

**Proposed By-Law Revisions for approval by CAMEd Members October 13, 2020**

**CANADIAN ASSOCIATION for MIDWIFERY EDUCATION /  
ASSOCIATION CANADIENNE POUR LA FORMATION DES SAGES-FEMMES  
("CAMEd/ACFSF")**

Current by-law	Proposed change and rationale
CAM-Ed/ACFSF	<b>CAMEd/ACFSF</b> throughout document
No Preamble	<p><b>Preamble</b></p> <p>The Canadian Association for Midwifery Education (CAMEd) is a member-driven not-for-profit organization promoting excellence in midwifery education.</p>
<p><b><u>MISSION STATEMENT</u></b></p> <p>CAMEd/ACFSF promotes and increases the capacity for excellence in Canadian midwifery education through setting and maintaining standards for curricula and scholarship within midwifery educational programs, and by supporting continued development of midwifery faculty and programs.</p>	<p><b>Remove</b> mission statement from by-laws.</p> <p><b>Rationale:</b> By-laws are the procedural rules for governance. By removing the mission statement from the by-laws, it can be revised over time without amending the by-laws.</p> <p>The current mission will continue to guide the work of the organization, will be included on the website, in corporate documents and in communications with members and other stakeholders.</p>
<p><b><u>OBJECTS</u></b></p> <p>The CAM Ed/ACFSF’s objects are:</p> <p><b>1. To promote excellence in midwifery education, and establish and maintain the national accrediting process for midwifery education programs.</b></p> <p>a. Develop standards for Canadian midwifery education programs that are in accord with international standards and international competencies of the midwife;</p> <p>b. Promote and protect culturally appropriate midwifery education as an essential component of the health professional education system in Canada;</p>	<p><b>Remove</b> Objects from by-laws.</p> <p><b>Rationale:</b> By-laws are the procedural rules for governance. By removing the Objects from the by-laws, these can be revised over time without amending the by-laws.</p> <p>The current objects will continue to guide the work of the organization, will be included on the website, in corporate documents and in communications with members and other stakeholders.</p>

<p>c. Collaborate with the Canadian Midwifery Regulators Consortium (CMRC) on the continuing development/revision of national midwifery competencies that are in accordance with evolving evidence and scopes of practice;</p> <p>d. Develop and conduct a systematic review process of midwifery education programs that is based on national standards and competencies.</p> <p>2. To be the voice of Canadian midwifery education.</p> <ol style="list-style-type: none"> <li>1. Collaborate with the Canadian Association of Midwives to ensure that perspectives relevant to midwifery education are integrated into the overall development of the midwifery profession;</li> <li>2. Provide information and advocate for midwifery education to the public, governments and other health professionals;</li> <li>3. Represent Canadian midwifery education in national and international forums/meetings/conferences.</li> </ol> <p>3. To support faculty and program development</p> <ol style="list-style-type: none"> <li>1. Promote collaboration and communication among midwifery educators;</li> <li>2. Provide forums for information exchange, peer support, mentorship, and consultation on curriculum, issues, resources, policies, and trends relevant to midwifery education;</li> <li>3. Encourage and support scholarship relevant to midwifery education;</li> <li>4. Promote access to graduate studies for midwives.</li> </ol>	
<p>1.1 <b>Definitions.</b> In this By-Law, unless the context otherwise specifies or requires:</p> <p>a)“Act” means the <i>Canada Corporations Act</i>, R.S.C. 1970, c. C 32 as from time to time amended</p>	<p><b>Definitions.</b> In this By-Law, unless the context otherwise specifies or requires:</p> <p>a)“Act” means the <i>Canada Not-for-Profit Corporations Act</i>, S.C. 2009 c. 32 including the</p>

<p>and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the CAM Ed/ACFSF to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.</p>	<p>Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.</p> <p><u>Rationale:</u> Need to refer relevant <i>Act</i>.</p>
<p>1.1 d) “CAMEd/ACFSF” means the Canadian Association for Midwifery Education / Association Canadienne pour la Formation des Sages-Femmes, a not-for-profit corporation incorporated under Part II of the Act.</p>	<p>1.1 d) “CAMEd/ACFSF” means the Canadian Association for Midwifery Education / Association Canadienne pour la Formation des Sages-Femmes, a not-for-profit corporation incorporated under <b>the Act</b>.</p> <p><u>Rationale:</u> As above.</p>
<p>1.2 <b>Interpretation.</b> In this By-Law and in all other By-Laws of the CAM Ed/ACFSF hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.</p> <p>1.3 <b>Operating Principles.</b> The CAM Ed/ACFSF shall be governed and managed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.</p>	<p>1.2 <b>Interpretation.</b> In this By-Law words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.</p> <p><u>Rationale:</u> Simplified language</p> <p><b>1.3 Operating Principles.</b> The CAMEd/ACFSF shall be governed and managed in accordance with all applicable federal, provincial and territorial laws.</p>
<p>2.1 <b>Corporate Seal.</b> The seal, an impression whereof is Stamped in the margin hereof, shall be the seal of the CAM Ed/ACFSF.</p>	<p>2.1 <b>Corporate Seal.</b> CAMEd may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of CAMEd shall be the custodian of the corporate seal.</p>
<p>2.2 <b>Head Office.</b> Until changed in accordance with the Act, the head office of the CAM Ed/ACFSF shall be McMaster University, Hamilton, Ontario.</p>	<p><b>Remove</b></p> <p><u>Rationale:</u> The head office can change from time to time (e.g. from McMaster to UBC recently).</p>
<p>2.3 <b>Financial Year.</b> Unless otherwise ordered by the Board of Directors, the fiscal year end of the CAM Ed/ACFSF shall be to be determined</p>	<p>2.3 <b>Financial Year.</b> Unless otherwise ordered by the Board of Directors, the fiscal year end of CAMEd/ACFSF shall be a date as chosen by the Board.</p>
<p>2.4 <b>Auditors.</b> The Members shall, at each annual meeting of Members, appoint an auditor to audit the accounts and annual financial statements of the CAM Ed/ACFSF for report to the Members at</p>	<p>2.4 <b>Auditors.</b> The Members shall, at each annual meeting of Members, appoint an auditor to review the accounts and annual financial statements of the CAMEd/ACFSF for report to the Members</p>

<p>the next annual meeting of Members. The remuneration of the auditor shall be fixed by the Board of Directors.</p>	<p>at the next annual meeting of Members. The remuneration of the auditor shall be fixed by the Board of Directors.</p> <p><u>Rationale:</u> CAMEd’s activities are insufficient for an audit, however a financial review is appropriate.</p>
<p>3.4 <b><u>Term of Directors at Initial Election of Directors.</u></b> At the first annual meeting of Members at which directors are elected following the enactment of this By-Law by the Board of Directors, the ratification thereof by the Members, the Members shall elect seven Members as directors in accordance with the process stipulated by this Article 3. The Members shall then elect the President, the Vice-President and Secretary-Treasurer from among the seven directors just elected. At the first election only, 1 officer director and 2 non-officer directors shall be elected for a three year term of office, so that terms of office are staggered.</p>	<p>3.4 <b><u>Term of Directors at Initial Election of Directors.</u></b> At the first annual meeting of Members at which directors are elected following the enactment of this By-Law by the Board of Directors, the ratification thereof by the Members, the Members shall elect seven Members as directors in accordance with the process stipulated by this Article 3. The Members shall then elect the <b>Chair, the Vice-Chair</b> and Secretary-Treasurer from among the seven directors just elected. At the first election only, 1 officer director and 2 non-officer directors shall be elected for a three year term of office, so that terms of office are staggered.</p> <p><u>Rationale:</u> Modern language</p>
<p>3.5 <b><u>Term for Subsequent Elections of Directors.</u></b> Prior to each annual meeting of Members after the meeting of Members referred to in Section 3.4, the Members shall elect directors as described in Section 3.7 for a term of two (2) years, to fill the positions of all those directors whose terms have expired at such annual meeting of Members and those positions added by the Board, if any, to the maximum number of directors permitted hereby.</p>	<p>3.5 <b><u>Term for Subsequent Elections of Directors.</u></b> Prior to each annual meeting of Members after the meeting of Members referred to in Section 3.4, the Members shall elect directors as described in Section 3.7 for a term of two (2) years, <b>renewable for up to three terms</b>, to fill the positions of all those directors whose terms have expired at such annual meeting of Members and those positions added by the Board, if any, to the maximum number of directors permitted hereby.</p> <p><u>Rationale:</u> Renewable terms are preferred given small number of members and to allow for continuity over time (but for no more than 6 consecutive years).</p>
<p>5.2 <b><u>Financial.</u></b> The Board of Directors shall have the power to authorize expenditures on behalf of the CAM Ed/ACFSF and, from time to time, to delegate by resolution to an officer or officers of the CAM Ed/ACFSF the right to employ and pay</p>	<p>5.2 <b><u>Financial.</u></b> The Board of Directors shall have the power to authorize expenditures on behalf of the CAMEd/ACFSF and, from time to time, to delegate by resolution to an officer or officers of the CAM Ed/ACFSF the right to <b>employ and pay</b></p>

<p>salaries to officers and employees. The Board of Directors shall have the power to authorize amendments to agreements on behalf of the CAM Ed/ACFSF and for the administration and disbursement of CAM Ed/ACFSF funds. The Board of Directors shall also have the power to enter into a trust arrangement with a trust company or financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the CAM Ed/ACFSF in accordance with such terms as the Board of Directors may prescribe.</p>	<p><b>officers, contractors and employees.</b> The Board of Directors shall have the power to authorize amendments to agreements on behalf of the CAMEd/ACFSF and for the administration and disbursement of CAMEd/ACFSF funds. The Board of Directors shall also have the power to enter into a trust arrangement with a trust company or financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the CAMEd/ACFSF in accordance with such terms as the Board of Directors may prescribe.</p> <p><u>Rationale:</u> Remove salaries, but keep option to employ and pay officers, contractors and employees.</p>
<p>5.5 <b>Agents and Employees.</b> Except for the offices of President, Vice-President and Secretary-Treasurer, the Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the CAMEd/ACFSF) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of or during such appointment. The remuneration of officers, agents and employees shall, subject to the provisions of this By-Law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer or officers of the CAMEd/ACFSF.</p>	<p>5.5 <b>Agents and Employees.</b> Except for the offices of <b>Chair, Vice-Chair</b> and Secretary-Treasurer, the Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the CAMEd/ACFSF) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of or during such appointment. The remuneration of <b>officers, contractors and employees</b> shall, subject to the provisions of this By-Law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer or officers of the CAMEd/ACFSF.</p>
<p>6.2 <b>President.</b> The Members shall elect a President for a two (2) year term. The President shall have general supervision of the affairs of CAM Ed/ACFSF including, without limitation, the following duties:</p> <ul style="list-style-type: none"> <li>a) act as the official spokesperson for CAM Ed/ACFSF;</li> <li>b) oversee the implementation of decisions of the Board of Directors;</li> <li>c) oversee the progress of projects and committees;</li> <li>d) act as the Chair of the Board of Directors during his or her term;</li> </ul>	<p>6.2 <b>Chair.</b> The Members shall elect a <b>Chair</b> for a two (2) year term, <b>renewable for up to three terms.</b> The <b>Chair</b> shall have general supervision of the affairs of CAMEd/ACFSF including, without limitation, the following duties:</p> <ul style="list-style-type: none"> <li>a) act as the official spokesperson for CAMEd/ACFSF;</li> <li>b) oversee the implementation of decisions of the Board of Directors;</li> <li>c) oversee the progress of projects and committees;</li> </ul>

<p>e) perform any other duties which the Board of Directors may assign from time to time.</p>	<p>d) act as the Chair of the Board of Directors during his or her term;  e) perform any other duties which the Board of Directors may assign from time to time.</p> <p>Rationale: As in 3.4 and 3.5</p>
<p>6.3 <b>Vice-President.</b> The Members shall elect a Vice-President for a two (2) year term. The Vice-President shall assist the President in their duties as needed and shall exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties. The Vice-President shall perform any other duties which the Members may assign from time to time.</p>	<p>6.3 <b>Vice-Chair.</b> The Members shall elect a Vice-Chair for a two (2) year term, renewable for up to three (3) terms. The Vice-Chair shall assist the Chair in their duties as needed and shall exercise any or all of the duties of the Chair in the absence of the President or if the President is unable for any reason to perform those duties. The Vice-Chair shall perform any other duties which the Members may assign from time to time.</p>
<p><b>6.4 Secretary-Treasurer.</b> The Members shall elect a Secretary-Treasurer for a two (2) year term. The Secretary-Treasurer shall have general supervision of the affairs of CAMEd/ACFSF including, without limitation, the following duties....</p>	<p><b>6.4 Secretary-Treasurer.</b> The Members shall elect a Secretary-Treasurer for a two (2) year term, renewable for up to three (3) terms. The Secretary-Treasurer shall have general supervision of the affairs of CAMEd/ACFSF including, without limitation, the following duties....</p>
<p>7.3 <b>Committee Operations.</b> Each standing and ad hoc committee is advisory and the Board of Directors is not obligated to implement decisions or recommendations of any Committee. Mandates shall be established for each standing and ad hoc committee by the Board of Directors which shall be consistent with these By-laws and which shall include, without limitation:</p> <ul style="list-style-type: none"> <li>a) Composition of the Committee;</li> <li>b) Quorum of the Committee;</li> <li>c) Election of Committee Chair;</li> <li>d) Purpose, responsibilities and delegated powers of the Committee;</li> <li>e) Selection and term of office of Committee members;</li> <li>f) Rules for meetings including, without limitation: minimum number of meetings and decision-making processes;</li> <li>g) Reporting and accountability requirements.</li> </ul>	<p>7.3 <b>Committee Operations.</b> Each standing and ad hoc committee is advisory and the Board of Directors is not obligated to implement decisions or recommendations of any Committee. Mandates shall be established for each standing and ad hoc committee by the Board of Directors which shall be consistent with these By-laws and which shall include, without limitation:</p> <ul style="list-style-type: none"> <li>a) Composition of the Committee;</li> <li>b) Quorum of the Committee;</li> <li>c) Appointment of Committee Chair;</li> <li>d) Purpose, responsibilities and delegated powers of the Committee;</li> <li>e) Selection and term of office of Committee members;</li> <li>f) Rules for meetings including, without limitation: minimum number of meetings and decision-making processes;</li> <li>g) Reporting and accountability requirements.</li> </ul>

