



College of Respiratory
Therapists of Ontario

Ordre des thérapeutes
respiratoires de l'Ontario

By-Law 1: General CRTO Administration

Approved by Council: March 4, 2022

By-Laws are approved by Council and form part of the operational guidelines for CRTO staff to administer the policies, regulations and legislation.

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1. DEFINITIONS

1.01 In this By-Law, and in any other By-Law of the CRTO, unless otherwise defined or required by the context of the specific provision, the following words and phrases shall have the meanings set out below:

Act

The *Respiratory Therapy Act, 1991*, as amended from time to time and the regulations made under it

Appointed Officer

An employee of the CRTO appointed by the Council, or the Executive Committee, as an officer

Auditor

The person or firm appointed under Article 12.01 of this By-Law

Authorized Personnel

A person authorized to carry out the CRTO's banking and investment and includes the President, Vice-President, Registrar, Deputy Registrar and Finance and Office Manager, as outlined in a policy of the CRTO

Chair

The person designated to preside over meetings of statutory or non-statutory Committees or panels of the CRTO; includes Vice-Chair who is the alternate designate

Code

The *Health Professions Procedural Code*, being Schedule 2 of the *Regulated Health Professions Act, 1991*

Committee

A Committee of the CRTO and includes statutory committees established under section 10 of the *Code*, non-statutory committees, task forces, a Panel of a Committee and any other Committees established by the Council under these By-Laws

Council

The board of directors of the CRTO, responsible for managing and administering its affairs in accordance with the *Code*

Council Member

A member of Council elected or appointed in accordance with the *Regulated Health Professions Act* and/or the *Act* and/or this By-Law

CRYPTO

The acronym for the College of Respiratory Therapists of Ontario

Duly Constituted

A meeting in accordance with the required procedure where quorum is met pursuant to the By-Laws.

Ex-Officio

By virtue of one's office, e.g., the Registrar is an ex-officio member of CRYPTO committees by virtue of their office as Registrar and Chief Executive Officer. In their capacity as an ex-officio member of a Committee the Registrar has the right, but not the obligation, to attend Committee meetings, other than some aspects of hearings. However, they are not entitled to make a motion or vote, and are not counted when determining if a quorum is present

Fiscal Year

Refers to the period of March 1 to the last day of the following February

In-Camera

In accordance with section 7 of the *Code*, meetings of Council are open to the public. The *Code* provides for specific occasions when the Council may exclude the public from a meeting. When the Council excludes the public from a meeting or part of a meeting, it will go *in-camera* (conduct a private meeting)

Inspector

An individual appointed by the CRYPTO to act as an inspector; may also be referred to as "assessors" or other terms set in Policy

Member

Unless further defined, or the context indicates otherwise, is an individual who holds a certificate of registration with the CRYPTO

Officer of the CRYPTO

Includes the President, the Vice-President, the Registrar or an appointed officer

Panel

A sub-group of a Committee of the CRYPTO

Policies and Procedures

The documented processes or courses of action undertaken by the CRYPTO in anticipation of or response to foreseeable or recurring concerns or issues

Presiding Officer

The person who chairs a meeting of Council or a Committee

Proceeding

Any action or process undertaken related to the investigation, hearing or restriction (i.e., terms, conditions and limitations (TCLs) or suspension of a certificate of registration) of a Member's practice

Profession

The profession of Respiratory Care or Respiratory Therapy

Professional Committee Appointee

A Member of the CRTO who is not a member of the Council, and who has been acclaimed, appointed, or elected to the pool of Members available to serve on committees

Professional Council Member

A member elected to the Council in accordance with the by-laws and includes a member elected in a by-election or appointed to fill a vacancy

Professional Corporation (or health profession corporation)

Refers to a Member, incorporated under the *Business Corporations Act*, who holds a valid certificate of authorization issued under the *Regulated Health Professions Act* (including regulations), or the *Health Professions Procedural Code*

Public Council Member

A person, who is not a Member of the CRTO/profession, and who is appointed to the Council by the Lieutenant Governor in Council

Register

Includes the register as defined under S.23(2) of the *Code* and this By-Law; may also be referred to as the "public register"

Registrar

Person hired by the Council to act as Chief Executive Officer for the CRTO as required by the *Code* and as described in Article 4 of this By-Law; includes a person appointed as Acting Registrar by the Council during a vacancy in the office of the Registrar or during the disability or prolonged absence of the Registrar

Regular Meeting

A meeting of the Council to which By-Law 2: Council and Committees, Article 4.01(a) refers

Related Company

A company, corporation, business partnership or entity that is owned or controlled, wholly,

substantially, or actually, directly or indirectly, by a person or another person related to the person

Related Person

Any person connected with another person by blood relationship, marriage, common-law, partnership or adoption, namely:

- persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other;
- persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other;
- persons are connected by common-law if the persons have a conjugal relationship and live together, have a cohabitation agreement or are the parents (together) of a child;
- persons are connected by a partnership when they live together or have a close personal relationship that is of primary importance in both lives;
- persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other person or a blood relation of the other person.

Respiratory Therapist

A Member of the CRTO

Respiratory Therapy

As defined in the *Act* as the providing of oxygen therapy, cardio-respiratory equipment monitoring and the assessment and treatment of cardio-respiratory and associated disorders to maintain or restore ventilation; includes the practice of Respiratory Care

RHPA

The *Regulated Health Professions Act, 1991*, as amended from time to time and includes the *Code*

Signing Officer

A person authorized to sign documents on behalf of the CRTO and includes the President, Vice-President, Registrar, Deputy Registrar and Manager of Quality Practice, as outlined in CRTO policy

Sitting Council Member

An elected or appointed member of the CRTO Council

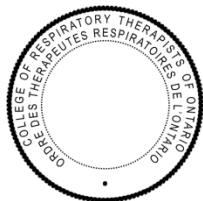
Special Meeting

A meeting of the Council to which By-Law 2: Council and Committees, Article 3.01(b) refers

2. SEAL

2.01 The seal of the CRTO shall, when required, be affixed to contracts, documents, or instruments in writing, signed aforesaid, or by any other person or persons appointed as authorized to sign on behalf of the CRTO.

2.02 The seal of the CRTO is depicted below.



2.03 The logo and name mark depicted on the CRTO website shall be the logo and name mark of the CRTO as depicted below. The CRTO asserts all intellectual property rights over the logo and name mark.



3. HEAD OFFICE

3.01 The Head Office of the CRTO shall be located within the city in which the Provincial Legislature sits. The physical premises occupied by the CRTO shall be determined by Council.

4. REGISTRAR

4.01 The Registrar may be hired or fired only by a motion passed by a two-thirds (2/3) majority of the sitting Council Members in attendance at a Council meeting.

4.02 The Registrar is also the Chief Executive Officer of the CRTO.

4.03 The Registrar shall, among other things:

- a) give all notices required to be given to Council Members and Members of the CRTO;
- b) be the custodian of the seal of the CRTO and keep/maintain all copies of all contracts, agreements, certificates, approvals and all other documents to which the CRTO is a party or which are otherwise pertinent to the administrative and domestic affairs of the CRTO;
- c) keep full and accurate account of all financial affairs of the CRTO in proper form and deposit all monies or valuables in the name and to the credit of the CRTO in such depositories as may, from time to time, be designated by the Council;
- d) disburse the funds of the CRTO under the direction of the Council, taking proper vouchers therefore and render to the Council, whenever required, an account of all transactions and of the financial position of the CRTO;

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- e) engage, dismiss, supervise and determine the terms of employment of all other employees of the CRTO;
- f) keep the register in the form required by the *RHPA*, the regulations, the By-Law and the Policies and Procedures of the CRTO;
- g) be responsible for and direct the administration of the affairs and operations of the CRTO;
- h) prepare the CRTO's annual operating budget for review by Executive Committee;
- i) supervise the nomination and election of Council Members and Professional Committee Appointees;
- j) implement such forms as they consider necessary or advisable to enable the CRTO to fulfil its obligations under the *RHPA*, the regulations and the By-Law and to enable the CRTO to administer its affairs in an appropriate manner;
- k) fulfil the responsibilities of the position in accordance with the *RHPA*, the Regulations, the By-Law and the Policies and Procedures of the CRTO;
- l) carry out such duties as authorized or required by the *Code*;
- m) represent the CRTO and its positions to stakeholders; and
- n) perform such other duties as may be determined, from time to time, by the Council.

4.04 The Registrar is an ex-officio member of all Committees.

4.05 The Registrar is expected to:

- a) attend all Council meetings; and
- b) attend such Committee meetings as are required in the proper performance of their duties.

4.06 The Registrar (or their appointed designate) shall, in addition to the President, act as official spokesperson for the CRTO.

5. ACTING REGISTRAR

5.01 A person who has been appointed by the Council as Acting Registrar during the prolonged absence or disability of the Registrar, shall discharge all the duties of the Registrar. During extended absences of the Registrar, the Council may appoint an Acting Registrar.

6. BY-LAWS

6.01 By-Laws of the CRTO may be made, amended, or revoked by a two-thirds (2/3) vote of the sitting Council Members in attendance at a duly constituted meeting or by the signatures of all actual Council Members.

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- 6.02** Notice of motion to make, amend or revoke a By-Law must be given to Council Members fourteen (14) days prior to the meeting referred to in By-Law 2: Council and Committees, Article 4.01.
- 6.03** Every By-Law and every amendment and revocation thereof shall be dated and maintained in the CRTO's records.
- 6.04** In accordance with Ss. 94(2) of the *Code*, such proposed changes to the By-Laws that are required by the *Code* to be circulated to every Member at least 60 days prior to the Council's vote to approve the amendment.
- 6.05** A copy of the By-Laws made by Council shall be provided to the Minister and to Members as required under Ss. 94(3) of the *Code*.

7. DOCUMENTS

- 7.01** Except where specifically referred to elsewhere in this By-Law, and subject to the *Act* and the regulations, all documents requiring the signature of the CRTO may be signed by the Registrar or the President.
- 7.02** Except where otherwise provided by law, the Registrar may sign summonses and notices on behalf of any Committee of the CRTO.
- 7.03** The seal of the CRTO shall, when required, be affixed to contracts, documents, or instruments in writing, signed as aforesaid.
- 7.04** The certificates of registration given to Members for display shall contain the signatures of the Registrar and President.
- 7.05** Unless otherwise provided in the *RHPA*, the *Code*, the Regulations, or provision in the CRTO By-Laws, documents requiring the signature and seal of the CRTO shall bear the signatures of the Registrar and/or President together with CRTO seal, or a likeness (electronic) thereof.

8. BANKING

- 8.01** In this Article, "bank" means the bank appointed under Article 8.02 of this By-Law.
- 8.02** The Council shall appoint one or more banks chartered under the *Bank Act Canada* for the use of the CRTO upon the recommendation of the Executive Committee.
- 8.03** All money belonging to the CRTO shall be deposited in the name of the CRTO with the bank.
- 8.04** The Registrar or designate may endorse any negotiable instrument for collection on the CRTO's account through the bank or for deposit to the credit of the CRTO with the bank, in accordance with any applicable policy of the CRTO.

9. INVESTMENT

- 9.01** The CRTO's funds may be invested within the restrictions set out in this By-Law, the policies and other investment guidelines of the CRTO.
- 9.02** Funds of the CRTO required for operation and those in excess of funds required for operation during the fiscal year, as identified in the annual budget, may only be invested in accordance with the CRTO investment policies.
- 9.03** Investments must be authorized by two (2) authorized personnel.

10. BORROWING

- 10.01** The Council may from time to time by resolution:
- a) borrow money on the credit of the CRTO;
 - b) limit or increase the amount or amounts to be borrowed; and
 - c) secure any present or future borrowing, or any debt, obligation, or liability of the CRTO, by charging, mortgaging or pledging all or any of the real or personal property of the CRTO, whether present or future.
- 10.02** Two (2) signing officers must sign documents to implement the decision made under Article 10.01 of this By-Law.

11. EXPENDITURES

- 11.01** Goods and services, excluding employment contracts and expenses associated with matters referred to the Inquiries, Complaints and Reports, Discipline or Fitness to Practise Committees or to defend legal proceedings brought against the CRTO, may be purchased or leased for the benefit of the CRTO if the purchase or lease is approved by:
- a) the Registrar if the resulting obligation does not exceed \$10,000.00;
 - b) the Registrar and one other signing officer if the resulting obligation does not exceed \$20,000.00; or
 - c) Council if the resulting obligation exceeds \$20,000.00.
- 11.02** All cheques, drafts, notes, or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by:
- a) two (2) internal signing officers if the amount is less than \$10,000.00 including all payroll cheques and source deduction remittances;
 - b) one (1) internal and one external signing officer for amounts \$10,000 or more except for payroll cheques and source deduction remittances as described in (a).

12. FINANCIAL AUDIT

- 12.01** The Council shall at each spring Council meeting appoint auditors who are duly licensed under the *Public Accountancy Act* to hold office until the next annual general meeting and, if an appointment is not so made, the auditors in office shall continue until successors are appointed.
- 12.02** In the event that the auditors appointed in Article 12.01 of this By-Law are unable to continue their duties as agreed, the Council may appoint new auditors.
- 12.03** The auditors shall present their report to the Council at its spring Council meeting, at which the financial statements of the CRTC are to be submitted and shall state in the report whether, in their opinion, the financial statements present fairly the financial position of the CRTC and the results of its operations for the period under review in accordance with Canadian accounting standards for not-for-profit organizations.
- 12.04** The auditors have the right to access, at all reasonable times, all records, documents, books accounts and vouchers of the CRTC and are entitled to require from the Council Members, officers, employees, and Members of the CRTC such information as is necessary in their opinion to enable them to report as required by law or under this Article.

13. MANAGEMENT OF PROPERTY

- 13.01** The Registrar shall maintain responsibility for the management and maintenance of all CRTC property.
- 13.02** Property and other assets carried on the inventory of the CRTC will be insured against loss or damage.

14. MEMBERSHIP IN OTHER ORGANIZATIONS

- 14.01** The CRTC may maintain memberships or affiliations with other organizations (e.g., Council on Licensure, Enforcement and Regulation (CLEAR), Canadian Network of Agencies for Regulation (CNAR)) in order to further the goals of the CRTC, and shall pay the annual or other fees required.
- 14.02** The CRTC may maintain membership with the National Alliance of Respiratory Therapy Regulatory Bodies (NARTRB) and shall pay the annual fee required for the membership.
- 14.03** The CRTC may maintain membership with the Health Profession Regulators of Ontario (HPRO) and shall pay the annual fee required for the membership.
- 14.04** The Registrar and the President or designate(s) shall represent the CRTC at meetings of the organizations identified in this Article.

15. APPOINTMENT OF INSPECTORS

15.01 The Registrar may appoint any person, other than a Council Member or Professional Committee Appointee, to act as an inspector for and on behalf of the CRTO. Inspectors so appointed shall have such authority and shall perform such duties as set in the *Act*, regulations or CRTO Policies and Procedures.

16. DISSOLUTION

16.01 In the event the CRTO is dissolved, the Council shall, after paying and making provisions for the payment of all debts and liabilities, transfer any assets that remain after dissolution to an organization with similar purposes and which is exempt from income tax under the *Income Tax Act (Canada)* and whose incorporating documents or By-Laws prohibit the organization from paying any of its income to or for the benefit of any of its Members.