

# **BYLAWS**

(approved December 5, 2020)

## TABLE OF CONTENTS

<b>PART I</b>	<b>TERMINOLOGY AND INTERPRETATION .....</b>	<b>5</b>
Article 1.1	Definitions .....	5
Article 1.2	Interpretation .....	5
<b>PART II</b>	<b>GOVERNANCE .....</b>	<b>6</b>
Article 2	Council of the College .....	6
Article 2.1	Powers of Council .....	6
Article 2.2	Composition of Council .....	6
Article 2.3	Meetings of Council .....	6
Article 2.4	Votes of Council .....	7
Article 3	Election of Council .....	7
Article 3.1	Annual Election .....	7
Article 3.2	Nomination and Eligibility for Nomination .....	8
Article 3.3	Voting .....	8
Article 3.4	Term of Office for Council Members .....	9
Article 3.5	Resignation of Council Member .....	9
Article 3.6	Removal from Office .....	9
Article 3.7	Appointment to Vacancy .....	10
Article 4	Executive Officers .....	10
Article 4.1	Election of President and Vice President .....	10
Article 4.2	Term of Office .....	10
Article 4.3	Duties of the President and Vice President .....	11
Article 4.4	The Registrar .....	11
<b>PART III</b>	<b>SPECIAL MEETINGS OF THE COLLEGE .....</b>	<b>12</b>
Article 5	Special Meetings .....	12
Article 5.1	Notice of a Special Meeting .....	12
Article 5.2	Agenda for a Special Meeting .....	12
Article 5.3	Resolutions at a Special Meeting .....	12
Article 5.4	Quorum for Special Meetings .....	12

Article 5.5	Rescheduling of Special Meetings.....	12
<b>PART IV</b>	<b>REGISTRATION .....</b>	<b>13</b>
Article 6	Application Requirements.....	13
Article 7	Regulated Member .....	13
Article 8	Registers.....	13
Article 9	Practice Permits.....	13
Article 10	Renewal .....	14
Article 11	Reinstatement .....	14
Article 12	Changes to the Register.....	14
Article 13	Removal from Register.....	14
<b>PART V</b>	<b>PROFESSIONAL CONDUCT .....</b>	<b>15</b>
Article 14	Hearing Tribunals .....	15
Article 14.1	Hearing Tribunal List .....	15
Article 14.2	Powers and Duties of Hearing Tribunal .....	15
Article 14.3	Constitution of Hearing Tribunal.....	15
Article 14.4	Procedure of a Hearing Tribunal .....	16
Article 15	Complaint Review Committee .....	16
Article 15.1	Complaint Review Committee List .....	16
Article 15.2	Powers and Duties of Complaint Review Committee.....	16
Article 15.3	Constitution of Complaint Review Committee .....	16
Article 15.4	Procedure of a Complaint Review Committee.....	17
<b>PART VI</b>	<b>ADMINISTRATION .....</b>	<b>17</b>
Article 16	The Office.....	17
Article 17	The Executive Director .....	17
Article 18	Fees.....	17
Article 18.1	Regulatory Fees .....	17
Article 18.2	Other.....	18
Article 19	Finance and Auditing .....	18
Article 19.1	Fiscal Year .....	18

Article 19.2	Audit .....	18
Article 19.3	Publication of Audit .....	18
Article 20	Costs, Expenses, Honoraria, and Wage Replacement.....	18
<b>PART VII</b>	<b>PUBLICATION OF PROFESSIONAL CONDUCT COMPLAINTS .....</b>	<b>18</b>
Article 21	Hearing Tribunal Decisions .....	18
Article 22	Unprofessional Conduct and Complaint Settlement .....	18
<b>PART VIII</b>	<b>PROTECTION AND INDEMNITY .....</b>	<b>19</b>
Article 23	Indemnification .....	19
<b>PART IX</b>	<b>ADOPTION OR AMENDMENT OF BYLAWS .....</b>	<b>19</b>
Article 24	New Bylaws .....	19
Article 25	Bylaw Review .....	19
Article 26	Consultation on Bylaw Revision.....	19
<b>PART X</b>	<b>DELEGATION .....</b>	<b>19</b>
Article 27	.....	19
<b>PART XI</b>	<b>CODE OF ETHICS AND STANDARDS OF PRACTICE .....</b>	<b>20</b>
Article 28	.....	20

## BYLAWS IN FORCE

These Bylaws are enacted by the Council of the College of Medical Laboratory Technologists of Alberta pursuant to section 132 of the *Health Professions Act*.

## PART I – TERMINOLOGY AND INTERPRETATION

### 1.1 Definitions

In these Bylaws:

- (a) “Bylaws” means these bylaws;
- (b) “College” means the College of Medical Laboratory Technologists of Alberta established pursuant to section 1(1) of Schedule 11 of the *Health Professions Act*;
- (c) “Council” means the Council of the College established pursuant to Section 5 of the *Health Professions Act*;
- (d) “Council Member” means a member of the Council elected or appointed as listed in Article 2.2;
- (e) “Good standing” means a Regulated Member of the College who has
  - i. A valid practice permit;
  - ii. Registration that is not restricted, suspended, or cancelled pursuant to Part 4 of the *Health Professions Act*
  - iii. No fines, fees, costs, or levies owing to the College; and
  - iv. Is not in breach of any discipline orders issued pursuant to Part 4 of the *Health Professions Act*.
- (f) “Public Member” means a person appointed, by the Lieutenant Governor, to Council in accordance with the *Health Professions Act*.
- (g) “Regulated Member” means a person whose name is entered in the Register established pursuant to Section 33(1)(a) of the *Health Professions Act* and Section 2 of the *Medical Laboratory Technologists Profession Regulation*;
- (h) “Registrar” means the individual appointed pursuant to Section 8 of the *Health Professions Act*;
- (i) “Regulation” means the *Medical Laboratory Technologists Profession Regulation*.
- (j) “Special Meeting” means meetings convened in accordance with Part III or Article 2.3.2 of the Bylaws

### 1.2 Interpretation:

Reference to Council, an Officer, person, or committee in these Bylaws includes any delegate.

## **PART II – GOVERNANCE**

### **2. Council of the College**

#### **2.1 Powers of Council**

The governing body of the College is the Council. Council is empowered to:

- (a) act on behalf of the College to implement the applicable requirements of the *Health Professions Act*;
- (b) establish, revise, and monitor policies to govern the College's activities;
- (c) delegate authority and responsibility for implementation of the College's policies to the Registrar; and
- (d) establish committees as Council may consider necessary and advisable, appoint and remove Regulated Members to the committees, and designate committee duties.

#### **2.2 Composition of Council**

The Council of the College shall consist of the following members:

- (a) President;
- (b) Vice President;
- (c) Seven (7) Regulated Members; and
- (d) Public Members.

#### **2.3 Meetings of Council**

2.3.1 Meetings of Council shall be held at least four (4) times a year at such time and place as determined by the President acting reasonably. Council meetings, including deliberations and voting, may, at Council's discretion, be conducted face-to-face, via conference call, using various audiovisual means, or other electronic media. All votes, motions, or resolutions occurring through any of those means are valid as if they occurred at an in-person meeting of Council.

2.3.2 Special Meetings of Council may be called by the President or upon the request of a majority of Council Members providing not less than seven (7) days written notice by email to the other members of Council. The notice of meeting must include reasons for the meeting. As determined by the President acting reasonably, Special Meetings of Council may be conducted face-to-face or via conference call, using various audiovisual means, or other electronic media. Only the matters in the notice of meeting may be considered at a Special Meeting.

- 2.3.4 Regulated Members may attend the public portion of meetings of Council with permission of the President.
- 2.3.5 The President, with the approval of Council, may invite other individuals to take part in the discussions on pertinent business at any meeting of Council.
- 2.3.6 Fifty (50) percent of the Council Members at any Council meeting constitutes quorum. Council Members participating through conference call, audiovisual means, or other electronic media are present for the purpose of establishing quorum and voting.
- 2.3.7 In the absence of both the President and the Vice President at a scheduled meeting of Council, the Council Members present shall choose one of the members of Council to chair the meeting.

## **2.4 Votes of Council**

- 2.4.1 Each Council Member present, except the President, is entitled to one vote. In the event of a tie vote, the President shall cast a vote.
- 2.4.2 Decisions of Council shall be made at duly constituted Council meetings by a vote of the majority of Council Members present, including those participating in person or by teleconference, audio visual means or other electronic media, and voting at the meeting.
- 2.4.3 In situations demanding action before a Council meeting can be convened, voting by Council Members on the resolution may be conducted electronically by email. Such resolution shall be referenced at and included in the minutes of the next meeting of Council.

## **3. Election of Council (excluding Public Members)**

### **3.1 Annual Election**

- 3.1.1 Council Members shall be elected by the voting of Regulated Members.
- 3.1.2 The election of Council Members shall occur once each year on or before September 30.
- 3.1.3 Unless otherwise directed by Council, the election shall be by electronic ballot.

## **3.2 Nomination and Eligibility for Nomination**

- 3.2.1 Subject to these Bylaws, all Regulated Members in good standing are eligible for nomination.
- 3.2.2 A call for nominations shall be forwarded to all Regulated Members, at the electronic address shown in the records of the College, at least sixty (60) days prior to August 15 of each year, notwithstanding delays due to extenuating circumstances including but not limited to natural disasters, industrial action, or electronic/network malfunction.
- 3.2.3 Nomination forms shall be submitted to the College within the time provided for in the call for nominations. The nomination of Regulated Members for Council may be submitted by the Regulated Member seeking election or by a Regulated Member or Members nominating another Regulated Member who has consented in advance and in writing to the nomination.
- 3.2.4 After the closing date for nominations, the Registrar shall prepare a list of the eligible candidates that have been nominated and forward it to Council for information.
- 3.2.5 If the number of nominees is equal to or less than the number of vacant Regulated Member Council positions, the nominees are deemed to be acclaimed.
- 3.2.6 If an insufficient number of nominations has been received to fill all the vacant positions on Council, the Council may, subject to these Bylaws, appoint, by resolution, Regulated Members in good standing to fill any vacant positions.

## **3.3 Voting**

- 3.3.1 Upon receipt of the list of candidates, the Registrar shall:
- (a) prepare a list of eligible voters; and
  - (b) provide the following information electronically to each Regulated Member of the College who is eligible to vote:
    - Biographies pertaining to each candidate
    - Instructions to submit an electronic vote
    - Notification of the date on which completed electronic votes must be submitted, which shall be no later than August 15 of each year.

3.3.2 Candidates shall be elected by a plurality of votes. In the event of a tie in voting, another vote shall be held as the tie-breaking vote.

3.3.3 After the deadline for receipt of ballots has passed, the votes shall be counted, and the Registrar shall provide the Council with:

- (a) a list of the successful candidates;
- (b) the number of votes received by each candidate; and
- (c) an accounting of any voting discrepancies due to spoilage or other factors.

3.3.4 The Registrar shall retain and securely store the electronic votes for ninety (90) days post-election.

### **3.4 Term of Office for Council Members**

The term of office for Regulated Member Council Members shall be three (3) years, to a maximum of two (2) consecutive three (3) year terms, unless the Council Member is selected by Council to serve as President or Vice-President in accordance with Article 4.1, in which case the Council Member's term may exceed three (3) years. Regulated Member Council Members who have fulfilled two (2) full terms on Council are eligible to stand for election to Council after two (2) years have passed since the end of their last term on Council.

### **3.5 Resignation of a Council Member**

A Council Member may at any time resign by letter or electronic notice directed to the President and copied to the Registrar.

### **3.6 Removal from Office**

3.6.1 A Regulated Member Council Member is automatically, and without the necessity of any further steps, removed from Council if the Regulated Member:

- (a) has their registration cancelled or their practice permit suspended through disciplinary action by the College;
- (b) is found guilty of unprofessional conduct under the *Health Professions Act*;
- (c) has registration cancelled by the College (other than under Part 4 of the *Health Professions Act*) unless there are extenuating circumstances acceptable to Council; or
- (d) becomes incapacitated.

3.6.2 A Regulated Member Council Member may be removed from Council in the event the member:

- (a) misses three (3) consecutive meetings of Council without, in the opinion of the other Council members acting reasonably, a reasonable excuse;
- (b) is found guilty of an offence under the *Criminal Code of Canada*; or
- (c) is or has been engaged in any conduct or activity that undermines the College or its objectives or harms the integrity of the Council or the profession.

3.6.3 In the case of any of the circumstances arising in Bylaw 3.6.2, pursuant to a written resolution made by a Council Member, a Regulated Member Council Member may be removed from the Council by a two-thirds majority vote of the other members of the Council after which the affected Regulated Member Council Member is provided with not less than seven (7) days written notice of the removal resolution. The Council Member who is the subject of the removal resolution shall not be entitled to vote. The said resolution shall be voted on by the other Council Members in person, via conference call, audiovisual means or other electronic media as set out in the removal resolution.

### **3.7 Appointment to Vacancy**

Where a vacancy of a Regulated Member Council Member occurs, the Council may appoint a Regulated Member in good standing to fill the vacancy. Any Council Member appointed pursuant to this article is eligible to be elected at the next scheduled elections for two (2) further three (3) year terms.

## **4. Executive Officers**

The executive officers of the College shall consist of the President, Vice President, and Registrar.

### **4.1 Election of the President and Vice President**

The President and Vice President shall be elected by the Council from amongst the Regulated Members. The election of the Vice President shall be made after elections to office are confirmed each year and shall be made on or before December 1 each year.

### **4.2 Term of Office**

4.2.1 The terms of office for the President and Vice President shall be for one (1) year commencing January 1.

4.2.2 The Vice President succeeds to the Office of President. If the Vice President is in the final year of the three-year term of office, succession to the office of President proceeds without election.

4.2.3 Subject to Article 4.3.2(b), Council may appoint a successor to assume the duties of the President and Vice President for the remainder of the term in the event of those offices becoming vacant.

### **4.3 Duties of the President and Vice President**

4.3.1 The President shall:

- (a) provide overall leadership to the College;
- (b) preside at all meetings of the College and Council;
- (c) conduct general supervision of the affairs of the College and shall perform such other duties as Council may from time to time direct;
- (d) in conjunction with the Registrar, liaise with the Canadian Society for Medical Laboratory Science and the Minister of Health; and
- (e) carry out all duties which may be prescribed by the Council, the *Health Professions Act*, the Regulation, and these Bylaws.

4.3.2 The Vice President shall:

- (a) whenever necessary, due to the absence or the inability of the President, assume the duties and responsibilities of the President;
- (b) automatically succeed to the office of the President should the office become vacant during the President's term. In this case, the office of Vice President shall remain vacant until the next election; and
- (c) carry out all other duties assigned by Council.

### **4.4 The Registrar**

4.4.1 The Registrar shall be appointed by Council in accordance with the *Health Professions Act*.

4.4.2 The Registrar carries out the duties and responsibilities and functions of the Registrar under the *Health Professions Act*.

## **PART III – SPECIAL MEETINGS OF THE COLLEGE**

### **5. Special Meeting**

A Special Meeting of the College may be called at any time by the President of the College, with the approval of Council, or upon a written request signed by at least five (5) percent of the Regulated Members of the College, in good standing, for the purpose of considering a specific matter.

#### **5.1 Notice of a Special Meeting**

Notice of a Special Meeting, together with the purpose for holding the meeting, shall be sent to Regulated Members at their electronic address as shown on the Register or record of the Registrar not less than twenty-one (21) days prior to the date of the Special Meeting. The specific date, time, and place for the meeting shall be at the discretion of Council acting reasonably.

#### **5.2 Agenda for a Special Meeting**

Only the matter(s) set out in the notice of the Special Meeting shall be considered at the Special Meeting.

#### **5.3 Resolutions at a Special Meeting**

Resolutions passed by Regulated Members at Special Meetings are advisory to Council.

#### **5.4 Quorum for Special Meetings**

The presence of twenty (20) Regulated Members, exclusive of Council Members, constitutes a quorum for any Special Meeting of the College.

#### **5.5 Rescheduling of Special Meetings**

5.5.1 If a quorum is not present within one-half (1/2) hour after the time set for a Special Meeting of the College, the meeting may be rescheduled to a date, time, and place selected by Council acting reasonably.

5.5.2 If a quorum is not present within one-half (1/2) hour after the set time of the second Special Meeting, the second Special Meeting will proceed with the Regulated Members in attendance.

## **PART IV – REGISTRATION**

### **6. Application Requirements**

- 6.1** Applicants for registration as a Regulated Member of the College shall provide the information required by the College in accordance with the *Health Professions Act*, the Regulation, and any other information deemed necessary for administration of the College.
- 6.2** The Registrar shall consider all complete applications for registration.

### **7. Regulated Member**

A Regulated Member shall be one whose name is entered in the Register established pursuant to Section 33(1)(a) of the *Health Professions Act* and Section 2 of the *Medical Laboratory Technologists Profession Regulation* and who has paid the applicable fees.

### **8. Registers**

The Registrar shall maintain the Regulated Members' registers which shall include the information required by the *Health Professions Act* and the Regulation and clearly identify the category of registration for each Regulated Member. The categories of register are:

- (a) General Register
- (b) Diagnostic Cytology Register
- (c) Clinical Genetics Register
- (d) Provisional Register
- (e) Courtesy Register

### **9. Practice Permits**

- 9.1** The Registrar shall consider complete applications for a practice permit, in accordance with the *Health Professions Act*.
- 9.2** A practice permit as approved by the Registrar may include conditions and restrictions in accordance with the *Health Professions Act*.
- 9.3** A practice permit shall be effective January 1 and shall expire on December 31 of each year, unless otherwise indicated on the practice permit.

## **10. Renewal**

Regulated Members shall apply for the renewal of their practice permits by December 31 each year. In accordance with sections 39 and 43 of the *Health Professions Act*, failure to apply for renewal of the practice permit by December 31, may result in suspension of the practice permit.

## **11. Reinstatement**

**11.1** A Regulated Member whose registration and practice permit are cancelled under the *Health Professions Act*, except if cancelled under Part 4 of the *Health Professions Act*, may apply in writing for reinstatement of the registration and practice permit, to the Registrar by:

- (a) completing the required form;
- (b) submitting the reinstatement fee and paying prior outstanding fees or costs owed to the College;
- (c) submitting evidence of current competency to practice in the profession;
- (d) submitting evidence of having good character and reputation; and
- (e) submitting any other information required by the Registrar.

**11.2** Upon receipt of the reinstatement application, the Registrar shall within thirty (30) days consider the reinstatement application and:

- (a) approve the application with or without conditions;
- (b) defer approval of the application until the applicant has successfully completed any requirements; or
- (c) refuse the application.

## **12. Changes to the Register**

No information recorded on a Register may be changed or added to except in accordance with the direction of the Registrar. The Registrar may enter and remove information regarding Regulated Members pursuant to s.33(5) of the *Health Professions Act*.

## **13. Removal from Register**

No name shall be removed from a Register except in accordance with the *Health Professions Act* or an Order of a Court of competent jurisdiction.

## **PART V – PROFESSIONAL CONDUCT**

### **14. Hearing Tribunals**

#### **14.1 Hearing Tribunal List**

- 14.1.1 Council shall appoint no fewer than four (4) Regulated Members in good standing to a Hearing Tribunal list to be used for appointing members to Hearing Tribunals. The term of the appointment shall be as determined by Council.
- 14.1.2 Council shall ensure the Regulated Members appointed receive appropriate training.
- 14.1.3 Council Members are not eligible for appointment to the Hearing Tribunal list.

#### **14.2 Powers and Duties of a Hearing Tribunal**

A Hearing Tribunal may:

- (a) conduct hearings under the *Health Professions Act*; and
- (b) undertake any other power or duty assigned under the *Health Professions Act*.

#### **14.3 Constitution of Hearing Tribunal**

- 14.3.1 The Hearing Tribunal is comprised of Regulated Members and Public Members appointed by the Hearings Director from the approved list.
- 14.3.2 The Hearings Director shall designate a member of the Hearing Tribunal to act as Chair of the Hearing Tribunal.

#### **14.4 Procedure of a Hearing Tribunal**

- 14.4.1 Subject to Section 12 of the *Health Professions Act*, two (2) Regulated Members and one (1) Public Member constitute quorum for a Hearing.
- 14.4.2 Subject to the *Health Professions Act*, a Hearing Tribunal may determine its own rules of procedure.
- 14.4.3 A decision of the Hearing Tribunal shall be by a vote of a majority of the Hearing Tribunal members present at the Hearing.

- 14.4.4 Subject to the *Health Professions Act* and these Bylaws, the Complaints Director may publish or distribute any information with respect to the unprofessional conduct process and hearings in any manner the Complaints Director considers appropriate.
- 14.4.5 Any record of discipline or conditions placed on a practice permit related to sexual abuse or sexual misconduct shall be published for an indefinite period.

## **15. Complaint Review Committee**

### **15.1 Complaint Review Committee List**

- 15.1.1 Council shall appoint no fewer than three (3) Regulated Members to a Complaint Review Committee membership list to be used for appointing members to a Complaint Review Committee. The term of the appointment shall be as determined by Council.
- 15.1.2 Council shall ensure the Regulated Members appointed receive appropriate training.
- 15.1.3 Council Members are not eligible for appointment to the Complaint Review Committee.

### **15.2 Powers and Duties of Complaint Review Committee**

The Complaint Review Committee may:

- (a) review and ratify settlements under Section 60 of the *Health Professions Act*,
- (b) conduct reviews under Section 68 of the *Health Professions Act*, and
- (c) undertake any other power or duty given to it under the *Health Professions Act*.

### **15.3 Constitution of Complaint Review Committee**

- 15.3.1 The Complaint Review Committee is comprised of Regulated Members and Public Members appointed by the Hearings Director from the approved list.
- 15.3.2 The Hearings Director shall designate a member of the Complaint Review Committee to act as Chair of the Complaint Review Committee.

## **15.4 Procedure of the Complaint Review Committee**

- 15.4.1 Subject to Section 12 of the *Health Professions Act*, two (2) Regulated Members and one (1) Public Member constitute quorum of a Complaint Review Committee.
- 15.4.2 Subject to the *Health Professions Act*, a Complaint Review Committee may determine its own procedural rules.
- 15.4.3 A decision of the Complaint Review Committee shall be by a vote of a majority of the members present at the hearing or meeting.
- 15.4.4 For the purposes of section 60(6)(a) of the *Health Professions Act*, where a Complaint Review Committee has ratified the settlement of a complaint under that section, the Complaints Director may publish information regarding the settlement.

## **PART VI – ADMINISTRATION**

### **16. The Office**

The office of the College is in Edmonton, Alberta. Relocation of the office may occur by resolution of Council acting reasonably.

### **17. The Executive Director**

Council shall engage an Executive Director whose duties include:

- (a) responsibility for the implementation of policy established by Council;
- (b) oversight of the administration of the College;
- (c) reporting to and taking direction from Council; and
- (d) preparing and maintaining custody of minutes of the College's Council, committees, and all other relevant records or documents.

### **18. Fees**

**18.1** Council may establish fees, costs, levies, or assessments for the following:

- (a) administration fees
- (b) registration fees
- (c) registration review fees
- (d) practice permit fees
- (e) practice permit review fees
- (f) fees for reviews or appeals of any decisions under the *Health Professions Act*

(g) refunds

**18.2** Council may establish such other fees, costs, levies, and assessments as it deems advisable for any accreditation, review, appeal, or service provided by the College to a Regulated Member or to any other person.

## **19. Finance and Auditing**

**19.1** The fiscal year of the College ends on December 31 of each year.

**19.2** At least once each year there shall be an audit of the College's books, accounts, and records performed by a Chartered Professional Accountant appointed by Council.

**19.3** The audited financial statements shall be published in the annual report of the College.

## **20. Costs, Expenses, Honoraria, and Wage Replacement**

The College, in accordance with policies established by Council, shall:

- (a) reimburse travel expenses and other such costs and expenses incurred by Council Members and committee members and volunteers while carrying out College duties.
- (b) pay an honorarium to Council Member and committee members pursuant to College policies; and
- (c) on approval of Council and consistent with the wage replacement policy of the College, pay wage replacement for wages lost by Council Members and committee members while performing duties on behalf of the College.

## **PART VII – PUBLICATION**

### **21. Hearing Tribunal Decisions**

The full decision rendered by a Hearing Tribunal shall be published on the College's website for the period stipulated in the decision.

### **22. Unprofessional Conduct Process and Complaint Settlement**

Information on specific unprofessional conduct processes and hearings and complaint settlements may be published in accordance with articles 14.4.4 and 15.4.4 of the Bylaws.

## **PART VIII – PROTECTION AND INDEMNITY**

### **23. Indemnification**

The College shall indemnify a current or former Council Member, Committee or Hearing Tribunal member, employee, or volunteer against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in connection with any action, suit, or proceeding to which they are made a party to by reason of having been engaged, employed, elected, or appointed by the College.

Notwithstanding the above, the College will not provide indemnification to the extent that such costs, charges, expenses, or amounts paid to settle an action or satisfy a judgment are attributable to the person's wilful misconduct or lack of good faith.

## **PART IX – ADOPTION OR AMENDMENT OF BYLAWS**

### **24. New Bylaws**

Council may by resolution of Council adopt new Bylaws or amend the College's current Bylaws.

### **25. Bylaw Review**

Council shall review the Bylaws on an as-needed basis or at least every five (5) years.

### **26. Consultation on Bylaw Revision**

Council shall consult with Regulated Members on proposed Bylaw amendments and may revise or amend Bylaws in consideration of that consultation.

## **PART X – DELEGATION**

**27.** Subject to Sections 19 and 20 of the *Health Professions Act*:

- (a) council may, by resolution, delegate any of its powers and duties under the *Health Professions Act* and these Bylaws to one or more persons or committees.
- (b) a person or committee to whom a power or duty is given under the Health Professions Act or these Bylaws may in writing delegate the power or duty to one or more persons or committees.

## **PART XI – CODE OF ETHICS AND STANDARDS OF PRACTICE**

- 28.** Council may, by resolution, adopt or amend a Code of Ethics and Standards of Practice after completing any consultation required by the *Health Professions Act* and any other consultation Council deems advisable.