



# **BYLAWS**

## **November 2020**

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### **INDEX**

<a href="#">Article 1.0</a>	<a href="#">Name</a>
<a href="#">Article 2.0</a>	<a href="#">Definitions</a>
<a href="#">Article 3.0</a>	<a href="#">Head Office</a>
<a href="#">Article 4.0</a>	<a href="#">Seal</a>
<a href="#">Article 5.0</a>	<a href="#">Membership</a>
<a href="#">Article 6.0</a>	<a href="#">Council of the College</a>
<a href="#">Article 7.0</a>	<a href="#">Elections of the College</a>
<a href="#">Article 8.0</a>	<a href="#">Public Member Appointments</a>
<a href="#">Article 9.0</a>	<a href="#">Committees</a>
<a href="#">Article 10.0</a>	<a href="#">Governance Committee</a>
<a href="#">Article 11.0</a>	<a href="#">Board of Assessors</a>
<a href="#">Article 12.0</a>	<a href="#">Complaints Committee</a>
<a href="#">Article 13.0</a>	<a href="#">Inquiry Committee</a>
<a href="#">Article 14.0</a>	<a href="#">Executive Committee</a>
<a href="#">Article 15.0</a>	<a href="#">Finance Committee</a>
<a href="#">Article 16.0</a>	<a href="#">Appointment of the Registrar</a>
<a href="#">Article 17.0</a>	<a href="#">Finances and Administration</a>
<a href="#">Article 18.0</a>	<a href="#">Rules of Order</a>
<a href="#">Article 19.0</a>	<a href="#">Amendment to Bylaws</a>
<a href="#">Article 20.0</a>	<a href="#">Interpretation</a>

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## Article 1.0

The following are the Bylaws of the College of Dietitians of Manitoba made under section 51 of the Act.

## Article 2.0 DEFINITIONS

The following definitions apply in this Bylaw:

“**Act**” means *The Registered Dietitians Act* of Manitoba

“**Bylaws**” means the Bylaws of the College as set out herein;

“**meetings of members**” means any general meeting of the college including the annual general meeting and special general meetings, and does not include committee meetings or meetings of Council;

“**Regulations**” means the *Registered Dietitians Regulation* made under section 50 of the Act.

The definitions set out in the Act and Regulations apply in this Bylaw.

## Article 3.0 HEAD OFFICE

The head office of the College shall be located in Manitoba in the City of Winnipeg.

## Article 4.0 SEAL

The College shall have a seal, on which is inscribed “College of Dietitians of Manitoba.” The seal is to be kept at the head office of the College. Any document to which the seal is affixed is to be signed by the Chair or the Registrar or another person duly authorized to do so by the Council.

## Article 5.0 MEMBERSHIP

### 5.1 Members

The rights, privileges and obligations of the members are as follows:

#### 5.1.1 All members:

- (a) are entitled to attend and participate in discussions at College meetings of members;
- (b) are entitled to receive copies of official College publications.
- (c) shall pay the fees prescribed under this Bylaw;
- (d) shall report to the College within thirty days:

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- (i) any change of name
  - (ii) any change of address, telephone number, facsimile number or electronic mail address
  - (iii) any change of place of employment
  - (iv) any change of membership status

(e) shall answer all correspondence from the College in which a reply is demanded, within fifteen days of the date of such correspondence or by such other deadline as is specified in the correspondence.

#### 5.1.2 Registered Dietitians

- (a) are eligible for election to Council;
- (b) are entitled to vote at all meetings of members.

#### 5.1.3 Graduate Dietitian Members

- (a) are not entitled to vote at meetings of members;
- (b) are not eligible for election to Council;
- (c) may not supervise dietetic interns or provide supervision for training purposes;
- (d) may not use the title “dietitian” or “registered dietitian” and must indicate their status as a “GD” when communicating with patients/clients and documenting.

#### 5.1.4 Dietetic Intern

- (a) may practice dietetics only under supervision;
- (b) are not eligible for election to Council;
- (c) are not entitled to vote at meetings of members.

### 5.2 Fees payable by Members and applicants for registration

5.2.1 The Registrar shall send to each member a notification of the fees payable for the ensuing year.

5.2.2 The fees payable by members shall be set by Council and may include:

- (a) an initial processing fee;
- (b) an annual fee;
- (c) an academic and practicum assessment fee;
- (d) a late penalty fee of 35% of the annual fee;
- (e) a processing fee for curriculum review when such a review is required;

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- (f) an NSF fee.
  - (g) any fee or levy due to the College
  - (h) any costs assessed
- 5.2.3 The membership year of the College shall commence on the 1<sup>st</sup> day of April and terminate on the 31<sup>st</sup> day of March each year.
- 5.2.4 The initial fee for enrollment and membership in the College shall be the initial processing fee plus the annual fee.
- 5.2.5 Should an application be refused or withdrawn, the initial processing and academic assessment fees shall be retained by the College, or at the discretion of the Registrar.
- 5.2.6 A person applying for membership through the year shall pay the initial processing assessment fee and a monthly prorated fee as calculated as per CDM policy.
- 5.2.7 Where the payment of the annual fee is not received on or before March 31<sup>st</sup> a late penalty fee of 35% of the full year's annual fee shall be charged.
- 5.2.8 There will be no refund of fees except as described in 5.2.5 of this Article.

5.3 Annual renewal

By April 1 of each year, each member shall complete and return the required annual renewal form providing such information as may be requested including:

- (a) information required to be maintained in a register;
- (b) information respecting his or her participation in the continuing competence program;
- (c) proof of such professional liability insurance coverage as may be required under the Regulations;
- (d) the nature of the dietetic services provided by the member;
- (e) information that relates to the professional characteristics and activities of the member that may assist the College in carrying out its objects; and
- (f) information for the purposes of compiling statistical information to assist the College in fulfilling its objects.
- (g) any fees or levy due to the College
- (h) any costs assessed

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## 5.4 Meetings of Members

### 5.4.1 Annual General Meeting

- (a) The Annual General Meeting shall be held at least once every calendar year and no more than fifteen months after the adjournment of the last Annual General Meeting.
- (b) The Annual General Meeting of the College shall be held at a date, time and place to be determined by the Council, and the agenda for the meeting shall be prescribed by the Council.
- (c) Notice of the time and place of the Annual General Meeting shall be sent to members at least 30 days in advance of the Annual General Meeting. Notice may be sent by regular mail, email, facsimile or other method of delivery. The accidental omission to give the notice to any member or members shall not invalidate any action taken at an Annual General Meeting.

### 5.4.2 Special Meetings

Notice of the time, place and business to be transacted at special general meeting of the College shall be sent to members at least 10 days in advance. The business to be transacted at a special general meeting of the College shall be limited to that specified in the notice thereof. The accidental omission to give notice to any member or members shall not validate any action taken at a special meeting.

### 5.4.3 Quorum at Meetings of Members

A quorum for any meeting of members shall be the number who are in attendance at the meeting.

### 5.4.4 Recording of the College Meetings

Minutes shall be taken at all meetings of members and circulated to the membership within 90 days of the meeting of members.

### 5.4.5 Voting at Meetings of Members

Each Registered Dietitian shall be entitled to one vote. In the event of an equality of votes, the motion would be defeated.

## **Article 6.0 COUNCIL**

### 6.1 Composition of Council

- 6.1.1 The members of the Council shall include the chair, vice-chair, past-chair, elected members of the Council and one-third public representatives as detailed in the Registered Dietitians Act, Part 3, Para. 6(1) and 6(2).
- 6.1.2 The elected members of Council shall be elected in accordance with article 7.
- 6.1.3 Public representatives shall be appointed to Council by the chair, vice-chair, past-chair and elected members of Council in accordance with article 8.

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## 6.2 Officers

6.2.1 The officers of the College are:

- (a) the Chair
- (b) the Vice-Chair
- (c) the Past-Chair

## 6.3 Election or appointment of officers

6.3.1 Council shall elect from amongst its elected members a Chair for a one year term.

6.3.2 At the conclusion of the Chair's term, the Chair may be elected for an additional one year term.

6.3.3 At the conclusion of the Chair's final term, the Chair shall become the Past-Chair.

6.3.4 Council shall elect from amongst its elected members a Vice-Chair for a one year term.

## 6.4 Duties of the Chair

6.4.1 The Chair shall:

- (a) preside as Chair of all Council meetings unless he/she designates an alternate for all or any portion of the meeting;
- (b) perform all duties and responsibilities pertaining to his/her office and such duties and responsibilities as may be described by the Council.

6.4.2 In the event the Chair is unable to perform the duties of Chair, the Vice-Chair, (or failing him or her, the Past-Chair) shall perform those duties and responsibilities.

6.4.3 In the event the Chair, Vice-Chair or Past-Chair are unable to perform the duties of the Chair and the Chair has not appointed a designate, the Council shall appoint another member of the Council to act as Chair. The appointee shall have all the rights and privileges, and responsibilities of the Chair.

## 6.5 Duties of the Past-Chair

The Past-Chair shall:

- (a) perform all duties which may be prescribed by the Council from time to time.

## 6.6 Duties of the Vice-Chair

The Vice-Chair shall:

- (a) perform all duties and responsibilities in the event the Chair is unable to perform the duties of the Chair.
- (b) perform all duties which may be prescribed by Council from time-to-time.

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- (c) preside as Chair of the Executive Committee.

6.7 Term of Office - Elected Members of Council

- 6.7.1 The term of office, unless otherwise provided in this bylaw, shall commence immediately following the election or acclamation date.
- 6.7.2 Each elected member of Council shall be elected to serve a two-year term with a maximum of three consecutive terms.
- 6.7.3 If any elected Council member vacates his/her position the Council may, by simple majority vote, appoint a registered dietitian to fill the vacating Council member's position on Council until the next Annual General Meeting, at which an election shall be held to fill the said position.

6.8 Meetings of the Council of the College

- 6.8.1 The Council of the College shall hold at least three meetings a year, one of which shall be within six weeks following the Annual Meeting.
- 6.8.2 Meetings of the Council may be held at a time or place to be determined by the members of Council, provided that ten days notice of such meetings shall be sent to each member of Council. No formal notice shall be necessary if all members of Council are present at the meeting and waive notice thereof.
- 6.8.3 The meetings of the Council shall be open to any registered member unless the Council decides that a meeting or any part of a meeting shall be closed. At open meetings, only members of Council shall be entitled to vote. Upon approval of the Council, others may be invited to speak. However, at any time, the Chair of the Council may ask guests to leave for reasons given.
- 6.8.4 Every motion that properly comes before the Council shall be decided by a simple majority of the votes cast at the meeting by Council members present.
- 6.8.5 In taking a vote, other than one conducted by secret ballot, the Chair may first determine those members in favour, opposed, and abstaining after which the Chair may cast his/her vote. Except when a secret ballot is required, every vote at Council meetings shall be by show of hands, but if any two Council members request, a roll call vote shall be taken. In a vote by show of hands, the Chair may vote only in the event of a tie. However, the Chair is not required to vote if that vote would affect the outcome. The Chair may vote when voting is by secret ballot.
- 6.8.6 In the event of a tie vote, the motion is lost.
- 6.8.7 Special Council meetings may be called by the Chair or Registrar. The Chair may call a meeting at his or her discretion. The Registrar can call a meeting upon receipt of a written request for a meeting signed by at least a majority of Council members.

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6.9 Quorum of the Council

The quorum of the Council shall be a majority of the members of the Council.

6.10 Minutes of Council Meetings

Minutes of the Council meetings and committee meetings shall be circulated to the members of the Council or committee or anyone else deemed applicable.

6.11 Removal from the Council

The Council may, by a majority vote, remove a member of Council if:

- (a) he/she consistently fails or refuses to perform the duties assigned to him/her by the Chair or Council;
- (b) he/she fails or refuses to adhere to the Act, Regulations, Bylaws or Code of Ethics;
- (c) he/she is absent, with an unacceptable excuse to the Council, from more than three meetings of the Council between Annual Meetings;
- (d) his/her membership is allowed to lapse, is suspended or revoked.

6.12 Removal of Council

6.12.1 Any member may call for a mail vote of non-confidence in the Council, by stating in writing the issue giving rise to the call, signed by at least ten percent of the Registered Dietitians and forwarding it to the Registrar.

6.12.2 Within thirty days of receiving the call for a vote of non-confidence the Registrar is to put the question of non-confidence to a vote.

6.12.3 If the vote of non-confidence is passed by two-thirds of the registered members eligible to vote, the Registrar shall, within thirty days of the decision, call for nominations to Council and for an election of a new Council.

6.13 Remuneration

6.13.1 The members of Council of the College shall receive no remuneration for acting as such and no members of Council shall directly or indirectly profit from their position.

6.13.2 Members of Council may receive compensation for expenses incurred by them in the normal course of their duties.

6.14 Conflict of Interest

The members of Council of the College are required to adhere to the College's Conflict of Interest Policy (Policy Number 3.1.7)



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6.15 Limitations on Powers of Individual Members of Council

No individual member of Council shall have any authority to act on behalf of the Council with respect to agents or employees of the College except as provided in this bylaw or by resolution of the Council. No individual member of Council shall have any authority to act on behalf of the College with respect to the transaction of the affairs of the College except as provided in this bylaw or by resolution of the Council.

6.16 Indemnity

Every member of Council, officer and member of an *ad hoc* or standing committee of the College and his/her heirs, executors and administrators, and estate respectively, shall be indemnified and saved harmless by the College from and against all liability and all costs, charges and expenses that he/she sustains or incurs in respect to any action, suit or proceedings that is proposed or commenced against him/her for or in respect of anything done or omitted to be done in or about the execution of his/her duty or supposed duty in his/her respective office except such (if any) as he/she sustains or incurs as a result of his/her willful neglect or default.

**Article 7.0 ELECTIONS**

7.1 Eligibility

7.1.1 A member is eligible for election to Council if:

- (a) the member is a Registered Dietitian;
- (b) on the deadline for receipt of nominations, the member is a member in good standing and his or her registration is not subject to a term, condition or limitation other than one applicable to all members of the class;
- (c) on the deadline for receipt of nominations, the member is not in default of the payment of any fee prescribed by the Regulations or required by the Bylaws;
- (d) on the deadline for receipt of nominations, the member is not the subject of any disciplinary or incapacity proceeding;
- (e) the member's certificate of registration has not been revoked or suspended in the six years preceding the date of the election for any reason other than non-payment of fees;
- (f) the member has not been the subject of any professional misconduct, incompetence or incapacity finding in the three years preceding the date of the election;
- (g) the member has not been removed from Council under article 6.12 in the three years preceding the date of the election;
- (h) on the deadline for receipt of nomination, the member has his or her designated register address in Manitoba and has been nominated in accordance with this bylaw.

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- 7.1.2 An employee of the College shall not be eligible for election to Council unless he or she provides an irrevocable written notice of termination of employment which must be received by the Registrar and be effective on or before the deadline for receipt of nominations.
  - 7.1.3 A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least twenty days prior to the date of the election, the name of the person shall not be placed on the ballot. In all other cases, the Registrar shall make reasonable efforts to notify the members eligible to vote that the candidate has withdrawn from the election.
  - 7.1.4 Any dispute as to whether a member is eligible for election or to vote in an election by a decision of the Council of the College.

## 7.2 Elected Members

- 7.2.1 Election of the elected members of Council from the membership shall be held concurrently with the Annual General Meeting of the College or unless otherwise specified by the Council.

## 7.3 Elections

- 7.3.1 The Governance Committee shall supervise the nominating process and elections.
- 7.3.2 At least 45 days before the date of an election or by-election, the Governance Committee shall notify each member who is then eligible to vote of the date of the election, the nomination procedure and the deadline for returning nominations to the College.
- 7.3.3 The Governance Committee shall provide each member who is eligible to vote with a nomination notice via electronic mail. The nomination notice will include a nomination form, an outline of the positions and expectations as a Director, and a nominee biographical information form.
- 7.3.4 The nomination of a candidate for election must be received (via fax, electronic mail or regular mail) by the Administrative Assistant at least 14 days before the date of the election and shall include the consent of the member wishing to stand for election and the signature of three eligible nominators.
- 7.3.5 Each nominator shall be a member who is eligible to vote in that election on the date of nomination. Nominations are not accepted from the floor at the Annual Meeting.
- 7.3.6 The Administrative Assistant shall provide each nominated candidate with a copy of the College's conflict of interest guidelines and form, notice of the deadline for the filing of that form and relevant portions of the College's bylaw relating to conflict of interest.
- 7.3.7 If, after the deadline, the number of eligible candidates nominated is equal to the number of members to be elected, the eligible candidates shall be declared elected by acclamation.

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- 7.3.8 If, after the deadline, the number of eligible candidates nominated is less than the number of members to be elected, the Governance Committee shall establish a new election schedule including, where necessary, a new date for that election.
- 7.3.9 If the number of eligible candidates nominated after the second call for nominations remains less than or equal to the number of members to be elected those eligible candidates shall be elected by acclamation.
- 7.3.10 If after two calls for nominations there are still insufficient eligible candidates for election, the seat shall be considered vacant and the vacancy shall be dealt with by Council at the next regular meeting.
- 7.3.11 No later than fifteen days before the date of an election, the Governance Committee shall send to every member eligible to vote, a voting notice via electronic mail.
- 7.3.12 Voting for eligible candidates for election to the Council shall be conducted through the voting mechanism on the CDM website. Profile of candidates and voting instructions and deadlines will be posted on the voting page of the website. Proxy voting is prohibited. The vote will be open for at least 14 days before the date of the Annual General Meeting and shall be closed at midnight Central time on the closing date. A member may vote at any time and can change the vote until the end of the voting period. Confirmation to the voter of his or her vote will be provided at the time the vote has been entered. Votes can be yes, no or abstain.
- 7.3.13 Confidentiality is maintained. The Administrative Assistant will report the numerical results of the vote to the Governance Committee and Chair of Council at the completion of the voting process.
- 7.3.14 In an election
- (a) where only one candidate is to be elected, the successful candidate is the eligible candidate with the highest number of votes; and
  - (b) where more than one candidate is to be elected, the successful candidates are those eligible candidates with the highest and next highest number of votes and so on until the number of successful candidates equals the number of persons to be elected in that election.
- 7.3.15 The Governance Committee shall notify each eligible candidate of the results of the elections, at least 24 hours before the Annual General Meeting.
- 7.3.16 In each election the Council Committee shall declare the successful candidates elected after the voting deadline has been reached. The announcement is to be made to those members in attendance at the AGM.
- 7.3.17 If there is a tie in any election and it is necessary to break the tie to determine who shall be the successful candidate, the Chair of Council shall designate a person to break the tie by lot and then declare that candidate elected.
- 7.3.18 The College shall notify its members of the results of all elections by publication of those results in the College newsletter or in such a manner directed by the Council.
- 7.3.19 Voting results will be kept on the CDM website and filed in the archives.

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#### 7.4 Spoiled Ballots

- 7.4.1 A ballot that is received from a member who is not eligible to vote is spoiled and may not be used in deciding the matter.
- 7.4.2 If more than one ballot is received from a member then all ballots received from that member are considered spoiled and may not be used in deciding the matter.

### **Article 8.0 PUBLIC MEMBER APPOINTMENTS**

- 8.1 Council shall appoint, from amongst the roster appointed by the Minister under section 6(4) of the Act, public representatives to serve on Council, the complaints committee and the inquiry committee for such terms as Council may determine.

### **Article 9.0 COMMITTEES**

- 9.1 The following are established as the Standing Committees of the College:

- (a) Governance
- (b) Board of Assessors
- (c) Complaints
- (d) Inquiry
- (e) Executive
- (f) Finance
- (g) Continuing Competence

- 9.2 There shall be established terms of reference and procedures, subject to the approval of the Council, and in accordance with the Act for all Standing Committees.

- 9.3 *Ad hoc* committees and Chairs thereof may be appointed by the Council as required.

- 9.4 The Chairs of the Standing committees shall be appointed by the Council at the first meeting of Council. Except as provided in the Act and the Bylaws, each chair shall select his/her own committee members. The chair of the Council shall be an ex-officio member of all Standing committees with the exception of the Complaints and Inquiry committees.

- 9.5 Council may, at any time, remove the chair of any Committee and appoint a new chair.

- 9.6 Council may remove any member of any committee at any time for due cause.

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## **Article 10.0 GOVERNANCE COMMITTEE**

- 10.1 The Council shall appoint a chair and all members of the Governance Committee for such term as Council may determine.
- 10.2 There shall be a minimum of three members of the Governance Committee, including the chair.
- 10.3 The Governance Committee shall fulfill the duties imposed on it under the By-laws.
- 10.4 A quorum shall be a majority of the members of the Committee.

## **Article 11.0 BOARD OF ASSESSORS**

- 11.1 The Council shall appoint a chair and all members of the Board of Assessors for such term as Council may determine.
- 11.2 There shall be a minimum of three members of the Board of Assessors, including the chair.
- 11.3 The Board of Assessors shall fulfill the duties imposed on it under the Act.
- 11.4 A quorum shall be a majority of the members of the Committee.

## **Article 12.0 COMPLAINTS COMMITTEE**

- 12.1 The Council shall appoint a chair and all members of the Complaints Committee for such a term as Council may determine.
- 12.2 There shall be a minimum of three members on the Complaints Committee, including the chair, with at least one-third of the persons being public representatives.
- 12.3 The Complaints Committee shall fulfill the duties as imposed on it under the Act.
- 12.4 A quorum shall be a majority of the members of the Committee.

## **Article 13.0 INQUIRY COMMITTEE**

- 13.1 The Council shall appoint a chair and all members of the Inquiry Committee for such a term as Council may determine.
- 13.2 There shall be a minimum of three members of the Inquiry Committee, including the chair, with at least one-third of the persons being public representatives.
- 13.3 The Inquiry Committee shall fulfill the duties as imposed on it under the Act.
- 13.4 A quorum shall be a majority of the members of the Committee.

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## **Article 14.0 EXECUTIVE COMMITTEE**

- 14.1 The Executive Committee shall be made up of four council members, as follows:
- (a) at least two of whom shall be either Chair, Vice Chair or Past Chair of the Council;  
and
  - (b) any additional committee members chosen from the Council
- 14.2 The committee Chair shall be elected by vote from among the committee members
- 14.3 A quorum shall be a majority of the committee members
- 14.4 The Registrar of the College shall be an *ex-officio* member of the committee.

## **Article 15.0 FINANCE COMMITTEE**

- 15.1 The Finance Committee shall be made up of four council members, as follows:
- (a) at least one of whom shall be either Chair, Vice Chair or Past Chair of the Council;
  - (b) at least one of whom shall be a public member of the Council; and
  - (c) any additional committee members chosen from the Council.
- 15.2 The committee Chair shall be elected by vote from among the committee members.
- 15.3 A quorum shall be a majority of the committee members.
- 15.4 The Registrar of the College shall be an *ex-officio* member of the committee.

## **Article 16.0 APPOINTMENT OF THE REGISTRAR**

### **16.1 Registrar & Acting Registrar**

- 16.1.1 The Registrar shall manage the office of the College and generally conduct the affairs of the College in accordance with the direction of the Council.
- 16.1.2 The Registrar shall be an *ex-officio* member of the Council and of such committees as the Council deems appropriate, in a non-voting capacity.
- 16.1.3 If the Registrar is absent or unable to perform her duties or the office of Registrar is vacant, Council may appoint an acting Registrar to perform all or some of the Registrar's duties.

## **Article 17.0 FINANCES AND ADMINISTRATION**

### **17.1 Fiscal Year**

The fiscal year of the College shall be from April 1 to March 31.

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## 17.2 Signing Authority

The signing officers of the College shall be:

- (a) the Registrar and two elected Council members;
- (b) any two of three may sign on behalf of the College.

## 17.3 Execution of Documents

17.3.1 Contracts, documents and any other instrument requiring the signature of the College shall be signed by any two officers as appointed by the Council.

17.3.2 All contracts in writing so signed shall be binding on the College.

## 17.4 Borrowing Powers

The Council may authorize the borrowing of funds to meet the objectives and operations of the College.

## 17.5 Investment Authority

The funds of the College may be retained in whole or in part in cash or be invested and reinvested in low and moderate risk securities as the Council may deem.

## 17.6 Records and Books

17.6.1 The Council shall see that all necessary books and records of the College required by the bylaws of the College or by any applicable statute or law are regularly and properly kept.

17.6.2 Correct books of account of the activities and transactions of the College shall be kept in the office of the College.

## 17.7 Audit of Accounts

The financial records shall be handed over to an auditor approved by the Council at the end of each fiscal year. The audited financial report shall be presented at the Annual Meeting.

## 17.8 Agents and Employees

The Council may appoint or employ any persons as are necessary to assist the Council in the performance of its duties under the Act and the Regulations and the Council shall establish their duties and remuneration.

## 17.9 Online voting

Online voting shall be permitted for Council elections and College by-law revisions. Each registered dietitian is entitled to one vote, whether online or in-person. Council election processes are outlined in '7.0 Elections of the College by-laws.' Any motion pertaining to any by-law changes are passed by a majority of the total number of votes. In the event of an equality of vote, the motion would be defeated.

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## **Article 18.0 RULES OF ORDER**

The parliamentary authority for the College shall be Robert's Rules of Order.

## **Article 19.0 AMENDMENT OF BYLAWS**

The Bylaws may be amended or repealed by a majority vote of members in accordance with the Act

## **Article 20.0 INTERPRETATION**

In this bylaw, words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender, and vice versa.