

**April 23 /2020**

**ASSOCIATION of MIDWIVES of NEWFOUNDLAND and LABRADOR**

**BY-LAWS**

- 1. NAME:** The name shall be the Association of Midwives of Newfoundland and Labrador; hereafter referred to as Association.
  
- 2. ADDRESS:** [www.amnl.ca](http://www.amnl.ca)
  
- 3. OBJECTIVES:**
  1. Represent the professional interests and protect the rights of midwives, who are AMNL members, practising in Newfoundland and Labrador.
  2. Advocate for publicly funded midwifery care that is accessible to all childbearing families in the province.
  3. Protect autonomous practice of the province's registered midwives.
  4. Provide members with opportunities for communication and information sharing.
  5. Promote opportunities for professional development and continuing competencies.
  6. Promote and support research and evidence informed practice in areas related to midwifery care.
  7. Act as a resource and collaborate with other health care professionals, government representatives, and community groups in areas of midwifery and related women's health.
  8. Advocate for optimal care for childbearing families, identify challenges that impact this goal, communicate concerns to appropriate authorities and encourage collaboration to meet these challenges.
  9. Request representation of midwives on committees that address maternity care, midwifery care, newborn care and women's reproductive health.
  10. Encourage communication and collaboration with appropriate persons to ensure that the childbearing needs of indigenous people and marginalized groups are addressed.

11. Present the views of the midwifery profession to the public, media, government, health care organizations and other professional groups.
12. Engage in a mutually supportive relationship with the Canadian Association of Midwives in matters related to the province's midwives.
13. Recognize the definition of a midwife and the key midwifery concepts outlined by the International Confederation of Midwives.

#### **4. FINANCIAL YEAR:**

The Financial Year is from January 1 to December 31.

#### **5. MEMBERSHIP:**

##### A. Full Membership.

Full membership shall be open to midwives who are registered to practice in Newfoundland and Labrador.

##### B. Associate Membership.

Associate membership shall be open to persons who meet the following requirements:

1. Those who have successfully completed a recognized midwifery education program, but are not registered to practice midwifery in this province, or are retired.
2. Those who have not successfully completed a recognized midwifery education program, but have a professional interest in midwifery. This includes the following:
  - a) midwifery students;
  - b) others with permission from the Executive Committee.

##### C. Honorary Membership.

An Honorary Membership may be conferred on a person who has provided outstanding service to the Association and/or to midwifery in Newfoundland and Labrador.

Written recommendation, with two signatures, for honorary membership should be submitted to the President, accompanied by appropriate documentation outlining the service for which honorary membership is proposed. The Nominations and Elections Committee shall review all nominations and submit its recommendations

to the Executive Committee for approval. The decision is then communicated to the membership at the next Annual General Meeting.

D. Membership Responsibilities.

All Members:

1. Shall be responsible for keeping the Executive Officers of the Association informed of any contact changes.
2. Shall adhere to the objectives, rules and regulations listed in the By-laws of the Association.

Associate Members:

1. Shall have the right to participate in all Association activities.
2. Shall have voting privileges except members in category 5.B.2 above.

Honorary Members:

1. Shall have the right to participate in all Association activities.
2. Shall not have voting privileges.

E. Membership Fees:

The annual fees for Full and Associate Membership shall be determined by resolution at an Annual General Meeting of the Association.

All fees are payable annually prior to January 1<sup>st</sup> of each year for the coming calendar year in order to maintain one's membership and maintain the benefits afforded to members.

Honorary members will not be required to pay fees.

**6. OFFICERS:**

A. Executive Officers of the Association form the Executive Committee. The Executive Officers shall be:

1. President
2. Secretary
3. Treasurer
4. Past-President

B. Election of Executive Officers:

1. The term of office shall be for two (2) years from the Annual General Meeting of the Association. Executive Officers shall serve no longer than two (2) consecutive terms except in special circumstances agreed upon by the majority of members.
2. Executive Officers and Committee Chairpersons shall serve alternate two (2) year terms of office; even years for Executive Officers and odd years for Committee Chairpersons.
3. Election of Executive Officers for the positions of President, Secretary, and Treasurer shall be conducted by the Nominations and Elections Committee by a general ballot of Full Members and Associate Members as in 5.B.1. In the event that a position cannot be filled by a Full Member, an Associate Member, as per 5.B.1., may be elected.
4. If any Executive Officer is unable to complete the full term of office, the other Executive Officers of the Association may appoint a replacement to hold office until the next Annual General Meeting of the Association.

C. Duties of Officers:

1. President

- a) The President shall preside at all meetings of the Association and meetings of the Executive Officers of the Association. The President shall advise the meeting on points of order and propriety. The President shall vote when there is a tie and a deciding vote is needed.
- b) The President shall oversee the activities of the Association:
  - i) in conjunction with other Executive Officers of the Association;
  - ii) by being an ex-officio member of Association committees.
- c) The President shall be the spokesperson on behalf of the Association, expressing the general views and beliefs of the majority of members. All official reports given on behalf of the Association shall be available to the members.
- d) The President shall be an authorized signing officer of the Association, and shall have the authority to co-sign cheques.
- e) When the President's term of office is completed, all materials, files, records, belonging to the President on behalf of the

Association, must be given to the new President. The outgoing President must relinquish signing authority in writing. The incoming President shall take this document to the financial institution when acquiring transfer of signing authority. (Some institutions may require all signers to be present).

## 2. Secretary

- a) The Secretary shall objectively record the minutes of the proceedings of meetings of the Association, and meetings of the Executive Officers of the Association, and distribute them accordingly and in a timely fashion.
- b) The Secretary shall manage all Association correspondence and ensure that notices of meetings are issued.
- c) The Secretary shall present to the President all communication and correspondence received.
- d) The Secretary shall carefully maintain and protect all minutes, records, communications and correspondence in an orderly filing system.
- e) The Secretary shall have the minutes, records, correspondence, and other communication available, at all reasonable times, for inspection by members of the Association.
- f) The Secretary shall be responsible for forwarding information as directed by the President of the Association.
- g) The Secretary shall maintain a list of members and contact information provided by the Treasurer and file it in a secure place as per the Access to Information and Protection of Privacy Act 2015.
- h) When the Secretary's term of office is completed, all materials, files, records, belonging to the Association, must be given to the incoming Secretary.

## 3. Treasurer

- a) The Treasurer shall be responsible for the collection of fees, the safekeeping of funds, the disbursement of monies, the management of finances and the maintenance of financial records of the Association. Receipts should be obtained for all payments made. All cheques should be signed by two (2) authorised Executive Officers. If this is not possible, due to geographical

considerations, another member shall be appointed as the Treasurer's co-signer.

- b) The Treasurer shall be authorized to co-sign cheques.
- c) The Treasurer shall collect membership fees for the Canadian Association of Midwives and promptly forward these at the beginning of the calendar year. Late fees may be forwarded at least quarterly. The Treasurer shall not be responsible for missed journals and other missed information, resulting from late payment of fees.
- d) The Treasurer shall deposit all funds in the name of the Association in a chartered bank(s) and/or credit union(s) in Newfoundland and Labrador as approved by the Executive Committee.
- e) The Treasurer shall prepare financial statements annually and whenever requested by the Executive Officers of the Association.
- f) The Treasurer shall ensure that there is an annual examination of the books/ review/ audit of the Association's finances by a person(s) acceptable to Executive Officers of the Association prior to the Annual General Meeting and when handing over to a new Treasurer. The findings shall be presented at the Annual General Meeting.
- g) The Treasurer shall report on the financial credits and debits at all general meetings of the Association.
- h) The Treasurer shall have the financial records of the Association available, at all reasonable times, for inspection by members of the Association.
- i) The Treasurer shall notify the President, and other Executive Officers of the Association as required, when fees are received from new members, the current fee status of members, and when members have not paid their registration fees.
- j) The Treasurer shall promptly provide members with receipts when their membership fees are received.
- k) When the Treasurer's term of office is completed, all materials, files, records, cheque books, belonging to the Treasurer on behalf of the Association, must be given to the incoming Treasurer. The outgoing Treasurer must relinquish signing authority in writing.

The incoming Treasurer takes this to the financial institution when acquiring transfer of signing authority. (Some institutions may require all signers to be present).

- l) In the event of the resignation or completion of term by a co-signer, the Treasurer shall be responsible for obtaining from the co-signer any materials belonging to the Association, and written communication from the co-signer relinquishing signing authority for the Association. The Treasurer shall take the written communication to the financial institution. (Some institutions may require all signers to be present).
- m) In the event that the new Treasurer shall be using a different financial institution, acceptable to the Executive Officers, the outgoing Treasurer shall arrange secure transfer of the funds to the new financial institution.

#### 4. Past President

- a) In the absence of the President, the Past President shall preside at meetings of the Association and meetings of the Executive Officers of the Association.
- b) In the absence of the President, the Past President shall be the spokesperson for the Association as per 6.C.1 c.
- c) The Past President shall be an authorized signing Executive Officer of the Association, and shall have the authority to co-sign cheques in the absence of the President, the Treasurer or the co-signer.
- d) When the Past President's term of office is completed, all materials, files, records, belonging to the Past President on behalf of the Association, must be given to the President. The outgoing Past President must relinquish signing authority in writing. The incoming Past President shall take this document to the financial institution when acquiring transfer of signing authority. (Some institutions may require all signers to be present).
- e) The Past President shall perform specific duties for the Association on the President's request, by mutual consent.
- f) The Past President shall be responsible for the website or, when necessary, in collaboration with the other Executive Officers, appoint a member to manage the site.

## 7. COMMITTEES:

### Chairpersons of Committees

- a) Chairpersons are appointed at the Annual General Meeting of the Association for a two (2) year term that may be extended.
- b) Chairpersons are responsible for advising the President of the dates of meetings and providing the President with copies of minutes and other relevant information.

### A. Executive Committee

1. There shall be an Executive Committee composed of the President, Secretary, Treasurer and Past President.
2. The Executive Committee shall meet at the request of the President, or of other Executive Officers of the Association, to administer Association affairs between general meetings. These meetings will not involve any changes to the By-laws.
3. Liaison shall be maintained with respective professional associations in accordance with the objectives of the Association.
4. Decisions taken by the Executive Committee shall be reported at the next general meeting of the Association.
5. A quorum shall be at least three (3) members of the Executive Committee.
6. To facilitate the conduct of the affairs of the Association, electronic meetings may be held, and the voting process conducted, as decided by the Executive Committee.

### B. Publicity Committee

1. There shall be a committee responsible for the dissemination of information regarding midwifery in general and the Association in particular. This shall be by methods acceptable to the Executive Officers of the Association and may include the regular distribution of a Newsletter.
2. The appointment of the Chairperson is made in the alternate year to that of the Executive Officers of the Association.



3. The Chairperson shall, if it is considered necessary, be authorized to select up to a total of three (3) Association members for this committee, to include the editor of any newsletters.
4. The Chairperson, in consultation with the Executive Officers, including the Chairperson of the Continuing Education Committee, shall advertise conferences and workshops.

C. Continuing Education Committee

1. There shall be a Continuing Education Committee to further the objectives of the Association.
2. The appointment of the Chairperson is made in the alternate year to that of the Executive Officers of the Association.
3. The Chairperson shall, if it is considered necessary, be authorized to select up to a total of three (3) Association members for this committee.
4. The Continuing Education Committee shall:
  - a) identify areas of learning needs;
  - b) plan continuing education programs to promote currency of knowledge and continued competency of members;
  - c) plan conferences and workshops as required by the Executive Officers of the Association;
  - d) act as a resource for midwives and others in the areas of midwifery care, maternity care, newborn care, and women's reproductive health.

D. Ad Hoc Committees

1. Ad Hoc committees shall be set up for a stated period of time at the request of the Executive Officers of the Association.
2. The Chairperson is appointed by the Executive Officers.
3. The Chairperson shall be authorized to select Association members for an Ad Hoc committee.
4. The Chairperson of any Ad Hoc committee shall be responsible for advising the President of meeting dates. Copies of the minutes of the meetings and other relevant information shall be given to the President.

*Resolutions Committee*

1. Six (6) weeks before the Annual General Meeting, the Committee shall request any resolutions to be brought to the meeting. The Committee may provide a written framework for the wording of the resolution.

*Nominations and Elections Committee*

1. The Committee shall request nominations six (6) weeks prior to the election of Executive Officers or Chairpersons at the Annual General Meeting. Nominations must be submitted three (3) weeks prior to the Annual General Meeting. The Committee may provide a form for this purpose showing the names of the nominees, the nominators and the consent of the nominee.
2. The Committee shall establish a list of Full Members (5.A) and until there are sufficient Full Members, Associate Members (5.B.1) may be included, who have been nominated and are willing to stand for office in the Association.
3. The Committee shall prepare the ballot and forward it electronically to all Full Members, and until there are sufficient Full Members, to the Associate Members (5.B.1) of the Association at least two (2) weeks prior to the Annual General Meeting. This ballot may be amended at any time prior to voting at the Annual General Meeting.
4. The Committee shall prepare a document for voting by proxy that shall be sent along with the agenda. Authorization for proxy voting shall be submitted prior to the beginning of the Annual General Meeting.

**8. MEETINGS:**

1. There shall be at least three (3) regular general Association meetings per year. Meetings may be held electronically or face-to face, or a combination, on the decision of the Executive Officers.
2. No public notice or advertisement of annual or regular general meetings shall be required. A notice that includes the date, hour and place, if it is a face to face meeting, shall be circulated together with an agenda of the business to be conducted, a proxy form, if necessary, and other relevant documents, at least fourteen (14) days before the date of the meeting.

3. The Association shall not be responsible for any errors or omissions that lead to members not being notified of any meetings. Members should therefore ensure that their contact information is current and correct.
4. One of the regular general meetings shall be held each calendar year between March and May inclusive and shall be designated as the Annual General Meeting. Not more than fifteen (15) months shall elapse between one Annual General Meeting and the next.
  - a) At least fourteen (14) days prior to the Annual General Meeting, a copy of the annual financial statements and the report of the audit or financial review shall be sent to all members.
  - b) The business of an Annual General Meeting shall include reports of Executive Officers and Chairpersons, review of the financial statements as required by government acts, acceptance of any amendments to the By-laws, the appointment of auditors or reviewers for the financial year with agreement of their remuneration, and voting for Executive Officers.
5. A copy of the minutes of meetings of the Association members shall be sent to each member within thirty (30) days following the meeting.
6. Special general meetings of the Association may be called by the President, or may be called at the written request of 25% of the Full Members after informing the President. The Members calling the special meeting are responsible for notifying all members of the Association of the date, time, place and reason for the meeting.
7. Any member who has a conflict of interest for any business being discussed should make it known prior to or at the beginning of the meeting.

## **9. QUORUM:**

1. A quorum at any special or general meeting of the Association shall be one third of the number of Full Members including a minimum of two (2) Executive Officers. Proxies and Associate Members entitled to vote, that are present at the meeting, shall be counted towards the quorum.
2. No business shall be transacted at any annual or general meetings unless a quorum of members entitled to vote thereat is present. A meeting may proceed without a quorum when there is no business to be transacted.

3. If a quorum is not present thirty (30) minutes after the appointed start time of an annual or general meeting, and there is business to be transacted, the meeting shall be adjourned and rescheduled to the corresponding day in the following week at the same time. Three (3) days' notice of any rescheduled meeting is required to be given.

## 10. VOTING:

### A. Entitlement to Vote

Full Members and Associate Members, as in 5.B.1, are entitled to vote provided that membership fees have been paid in full before the meeting at which voting will take place. If there is a question regarding the payment of fees, official proof of payment may be requested by the Treasurer or another Executive Officer.

### B. Voting Process at Annual or General Meetings

Voting may occur at annual or general meetings by members who are entitled to vote. Voting may occur in person or at an annual general meeting by proxy. The outcome of questions put to a vote shall be determined by a show of hands. At times, a secret vote may be requested by the Chairperson of the meeting, or by a member who is present, or at an annual general meeting by their proxy, if so represented.

There shall be two (2) Scrutineers appointed to count the votes cast by raised hands, or in the case of a secret vote, by paper ballots.

Members who are accessing the meeting by electronic means, shall be asked to indicate "aye" "nay" or "abstain" in relation to the question being put to a vote. The count of raised hands at the meeting and the numbers from those accessing the meeting by electronic means shall be added together to determine the result. The Chairperson shall declare the results and state whether the vote has been carried or not. An entry is made to that effect in the minutes of the proceedings of the meeting.

### C. Election of Executive Officers

The election of Executive Officers shall be chaired by the Chairperson of the Nominations and Elections Committee. The Chairperson shall ask three (3) times if there are any further nominations. If so, and if these nominations are accepted, they are added to the roster of candidates. The Chairperson then states that nominations for this position is closed and voting commences.

Voting for Executive Officers shall be by paper ballot. Those accessing the meeting by electronic means shall promptly send a message, indicating their vote to the member of the Nominations and Elections Committee, who is identified to receive these votes. This member must endeavour to keep such votes confidential. Any member who is unable to send their vote in a prompt manner, should appoint a proxy. The votes collected by electronic means are added to those cast at the meeting. Once they have been tabulated the results shall be announced.

#### D. Voting by Ballot

1. Voting by ballot requires paper slips to be available. The member shall indicate the name of the nominee for whom they are voting.
2. Scrutineers shall collect the votes and tally the results.
3. Spoiled ballots shall be rendered invalid and the numbers shall be reported in the minutes.
4. Following completion of the election, all ballots shall be destroyed by shredding them in front of witnesses.
5. All votes sent by electronic means shall be deleted.
6. Minutes regarding the voting will indicate that ballots have been destroyed and electronic communication of votes has been deleted.

#### E. Proxy Votes at Annual General Meetings

In circumstances when a member is unable to attend an annual general meeting, they may authorize another member, who can attend the meeting, to act or vote on their behalf. An electronic or paper document appointing a proxy shall be completed by the appointer. The appointed proxy shall be an Executive Officer or other member in good standing with the Association who is entitled to vote. Indication of proxy votes shall be filed with the Secretary prior to the start of the meeting. A proxy vote may be revoked before the beginning of the meeting either with the attendance of the appointer or at their request.

#### F. Deciding Vote

In the event of a tie, whether on a show of hands or on a ballot, the President, or in the case of a Committee, the Chairperson is entitled to a casting vote in addition to their original vote.

**11. REMOVAL of OFFICERS:**

A person may be removed from their position in Office prior to the end of their term, if the majority of members at a meeting vote for their removal. This may take place at a scheduled meeting or at a special meeting for this purpose.

**12. FILLING of VACANCIES:**

When a vacancy occurs for an elected Executive Officer position, the other Executive Officers may appoint a member in good standing with the Association to serve in the position until the next Annual General Meeting of the Association. At that time there will be confirmation of the appointed member in the position or an election for a new member will take place (See 6.B.4.).

**13. PROFESSIONAL LIABILITY INSURANCE for REGISTERED MIDWIVES:**

1. All midwives registered to practice shall have professional liability insurance (PLI) from Healthcare Insurance Reciprocal of Canada (HIROC).
2. The Association of Midwives of Newfoundland and Labrador (AMNL) Treasurer or an appointed member shall be responsible for the AMNL requirements of the PLI process and reporting information to the Association. This appointed member shall be authorized to co-sign cheques and electronic money transfers related to HIROC and the PLI.
3. Any midwife applying for registration with the Newfoundland and Labrador Council of Health Professionals (NLCHP) must obtain AMNL Full Membership.
4. AMNL shall provide the midwife with a HIROC insurance application form, and on confirmation from NLCHP that the midwife is eligible for registration, AMNL shall send the completed form to HIROC.
5. When AMNL receives the PLI certificate and invoice from HIROC, the invoice shall be sent to the government's Provincial Midwifery Consultant with a request for payment.
6. When AMNL receives the money, it shall be forwarded promptly to HIROC. (The process needs to be completed by the beginning of February for a midwife to be re-registered to practice on April 1). The AMNL Treasurer shall include receipt and payment of the money for the PLI in the financial records.

**14. INDEMNITY of OFFICERS:**

Except in cases where the Executive Officer is under disciplinary investigation, every Executive Officer shall be indemnified and saved harmless by the Association from and against:

1. Liability and all costs, charges and expenses that the Executive Officer sustains or incurs in respect of an action done or permitted in their duties of Office.
2. All other costs, charges and expenses that person sustains or incurs in respect of, and with consent of, the Association.

**15. REPRESENTATIVES of the ASSOCIATION:**

Executive Officers, Chairpersons and Members shall function as unpaid volunteers and shall receive no remuneration for their services to the Association. They may, however, receive reimbursement, according to the Association's financial situation, for expenses legitimately incurred in their role representing the Association, upon prior approval that has been recorded in the minutes, and upon the provision of appropriate invoices or receipts. The Member should also explore other possible areas of financial assistance.

**A. Canadian Association of Midwives**

1. The President, or person delegated by the President, shall if possible attend meetings of the Canadian Association of Midwives.
2. The representative shall be responsible for sharing information from these meetings with members in a timely manner.
3. The Association shall authorize the refund of the representative's expenses, supported by receipts, and for telephone conference calls to attend meetings, as resources allow.

**B. Other Committees**

1. When requested, representatives may be delegated to represent the Association on committees. The Executive Officers of the Association shall vote on the appropriateness and whether necessary expenses should be refunded.
2. At times, a member may be appointed by Government or another organization, to represent the Association. The member must make this appointment known to the Executive Officers as soon as it occurs.

- 3. Representatives shall report general information, as appropriate from these meetings, to members at the next general meeting of the Association. Funding to cover necessary expenses should be sought from other sources where appropriate.

**16. RULES of ORDER:**

The rules contained in the most recent edition of Robert’s Rules of Order shall govern the Association in all cases to which they are applicable, provided they are not inconsistent with the By-laws of the Association.

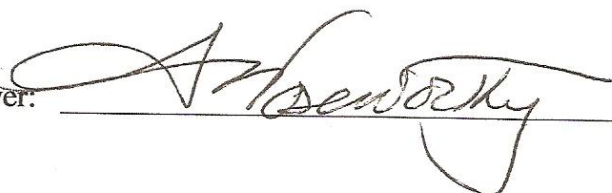
**17. AMENDMENTS to the BY-LAWS:**


The By-laws may be added to, repealed, amended or re-enacted at any time by a two thirds vote of those present at any Annual General Meeting of the Association, provided that members have received notice of the meeting and the proposed change, at least forty (40) days prior to the date of the meeting.

**18. DISBANDMENT of the ASSOCIATION:**

In the event that AMNL disbands: After the payments of all debts and monies owing, any remaining monies and other assets shall be equally divided between the College of Midwives of Newfoundland and Labrador and Friends of Midwifery.

Moved that these By-laws of the Association be adopted:

Mover: 

Seconder: 

Date: May 17<sup>th</sup>, 2020