



## BYLAW 1: GENERAL

JUNE 2025

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# 1. Interpretation

## 1.1. Definitions

In this bylaw and in any other bylaw of the College, unless otherwise defined or required by the context of the specific provision,

**“Act”** means the *Dietetics Act, 1991*;

**“appointed committee member”** means either an appointed committee member - Registered Dietitian or an appointed committee member - public (both as defined below);

**“appointed committee member - public”** means a person who is not a registrant of the College and who is not a director (as defined below), and who is appointed to a committee of the College;

**“appointed committee member - Registered Dietitian”** means a registrant of the College who is not a director (as defined below) and who is appointed to a committee of the College;

**“Board” or “Board of Directors”** means the board of directors or Council of the College;

**“Chair of the Board”** means the Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “President”, and does not include a committee chair or a person appointed as the chair or presiding officer of a Board meeting pursuant to section 7.8 of these bylaws;

**“Code”** means the Health Professions Procedural Code being Schedule 2 of the *Regulated Health Professions Act, 1991*;

**“College”** means the College of Dietitians of Ontario;

**“committee”** means a statutory, non-statutory or ad hoc committee of the College;



**“committee member”** means a member of a committee of the College;

**“director”** means a member of the Board of Directors and includes public and elected directors, previously known as public and elected “councillors” in these bylaws;

**“elected director”** means a member of the Board of Directors described in clause 5(1)(a) of the Act and includes a member elected or appointed to fill a vacancy;

**“public director”** means a director who is appointed to Council by the Lieutenant Governor in Council;

**“registrant”** means a member of the College as that term is used in the *Regulated Health Professions Act, 1991* and the Act and as previously used in these bylaws;

**“Registrar”** means the Registrar of the College;

**“Regulation”** means a regulation to the Act or the RHPA; and

**“RHPA”** means the *Regulated Health Professions Act, 1991*.

**“Vice-Chair of the Board”** means the Vice-Chair of the Board of Directors, referred to in the *Regulated Health Professions Act, 1991* and previously referred to in these bylaws as the “Vice-President” and does not include a committee vice-chair;

## 1.2. Calculating Time

In College bylaws, 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.

## 1.3. Holidays

In College bylaws, 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. Holidays are as identified in the *Legislation Act, 2006*.



## 2. Business Practices

### 2.1. Head Office

The head office of the College is in the City of Toronto or at such other place as the Council may determine from time to time.

### 2.2. Seal

An impression of the College's seal is in Appendix A.

### 2.3. Affixing Seal

Any person authorized to sign a document on behalf of the College may affix the College's seal to it if required.

### 2.4. Banking

The Board of Directors shall appoint from time to time one or more banks chartered under the *Bank Act* (Canada) for the use of the College. All money belonging to the College shall be deposited in the name of the College at one or more banks, but the Registrar may approve a reasonable amount of cash to be on hand at the College offices to cover incidental day-to-day expenses.

### 2.5. Bank Signing Authority

The Registrar or another person authorized by the Board of Directors 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. The College's stamp, if any, may be used for the endorsement.

### 2.6. Expenditures

The College may purchase or lease goods or acquire services if it is authorized by:

- (a) the Registrar if the expenditure is set out in the College's budget as approved by the Board of Directors;
- (b) the Registrar, if the expenditure does not exceed \$10,000 and the Registrar is satisfied that the expenditure will not result in the budget being exceeded for the fiscal year; or



- (c) a resolution of the Board of Directors or the Executive Committee.

## **2.7. Signing Authority**

Signing authority for cheques and payments on behalf of the College is as follows:

- (a) the Registrar, Chair of the Board or Vice-Chair of the Board for amounts not exceeding \$25,000, or such other amount as the Board of Directors determines from time to time; and
- (b) any two of the Registrar, Chair of the Board or Vice-Chair of the Board for amounts in excess of \$25,000, or such other amount as the Board of Directors determines from time to time.

## **2.8. Execution of Documents**

Except as required by section 2.7 and subject to section 2.9, the Registrar will sign contracts, agreements, instructions and other documents on behalf of the College.

## **2.9. Execution of Documents**

The Board of Directors may appoint, from time to time, any one or more officers or persons to sign contracts, documents and instruments in writing on behalf of the College either generally or in relation to specific contracts, documents or instruments in writing.

## **2.10. Investments**

The Registrar may authorize the investment of money on behalf of the College in compliance with applicable College policy as approved by the Board of Directors from time to time. All share certificates, bonds and other records of investments shall be issued in the name of the College.

## **2.11. Borrowing**

The Board of Directors may from time to time by resolution,

- (a) borrow money upon the credit of the College;
- (b) limit or increase the amount or amounts which may 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 real or personal property of the College, whether present or future.



## **2.12. Fiscal Year**

The fiscal year of the College is from April 1 to March 31 of the following year.

## **2.13. Financial Audit**

The Board of Directors shall appoint an auditor licensed under the *Public Accounting Act* to audit the accounts of the College and to hold office for a term determined by the Board of Directors.

## **2.14. Financial Statements**

Financial statements for the College shall be prepared promptly at the close of each fiscal year and audited financial statements shall be presented annually to the Board of Directors.

## **2.15. Auditors Right of Access**

The auditors shall have a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the College and are entitled to require from the directors, officers and employees such information as is necessary in their opinion to enable them to report as required by law or under this bylaw.

## **2.16. Attendance at Board of Directors Meeting**

The auditor is entitled to attend the meeting at which the audited financial statements are presented to the Board of Directors.

## **2.17. Grants**

The Board of Directors may by a vote of at least two-thirds of the directors present at a meeting duly called for that purpose make grants to third parties for one or both of the following:

- (a) to advance the scientific knowledge or the education of persons wishing to practise the profession; and
- (b) to maintain or improve the standards of practice of the profession.



## **2.18. Membership in National Organizations**

The Board of Directors may authorize the College to obtain membership in a national organization of a body whose objects are not inconsistent with those of the College and may authorize the payment of such annual fees and costs for representation at meetings of the organization.

## **2.19. Remuneration and Expenses**

Elected directors, appointed committee members, and officers who are not public directors shall be paid a stipend and shall be reimbursed by the College for travelling and other expenses reasonably incurred in relation to the performance of their duties in accordance with policies approved from time to time by the Board of Directors.

## **2.20. Indemnity**

Every director, or committee member and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by College from and against:

- (a) all costs, charges and expenses whatsoever that such person sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against him or her for or in respect of anything done or permitted by the person in respect of the execution of the duties of their office; and
- (b) subject to any policies and procedures of the College, all other costs and expenses that they sustain or incur in respect in respect of the affairs of the College,

except any costs, charges or expenses resulting from their wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the College. The College shall obtain appropriate insurance coverage in connection with this indemnity.

## **2.21. Protection for Employees**

If an employee (including a lawyer who is an employee) of the College is named in a civil suit or, in the case of a lawyer, in a law society proceeding, and the subject matter relates to the person's employment by the College, the College will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter



unless the court finds that the employee has been deliberately dishonest or has committed a criminal offence.

## 3. Election of Directors

### 3.1. Electoral Districts

- (a) For all Board of Directors elections up to and including the Board of Directors election in 2023, and for any by-elections prior to the Board of Directors election in 2024, the following are the electoral districts for the purpose of the election of Board directors (with necessary modifications by the Registrar to ensure that the entire province is covered and that there is no overlap of districts):
- i. Electoral district 1, the south-western area, composed of the counties of Elgin, Essex, Kent, Lambton, Middlesex, Oxford, Bruce, Grey, Perth and Huron.
  - ii. Electoral district 2, the central-western area, composed of the counties of Brant, Dufferin and Wellington and the Regional Municipalities of Haldimand, Norfolk, Halton, Hamilton Wentworth, Niagara and Waterloo.
  - iii. Electoral district 3, the central area, composed of the Municipality of Metropolitan Toronto, and the Regional Municipality of York.
  - iv. Electoral district 4, the eastern area, composed of the counties of Frontenac, Hastings, Lanark, Prince Edward and Renfrew, and the united counties of Leeds and Grenville, Lennox and Addington, Prescott and Russell, Stormont, Dundas and Glengarry and The Regional Municipality of Ottawa, Carleton.
  - v. Electoral district 5, the north-eastern area, composed of the territorial districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, Timiskaming and The District Municipality of Muskoka.
  - vi. Electoral district 6, the north-western area, composed of the territorial districts of Kenora, Rainy River and Thunder Bay.
  - vii. Electoral district 7, the central-eastern area, composed of the counties of Haliburton, Northumberland, Peterborough, City of Kawartha Lakes, Simcoe, and the Regional Municipalities of Peel and Durham.



- (b) Beginning with the Board of Directors election in 2024 and for all elections thereafter, there will be one single electoral district that encompasses all of Ontario, and all elected directors will be elected in this electoral district.
- (c) As of the date upon which the directors elected in the 2024 Board of Directors election take office, all directors then serving on the Board of Directors who were elected in one of the former seven electoral districts will be deemed to have been elected in the single electoral district of Ontario. The terms of office of these directors on the Board of Directors and on any committees will be otherwise unaffected and all references in these bylaws to elected directors will apply equally to these directors.

### **3.2. Number of Elected Directors**

In the years 2024 and 2025, the number of elected directors shall be reduced from eight to six members, according to the following schedule and the election timeline set out in section 3.8 of these bylaws:

- (a) As of the date upon which the directors elected in the 2024 Board of Directors election take office, there will be seven elected directors on the Board of Directors.
- (b) As of the date upon which the directors elected in the 2025 Board of Directors election take office, there will be six elected directors on the Board of Directors.

### **3.3. Elected Directors from Each District**

For Board of Directors elections and by-elections prior to April 2024, the number of registrants elected in an electoral district is,

- (a) one for each of electoral districts 1, 2, 4, 5, 6 and 7; and
- (b) two for electoral district 3.

### **3.4. Eligibility to Vote in an Election**

- (a) For Board of Directors by-elections held in an electoral district prior to April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the member principally practises in that electoral district, or if the member is not engaged in the practice of dietetics, the member principally resides in the electoral district.



- (b) For Board of Directors elections and by-elections held in and after April 2024, a registrant is eligible to vote if on the thirty-fifth day before the date fixed for the election, the registrant principally practises in Ontario, or if the registrant is not engaged in the practice of dietetics, the registrant principally resides in Ontario.

### **3.5. Term of Office**

The term of an elected director is approximately three (3) years starting on the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings) and the director will continue in office until the day before their successor takes office in accordance with the bylaws.

### **3.6. Board Eligibility: Maximum Term as Elected Director and/or Appointed Committee Member - Registered Dietitian**

- (a) Subject to section 3.7, for Board of Directors elections held prior to April 2026, a director or registrant who has served nine (9) consecutive years as an elected director on the Board of Directors or as an appointed committee member - Registered Dietitian, or in any combination of the two offices, is ineligible to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).
- (b) Subject to section 3.7, for Board of Directors elections held in or after April 2026, a director or registrant who has served six (6) consecutive years as an elected director on the Board of Directors or as an appointed committee member – Registered Dietitian, or in any combination of the two offices, is ineligible to serve on the Board of Directors for a minimum of three (3) years thereafter. This 36 month period is calculated from the date the director or registrant last served as an elected director or committee member, to the first day of the first scheduled Board of Directors meeting after the election of directors (excluding any special meetings).



### **3.7. Term of Office for Directors Filling Vacancies**

The term of an elected director elected in a by-election or appointed under these bylaws expires when the former elected director's term would have expired. Time spent as an elected director or committee member as a result of a by-election or an appointment by the Board of Directors or Executive Committee to fill a vacancy is not included for the purpose of determining the maximum term under section 3.6.

### **3.8. Timing of Elections**

- (a) Until the year 2023, elections for elected directors shall be held simultaneously as follows:
  - i. in April of the year 2004 and in April of every third year thereafter for electoral districts 1 and 3;
  - ii. in April of the year 2002 and in April of every third year thereafter for electoral districts 2 and 4;
  - iii. in April of the year 2003 and in April of every third year thereafter for electoral districts 5, 6 and 7.
- (b) Beginning in April of the year 2024, two directors shall be elected each year who will serve in the single electoral district of Ontario.
- (c) In the event that an election cannot be held in April of a given year, the election shall be held as soon as possible thereafter, and all references in these bylaws to the Board of Directors election in April will apply equally to the delayed election.

### **3.9. Date of Election**

Unless otherwise approved by the Board of Directors,

- (a) the date for each election is the third Wednesday of April; and
- (b) the deadline for the receipt of ballots is 5:00 p.m. on the date for each election.

### **3.10. Eligibility for Election to Board of Directors**

A registrant is eligible for election to the Board of Directors if, on the date of election or acclamation, or as of such other date specified below:



- (a) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practise of dietetics, principally resides in Ontario, or in the case of a by-election prior to April 2024, in the electoral district for which they are nominated;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the preceding six years for any reason other than nonpayment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the preceding three (3) years as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this bylaw;
- (h) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (i) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (j) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (k) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);



- (l) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (m) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (n) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (o) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (p) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding six (6) years;
- (q) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (r) the registrant is not an employee of the College and has not been an employee of the College within the preceding two (2) years;
- (s) the registrant is not an applicant for employment at the College and has not applied for employment at the College within the preceding year;
- (t) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the bylaws of the College;
  - (t.1) the registrant meets the competency and attribute requirements as set out in the applicable College policy approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;
- (u) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;



- (v) the registrant is not party to a legal proceeding against the College;
- (w) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a director;
- (x) the registrant does not hold a position that would cause the registrant, if elected as a director, to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization
  - (x.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or
- (y) on the first day of the first scheduled Board of Directors Meeting after the election of directors (excluding any special meetings), the registrant would not be ineligible because of section 3.6.

### **3.11. Withdrawal of Candidate**

A candidate may withdraw from an election by giving notice in writing to the Registrar. If the notice in writing is received at least five (5) days before the date that the Registrar sends the voting package to registrants eligible to vote, the name of the person shall not be included on the ballot. In all other cases the Registrar shall make reasonable efforts to remove the name from the ballot or to notify the registrants eligible to vote that the candidate has withdrawn from the election.

### **3.12. Eligibility and Election Disputes**

Disputes as to whether a registrant is eligible for election or to vote in an election will be determined by the Governance Committee. Disputes relating to the election of an elected director shall be dealt with by the Governance Committee which shall investigate the facts and report its findings and recommendations to the Board of Directors for such decision as the Board of Directors considers appropriate.



### **3.13. Notification of Election**

No later than 90 days before the date of an election, the Registrar shall notify every registrant eligible to vote of the date, time and electoral district of the election and of the application procedure.

### **3.14. Applications**

A registrant who seeks to be a candidate for election as a director shall apply in writing and shall submit the application to the Registrar at least 60 days before the date of the election (the “application deadline”).

### **3.15. Acclamation**

- (a) For elections and by-elections prior to April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors for an electoral district is less than or equal to the number of registrants to be elected in that electoral district, the Registrar shall declare the candidate or candidates elected by acclamation.
- (b) For elections and by-elections in and after April 2024, if the number of candidates who have applied for and are eligible for election to the Board of Directors is less than or equal to the number of registrants to be elected in that election, the Registrar shall declare the candidate or candidates elected by acclamation. If the number of candidates elected by acclamation is less than the number of registrants that were to be elected in that election, the Registrar shall, as soon as possible, call a by-election for the remaining seat or seats.

### **3.16. No Candidates for Election**

If there are no candidates who have applied for and are eligible for election, the Registrar shall, as soon as possible, call a by-election.

### **3.17. Information about Candidates**

A candidate shall provide to the Registrar by the application deadline or such later date as the Registrar permits, biographical information in a manner acceptable to the Registrar for the purpose of distribution to registrants eligible to vote in the election.



### **3.18. Administering and Supervising Elections**

The Registrar will supervise and administer the election process and may for the purpose of carrying out that duty and subject to the bylaws:

- (a) appoint returning officers and scrutineers;
- (b) establish procedures and deadlines for the receiving and sending of elections materials, including establishing a deadline for the receiving of ballots and procedures for opening, counting and verifying ballots;
- (c) establish reliable and secure voting processes;
- (d) provide for the notification of all candidates and registrants of the results of the election;
- (e) if there has been a non-compliance with an application or election requirement, determine whether the non-compliance should be waived in circumstances where the fairness or integrity of the election will not be affected;
- (f) establish deadlines for any recounts and provide for the destruction of voting information following an election; and
- (g) do anything else that they deem necessary and appropriate to ensure that the election is fair and effective.

### **3.19. Voting Package**

No later than thirty days before the date of an election the Registrar shall send by electronic or other means a voting package to every registrant eligible to vote in the election, and in the case of elections held prior to April 2024, eligible to vote in the district. The package will include a list of candidates and a ballot or electronic access to a ballot and an explanation of the voting procedure.

### **3.20. Voting**

A registrant eligible to vote may cast as many votes on a ballot as there are registrants to be elected from that electoral district in that election. A registrant shall not cast more than one vote for any one eligible candidate.



### **3.21. Tie Vote**

If there is a tie in an election of registrants to the Board of Directors, the Registrar shall break the tie by lot.

### **3.22. Modifying Time Periods**

In exceptional circumstances, the Registrar may modify any time period respecting elections as the Registrar considers necessary to compensate for such circumstances.

### **3.23. By-Elections**

A by-election is held in the same manner and is subject to the same criteria and processes as a regular election, subject to any necessary modifications.

## **4. Disqualification and Removal of Directors**

### **4.1. Disqualification**

An elected director is disqualified from sitting on the Board of Directors if the registrant meets one or more of the following criteria:

- (a) the Board of Directors determines that the registrant had not met one or more of the eligibility requirements in section 3.10;
- (b) the registrant ceases to meet one or more of the eligibility requirements in section 3.10;
- (c) the registrant fails, without reasonable cause, to attend two consecutive meetings of the Board of Directors;
- (d) the registrant fails, without reasonable cause, to attend three consecutive meetings of a committee of which they are a member;
- (e) the registrant fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (f) the registrant fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College bylaw or policy, or the *Regulated Health Professions Act, 1991*.



## 4.2. Temporary Exclusion

An elected director who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA will not be disqualified under section 4.1 during the proceeding but shall not serve on the Board of Directors or on any committee until the proceeding is finally completed.

## 4.3. Removal of Elected Director

The following procedure applies to the disqualification and removal of an elected director:

- (a) If another director believes that an elected director meets one or more of the criteria for disqualification in section 4.1, they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that an elected director meets one or more of the criteria for disqualification in section 4.1, the Registrar shall advise the Executive Committee in writing.
- (c) If the Executive Committee believes the matter requires the Board of Directors' consideration, it shall notify the elected director about the nature of the concern and provide him or her with a reasonable opportunity to respond before bringing the matter to the Board of Directors.
- (d) If after considering the elected director's response, if any, the Executive Committee decides that the matter warrants the Board of Directors' consideration, it shall place the matter on the agenda for the next meeting of the Board of Directors, or the Chair of the Board shall call a special Board of Directors meeting for the purpose of determining whether the registrant meets any of the criteria for disqualification under section 4.1. The Registrar shall advise the director who is potentially subject to disqualification of the date of the Board of Directors meeting and that the director may make written or oral submissions to the Board of Directors at the meeting.
- (e) Disqualification of an elected director requires a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution by directors present at the meeting. The elected director who is the subject of a motion for disqualification shall not be present during the debate following submissions, if any, or during the vote on the motion. The Board of Directors shall not consider the registrant for the purpose of establishing quorum or counting votes.



- (f) A disqualified director ceases to be a member of the Board of Directors and any of its committees.

#### **4.4. Disqualification and Removal of Public Director**

The following procedure applies to the disqualification and removal of a public director:

- (a) If a director believes that a public director does not meet one of the criteria set out in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), they shall advise the Registrar and Executive Committee in writing.
- (b) If the Registrar receives information suggesting that a public director does not meet one or more of the criteria in clauses (d), (f), (g), (i), (q), (r), (s), (t.1), (u), (v), (w), (x) and (y) of section 3.10, or clauses 4.1 (c) through (f), the Registrar shall advise the Executive Committee in writing.
- (c) The procedure in section 4.3 clauses (c) through (e) shall govern the disqualification of a public director with necessary modifications.

#### **4.5. Notice to Minister**

Following the disqualification of a public director, the Board of Directors may advise the Minister of Health and Long-Term Care of its determination and request the Minister to ensure the removal of the public director from the Board of Directors.

#### **4.6. Suspension of Public Director**

If the Board of Directors passes a resolution to disqualify a public director under section 4.3, it may suspend the public director from serving on the Board of Directors or on any of its committees, or both.

## **5. Vacancies**

### **5.1. Creation of Vacancy**

The office of an elected director is deemed vacant on the death, resignation or removal of that director.



## 5.2. Filling Vacancy – Less than One Year

- (a) If prior to the 2024 Board of Directors election, the seat of an elected director becomes vacant in an electoral district less than one year before the expiry of the director's term of office, the Board of Directors may:
- i. leave the seat vacant;
  - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates for that position in the director's electoral district in the last election; or iii. direct the Registrar to hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant less than one year before the expiry of the director's term of office, the Board of Directors may:
- i. leave the seat vacant;
  - ii. appoint as an elected director the eligible candidate who had the most votes of all of the unsuccessful candidates in the last election; or
  - iii. direct the Registrar to hold a by-election.

## 5.3. Filling Vacancy – More than One Year

- (a) If prior to the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that electoral district.
- (b) If following the 2024 Board of Directors election the seat of an elected director becomes vacant more than one year before the expiry of the director's term of office, the Registrar will hold a by-election for that seat.

# 6. Officers



## **6.1. Officers**

The officers of the College shall be the Chair of the Board, the Vice-Chair of the Board and the Registrar and such other officers as the Board of Directors may determine from time to time. A person must not hold more than one office.

## **6.2. Chair of the Board (Chair)**

The Chair of the Board shall perform all duties and responsibilities pertaining to their office, which include the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

## **6.3. Vice-Chair of the Board (Vice-Chair)**

The Vice-Chair of the Board will act and has all the powers and duties of the Chair of the Board if the Chair of the Board is absent or is unable or refuses to act, and will perform the responsibilities set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

## **6.4. Appointment of Registrar**

The Registrar shall be appointed by the Board of Directors and shall be the Executive Director of the College. The Executive Committee shall not exercise the authority of the Board of Directors with respect to the appointment or removal of the Registrar.

## **6.5. Registrar Terms of Employment**

The terms of employment of the Registrar shall be set out in a written employment contract approved by the Executive Committee and shall be consistent with any College personnel policies in effect at the time such contract is approved. No candidate for the position of Registrar shall be offered a contract of employment until that candidate has been approved by the Board of Directors.

## **6.6. Registrar Duties**

The Registrar shall perform those duties set out in the RHPA, the Act and the bylaws of the College in addition to such duties and responsibilities as are set by Board of Directors policy and such other duties that the Board of Directors from time to time assigns.

## **6.7. Appointment of Acting Registrar**

During extended absences of the Registrar, the Board of Directors may appoint an Acting



Registrar. If a vacancy or prolonged or indefinite absence occurs in the Registrar's office, the Executive Committee or the Board of Directors shall appoint an Acting Registrar. If the Executive Committee appoints an Acting Registrar, the appointment or approval is subject to Board of Directors approval at the next meeting of the Board of Directors.

### **6.8. Authority of Acting Registrar**

A person appointed as Acting Registrar under section 6.7 shall have all the authority, duties and responsibilities of the Registrar.

### **6.9. Removal of Officers**

The Board of Directors may remove an officer of the College by a two-thirds majority vote of the directors present at a Board of Directors meeting duly held for that purpose. The removal from office of an officer who is also an employee of the College shall not of itself constitute termination of employment.

## **7. Meetings of the Board of Directors**

### **7.1. Board of Directors Meetings**

The Board of Directors shall have at least four regular meetings during each calendar year, with no more than four months between meetings. Board of Directors meetings shall be held at the head office of the College or at any other place as may be determined by the Registrar or the Board of Directors from time to time.

### **7.2. Reasonable Notice for Board of Directors Meetings**

Written notification of the date, time and place of a Board of Directors meeting will be delivered to each director not less than five days before the date of the meeting. The accidental omission to give notice or the non-receipt of any notice by any director will not invalidate a resolution that the Board of Directors passes at the meeting or any action or proceeding it takes at the meeting.

### **7.3. Business at Regular Meetings**

The Board of Directors may consider at a regular meeting:

- (a) matters contained within the agenda approved by the Executive Committee;



- (b) matters brought by the Executive Committee;
- (c) recommendations and reports by committees;
- (d) motions or matters where notice was given by a director at a preceding Board of Directors meeting;
- (e) such other matters, not included in the agenda, that at least two-thirds of the directors in attendance determine to be of an urgent nature; and
- (f) routine and procedural matters.

#### **7.4. Special Meetings**

A special meeting of the Board of Directors may be called by the Chair of the Board or the majority of directors by submitting to the Registrar a written request for the meeting containing the matter or matters for decision at the meeting. The Registrar shall provide notice of the meeting to each director not less than three days before the date of the special meeting, unless notice is unanimously waived by the Board of Directors. The notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

#### **7.5. Business at Special Meetings**

Business at a special meeting is limited to the following:

- (a) the matter or matters for decision at the meeting contained in the written request submitted to the Registrar;
- (b) matters brought by the Executive Committee; and
- (c) routine and procedural matters.

#### **7.6. Manner of Holding Meetings**

Any meeting of the Board of Directors may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.



### **7.7. Chair or Vice-Chair of the Board Presides**

In the absence of a presiding officer appointed under section 7.8, the Chair of the Board, or their delegate, shall preside over meetings. The Vice-Chair of the Board shall preside if the Chair of the Board is absent. In the absence of both the Chair and Vice-Chair of the Board, the directors present shall select from among themselves a director to chair the meeting.

### **7.8. Presiding Officer**

For the purpose of conducting meetings the Board of Directors may appoint a non-voting presiding officer who is not a member of the Board of Directors or of the College to preside at all meetings or at a meeting. The presiding officer shall continue in their role until dismissed by the Board of Directors or the Executive Committee. The presiding officer shall act solely as chair of Board of Directors meeting proceedings in accordance with these bylaws and any rules of order that the Board of Directors approves and shall not take a role in Board of Directors deliberations. Before assuming their duties, the presiding officer shall agree to maintain the same standard of confidentiality and conflict of interest applicable to a director.

### **7.9. Quorum**

A quorum for any meeting of the Board of Directors is as set out in the RHPA. A Board of Directors vacancy is not counted in determining whether a quorum is present.

### **7.10. Adjournments**

Whether or not a quorum is present, the chair or presiding officer may adjourn any Board of Directors meeting and reconvene it at any time and any business may be transacted at the adjourned meeting that could have been transacted at the original meeting. No notification shall be required of any such adjournment.

### **7.11. Voting at Meetings**

Unless otherwise required by law or by the bylaws, every motion which properly comes before the Board of Directors shall be decided by a simple majority of the votes cast at the meeting by directors present. In the event of a tie vote, the motion is defeated.



Except where a secret ballot is required or at a meeting held by teleconference, every vote at a Board of Directors meeting shall be by a show of hands but, if any two directors so require, a roll call vote shall be taken.

### **7.12. Rules of Order**

Except where inconsistent with the RHPA, the Act, the Regulations or the bylaws of the College, any questions of procedure at or for any meetings of the Board of Directors shall be determined by the chair or presiding officer of such meeting in accordance with the rules of order that the Board of Directors adopts from time to time.

### **7.13. Unanimous Resolutions**

A resolution or bylaw signed by all members of the Board of Directors is as valid and effective as if passed at a meeting of the Board of Directors held for the purpose, and a director's signature may be an identifying mark created or communicated using electronic means.

## **8. Committee Establishment and Appointments**

### **8.1. Establishment and Appointees**

The Board of Directors may from time to time establish non-statutory or ad hoc committees and set the duties and composition and appoint the members of each committee. In appointing members to a non-statutory or ad hoc committee the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee.

### **8.2. Appointment to Committees**

The Board of Directors will at the first regular Board of Directors meeting following each scheduled election of directors appoint the members of each committee and a chair of each committee in a manner prescribed by the Board of Directors from time to time. In appointing members to committees the Board of Directors will give due consideration to the recommendations, if any, of the Governance Committee. The Board of Directors may from time to time vary appointments and remove the chair of any committee.

### **8.3. Notice and Application**

The Registrar shall,



- (a) notify registrants of the opportunity to apply for appointment to a committee;
- (b) approve a form of application relating to appointment; and
- (c) set a deadline for the receipt of applications.

#### **8.4. Eligibility for Committee Appointment as an Appointed Committee Member - Registered Dietitian**

The Board of Directors may appoint a registrant who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below,

- (a) the registrant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the registrant is the holder of a general class of certificate of registration and the certificate is not subject to a term, condition or limitation other than one applicable to all registrants of the class;
- (c) the registrant is not in default of the payment of any fee payable to the College;
- (d) the registrant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to dietetics or any other profession;
- (e) the registrant's certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (f) the registrant has not been found to have committed professional misconduct by the Discipline Committee or by any discipline committee in any jurisdiction relating to dietetics or any other profession;
- (g) the registrant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this bylaw;



- (h) the registrant is engaged in the practice of dietetics in Ontario or, if the registrant is not engaged in the practice of dietetics, principally resides in Ontario;
- (i) the registrant does not have a notation on the College register of a finding of professional negligence or malpractice made against the registrant;
- (j) the registrant is not the subject of a charge under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (k) the registrant does not have a notation on the College register of a charge in relation to any offence;
- (l) the registrant does not have a criminal finding of guilt as an adult under the *Criminal Code* (Canada) or the *Controlled Drugs and Substances Act* (Canada);
- (m) the registrant does not have a notation on the College register of a finding of guilt made by a court with respect to any offence;
- (n) the registrant does not have a notation on the College register of an undertaking provided to the College with respect to a matter involving the Inquiries, Complaints and Reports Committee or the Discipline Committee;
- (o) The registrant is not currently the subject of an undertaking provided to the College with respect to a fitness to practise issue;
- (p) the registrant is not currently the subject of an interim order made by a panel of the Inquiries, Complaints and Reports Committee;
- (q) the registrant has not been ordered to attend to receive a caution from a panel of the Inquiries, Complaints and Reports Committee or been required to complete a specified continuing education or remediation program by a panel of the Inquiries, Complaints and Reports Committee in the preceding three (3) years;
- (r) the registrant is not a member of the Board of Directors or council of any other RHPA college;
- (s) the registrant is not an employee of the College and has not been an employee of the College during the preceding two (2) years;



- (t) the registrant is not an applicant for employment at the College and has not applied for employment at the College during the preceding year;
- (u) the registrant is not in default of completing and submitting any information or form required under the regulations of the RHPA or Act, or the bylaws of the College;
- (u.1) the registrant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;
- (v) the registrant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the registrant is not party to a legal proceeding against the College;
- (x) the registrant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and the registrant does not have a conflict of interest to serve as a member of the Board of Directors;
- (y) the registrant does not hold a position that would cause the registrant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization;  
  
(y.1) the registrant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians; or
- (z) the registrant is not ineligible because of section 8.5.



## **8.5. Eligibility for Committee Appointment as an Appointed Committee Member - Public**

The Board of Directors may appoint a member of the public who is not a director to serve on a committee if, as of the date of the appointment, or as of such other date specified below:

- (a) the applicant has completed and filed with the Registrar an application for appointment in the form approved by the Registrar prior to the deadline for applications established by the Registrar;
- (b) the applicant is not the subject of any disciplinary or incapacity proceeding in Ontario or any similar proceeding in any other jurisdiction relating to any profession;
- (c) the applicant has not had a certificate of registration or similar registration status with any professional regulatory body revoked or suspended in the six years preceding the date of the appointment for any reason other than non-payment of fees;
- (d) the applicant has not been found to have committed professional misconduct by any discipline committee or comparable decision-making body in any jurisdiction relating to any profession;
- (e) the applicant has not been disqualified by the Board of Directors in the three years preceding the date of the appointment as a result of a breach of a code of conduct or policy on conduct approved by the Board of Directors or a breach of the conflict of interest provisions of this bylaw;
- (f) the applicant is not engaged in the practice of dietetics in any jurisdiction;
- (g) the applicant principally resides in Ontario;



- (h) the applicant has submitted a criminal record check dated within six (6) months of the date the application is filed with the Registrar, in the form required by the College;
- (i) the applicant has not had a finding of professional negligence or malpractice made against them;
- (j) the applicant is not the subject of a charge under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) that is relevant to their suitability to serve;
- (k) the applicant does not have any charges against them in relation to any offence that is relevant to their suitability to serve;
- (l) the applicant does not have a criminal finding of guilt as an adult under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) that is relevant to their suitability to serve;
- (m) the applicant has not had a finding of guilt made against them by a court with respect to any offence that is relevant to their suitability to serve;
- (n) the registrant has not entered an undertaking with any professional regulatory body with respect to a matter involving a complaint or disciplinary matter;
- (o) the applicant is not currently the subject of an undertaking provided to any professional regulatory body with respect to a fitness to practise issue;
- (p) the applicant is not currently the subject of an interim order made by a professional regulatory body;
- (q) the applicant has not been ordered to attend to receive a caution from a panel of any Inquiries, Complaints and Reports Committee or from a comparable decision-



making body or decision-maker, or been required to complete a specified continuing education or remediation program or comparable program by a panel of any Inquiries, Complaints and Reports Committee or by a comparable decision-making body or decision-maker in the preceding three (3) years;

- (r) the applicant is not a member of the board of directors or council of any RHPA college, and has not resigned from the Board of Directors during the preceding three (3) years;
- (s) the applicant is not a current or former employee of the College;
- (t) the applicant is not an applicant for employment at the College and has not applied for employment at the College during the preceding year;
- (u) the applicant meets the competency and attribute requirements set out in the applicable College policy as approved by the Board of Directors and demonstrates this by fulfilling the requirements of the competency and attribute screening process approved by the Board of Directors and set out in the applicable College policy;
- (v) the applicant has successfully completed the College's current training program relating to the duties, obligations and expectations of Board of Directors and committee members;
- (w) the applicant is not and has never been a party to a legal proceeding against the College;
- (x) the applicant has completed and filed with the Registrar a conflict of interest declaration by the deadline and in the form approved by the Registrar, and does not have a disqualifying conflict of interest;



- (y) the applicant does not hold a position that would cause the applicant to have a conflict of interest by virtue of having competing fiduciary obligations to both the College and another organization;
  
- (z) the applicant does not, and did not within the preceding three (3) years, hold a leadership, employment or contractual role with an international, national or provincial association or organization that advances the interests of dietitians, has policy making responsibilities for dietitians, or oversees the regulation of dietitians;  
or
  
- (aa) the applicant is not ineligible because of section 8.5.

## **8.6. Term of Office of Committee Members**

- (a) The term of office of a committee member is approximately three (3) years from the date of appointment or re-appointment to a committee.
  
- (b) Subject to clause (d), for committee appointments prior to the April 2026 Board of Directors elections, no person may serve as a committee member for more than nine (9) consecutive years. A person who has served as a committee member for nine (9) consecutive years, whether as an appointed committee member or as a director or in any combination of the two offices, is not eligible for appointment as a committee member for at least three (3) years from the date the person last served as a committee member.
  
- (c) Subject to clause (d), for committee appointments any time after the April 2026 Board of Directors elections, no person may serve as a committee member for more than six (6) consecutive years. A person who has served as a committee member for six (6) consecutive years, whether as an appointed committee member or as a director or in any combination of the two roles, is not eligible for appointment as a committee member for at least three (3) years from the date the person last served as a committee member.
  
- (d) Time spent as a committee member as a result of a by-election (in the case of elected directors) or an appointment by the Board of Directors or Executive Committee to fill a vacancy (in the case of elected directors and appointed committee members) is not



included for the purposes of determining the maximum term described in clauses (b) and (c).

### **8.7. Continuation of Term of Office**

The term of office of committee members shall continue if for any reason the Board of Directors fails to appoint a new committee at the time or times set out in the bylaws, provided a quorum exists.

### **8.8. Committee Vacancies**

The Executive Committee may appoint persons to fill any vacancies in the membership or chair of a committee, other than the Executive Committee, and it must make an appointment to fill a vacancy on a committee if it is necessary for the committee to achieve quorum or to comply with the Act or regulations. The Executive Committee may seek the Governance Committee's recommendation when making such an appointment. A member of a committee appointed by the Executive Committee is subject to confirmation by the Board of Directors at its next meeting.

### **8.9. Executive Committee Vacancies**

If a vacancy occurs on the Executive Committee, the Board of Directors shall fill the vacancy by election.

## **9. Disqualification and Removal of Appointed Committee Members**

### **9.1. Disqualification Criteria**

An appointed committee member is disqualified from sitting on a committee if the member meets one or more of the following criteria:

- (a) the Executive Committee determines that the appointee had not met one or more of the eligibility requirements in section 8.4 or section 8.4.1, as applicable;
- (b) the appointee after being appointed ceases to meet one or more of the eligibility requirements in section 8.4 or section 8.4.1, as applicable;



- (c) the appointed committee member fails, without reasonable cause, to attend three consecutive meetings of the committee of which they are a member;
- (d) the appointed committee member fails, without reasonable cause, to attend a hearing or proceeding of a panel for which they have been selected; or
- (e) the appointed committee member fails, in the opinion of the Board of Directors, to discharge their duties to the College, including without limitation having acted in a conflict of interest or otherwise in breach of a College bylaw, of the *Regulated Health Professions Act, 1991*, or the College's Governance Policy.

## 9.2. Temporary Exclusion

A committee member who becomes the subject of any disciplinary or incapacity proceeding at the College, a Registrar's investigation under the RHPA, or an interim order under the RHPA may be subject to disqualification and shall not serve on any committee until the proceeding is finally completed.

## 9.3. Removal of Appointed Committee Member

The Board of Directors or the Executive Committee may remove an appointed committee member by resolution requiring a simple majority. The Board of Directors or the Executive Committee has the power to remove an appointed committee member whether or not one of the disqualification criteria in section 9.1 applies.

If a director or appointed committee member believes that an appointed committee member meets one or more of the criteria for disqualification in section 9.1, they shall advise the Registrar in writing. A disqualified appointed committee member ceases to be a member of any Board of Directors committee.

# 10. Committee Meetings

## 10.1. Non-Application to Hearings

This Article 10 does not apply to a proceeding of a committee or a panel of a committee held for the purpose of conducting a hearing.



## **10.2. Location and Notice**

Committee meetings shall be held at the head office of the College or at another place determined by the committee chair or Registrar. No formal notice is required for committee meetings but meeting dates will be set in advance and College will make reasonable efforts notify all of the committee members of every meeting and to arrange meeting dates and times that are convenient to the committee members.

## **10.3. Manner of Holding Meetings**

Committee meetings may be conducted by means of teleconference or any other means that permit all persons participating in the meeting to communicate with each other adequately. Persons participating in the meeting by such means are deemed to be present at the meeting. Meetings held in this manner are deemed to be held at the head office of the College, unless the Board of Directors determines otherwise.

## **10.4. Chair of Meetings**

The committee chair or their appointee shall preside over meetings of a committee.

## **10.5. Quorum for Committees**

Unless specifically provided for otherwise under the Act, the RHPA, a Regulation or the bylaws, a majority of committee members constitutes a quorum for a meeting of a committee.

A committee vacancy is not counted in determining whether a quorum is present.

## **10.6. Voting**

Unless otherwise required by law or by the bylaws, every motion which properly comes before a committee shall be decided by a simple majority of the votes cast at the meeting. In the event of a tie vote, the motion is defeated. Roll call votes shall be taken for teleconference meetings and with respect to committee members attending an in-person meeting by teleconference.

## **10.7. Meeting Minutes**

Committee chairs are responsible for ensuring there is an accurate record taken of committee meetings.



## 11. Statutory Committees

### 11.1. Executive Committee Composition

The Executive Committee shall be composed of the Chair of the Board, the Vice-Chair of the Board and two other members of the Board of Directors. At least one member of the Executive Committee must be a public director.

### 11.2. Executive Committee Duties

In addition to the duties provided to the Executive Committee under the RHPA and bylaws of the College, the Executive Committee will act in an advisory capacity to the Board of Directors on the financial affairs of the College and without limiting the generality of the foregoing shall:

- (a) recommend annual operating and capital budgets to the Board of Directors;
- (b) make recommendations relating to the financial reserves of the College;
- (c) report at least annually to the Board of Directors on the financial affairs of the College;
- (d) liaise with and provide support to the Registrar.

### 11.3. Nomination Procedure for Executive Committee Election

Before the first meeting of the newly elected Board of Directors, the Registrar will send an invitation to all directors requesting written expressions of interest to stand for election to any of the offices of Chair of the Board, Vice-Chair of the Board and member of the Executive Committee.

### 11.4. Election of Executive Committee

At the first Board of Directors meeting after the election of directors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of Chair of the Board, Vice-Chair of the Board, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of Chair of the Board;



- (b) the Board of Directors may also approve nominations for the office of Chair of the Board at the time of the election (and a director may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to the Board of Directors for up to two minutes about their candidacy;
- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;
- (h) after the Board of Directors elects the Chair of the Board, it will elect the Vice Chair of the Board in a similar manner;
- (i) After the Board of Directors elects the Vice-Chair of the Board it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

### **11.5. Executive Committee Term of Office**

Unless otherwise provided in this bylaw, the term of office of the Chair and Vice-Chair of the Board and other members of the Executive Committee shall start immediately following their election and continue until the completion of the next election for the offices of Chair and Vice-Chair of the Board in the following year.

### **11.6. Composition of Registration Committee**

The Registration Committee shall be composed of:

- (a) at least one elected director;
- (b) at least two public directors; and



(c) at least three and up to five appointed committee members.

### **11.7. Composition of Inquiries, Complaints and Reports Committee**

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

- (a) at least two public directors; and
- (b) at least six and up to eight appointed committee members.

### **11.8. Quorum for the Inquiries, Complaints and Reports Committee and Panels**

Three members of the Inquiries, Complaints and Reports Committee, at least one of whom shall be a public director, constitute a quorum of that committee or a panel of that committee.

### **11.9. Composition of Discipline Committee**

The Discipline Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one appointed committee member.

### **11.10. Composition of Fitness to Practise Committee**

The Fitness to Practise Committee shall be composed of:

- (a) at least three elected directors;
- (b) at least two public directors; and
- (c) at least one appointed committee member.

### **11.11. Composition of Quality Assurance Committee**

The Quality Assurance Committee shall be composed of:

- (a) at least one public director; and
- (b) at least four and up to six appointed committee members.



## **11.12. Composition of the Patient Relations Committee**

The Patient Relations Committee shall be composed of:

- (a) the members of the Executive Committee.

## **12. Non-Statutory Committees**

### **12.1. [REVOKED]**

### **12.2. [REVOKED]**

### **12.3. Composition of Registrar Performance and Compensation Review Committee**

The Registrar Performance and Compensation Review Committee shall be a non-statutory committee of the College composed of the members of the Executive Committee and one other director.

### **12.4. Responsibilities of the Registrar Performance and Compensation Review Committee**

The Registrar Performance and Compensation Review Committee's responsibilities are as follows:

- (a) annually conduct a performance review of the Registrar and present the results of that review to the Board of Directors;
- (b) every three years conduct a compensation review for the Registrar, which must include a market survey, and present the results of the review to Board of Directors;
- (c) present recommendations annually to the Board of Directors respecting changes to the compensation (including salary and benefits) to be provided to the Registrar; and
- (d) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.



## **12.5. Composition of the Finance and Audit Committee**

The Finance and Audit Committee shall be a non-statutory committee of the College composed of:

- (a) five directors who may be either elected directors or public directors; and
- (b) at the discretion of the Board of Directors, may additionally include an appointed committee member.

## **12.6. Responsibilities of the Finance and Audit Committee**

The Finance and Audit Committee's responsibilities are as follows:

- (a) meet at least once a year with the College's auditors;
- (b) review draft audit reports prepared by the College's auditors;
- (c) receive and oversee the implementation of recommendations made by the College's auditors;
- (d) review and approve the annual budgets submitted by the Registrar, for recommendation to the Board of Directors; and
- (e) any other responsibilities relating to financial planning and reporting, external audit, internal controls, or policy review as described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

## **12.7. Composition of the Professional Practice Committee**

The Professional Practice Committee shall be composed of:

- (a) at least one elected director;
- (b) at least one public director; and
- (c) at least four and up to six appointed committee members.

## **12.8. Responsibilities of the Professional Practice Committee**

The Professional Practice Committee's responsibilities are as follows:



- (a) anticipate and work on professional practice standards, policies and guidelines.
- (b) make recommendations to the Board of Directors regarding professional practice standards, policies, and guidelines to enhance safe, competent, and ethical dietetic practice;
- (c) make recommendations to the Board of Directors regarding legislative issues/changes pertaining to the practice of dietetics;
- (d) provide direction to prepare the College submission on legislative initiatives and recommend responses to Health Professions Regulatory Advisory Council (HPRAC) referrals to the Board of Directors; and
- (e) any other responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

### **12.9. Composition of the Governance Committee**

The Governance Committee shall be composed of at least five members:

- (a) at least one elected director;
- (b) at least three public directors; and
- (c) at least one appointed committee member.

### **12.10. Responsibilities of the Governance Committee**

The Governance Committee's responsibilities are as follows:

- (a) review and consider the College's existing governance model and recommend changes that are consistent with leading evidence-based practices in governance and are within the College's control;
- (b) oversee the implementation of changes to the governance model that the Board of Directors adopts;
- (c) Consider and make recommendations to the Board of Directors on College's EDI-B plan and strategy.



- (d) ongoing appraisal of the College's governance structure, processes, and policies to promote longstanding governance excellence at both the Board of Directors and Committee level;
- (e) amend committee terms of reference, for recommendation to the Board of Directors;
- (f) identify the competencies and attributes that would best support the work of the Board of Directors and individual committees;
- (g) implement a competency and attribute based framework for establishing the structure of the Board of Directors and committees;
- (h) administer the process for screening applicants to be qualified as candidates for Board elections;
- (i) recommend candidates for committee appointment and reappointment to the Board;
- (j) recommend committees compositions and chair appointments, other than the Executive Committee, to the Board of Directors in June of each year;
- (k) appoint members to committees to fill vacancies, other than the Executive Committee, as needed;
- (l) resolve disputes relating to Board elections; and
- (m) any additional responsibilities described in the committee's Terms of Reference or as may be assigned by the Board of Directors or the Executive Committee from time to time.

## 13. Register



### **13.1. Names in the Register**

Subject to paragraph 1 of section 13.2, a registrant's name in the register shall be the registrant's name as provided in the documentary evidence used to support the registrant's initial registration.

### **13.2. Additional Register Information**

In addition to the information required under subsection 23(2) of the Code, the register shall contain the following information with respect to each registrant:

- (a) Any change to the registrant's name that has been made in the register of the College from the date of the registrant's initial registration with the College and any names that the registrant uses in any place of practice other than as provided in section 13.1, including any common names or abbreviations.
- (b) Each registrant's certificate of registration number.
- (c) The classes of certificate of registration held by each registrant and the date on which each was issued.
- (d) A list of the languages in which each registrant is capable of practising.
- (e) The name, address and telephone number of the primary business through which or at which the registrant practices dietetics in Ontario and their position at that business, and any other business and location at which the registrant regularly practices dietetics in Ontario, and their position at that business or location.
- (f) If a registrant has resigned, the date upon which the resignation took effect.
- (g) If the College is aware of an outstanding charge against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than an offence under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
  - i. the fact and content of the charge, and
  - ii. the date and place of the charge.



The information shall be removed once the charges are no longer outstanding, and the dismissal of the charges is not the subject of an appeal.

- (h) A summary of any existing restriction that relates to or otherwise impacts a registrant's practice imposed by a court or other lawful authority against the registrant, of which the College is aware, including the date of and a summary of the restriction imposed.
  - (i) If the College is aware of a finding of guilt against a registrant on or after May 1, 2018 for any offence in any jurisdiction other than under the Criminal Code (Canada) or the Controlled Drugs and Substances Act (Canada) and if the Registrar believes the offence is relevant to the registrant's suitability to practice,
    - 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.
- If the conviction is overturned on appeal, the information shall be removed from the register once the appeal is final.
- (j) If a registrant has any terms, conditions or limitations in effect on their certificate of registration, the effective date of those terms, conditions and limitations and where applicable, the Committee responsible for the imposition of those terms, conditions and limitations.
  - (k) If a registrant has terms, conditions or limitations on their certificate of registration varied, the effective date of the variance or removal of those terms, conditions and limitations and where applicable, the Committee responsible for the variance of those terms, conditions and limitations.
  - (l) If a registrant's certificate of registration is reinstated, the effective date of the reinstatement and where reinstated by a panel of the Discipline or Fitness to Practise Committee, the name of the Committee responsible for the reinstatement.



- (m) If a suspension on a registrant's certificate of registration is lifted or otherwise removed, the effective date of the lifting or removal of that suspension and where applicable, the Committee responsible for the lifting or removal of the suspension.
- (n) If a registrant's certificate of registration is revoked, suspended, cancelled, or otherwise terminated, a notation of that fact and the effective date and the basis of the revocation, suspension, cancellation, or other termination which shall include but not be limited to circumstances where
  - i. a registrant's certificate of registration is subject to an interim order of the Executive Committee or the Inquiries, Complaints and Reports Committee;
  - ii. a registrant's certificate of registration is suspended for non-payment of the annual fee or any fee required by the College, or
  - iii. a registrant's certificate of registration is suspended for failure to submit to a physical or mental examination as ordered by the Inquiries, Complaints and Reports Committee.
- (o) If a registrant's temporary or provisional class certificate of registration expires, the effective date of the expiry of that class of certificate.
- (p) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant attend before a panel of that committee to be cautioned as authorized by paragraph 3 of subsection 26(1) of the Code,
  - i. a summary of the caution; ii. the date of the panel's decision;
  - iii. once the registrant has received the caution a notation to that effect, and the date the registrant received the caution; and
  - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.

If the panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.



- (q) If a decision of a panel of the Inquiries, Complaints and Reports Committee made on or after January 1, 2016 includes a requirement that the registrant complete a specified continuing education or remediation program as authorized by paragraph 4 of subsection 26(1) and subsection 26(3) of the Code,
- i. a summary of the specified continuing education or remediation program;
  - ii. the date of the panel's decision;
  - iii. once the registrant completes the program a notation to that effect, and the date on which the registrant completed the program; and
  - iv. if applicable, a notation that the panel's decision is subject to a review or appeal and therefore not yet final.
- If the Panel's decision referred to in this paragraph is overturned on appeal or review, the information shall be removed from the register once the appeal or review is final.
- (r) A summary of any restriction on a registrant's right to practise that has resulted from an undertaking given by the registrant to the College or an agreement entered into between the registrant and the College.
- (s) If an allegation of professional misconduct or incompetence has been referred to the Discipline Committee in respect of the registrant and is outstanding,
- i. the date of the referral,
  - ii. a summary of each specified allegation,
  - iii. the status of the hearing, including the date of the hearing, if set; and
  - iv. the notice of hearing.
- (t) If the question of the registrant's capacity has been referred to the Fitness to Practise Committee and not yet decided,
- i. a notation of that fact; and
  - ii. the date of the referral.



- (u) If the Registrar has referred an application for reinstatement to the Discipline Committee for reinstatement and it is not finally resolved,
  - i. a notation of the referral, including the date of referral;
  - ii. the anticipated date of the hearing, if the hearing date has been set or the next scheduled date for continuation of the hearing if the hearing has commenced;
  - iii. if the hearing has been adjourned and no future date has been set, the fact of that adjournment; and
  - iv. if the hearing of evidence and arguments is completed and the parties are waiting for a decision of the panel of the Discipline Committee, a statement of that fact.
- (v) If an application for reinstatement has been decided by a panel of the Discipline Committee, the results of the hearing including the date of the decision and any order made.
- (w) If the result of a disciplinary proceeding is contained in the College's register,
  - i. the date on which the panel of the Discipline Committee made its decision, ii. the date on which the Discipline Committee ordered any penalty, and iii. the decision and reasons.
- (x) If the College is aware that a restriction on a registrant or a registrant's practice has been made against a registrant registered or licensed to practise a profession inside or outside of Ontario and that finding has not been reversed on appeal, iv. a notation of that fact;
  - v. the date of the finding and the name of the governing body that made the finding if available; vi. the order made if available; and vii. information regarding any appeals of the finding or order if available.
- (y) If the result of an incapacity proceeding is contained in the College's register, the date on which the panel made the finding of incapacity and the effective date of any order made by the panel.



- (z) If a finding of professional negligence or malpractice is contained in the College's register, the following information:
  - i. the notice of and a description of the finding; ii. the date the finding was made against the registrant;
  - iii. the name and location of the court that made the finding against the registrant; and iv. the status of any appeal respecting the finding made against the registrant.
- (aa) Any information the College and a registrant, or health profession corporation, have agreed should be included in the register.
- (bb) The date on which the College issued a certificate of authorization for a health profession corporation, and the effective date of any revocation, suspension, or cancellation of the certificate.

### **13.3. Public Information**

All of the information referred to in section 13.2 is designated as public for the purpose of subsection 23(5) of the Code.

### **13.4. Registrar's Discretion**

All of the information referred to in section 13.2 is information designated to be withheld from the public pursuant to subsection 23(6) of the Code such that the Registrar may refuse to disclose to an individual or post on the College's website any or all of that information if the Registrar has reasonable grounds to believe that disclosure of that information may jeopardize the safety of an individual.

## **14. Information from Registrants and Professional Corporations**

### **14.1. Registrant to Provide Particulars on Request**

A registrant shall, upon written request of the Registrar,



- (a) immediately provide particulars of any information required to be in the College's register pursuant to the bylaws, the RHPA, the Act, or the regulations under the RHPA or the Act;
- (b) within thirty days, provide particulars of any information which was not information required to be in the College's register but was information that the registrant was required to provide to the College under the bylaws, the RHPA, the Act or a Regulation; and
- (c) within 10 days, confirm the accuracy of any information previously provided to the College by the member and where that information is no longer accurate, provide accurate information.

#### **14.2. Registrant to Immediately Provide Particulars**

Notwithstanding section 14.1, a registrant shall immediately provide the particulars of any information required under paragraphs 7, 8 or 9 of section 13.2.

#### **14.3. Registrant to Provide Information on Request**

The College may forward to its registrants from time to time requests for information in a printed or electronic form approved by the Registrar. Each registrant shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the registrant's residential address, telephone and personal e-mail address;
- (b) whether the registrant wishes the College to communicate with him or her in French or English;
- (c) information required to be contained in the College's register pursuant to the bylaws, the RHPA, the Act, or Regulation;
- (d) information required to be provided to the College pursuant to the bylaws, the RHPA, the Act, or Regulation;
- (e) information respecting their participation in the Quality Assurance Program;
- (f) information that relates to the professional characteristics and activities of the registrant that may assist the College in carrying out its objects, including but not limited to:



- i. information about actions taken by other regulatory authorities with respect to the registrant;
- ii. information that relates to the registrant's health;
- iii. information relating to civil law suits involving the registrant;
- iv. information relating to criminal charges, arrests, bail conditions and other restrictions; and
- v. information relating to offences;
- vi. information for the purposes of compiling statistical information to assist the College in fulfilling its objects;

#### **14.4. Registrant to Notify Registrar of Changes**

If there is a change to the information provided under section 14.3 or any other information provided by the registrant, the registrant shall notify the Registrar in writing of the change within thirty (30) days of the effective date of the change.

#### **14.5. Suspension for Failure to Provide Information**

Regulation 593/94 applies to a failure of a registrant to provide information to the College as required under the bylaws and any such failure may result in the suspension of that registrant under the Regulation.

#### **14.6. Health Professional Corporation to Provide Information**

The College may forward to each professional corporation from time to time requests for information in a printed or electronic form approved by the Registrar. Each professional corporation shall accurately and fully complete and return such form, electronically or otherwise as specified by the College, by the due date set by the College. A request for registrant information may include (but is not limited to) the following:

- (a) the information required under the applicable statutes and regulations;
- (b) the title or office held by each director and officer of the corporation;
- (c) the registered office address of the corporation;



- (d) the address and telephone number of locations where the corporation regularly provides dietetic services, other than client or residences; and
- (e) a brief description of the dietetic professional activities of the corporation.

#### **14.7. Health Professional Corporation to Notify Registrar of Changes**

If there is any change to the information that a health profession corporation provided to the Registrar under section 14.6 the corporation must notify the College in writing of any change within thirty (30) days of the effective date of the change.

#### **14.8. Changes in Shareholders**

Despite section 14.7, a health profession corporation must notify the Registrar within ten (10) days of the effective date of any change in shareholders of the corporation.

## **15. Professional Liability Insurance**

#### **15.1. Professional Liability Insurance Coverage Requirements**

A registrant engaging in the practice of dietetics must maintain professional liability insurance coverage with the following characteristics:

- (a) minimum coverage of no less than \$2,000,000 per occurrence;
- (b) aggregate coverage of no less than \$5,000,000;
- (c) any deductible must be \$1,000 or less;
- (d) if coverage is through a “claims made” policy, an extended reporting period provision of at least two (2) years; and
- (e) any exclusionary conditions and terms must be consistent with standard industry practice with respect to insurance of this type.

## **16. Conflict of Interest**

#### **16.1. Definition of Conflict of Interest**

A conflict of interest exists if a reasonable person would conclude that a director or committee member’s personal, professional or financial interest or relationship may



affect their judgement, impartiality or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

## **16.2. Duty to Avoid and Consult**

Directors and committee members must whenever feasible avoid situations in which they have or might have a conflict of interest. If a director or committee member is in doubt about whether they have or might have a conflict of interest, the director or committee member must consult with an appropriate person, for example the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context).

## **16.3. Process for Resolution of Conflicts**

If a director or committee member believes that they may have a conflict of interest in any matter relating to Board of Directors or committee business the director or committee member must consult with an appropriate person such as the Chair of the Board, Registrar or legal counsel (if the conflict arises in a hearing context). If there is any doubt as to whether a conflict exists the director or committee member must declare it to the Board of Directors or the committee and accept the Board of Directors' or committee's decision as to whether a conflict exists. For adjudicative matters, a committee member should disclose the conflict at the earliest opportunity and in any case before the committee considers the matter.

A director or committee member who has a conflict of interest must:

- (a) before any consideration of the matter disclose the fact that they have a conflict of interest;
- (b) not participate in any discussion of the matter;
- (c) not attend any meeting or part of a meeting involving the matter; and
- (d) not vote on the matter, or influence or try to influence the vote.

## **16.4. Undeclared Conflict**

If a director or committee member believes another director or committee member has not declared a conflict of interest (despite informal notification or inquiry) the director or committee member who has that belief must advise an appropriate person such as the Chair of the Board, Registrar, or legal counsel (if the conflict arises in a hearing context). If the Board of Directors or a committee chair concludes that a director or committee



member respectively has an undeclared conflict of interest, the Board of Directors or the committee chair may direct the director or committee member to immediately comply with clauses (b), (c) and (d) of section 16.3.

## **17. Bylaws and Amendments**

### **17.1. Making Bylaws**

Bylaws of the College may be enacted, amended, or revoked by a vote of at least two-thirds of the directors present at a Board of Directors meeting duly called for the purpose of considering such enactment, amendment or revocation.

### **17.2. Notice**

Notice of a motion to enact, amend, or revoke a bylaw shall be given to the Board of Directors at least ten days prior to the meeting referred to in section 17.1.

### **17.3. Record of Bylaws**

The Registrar shall maintain a consolidated set of College bylaws that reflect any revocation and amendment that the Board of Directors makes to them.