter;
    b. absent themselves from the portion of any meeting relating to the matter; and
    c. not attempt in any way to influence the voting or do anything that might be perceived as attempting to influence the decision of other members on the matter.

16.08 Conflicts Recorded in Minutes

Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a general description of the nature of the conflict.

16.09 Use of College Information or Property

A member of Council or a committee member shall not use College property or information of any kind to advance his or her own interests, direct or indirect.

16.10 Staff Positions

A member of Council or a committee member may not hold any other position, contract or appointment with the College while serving as a member of Council or its committees. There

is a one-year waiting period before the individual may apply for a staff or consultant position with the College. This includes, but is not limited to, positions as peer assessor, investigator, inspector, examiner or staff.

17. CONFIDENTIALITY

17.01 Duty of Confidentiality

Members of the Council and committees, staff and persons retained or appointed by the College are required to maintain confidentiality of information that comes before them in the course of discharging their duties unless disclosure is authorized by the Council or is otherwise permitted under section 36(1) of the RHPA.

17.02 Subsection 36(1) of the RHPA

Subsection 36 (1) of the RHPA states, in part, as follows:

> *36. (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the* Drug and Pharmacies Regulation Act *and every member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person ….*

17.03 Disclosure under the RHPA

Subsection 36(1) of the RHPA permits disclosure in a number of specific circumstances. Members of the Council and committees, staff and persons retained or appointed by the College are expected to understand when those exceptions apply and seek advice if they are in doubt.

17.04 Confidentiality Agreement

Council and Committee members, staff and persons retained or appointed by the College are required to sign, annually, the confidentiality or fiduciary agreement approved by Council.

18. COMMUNICATIONS

18.01 Media Contacts

All media contact shall be channelled and coordinated through the Registrar's office. Any Council or committee member or any member of a working group being asked by media representatives to provide interviews, respond to inquiries or to comment on issues concerning the regulation of the profession or the operation of the College shall not provide any such communication and shall instead refer them to the Registrar's office.

18.02 College Communications

The Registrar, the President or, in the absence of the President, the Vice-President:

i. are the authorized spokespersons of the College, but either of them may request a member of Council or staff to perform this function, as appropriate, under the circumstances; and
ii. may communicate with the media to provide interviews, respond to inquiries or comment on issues concerning the regulation of profession or the operation of the College. A member of Council or a committee member shall not perform such communications unless authorized by the Registrar, the President or, in the absence of the President, the Vice-President.

18.03 Consistent Messaging

All messages to the media and to the public must be consistent with the approved policies and positions of the College. Any member of Council or a committee member shall resign all positions with the Council and its committees prior to expressing public disagreement with a decision, policy or position of the College or its committees and even then, shall only do so in a manner consistent with his or her ongoing fiduciary duties towards the College.

18.04 Invitations for Speaking Engagements

All requests inviting the President, the Registrar and/or members of Council or committees to speak in his or her capacity as a representative of the College must be submitted, in writing, to the Registrar's office with details of the date, time and place of the speaking engagement, as well as the topic and anticipated length of the presentation.

18.05 Acceptance of Invitations for Speaking Engagements

The Registrar, in consultation with the President, where possible, will review all requests inviting members of Council or committee members to speak and shall determine whether to accept the invitation and the appropriate representative to address the topic. Other than as described above, no member of Council or of a committee shall accept any request to make representations or speak on behalf of the College in his or her capacity as a representative of the College.

18.06 Presentation Content

The content of every presentation must be consistent with the approved policies and positions of the College and shall be submitted at least five (5) days before the date of the presentation to the Registrar or a person designated by the Registrar for approval.

18.07 No Compensation

No person speaking in his or her capacity as a representative of the College shall receive any payment or benefit related to the presentation or, if the payment or gift cannot in the

circumstances be gracefully declined, it shall immediately be turned over to the Registrar. However, mementoes of nominal value ($50.00 or less) may be accepted and retained.

19. FEES

19.01 Application Fee

There shall be a non-refundable application fee of $150. No further application fee will be required if the applicant reapplies to the College or pursues further evaluation from the College within one year of payment of the application fee in question.

19.02 Jurisprudence Fee

An applicant who applies to attempt the College's jurisprudence course shall pay a fee of $75.

19.03 Examination Fee

An applicant who applies to attempt an examination that is a requirement for a certificate of registration in the General Class shall pay a fee of $450.

An applicant who applies to have the results of an examination re-scored shall pay a fee of $50. The fee will be reimbursed in case of a change in score.

19.04 Registration Fee

The registration fee is an amount equal to the annual fee. The College registration year runs from September 1 to August 31. For applicants who have never been registered with the College, the initial registration fee, pro-rated on a quarterly basis, is as follows:

i. September 1 to November 30, $700;
ii. December 1 to February 28, $525;
iii. March 1 to May 31, $350;
iv. June 1 to August 31, $175.

19.05 Annual Fee

A registration year begins on September 1 in one year and ends August 31 in the following year. Every member shall pay an annual fee of $700. The annual fee must be paid on or before September 1 in the registration year.

A member shall not pay an annual fee for the registration year in which the member is issued a certificate of registration and has paid the registration fee.

No later than 60 days before the annual fee is due, the Registrar shall notify the member of the amount of the fee and the day on which the fee is due. The obligation to pay the annual fee continues even if the Registrar fails to issue a notice or the member fails to receive such notice.

If a person is first issued a certificate of registration between July 1 and September 1 of any registration year, the Registrar shall make reasonable efforts to notify the member as soon as possible of the amount of his/her annual fee and of the fact that it is due on September 1.

19.06 Late Fee

If a member who fails to pay the annual fee on or before the date on which it is due, shall pay a penalty of $150, in addition to the annual fee.

19.07 Inactive Fee

There shall be a non-refundable application fee of $50 for any member who chooses to move their certificate of registration to Inactive.

The fee for the issuance of Inactive certificate of registration is $250. If an Inactive member fails to pay the annual fee on or before the day on which the fee is due, the member shall pay a penalty of $100.

Where a member in the Inactive Class is reissued his or her general certificate of registration in accordance with the Registration Regulation and the by-laws, the annual fee, prorated on a quarterly basis, is as follows:

i. September 1 to November 30, $700;
ii. December 1 to February 28, $525;
iii. March 1 to May 31, $350;
iv. June 1 to August 31, $175.

19.08 Reinstatement Fees

If the Registrar suspends a member's certificate of registration for failure to pay a required fee, the Registrar may lift the suspension upon payment of a reinstatement fee calculated by adding:

i. the fee(s) which the member failed to pay and which gave rise to the suspension; and
ii. any late payment fee or late filing fee which became owing to the College after the member's suspension and before the lifting of that suspension.

A person who applies for reinstatement of a certificate of registration shall pay, at the time the person makes such application, a non-refundable fee of $350.

19.09 Declined Credit Card and Returned Cheques

A fee of $40 shall be payable by a member where the member purports to make payment by VISA, MasterCard or other credit card accepted by the College and payment is refused by the credit card provider on first submission by the College.

A fee of $40 shall be payable by a member where payment is made by cheque and the cheque is not honoured on first presentation to the financial institution of the payer.

19.10 Fees for Replaced Documents

i. The fee for replacement tax receipt is $10.

ii. The fee for a letter of standing with the College is $10.

iii. The fee for a replacement certificate of registration is $50.

19.11 Annual Fee Increases
Effective September 1, 2024, and each year thereafter, until this By-law is further amended, Council shall consider and may apply, based on the College's budget and operating requirements, increases to some or all fees.

19.12 Power to Waive Fee Increases
Council may, prior to September 1 of any given year, decide to waive the fee increase for that year.

19.13 Review of Fees
At any time, Council may review and, with or without amending these By-laws, adjust the amount of any fees or fee increases set out in By-law 19.

19.14 Power to Waive or Reduce a Fee
The Registrar may consider requests for waiver or reduction of any fee from individual members and may waive or reduce any fee where the Registrar is satisfied that such waiver or reduction is appropriate.

20. PROFESSIONAL LIABILITY INSURANCE

20.01 Amount of Liability Insurance

The professional liability insurance referred to in the Registration Regulation must have the following characteristics:

i. a minimum amount of $1,000,000 per occurrence;
ii. a minimum aggregate amount of $3,000,000 per year;
iii. a deductible of no more than $1,000 per occurrence;
iv. where the insurance is of the claims-made type, the member shall have enduring (tail) insurance to provide coverage for at least five years after the termination of the insurance; and
v. the provider must either be licensed as an insurer with the Financial Services Commission or Ontario or must be in the form of membership in a protective association acceptable to the Registrar that provides equivalent protection.

20.02 Indirect Coverage

The insurance may he held indirectly (e.g., through an employer) so long as the member is able to obtain proof that the coverage meets the requirements of article 20.01 (e.g., the member is an added insured under the employer's policy).

21. THE REGISTER

21.01 Name in Register
Subject to article 21.02, a member's name in the register shall be the full name indicated on the document used to support the member's initial registration with the College.

21.02 Change of Name
The Registrar may enter a name other than the name referred to in article 21.01 in the register if the Registrar:

i. has received a written request from the member;
ii. is satisfied that the member has legally changed his or her name; and
iii. is satisfied that the name change is not for any improper purpose.

21.03 Business Address
A member's business address in the register shall be the address of the location in Ontario where the member is employed or self-employed as a kinesiologist. In the event that the member is employed or self-employed as a kinesiologist in more than one location in Ontario, the member's business address shall be the member's primary practice. In the event that the member is not employed or self-employed in Ontario as a kinesiologist, the Registrar shall enter as the member's business address the location designated by the member.

21.04 Business Telephone Number
A member's business telephone number shall be the telephone number of the location in Ontario where the member is employed or self-employed as a kinesiologist. In the event that the member is employed or self-employed as a kinesiologist in more than one location in Ontario, the member's business telephone number shall be the telephone number of the member's primary practice. In the event that the member is not employed or self-employed in Ontario as a kinesiologist, the register shall not contain a business telephone number for the member.

21.05 Duty on Registrar
The Registrar shall maintain a register in accordance with section 23 of the *Code*.

21.06 (1) Information on the Public Register
The Register shall contain the information required by s. 23 (2) of the Code.

For ease of reference only, the information required by s. 23 (2) of the Code is as follows:

> 1. Each member's name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder.
>
> 2. Where a member is deceased, the name of the deceased member and the date upon which the member died, if known to the Registrar.
>
> 3. The name, business address and business telephone number of every health profession corporation.

4. The names of the shareholders of each health profession corporation who are members of the College.

5. Each member's class of registration and specialist status.

6. The terms, conditions and limitations that are in effect on each certificate of registration.

7. A notation of every caution that a member has received from a panel of the Inquiries, Complaints and Reports Committee under paragraph 3 of subsection 26 (1) of the Code, and any specified continuing education or remedial programs required by a panel of the Inquiries, Complaints and Reports Committee using its powers under paragraph 4 of subsection 26 (1) of the Code.

8. A notation of every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 of the Code and that has not been finally resolved, including the date of the referral and the status of the hearing before a panel of the Discipline Committee, until the matter has been resolved.

9. A copy of the specified allegations against a member for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Discipline Committee under section 26 of the Code and that has not been finally resolved.

10. Every result of a disciplinary or incapacity proceeding.

11. A notation and synopsis of any acknowledgements and undertakings in relation to matters involving allegations of professional misconduct or incompetence before the Inquiries, Complaints and Reports Committee or the Discipline Committee that a member has entered into with the College and that are in effect.

12. A notation of every finding of professional negligence or malpractice, which may or may not relate to the member's suitability to practise, made against the member, unless the finding is reversed on appeal.

13. A notation of every revocation or suspension of a certificate of registration.

14. A notation of every revocation or suspension of a certificate of authorization.

15. Information that a panel of the Registration Committee, Discipline Committee or Fitness to Practise Committee specifies shall be included.

16. Where findings of the Discipline Committee are appealed, a notation that they are under appeal, until the appeal is finally disposed of.

17. Where, during or as a result of a proceeding under section 25 of the Code, a member has resigned and agreed never to practise again in Ontario, a notation of the resignation and agreement.

18. Where the College has an inspection program established under clause 95 (1) (h) or (h.1) of the Code, the outcomes of inspections conducted by the college.

19 (1). If there has been a finding of guilt against a member under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada) and if none of the conditions in subsection (2) have been satisfied,

i. a brief summary of the finding,
ii. a brief summary of the sentence, and
iii. if the finding is under appeal, a notation that it is under appeal until the appeal is finally disposed of.

(2) The conditions referred to in subsection (1) are the following:

1. The Parole Board of Canada has ordered a record suspension in respect of the conviction.
2. A pardon in respect of the conviction has been obtained.
3. The conviction has been overturned on appeal.

20. With respect to a member, any currently existing conditions of release following a charge for an offence under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada) or subsequent to a finding of guilt and pending appeal or any variations to those conditions.

21. If a member has been charged with an offence under the *Criminal Code* (Canada) or the *Controlled-Drugs and Substances Act* (Canada) and the charge is outstanding,

i. the fact and content of the charge, and
ii. the date and place of the charge.

22. If a member has been the subject of a disciplinary finding or a finding of professional misconduct or incompetence by another regulatory or licensing authority in any jurisdiction,

i the fact of the finding,
ii. the date of the finding,
iii. the jurisdiction in which the finding was made, and
iv. the existence and status of any appeal.

23. If a member is currently licenced or registered to practice another profession in Ontario or a profession in another jurisdiction, the fact of that licensure or registration.

21.06 (2) Additional Information

Pursuant to s.23 (1) 20 of the Code, the Register shall also contain the following information, which is designated as public information, with respect to each member:

i. The initial date of registration;

ii. The dates upon which any change in class of registration or resignation was effected;

iii. The names other than the proper legal name of the member including any nicknames or abbreviations that the member uses in any place of practice;

iv. If there have been any changes to the member's name since the date of the member's initial application for registration, the former names of the member;

v. The member's gender (if identified);

vi. The name of the member's primary place of practice and every other current place of practice;

vii. The address and telephone number of the member's primary place of practice and every other current place of practice unless the information would disclose the home address of the member and/or patients/clients. In the case of remote practice, the member's business website address.

viii. The languages in which the member provides and/or delivers kinesiology services

ix. If the member ceased to be a member, the date and reasons for the cessation;

x. Where the College is aware that a finding of incapacity or a similar finding has been made against the member by a body that governs a profession, inside or outside of Ontario, and that finding has not been reversed on appeal:

a) a notation of the finding;

b) the name of the governing body that made the finding;

c) the date the finding was made;

d) a summary of any order made and information regarding any appeals of the finding.

xi. Where the College is aware that there is an ongoing regulatory proceeding against the member for professional misconduct or incompetence that is considered relevant to the suitability to practise kinesiology:

a) a notation of the fact;

b) the name of the governing body that is conducting the proceeding;

c) a summary of any interim orders and/or restrictions on the member's license with the relevant profession as a result of the proceeding.

xii. A notation, including the date of the referral, for every matter that has been referred by the Inquiries, Complaints and Reports Committee to the Fitness to Practise Committee under section 61 of the Code and has not been finally resolved, until the matter has been resolved;

xiii. Where a decision of the Discipline Committee has been published by the College with the member's name or former name included:

a) a notation of that fact; and

b) identification of the specific publication of the College which contains the information;

xiv. For every application to the Discipline Committee for reinstatement that has not been finally resolved, until that matter has been resolved,

a) a notation of that fact, including the date of the application;

b) the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for the continuation of the hearing if the hearing has commenced;

c) if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and

d) if the decision is under reserve, that fact.

xv. If an application to the Discipline Committee for reinstatement has been decided, the decision of the Discipline Committee.

xvi. Where, for a pending complaint or other type of investigation, the Registrar confirms that the College is investigating a member because there is a compelling public interest in disclosing this information pursuant to section 36(1)(g) of the RHPA, the fact that the member is under investigation;

xvii. Where the member's certificate of registration is subject to an interim order imposed by the Inquiries, Complaints and Reports Committee:

a) a notation of that fact;

b) the nature of the order;

c) the date that the order took effect.

xviii. Where the member's certificate of registration is subject to an administrative suspension, the reason for the suspension and the date of the suspension;

xix. Any information jointly agreed to be placed on the Register by the College and the member;

xx. Any of the information that was on the Register before the membership terminated will be posted for a period of at *least six years* after the termination of membership, except for any information related to discipline proceedings in Ontario, which will be posted on the Register for a period of fifty years after the termination of membership.

21.07 Information requests from College

If requested, a member shall immediately provide the College with the following information, in the form requested by the College:

i. information required to be maintained in the Register in accordance with subsection 23 (2) of the *Code* and article 21.06 of these by-laws;

ii. information for the purpose of compiling statistical data;

iii. The languages in which the member provides and/or delivers kinesiology services

iv. the member's previous employers and previous practice locations;

v. Information required to verify the member's compliance with their mandatory reporting obligations.

21.08 Automatic Notification of the College

The member shall notify the College, in writing, of any changes to the following information within 30 days of the effective date of the change:

i. the member's name;

ii. any nicknames or abbreviations that the member uses in any place of practice;

iii. the address and telephone number of the member's primary residence in Ontario and, if the member does not reside in Ontario, the address and telephone number of the member's primary residence;

iv. the member's email addresses which the College uses to contact the member;

v. information regarding the member's employment, including the name of the business, address and telephone number and/or website;

vi. the name of every health professional corporation of which the member is a shareholder, the business address, business telephone number, business e-mail address, if there is one, and any operating names of the health professional corporation;

vii. all information that members are required to report pursuant to section 4 of the General Regulation made under the Act and paragraphs 6.1 to 6.4 of section 85 of the Code.

22. PROFESSIONAL CORPORATIONS

22.01 Application Fee
The fee for the application for a certificate of authorization, including for any reinstatement of a certificate of authorization, for a professional corporation is $230.

22.02 Registration Fee
The registration fee is an amount equal to the annual fee. The College registration year runs from September 1 to August 31. The fee for the annual renewal of a certificate of authorization is $400. For corporations who have never been registered with the College, the initial registration fee, pro-rated on a quarterly basis, is as follows:

i. September 1 to November 30, $400;
ii. December 1 to February 28, $300;
iii. March 1 to May 31, $200;
iv. June 1 to August 31, $100.

22.03 Annual Fee
The registration year begins on September 1 and ends August 31 in the following year. Each corporation shall pay a renewal fee for a certificate of authorization of $400.

22.04 Late Fee
A professional corporation or a member listed in the College's records as a shareholder of a professional corporation shall pay a late fee of $250, in addition to the renewal fee for each notice sent by the Registrar to the corporation or member for failure of the corporation to renew its certificate of authorization on time.

22.05 Reinstatement Fee
A professional corporation or a member listed in the College's records as a shareholder of a professional corporation who applies for reinstatement shall pay, at the time of application, a non-refundable fee of $300.

If the Registrar suspends a professional corporation for failure to pay a required fee, the Registrar may lift the suspension upon payment of a reinstatement fee calculated by adding:

i. the fee(s) which the professional corporation or a member listed failed to pay and which gave rise to the suspension; and
ii. any late payment fee or filing fee which became owing to the College after the member's suspension and before the lifting of that suspension.

22.06 Miscellaneous Fee
The fee for the issuing a revised certificate of authorization is $50.

22.07 Duty to Provide Information
Every member of the College shall, for every professional corporation of which the member is a shareholder, provide in writing the following information on the application and annual renewal forms for a certificate of authorization, or upon the written request of the Registrar within 30 days and upon any change in the information within 30 days of the change:

i. the name of the professional corporation as registered with the Ministry of Government Services;
ii. any business names used by the professional corporation;
iii. the name, as set out in the register, and registration number of each shareholder of the professional corporation;
iv. the name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director;
v. the principal practice address, telephone number, facsimile number and email address of the professional corporation;
vi. the address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
vii. a brief description of the professional activities carried out by the professional corporation.

23. FUNDING FOR THERAPY AND COUNSELLING FOR SEXUAL ABUSE

The Patient Relations Committee may require therapists and counselors who are providing therapy or counselling funded through the program and persons who are receiving such therapy or counselling to provide a written statement, signed in each case by the therapist or counsellor and by the person, which shall contain:

i. details of the therapist or counsellor's training and experience;
ii. confirmation that the therapy or counselling is being provided to the client; and
iii. confirmation that the funds received will be devoted only to therapy or counselling that is related in whole or in part to the sexual abuse by the member.

24. BY-LAWS AND AMENDMENTS

24.01 Effective Date

These by-laws shall become effective as soon as they have been approved by the Council.

24.02 Amendments

The by-laws of the College or any section thereof may be enacted, amended, or revoked by a simple majority of the Council members present and voting at a meeting of Council called for that purpose.

25. MEMBERSHIP IN OTHER ORGANIZATIONS

The College shall become members of the following organizations and shall assume the payment of their annual assessments. The Council shall determine who will represent the Council at their meetings:

Federation of Health Regulatory Colleges of Ontario (FHRCO)
Council on Licensure, Enforcement and Regulation (CLEAR)

SCHEDULE 1 TO THE BY-LAWS
Process for Election of Officers

The elections will be supervised by the Registrar. The Registrar may be assisted by scrutineers.

Before the first regular meeting of the newly elected Council each year or at any other Council meeting designated for the purpose by Council resolution, the Registrar shall send an invitation to all Council members requesting any person wishing to stand for election to the offices of the President, Vice-President and Executive Committee member to indicate so, in writing, to the Registrar.

A member's written intent must be supported by the signatures of two other members.

Nominations are to be returned to the Registrar no later than 5:00 p.m. on the day before the meeting of Council when the election of officers shall take place.

At the meeting of Council when the election of officers shall take place, the Registrar shall present the names of eligible candidates who have indicated their interest for the position of President.

Where there is only one nominee for a position, that person shall be elected by acclamation. In the event that there is more than one candidate for the office, the voting will be conducted by ballot, with the result being tabulated and then recorded and reported by the Registrar. Before the vote, candidates shall be given the opportunity to speak briefly (order to be determined by lot). The election of a candidate shall be confirmed by a majority vote of those present and voting. Where no candidate receives a majority vote, the candidate receiving the fewest votes shall be disqualified and the Council shall, by ballot, vote on the remaining candidates until one candidate receives a majority vote.

In the event of a tie, a second ballot will take place. Candidates will have an opportunity to speak briefly before the vote. If the second ballot also results in a tie, the winning candidate will be determined by lot.

The results of each election will be tabulated and reported by the Registrar, with the number of votes accorded to each candidate to remain confidential.

Once the President is elected, the Vice-President shall be nominated and elected in a similar manner. Once the Vice-President has been elected, the remaining Executive Committee positions shall be filled, in a similar manner ensuring that there are an appropriate number of members and public members.

Once the election is completed, the Registrar shall call for a motion to destroy the ballots.

The elected members of the Executive Committee may then speak briefly.

The above process shall be followed for every election of officers, with the exception of the first election of officers, which may deviate from the above process to the extent deemed necessary by the Registrar.

SCHEDULE 2 TO THE BY-LAWS
Rules of Order of the Council

1. In this Schedule, "member" means a member of the Council.

2. Each agenda topic will be introduced briefly by the person or committee representative raising it. Members may ask questions of clarification, then the person introducing the matter shall make a motion and another member must second the motion before it can be debated.

3. When any member wishes to speak, he or she shall so indicate by raising his or her hand and shall address the presiding officer and confine his or herself to the matter under discussion.

4. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.

5. Observers at a Council meeting are not allowed to speak to a matter that is under debate.

6. A member may not speak again on the debate of a matter until every other member who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Members will not speak to a matter more than twice without the permission of the presiding officer.

7. No member may speak longer than five (5) minutes on any motion except with the permission of Council.

8. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Council meeting or to refer the motion to a committee.

9. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.

10. When it appears to the presiding officer that the debate on a matter has concluded, or when Council has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.

11. When a matter is being voted on, no member shall enter or leave the Council room, and no further debate is permitted.

12. No member is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any member so interested will be disallowed.

13. Any motion decided by the Council shall not be re-introduced during the same meeting except by a two-thirds vote of the members then present.

14. Whenever the presiding officer is of the opinion that a motion offered to the Council is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.

15. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Council without debate.

16. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Council requires strict adherence.

17. Members are not permitted to discuss a matter with observers while it is being debated.

18. Members shall turn off cell phones during Council meetings and, except during a break in the meeting, shall not use a cell phone, Blackberry or other electronic device. Laptops shall only be used during Council meetings to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.

19. Members are to be silent while others are speaking.

20. In all cases not provided for in these rules or by other rules of Council, the current edition of “Robert's Rules of Order” shall be followed so far as they may be applicable.

21. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

SCHEDULE 3 TO THE BY-LAWS
Code of Conduct

1. This Schedule applies to members of Council and members of all committees of the College.

2. Council and committee members must, at all times, maintain high standards of integrity, honesty and loyalty when discharging their College duties. They must act in the best interest of the College. They shall:

i. be familiar and comply with the provisions of the *Regulated Health Professions Act, 1991* and its regulations, the Health Professions Procedural Code, the *Kinesiology Act, 2007* and its regulations, and the by-laws and policies of the College;

ii. Be prepared to participate in Council meetings and committee work, including reading background materials and briefing documents;

iii. Diligently take part in committee work and actively serve on committees as appointed by the Council;

iv. Regularly attend meetings on time (including not missing two (2) or more consecutive meetings without reasonable cause) and participate constructively in discussions;

v. Offer opinions and express views on matters before the College, Council and committee, when appropriate;

vi. Participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Council and committee members;

vii. uphold the decisions made by a majority of Council and committees, regardless of prior individual disagreement;

viii. place the interests of the College, Council and committee above all other interests;

ix. avoid and, where that is not possible, declare any appearance of or actual conflicts of interest;

x. refrain from including or referencing Council or committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is acceptable so long as the curriculum vitae is not overtly used in a promotional manner);

xi. preserve confidentiality of all information before Council or committee unless disclosure has been authorized by Council or is otherwise exempted under s. 36(1) of the RHPA;

xii. refrain from attempting to influence a statutory decision unless one is a member of the panel or, where there is no panel, of the committee dealing with the matter;

xiii. respect the boundaries of staff whose role is not to report to or work for individual Council or committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that committee or the Council or where otherwise appropriate; and

xiv. be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.

SCHEDULE 4 TO THE BY-LAWS
Terms of Reference for Non-Statutory or Ad Hoc Committees

1. Pursuant to article 12, the Council may, from time to time, create non-statutory committees. These committees are created for a specific purpose and may be created or disbanded by motion of Council.

2. With the exception of the Examination Committee and the Item Writing Committee, and unless otherwise stated in the Terms of Reference, non-statutory committees are composed of a minimum of three (3) members, with a cross-section of professional, public and academic members of Council, with at least one (1) member being a Council member appointed by the Lieutenant Governor's Order-in-Council.

3. When required, non-statutory committees may be supported by legal and technical consultants and other resource persons as required.

4. Non-statutory committees shall provide:

   i. a written agenda to the Registrar;

   ii. written minutes of all meetings to the Registrar;

   iii. all correspondence through the office of the Registrar; and

   iv. reports to Council for each Council meeting.

Attachment 1 to Schedule 4
Terms of Reference for the Entry-to-Practice Examination Committee

1. Purpose

The Examination Committee, under the direction of the Council of the College of Kinesiologists of Ontario, is responsible for the management of the entry-to-practice examinations which are requirements of registration for all applicants to the College.

2. Accountability

The Examination Committee is a standing committee of Council and is accountable directly to Council. Each member of the Examination Committee must sign a binding Confidentiality Agreement as well as submit a Conflict-of-Interest Pre-meeting Declaration Form in advance of each Committee meeting to the Registrar. The Form will be disseminated with the meeting agenda and will require each committee member to identify and declare any conflict(s) with respective agenda items and describe the nature of the conflict(s).

Council will ensure that members of the Examination Committee receive training in their role and in carrying out their responsibilities on the Committee. In addition, Council will ensure that members receive such training as deemed necessary by Council for the effective discharge of their responsibilities.

3. Membership

Majority of members of the Examination Committee will be recruited and appointed from among the membership of the College and appointed for a term of two or four years, determined on a scheduled basis to ensure continuity and retention of expertise and knowledge on the Committee.

The Examination Committee shall be comprised of no fewer than ten (10) members and no more than fifteen (15) members. All members are appointed by Council.

The total period which an appointee may serve on the Examination Committee shall not exceed six consecutive years. An appointment may be renewed by Council.

At least one member of the Examination Committee shall be appointed from among those directly involved in teaching required courses in kinesiology degree programs in Ontario. This appointment shall be for a period of two years.

At least one member of the Committee must have in-depth knowledge of the regulatory environment and the self-governance requirements among the health professions in Ontario.

At least two members of the Examination Committee should be proficient in French.

4. Selection of Examination Committee members

The Registrar will issue an invitation to College members to volunteer to serve on the Examination Committee.

In reviewing volunteers from among the membership, the Executive Committee or Nominations Committee will review all candidates' credentials and recommend to Council proposed members of the Examination Committee. Consideration will be given to the following:

- Geographic representation;
- Focus of practice;
- Years of experience;
- Gender identity;
- Language (French or English);
- Currency of practice;
- Current make-up of the Committee;
- Other relevant experience; and
- Academic diversity.

To invite volunteers from among academic programs whose graduates may apply to the College, the Registrar will write to the dean, chair or program director of each Ontario university and college providing a degree program in kinesiology or equivalent (potentially), asking for nominations from among their faculty of one or more persons. The Executive Committee or Nominations Committee will review all nominations and select one or more candidates to recommend to Council for appointment.

5. Structure of the Examination Committee

The Committee will elect from among its members a chair and a vice-chair. The elected chair will serve for two years.

6. Expenses and remuneration of members

Members will be paid a per diem which is an honorarium for meeting time, in accordance with the approved policies of the College of Kinesiologists of Ontario.

Members who are required to travel in order to participate in meetings will be reimbursed for travel expenses according to approved policies on reimbursement of travel expenses.

7. Expected time commitment

The Committee will meet once per year for three days to review and approve new examination test forms. One or more teleconference meetings will also be scheduled to review examination performance data.

Additional meetings may be required should Council, on the advice of the Examination Committee, feel that a complete refresh of the Core Competency Profile, Examination Blueprint or the entry-to-practice examination is required prior to the five-year mark currently planned.

All meetings of the Examination Committee will be scheduled with sensitivity to the work schedules of members.

8. Responsibilities

Working under the direction of the Council and in collaboration with the company selected by Council to administer the examination on its behalf, the Examination Committee shall be responsible for the following:

- Maintaining the Examination Blueprint;
- Setting the examination test forms;
- Selecting validators to ensure that the items meet psychometric principles of fairness, technical validity, appropriate to entry level and reliability;
- Determining the cut-score or passing score;
- Maintaining the Examination Guide to be used by candidates approved to take the examination(s).
- Ongoing review of administrator's reports;
- Setting examination frequency; and
- Periodic consideration of the Core Competency Profile every five years or more frequently if necessitated by circumstance or event, and recommending to Council whether updates are required.

9. Confidentiality and risk management

Appointees to the Examination Committee will have access to highly sensitive and confidential information. Any breach of confidentiality will result in serious costs to the College and could result in delays for individuals wishing to register with the College as members.

The College requires each appointee to sign and strictly adhere to a Confidentiality Agreement and to complete a Conflict-of-Interest Pre-meeting Declaration form.

10. Confidence

The College is statutorily mandated to protect the public and is therefore accountable for having defensible examinations that are valid, reliable and fair.

Members of all committees of Council are expected to adhere to the Code of Conduct approved by Council. While not all members of the Examination Committee will necessarily be members of the College, in accepting appointment to the Committee, they will be held to the Code of Conduct.

11. Insurance and Liability

The Council has contracted with an insurer for:

- Directors and Officers and Errors and Omissions Liability;
- Commercial General Liability; and
- Board member, Employee and Volunteer Accident Death and Dismemberment Travel Insurance.

Attachment 2 to Schedule 4
Terms of Reference for the Item Writing Committee

Definitions

"Examination Committee" means a standing committee of Council appointed to direct the development and management of the entry-to-practice examination which is required of applicants for registration.

"The exam provider" means a company hired by the College of Kinesiologists of Ontario to develop and administer the entry-to-practice, competency-based examination to qualified applicants to the College.

1. Purpose

The Item Writing Committee (IWC), acting under direction of the Examination Committee and the exam provider, is responsible for the development of test items which correspond to the approved Examination Blueprint and for reviewing items for accuracy, appropriate level of difficulty and currency with practice.

2. Accountability

The Item Writing Committee is a standing committee of Council and is accountable directly to Council. Each member of the Item Writing Committee must sign a binding Confidentiality Agreement, as well as submit a Conflict-of-Interest Pre-meeting Declaration Form in advance of each Committee meeting to the Registrar. The Form will be disseminated with the meeting agenda and will require each committee member to identify and declare any conflict(s) with respective agenda items and describe the nature of the conflict(s).

Council will ensure that members of the Item Writing Committee receive training in their role and in carrying out their responsibilities on the Committee. In addition, Council will ensure that members receive such training as deemed necessary by Council for the effective discharge of their responsibilities.

3. Membership

The majority of members of the Item Writing Committee will be recruited and appointed from among the membership of the College and from among volunteers who have a thorough knowledge and understanding of kinesiology practice in Ontario.

The Item Writing Committee shall be comprised of up to thirty-six (36) persons appointed by Council. This initial Committee will create and maintain a robust item bank from which the entry-to-practice examination test forms will be constructed according to the approved Examination Blueprint.

Each year, panels of the Item Writing Committee will meet to develop additional items for the item bank and will replace poorly performing items identified by the exam provider and the Examination Committee.

The total period which an appointee may serve on the Item Writing Committee shall not exceed six consecutive years. An appointment may be renewed by Council.

At least one member of the Committee must have in-depth knowledge of the regulatory environment and the self-governance requirements among the health professions in Ontario.

At least two members of the Item Writing Committee must be proficient in French.

4. Selection of Item Writing Committee members

Each year the Registrar will issue an invitation to College members to volunteer to serve on various committees including the IWC. The Registrar will contact university and college kinesiology degree-granting programs to invite volunteers from among faculty members to participate as item writers.

In reviewing applications, the Executive Committee or Nomination Committee will review all candidates' credentials and recommend to Council proposed members to of the IWC. The Examination Committee will then consider the current composition of the IWC and the needs of the IWC for particular areas of knowledge and experience to ensure broad representation from all areas of practice in kinesiology and will propose to Council the addition of new item writers as necessary. Consideration will be given to the following:

- Geographic representation;
- Area of practice, expertise and knowledge;
- Years of experience;
- Gender identity;
- Language (French or English);
- Currency of practice;
- Other relevant experience; and
- Academic diversity.

5. Structure of the Item Writing Committee

Panels of the Item Writing Committee will be called by the College to participate in structured workshops generally facilitated by the exam provider. No meeting of the full Committee will occur.

The item bank must be continuously updated to ensure that recent developments in kinesiology are reflected in the items and to mitigate against security breaches by ensuring that multiple examination forms can be developed at short notice.

6. Expenses and remuneration of members

Remuneration of members of standing committees will be in accordance with the approved policies of the College of Kinesiologists of Ontario.

Members who are required to travel in order to participate in meetings will be reimbursed for travel expenses according to approved policies on reimbursement of travel expenses.

7. Expected time commitment

The item writing and review process has been designed to be flexible, cost effective and includes a mix of on-site and off-site item-writing. Training and guidance are provided by the exam provider along with editing and psychometric review.

As required, specific panels may be called to augment the number of items relating to a specific area of practice or to complete special tasks relating to the preparation guide or to the item bank. Panels of item writers will be called together each year to develop items, to review items and to review and validate translation of items. Not all members may be requested to participate in a panel in any given year. Total time commitment will vary depending upon the development of items prior to workshops. If selected, Committee members should attend at least one, four-day session per year.

8. Responsibilities

Working under the direction of the exam provider and the Examination Committee, the IWC will be responsible for the following:

- Development of test items which correspond to the Examination Blueprint; and
- Reviewing items for accuracy, appropriate level of difficulty and currency with practice.

9. Confidentiality and risk management

Appointees to the IWC will have access to highly sensitive and confidential information. Any breach of confidentiality will result in serious costs to the College and could result in delays for individuals wishing to register with the College as members.

The College requires each appointee to sign and adhere to a binding Confidentiality Agreement and to complete a Conflict-of-Interest Pre-meeting Declaration form.

10. Confidence

The College is statutorily mandated to protect the public and is therefore accountable for having defensible examinations that are valid, reliable and fair.

Members of all committees of Council are expected to adhere to the Code of Conduct approved by Council. While not all members of the Item Writing Committee will necessarily be members of the College, in accepting appointment to the Committee, they will be held to the Code of Conduct.

11. Insurance and Liability

The College has contracted with an insurer for:

- Directors and Officers and Errors and Omissions Liability;
- Commercial General Liability; and
- Board member, Employee and Volunteer Accident Death and Dismemberment Travel Insurance.

Attachment 3 to Schedule 4
Terms of Reference for the Governance and Nominations Committee

Definitions

"Governance and Nominations Committee" ("the Committee") means a standing committee of Council appointed by Council to assist with competency-based assessment of nominees' eligibility to stand for election to Council, selection of appointees to committees of the College and the assessment, evaluation and training of Council and committee(s) of the College.

1. Purpose and Responsibilities

The Committee, supported by College staff, is responsible for:

1) screening applicants seeking election to serve on Council for eligibility;
2) evaluating applications for committee membership;
3) recommending committee slate appointments to Council;
4) oversight of the Council and committee performance evaluation process as follows:
    a. ensuring the Council has implemented a performance evaluation framework;
    b. ensures that Council performance is evaluated every 3 years; and
    c. engages a third-party vendor to perform such evaluations; and
    d. receiving and reporting results of Council and committee evaluation
5) oversight of Council and committee training and development based on evaluation results, and recommendations from Council and committees:
    a. reviewing and making recommendations about updating the Council and Committee Competency Profile;
    b. identifying continuing development needs for Council and committee members; and
    c. identifying specific recruitment needs (e.g., ensuring representation from diverse groups).

2. Accountability

The Committee is a standing committee of Council and is accountable directly to Council.

Members of the Committee will receive training and support in their role for the effective discharge of their responsibilities on the Committee.

3. Reporting

The Committee shall report to Council at least once annually and shall prepare a report for Council's review and approval.

4. Membership / Committee Composition

The Committee shall be composed of five (5) to seven (7) individuals, with a maximum three (3) members who are not a member of College Council or committee or staff and who have governance and/or human resources expertise and are free from real or perceived conflict(s) of interest that may pertain to the profession of kinesiology, the College and/or the duties of the Committee.

The Committee will be supported by a College staff member or consultant appointed by the Registrar.

5. Term of office

The term of office of a Committee member shall commence immediately after the appointment and shall continue for one (1) year. An appointment may be renewed by the Council each year after the first year, for a maximum term length of three (3) consecutive one-year terms. A person who has served on the Committee for each of the previous three (3) years is not eligible for appointment to the Committee.

6. Selection of Governance and Nominations Committee members

Each year, College staff will issue invitations to serve on the Governance and Nominations Committee.

Council will appoint the slate for the Committee. The Committee shall elect a Chair of the Committee ("the Chair") at the first meeting of each term. Any person elected as the Chair shall be eligible for a maximum of two (2) consecutive one-year terms.

In reviewing applications, Council will consider the current composition of the Committee and may appoint new members as necessary. Consideration will be given to the knowledge, skill and expertise of the Committee and diversity of representation, including:

1) Gender identity and/or expression;
2) Sexual orientation;
3) Indigenous peoples;
4) Physical and/or intellectual disability/attributes;
5) Race;
6) Ethnicity;
7) Religion;
8) Education;
9) Language (French or English);
10) Geographic/regional representation;
11) Knowledge, expertise and experience with governance transformation, competency-based assessment/education;
12) Years of experience serving on a regulatory body Council or committee; and
13) Other relevant competencies and experience.

7. Quorum and minimum composition

The quorum of any Committee meeting is three (3) members, at least one (1) of whom shall be a Professional member of Council, at least one of whom shall be an external member of the Committee and at least one of whom shall be a member of the Council who was appointed to Council by the Lieutenant Governor in Council.

8. Structure of Meetings of the Committee and Panels of the Committee

College staff may identify Committee member availability to serve on panels of three (3) or more members of the Committee, selected by the Chair of the Committee, to conduct the business of the Committee.

The agenda for each meeting will be developed jointly between the Chair of the Committee and the Registrar or their designate.

Any meeting of the Committee may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (including audio or video conferencing). Persons participating in the meeting by such means are deemed to be present at the meeting. The Committee's business will be conducted in a manner that is accessible, flexible and cost effective and supports virtual meetings of the Committee.

A summary of each meeting will be prepared and circulated to members of the Committee within 30 days of the meeting. The approved minutes shall be maintained by the Registrar or their designate according to the College Knowledge Management Policies.

9. Voting

Unless specifically provided for otherwise under the Health Professions Procedural Code ("the Code") or the By-laws of the College, every motion which properly comes before the Committee shall be decided by a simple majority of the votes cast at the meeting by the Committee members present.

If the Chair is a member of a Committee panel, the Chair may vote.

10. Expenses and remuneration of members

Remuneration of members of standing committees will be equivalent to the remuneration of Council and committee members as per the By-laws of the College of Kinesiologists of Ontario.

Members who are required to travel to participate in meetings will be reimbursed for travel expenses according to approved policies on reimbursement of travel expenses of the College.

11. Expected time commitment

Panels of the Committee will convene for meetings to review and screen applicants' submissions and determine eligibility to run for election to Council.

Following the election and throughout the year as necessary, panels of the Governance and Nominations Committee will convene for meetings to review and screen applicants' submissions and determine eligibility for appointment to committee(s) and recommend a slate of committee appointments to Council.

As required, panels of the Governance and Nominations Committee may convene to complete special tasks relating to the review and update of the Council and committee Competency Profile and Council and committee performance evaluation processes and tools.

Not all Committee members may be requested to participate in a panel in any given year. The total time commitment and number of meetings will vary depending upon the number of applicants that need to be reviewed, and the degree of review and revision required of the Council and Committee Competency Profile and competency-based selection, assessment, evaluation and training processes and tools.

12. Conflict of Interest

All Committee members will adhere to the College's Conflict of Interest By-Law and Policy. Members of the Committee shall sign a form annually identifying potential conflicts of interest and confirming that they will abide by the College's Conflict of Interest By-law and any applicable policies. In addition, every member shall submit a Conflict of Interest Pre-meeting Declaration Form in advance of each Committee meeting to the Registrar. The Form will be disseminated with the meeting agenda and will require the committee member to identify and declare any conflict(s) with respective agenda items and describe the nature of the conflict(s). At every Committee meeting, Members shall declare if they have a conflict of interest with any agenda items being discussed. Every declaration of a conflict of interest shall be recorded in the minutes of the meeting together with a description of the nature of the conflict(s).

13. Confidentiality

Appointees to the Committee will have access to private and confidential information. Any breach of confidentiality could result in liability and serious costs to the College. The College requires each appointee to sign and adhere to a binding Confidentiality and Non-disclosure Agreement.

14. Expectations and Duties of all Committee Members

As per the College By-laws, every Committee member shall, in the performance of their duties:

1) familiarize themselves with the *Kinesiology Act, 2007*, the *Regulated Health Professions Act, 1991 (RHPA)*, the College by-laws and any policies of the College;
2) familiarize themselves with any other records, documents and guidelines that may be necessary for the performance of their duties;
3) comply with the provisions of the Act, the RHPA, the by-laws, any policies/standards and guidelines of the College and rules that are adopted by Council, from time to time;
4) regularly attend meetings on time and participate constructively in discussions;
5) ensure that confidential matters coming to their attention as a member of Committee are not disclosed by them, except as required for the performance of their duties or as permitted by the RHPA;
6) conduct themself in an appropriate manner with College staff, other members of Council or members of the Committee, registrants and members of the public;
7) comply with the College's Code of Conduct, which is attached as Schedule 3 to the by-laws and forms part of these Terms of Reference;
8) avoid, or where that is not possible, declare all conflicts of interest in the manner set out in by-law and policy; and
9) perform the duties associated with their position conscientiously and with due care and diligence in a manner that serves and protects the public interest.

15. Confidence

The Committee is a standing committee supporting the College's mandate to protect the public.

All Committee members are expected to adhere to the Code of Conduct approved by Council. Members of the Committee, in accepting appointment to the Committee, will be held to the Code of Conduct.

16. Insurance and Liability

No members of the Committee are liable for any act, neglect or default of an act done in good faith in the performance or intended performance of a duty, or in the exercise or the intended exercise of a power under the *Regulated Health Professions Act, 1991* or a regulation or the College By-law under the *Kinesiology Act, 2007*.

The College has contracted with an insurer for:

1) Directors and Officers and Errors and Omissions Liability;
2) Commercial General Liability; and

3) Board member, Employee and Volunteer Accident Death and Dismemberment Travel Insurance.

Attachment 4 to Schedule 4
Terms of Reference of the Planning and Finance Committee

Purpose:

In order to be fully accountable to members, the public and the Ministry of Health as per S. 6 of the *Regulated Health Professions Act, 1991,* the College of Kinesiologists of Ontario (the College) hereby establishes a Planning and Finance Committee (the Committee) as a Non-Statutory Committee of the College. The Committee will work with the Registrar and the Director of Finance and Operations providing guidance and advice to ensure the financial stability of the College and the appropriate allocation of financial resources in order to develop, operate and maintain the College's programs necessary to fulfill its mandate of public protection.

1. Accountability:

The Committee is established effective November, 2016 as a Non-Statutory Committee of Council with a Chair appointed by Council, who is accountable to report on the Committee's activities to Council.

The Committee has authority to meet in-camera with the Auditor for the College to discuss the College's financial policies, procedures, and any concerns or questions of a financial nature which may impact the ongoing operations of the College.

2. Reporting

The Committee shall report to Council at least once annually to recommend audited financial statements for Council's review and approval and for purposes of publication of the annual report. In addition the Committee will report to Council during regular Council meetings and at special and in-camera meetings, on certain financial affairs of the College and to make recommendations on matters such as the appointment of an auditor, approval of operational plans, and annual budgets and on matters of financial concern to the College.

3. Membership

The Committee shall be comprised of five (5) to seven (7) members, at least three (3) of whom shall be Council members. At least one member of Council appointed to the Committee shall be a public member. The Committee may include one (1) or more members who are not members of the College or Council or committee or staff and who have financial and/or accounting expertise and are free from real or perceived conflicts of interest that may pertain to the profession of kinesiology, the College and/or the duties of the Committee.

Appointments to the Committee will be based on the College by-laws 12 and 13 and any corresponding College policies. Committee members will be expected to have an understanding of financial statements and accounting principles and be able to analyze and interpret financial data and statements and relate these to organizational plans.

4. Appointment of Chair of the Planning and Finance Committee

Council shall appoint one of the members of the Planning and Finance Committee as Chair of the Committee.

A signatory of the College is not eligible to serve as Chair of the Planning and Finance Committee.

5. Conflict of Interest

Members of the Committee must declare any conflict of interest or perception of bias before being appointed to the Committee in which a conflict of interest or perception of bias may arise.

6. Rules Governing the Selection of Members, the Appointment of the Chair and the Functioning of the Committee

The approved By-laws governing Council and Committee members and Committees and the Schedules to the By-laws apply to the members of this Committee and to the procedures of this Committee.

7. Time Commitment

The term of office of a Committee member shall commence immediately after the appointment and shall continue for approximately three (3) years.

It is expected that the Committee will meet up to six (6) times per year – once to receive training, once to review the proposed Budget and Operational/Business plan put forward by the College, and at least once with the auditor to review the draft year-end audited financial statements, and to discuss financial business practices of the College and potential risks.

8. Duties and Responsibilities of the Finance Committee

In addition to the duties and responsibilities outlined in By-law 15, the Committee is also responsible for the following:

- Reviewing the College's Revenue and Expenditure budget and in-year progress reports
- Reviewing the College's annual Capital Budget
- Reviewing and recommending action to Executive Committee or Council as necessary, proposed expenditures not included in the College's budget that exceed the monetary amount outlined in the by-laws
- Reviewing the performance of the auditor and recommending appointment of the auditor by Council

- Reviewing and approving the College's annual financial statements for publication in the Annual Report of the College
- Analyzing the data in the financial statements and providing feedback to College staff where necessary
- Ensuring the College abides by its financial policies on procurement and any other stipulations regarding finances in the College's by-laws
- Acting as an advisory body to the Council on matters of finance
- Meeting, as necessary with the College's financial advisor or banker to discuss investment strategies
- Reviewing, revising and/or developing, as needed, internal policies or by-laws respecting the financial operations of the College to ensure efficiency, transparency and accountability.

9. Confidentiality

Members of the Committee will have access to highly sensitive and confidential information which they must keep in the strictest confidence. Any breach of confidentiality could jeopardize the operations of the College and its financial security.

10. Confidence

The College is mandated to protect the public and is therefore accountable for fair and reasonable expenditures necessary to protect the public interest. Members of the Committee are expected to adhere to the Code of Conduct approved by Council.

11. Liability/Immunity

No members of the Committee are liable for any act, neglect or default of an act done in good faith in the performance or intended performance of a duty, or in the exercise or the intended exercise of a power under the *Regulated Health Professions Act* or a regulation or a By-law under said Act.