



## **Canadian Association of Midwives By-Laws**

ARTICLE 1: NAME AND DESCRIPTION.....	2
ARTICLE 2: DEFINITIONS .....	2
ARTICLE 3: PURPOSES.....	3
ARTICLE 4: MEMBERSHIP .....	3
ARTICLE 5: BOARD OF DIRECTORS .....	4
ARTICLE 7: COMMITTEES .....	10
ARTICLE 8: COMMUNICATION .....	11
ARTICLE 9: MEETINGS OF THE MEMBERS.....	11
ARTICLE 10: THE DECISION MAKING PROCESS.....	12
ARTICLE 11: BORROWING POWERS .....	13
ARTICLE 12: CONTRACTS AND THE CORPORATE SEAL .....	13
ARTICLE 13: AUDIT OF ACCOUNTS .....	14
ARTICLE 14: AMENDMENT OF RULES, REGULATIONS AND BY-LAWS .....	14
ARTICLE 15: BOOKS AND RECORDS.....	14
ARTICLE 16: DISSOLUTION.....	15
ARTICLE 17: NATIONAL ABORIGINAL COUNCIL OF MIDWIVES .	15

## **ARTICLE 1: NAME AND DESCRIPTION**

- 1.1** The name of the corporation is the Canadian Association of Midwives /Association canadienne des sages-femmes (“CAM/ACSF”) hereinafter referred to as “CAM”. CAM is the professional organization that represents individual midwives, provincial/territorial midwifery associations, the National Aboriginal Council of Midwives (“NACM”) and the profession of midwifery in Canada.
- 1.2** The head office of CAM shall be in the city of Montreal in the Province of Quebec. The directors may, from time to time, determine the specific location of the head office.

## **ARTICLE 2: DEFINITIONS**

- 2.1** In these bylaws the following definitions apply:

- (a) “midwife” is a person who, having been regularly admitted to a midwifery educational programme, duly recognised in the country in which it is located, has successfully completed the prescribed course of studies in midwifery and has acquired the requisite qualifications to be registered and/or legally licensed to practice midwifery.

The midwife is recognized as a responsible and accountable professional who works in partnership with women to give the necessary support, care and advice during pregnancy, labour and the postpartum period, to conduct births on the midwife’s own responsibility and to provide care for the newborn and the infant. This care includes preventative measures, the promotion of normal birth, the detection of complications in mother and child, the accessing of medical care or other appropriate assistance and the carrying out of emergency measures. The midwife has an important task in health counseling and education, not only for the woman, but also within the family and the community. This work should involve antenatal education and preparation for parenthood and may extend to women’s health, sexual or reproductive health and child care.

A midwife may practice in any setting including the home, community, hospitals, clinics or health units.

- (b) “individual member” means an individual who is a member in good standing of a provincial/territorial midwifery association or of the National Aboriginal Council of Midwives.
- (c) “provincial/territorial member” or “member association” means a Canadian midwifery association that is a member in good standing of CAM.

- (d) “National Aboriginal Council of Midwives” means the NACM established pursuant to Article 17

### ARTICLE 3: PURPOSES

- 3.1 The Canadian Association of Midwives** will promote, protect and enhance the profession of midwifery and support midwives by, among other things:
- (a) representing midwifery in Canada;
  - (b) promoting and protecting midwifery as an integral part of the health care system in Canada;
  - (c) promoting the inclusion of midwifery as a funded and self-regulating health profession in all provinces and territories in Canada;
  - (d) promoting and facilitating inter-provincial/territorial reciprocity for registered midwives in Canada;
  - (e) coordinating communication among professional midwifery associations and midwives across Canada;
  - (f) providing information about midwifery to the public, governments and other health professionals;
  - (g) participating in the regular review of Canadian midwifery education programs;
  - (h) promoting and/or providing opportunities for continuing education;
  - (i) developing clinical practice guidelines which are evidence-based;
  - (j) promoting and supporting research in midwifery; and
  - (k) representing Canadian midwifery in the international midwifery community.
- 3.2 The Canadian Association of Midwives** will advocate for high quality maternity and newborn services in Canada by:
- (a) promoting universal access to midwifery care for all women in Canada;
  - (b) promoting continuity of care, informed choice, choice of birthplace;
  - (c) developing policies and position statements for midwifery, and maternal and newborn care in Canada; and
  - (d) reviewing policies and position statements developed by Canadian and international organizations for maternal and newborn care.

### ARTICLE 4: MEMBERSHIP

- 4.1** CAM may issue six classes of membership– full membership, member association, associate membership, student membership, allied membership and honorary membership.
- 4.2**
- (a) **Full Member:** Individual midwives who are members in good standing of a provincial/territorial midwifery association or of the National Aboriginal Council of Midwives. Full membership is a voting membership.
  - (b) **Member Association:** Midwifery associations that represent midwives in that province or territory. Member association membership is a non-voting membership.

- (c) Associate Member:** Individual midwives who reside in a province or territory where no provincial or territorial midwifery association is in existence. CAM may also issue associate memberships to midwives who are no longer practicing and to midwives who have qualified in other jurisdictions but are not practicing in the province/territory in which they reside.  
CAM may also issue associate memberships to midwives or non-practicing midwives who do not reside in Canada. Associate memberships are non-voting memberships.
- (d) Student Member:** Individuals who are student members of provincial/territorial member associations. Student memberships are non-voting memberships.
- (e) Allied Member:** Individuals who are not midwives, but who have demonstrated the desire to further the vision of CAM. Allied memberships are non-voting memberships.
- (f) Honorary Member:** CAM may, at the discretion of the Board, issue honorary memberships to individuals who are recognized by CAM as having made a significant contribution to midwifery. The term of an honorary membership may be designated by the Board. Honorary memberships are non-voting memberships.
- 4.3** Applications for membership shall be available from the head office of CAM. Membership fees shall be at the discretion of CAM Board of Directors.
- 4.4** An application for provincial/territorial membership shall include that association's current by-laws. CAM may refuse, suspend, or revoke membership if the association's actions or by-laws are not consistent with the CAM's Purposes and By-laws. CAM may grant or reinstate membership conditional on the applicant association amending its actions or by-laws to conform with CAM's purposes and by-laws. Any such refusals, suspensions, revocations or conditional acceptances shall be in writing with reasons.
- 4.5** Applicants who have been refused, suspended, removed or granted conditional membership may, in writing, ask that the decision be reviewed by the Board. Requests for review must be made within 30 days of receiving a notice of refusal.
- 4.6** A member association may, pursuant to a resolution that specifically directs that association to withdraw from CAM and passed by at least 51% of the members entitled to vote on that resolution, withdraw its membership by delivering a written request to that effect to the head office of CAM.

## **ARTICLE 5: BOARD OF DIRECTORS**

- 5.1** The property and business of CAM shall be managed by a Board of Directors (the

“Board”). The Board shall be composed of at least three directors who are midwives over 18 years of age and have the power under law to contract, and shall include a President, a representative of each provincial/territorial member association and a representative of the National Aboriginal Council of Midwives.

- 5.2** The Board shall take its direction from and report to, the members at each annual meeting of the members.
- 5.3** Each provincial/territorial member association shall, through a process established by that association, select a representative who shall represent her provincial/territorial association at the Board for a term of two years. This term may be extended once by the provincial/territorial members association. Each provincial/territorial representative shall, among other things, report regularly to the Board on activities in her respective province or territory, work on the development or amendment of CAM policies, represent CAM within her jurisdiction, and contribute wherever necessary to the ongoing management and administration of CAM. Provincial/territorial representatives are voting members of the Board.

The National Aboriginal Council of Midwives shall, through a process determined by the NACM, select a representative who shall represent the NACM on the CAM Board for a term of two years. This term may be extended once by the NACM. The representative shall, among other things, report regularly to the Board on activities of the NACM, work on the development or amendment of CAM policies, and contribute wherever necessary to the ongoing management and administration of CAM. Representatives of the NACM are voting members of the Board.

- 5.4** Candidates for the positions of President, Vice President, Secretary and Treasurer shall be nominated at the annual meeting. The Board, in its first meeting following the annual meeting, shall appoint the President, Vice President, Secretary and Treasurer from the Nominees. A candidate for the position of President must have been a Board member for at least one year before she is eligible for nomination. The President, Vice President, Secretary and Treasurer will hold their positions for a term of two years. The Board may, if necessary, extend the term of office for a further two years.
- (a)** Notwithstanding the intent of Article 5.4, for a period not to extend past December 31<sup>st</sup>, 2009, the CAM President may be a full member of CAM with relevant Board experience of at least one year within a provincial/territorial professional association recognized by CAM or a Canadian Regulatory Agency.

- 5.5** The Board shall meet at least once per year and such meeting may be via teleconference call or other communication facilities as permit all persons participating in the meeting to hear each other. Each member must consent in advance to the method of communication and have equal access to the chosen method of communication. If finances permit, the Board may meet in person at

- rotating regional locations. Meetings of the Board may be held at any time and place to be determined by the President or executive committee. Meetings of the Board shall generally be open to all members, but the Board may, without notice, hold closed meetings or may close parts of meetings.
- 5.6** Notice of Board meetings shall be sent to Board members by mail or email at least six weeks prior to the meeting. Best efforts shall be made to establish the date and host association for each upcoming Board meeting at the previous meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. After having informed the President, a meeting may be called by any member of the Board, who shall take responsibility for notifying all other Board members of her intention to do so.
- (a) Emergency meetings of the Board may be called by at least two members of the Board provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee.
- 5.7** Each voting Board member present and participating in the meeting is authorized to exercise one vote. A quorum of the Board shall be at least six Board members.
- 5.8** Any individual member of CAM is entitled to attend open meetings of the Board as an observer. Such individual members may not speak during the meeting unless specifically invited by the Board and may not vote unless so designated by these by-laws.
- 5.9** Board members may participate in a meeting of the Board, or of a committee of the Board, or a meeting of the members, by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and members participating in such a meeting by such means are deemed to be present at the meeting.
- 5.10** A Board member may be paid reasonable expenses incurred by her in the performance of her duties. A reasonable remuneration for all officers, agents and employees and committees of citizens may be fixed by the Board by resolution. Nothing herein contained shall be construed to preclude any Board member from serving CAM as an officer or in any other capacity and receiving compensation therefore.
- 5.11** Every Board member or other person who has undertaken or is about to undertake any liability on behalf of CAM or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, may from time to time be indemnified and saved harmless out of the funds of CAM, from and against;
- (a) all costs, charges and expenses which such Board member, officer or other person sustains or incurs in or about any action, suit or proceedings which

is brought, commenced or prosecuted against her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;

- (b) all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.
- 5.12** The Board shall have the power to enter into contracts which CAM may lawfully enter into and may exercise all such other powers and do all such other acts and things as CAM is, by its letters patent or otherwise by law, authorized to exercise and do.
- 5.13** The Board shall have power to authorize expenditures on behalf of CAM from time to time and may delegate by resolution to an officer or officers of CAM the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company 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 CAM in accordance with such terms as the Board may prescribe.
- 5.14** The Board shall take such steps as they may deem requisite to enable CAM to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, donations of any kind whatsoever for the purpose of furthering the objects of CAM.
- 5.15** The Board may appoint such agents and engage such employees 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 by the Board at the time of such appointment.
- 5.16** The Board shall be the decision making body of CAM and shall, among other things, be responsible for:
- (a) allocating CAM resources;
  - (b) accepting members;
  - (c) accepting donations, investigating and approving loans, and otherwise arranging financing for the activities of CAM;
  - (d) striking and de-commissioning committees;
  - (e) determining membership fees;
  - (f) setting dates and locations for meetings;
  - (g) appointing, where it is considered to be appropriate, one or more representatives to attend any meetings or conferences and defray from the funds of CAM the expenses of such representatives; taking necessary action and incurring necessary expenses for the promotion, protection or welfare of CAM;

- (h) proposing amendments or changes to CAM by-laws; and
- (i) recording and maintaining as a public record, information respecting the decisions and activities of CAM.

**5.17** A Board membership shall be deemed vacant:

- (a) if a member delivers a written resignation to the Board;
- (b) if she is found by a court to be of unsound mind;
- (c) if at a members meeting, a resolution is passed by a majority of the members that she be removed from office; or
- (d) on missing two consecutive Board meetings without good reason.

## **ARTICLE 6: EXECUTIVE COMMITTEE (OFFICERS)**

- 6.1** The interim executive committee shall be the original directors. The interim executive committee shall consist of a President, Secretary and Treasurer. The interim executive committee shall have the management and administration of CAM until replaced by an executive committee selected pursuant to Article 4.5, which shall be no later than two years from the date of incorporation.
- 6.2** Members of the executive are non-voting members of the Board.
- 6.3** The executive committee shall be responsible for ensuring that the directions of the members are carried out and shall have the day-to-day management and administration of CAM. The executive committee shall report to, advise and take direction from the members.
- 6.4** The responsibilities of the officers of the executive committee include, but are not limited to, the following duties:
- (a) **President** - The president has general supervision of the affairs of CAM; to act as official spokesperson for CAM; to oversee the implementation of Board decisions and the progress of projects and committees; to report to the Board on the activities of the Executive; to convene and chair all meetings when present, in person and able; to be signing authority on resolutions and execute documents with the designated co-signator; and to perform any other duties which the Board may, from time to time, assign. The President may remain a member of the Board in the office of Past-President for a term of one year following her term as President.
  - (b) **Vice President** - At direction of the Board the Vice President will assist the President in her duties as needed. She will be available to act as official spokesperson for CAM in the place of the President. She will perform any other duties that the Board may assign from time to time.
  - (c) **Secretary** - The secretary shall work together with the President to effect the purposes of CAM; shall report to the President 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; and perform any other duties which the Board may, from time to time, assign. The Secretary has the duty to ensure that the records and books of CAM are properly kept and maintained, including the registry of officers and directors, the registry of members, the minutes of meetings, the by-laws and resolutions; have custody of the corporate seal; certify copies of any record, registry, by-law, resolution or minute; give any notices required for meetings; and perform any other duties which the Board may, from time to time, assign. The secretary is responsible for the recording of all votes at all meetings, including Board meetings and members' meetings.

**(d) Treasurer** - The treasurer shall have the responsibility to ensure the safe custody of the funds of CAM and is responsible to ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of CAM in the books belonging to CAM. The treasurer shall have the responsibility to ensure the proper deposit of the moneys, securities and other valuable effects in the name and to the credit of CAM in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. She shall also perform such other duties as may from time to time be directed by the President and the Board.

- 6.5** The President, plus one other signing officer appointed by the Board, are empowered to authorize the disbursement of the funds of CAM following established CAM financial policies as amended from time to time.
- 6.6** Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member of the executive committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 6.7** Members of the executive committee may participate in a meeting of the executive committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.
- 6.8** A quorum of the executive committee shall consist of two members of the executive committee.
- 6.9** A resolution in writing, other than a proposed amendment of these by-laws, if

signed by the requisite number of executive committee members required to vote on and pass a resolution at a meeting of the executive committee of CAM, is as valid as if it had been passed at a meeting of the executive committee of CAM.

## **ARTICLE 7: COMMITTEES**

- 7.1** The Board may establish, suspend or dissolve standing and ad hoc committees to reflect the needs and carry out the purposes of CAM in an effective and efficient manner.
- 7.2** Mandates shall be established for each standing and ad hoc committee which shall be consistent with these by-laws and which shall include but are not limited to:  
**(a)** composition of the committee: purpose, responsibilities and delegated powers of the committee; selection and term of office of committee members; rules for meetings including: minimum number of meetings, notice requirements, decision-making processes and quorum; reporting and accountability requirements.
- 7.3** For greater certainty, each standing and ad hoc committee is advisory in nature. Each is established by the Board to carry out its mandate and to carry out the directions given to it from time to time by the Board.
- 7.4** Committee members are responsible to attend their committee meetings and to fulfill their duties as outlined from time to time in the policies of the committee and the Board. Committee members are responsible for implementing Board decisions with regard to the committee's mandate. Committee members may be requested to attend at Board meetings from time to time.
- 7.5** A member who is appointed to represent CAM on a committee of another organization must be a member in good standing of a provincial/territorial member of CAM or of the National Aboriginal Council of Midwives. The names of all midwives representing CAM on committees of other organizations shall be confirmed at each annual meeting of the Board. Midwives representing CAM on such committees shall:

Report to the Board and gather information from members as required and in particular shall submit an official report to CAM for the annual Board meeting and the telephone meeting(s), and particularly to advise regarding issues of which CAM should be aware;

- (a)** represent the interests of CAM where required;
- (b)** have the appropriate knowledge, skills and ability to perform as required on a specific committee;
- (c)** agree to represent CAM for a minimum of one year;
- (d)** must recognize that CAM may not be able to finance her participation on such committees; and

- (e) if offered financing for participation on such committees, accept such funding only if the funder's philosophy, goals and purposes are consistent with the purposes of CAM.
- 7.6** In the absence of any extenuating circumstances, requests for nominations will be circulated to all Board members. Board members are responsible to inform the members of their provincial/territorial associations of the request for nominations. Board members are also responsible for providing the President with the names of nominees in a timely manner. In extenuating circumstances, the executive committee may appoint a replacement or a temporary representative for such committees.
- 7.7** At the International Confederation of Midwives, CAM shall be represented only by, and shall make representations only on behalf of member midwives from Canadian jurisdictions in which midwifery is regulated and who are full members in good standing with the midwifery association in their province/territory that is a member of CAM.

## **ARTICLE 8: COMMUNICATION**

- 8.1** Each provincial/territorial member association and the National Aboriginal Council of Midwives will keep a mailing list of all members, appropriate agencies and other individuals who should receive any CAM mailings. Such list shall be made available as soon as practicable to CAM on request.
- 8.2** It is the responsibility of the representative of each province/territory and of the National Aboriginal Council of Midwives to provide copies of their annual report and any other documents such as current legislation or regulations of interest to CAM. Board Members will make best efforts to provide such information in advance of the annual meeting.
- 8.3** As soon as practicable following each meeting the minutes for that meeting will be mailed to each participant.
- 8.4** CAM supports the full translation of all reports into both French and English and where funds allow, will make best efforts to provide such translations.

## **ARTICLE 9: MEETINGS OF THE MEMBERS**

- 9.1** Meetings of the members may be held at any place in Canada, as the Board may determine, and on such days as the Board shall select. Directors shall call the meeting. The proportion of voting members who have right to requisition a special meeting is 25%. The members may consider and transact any business at any meeting of the members.
- 9.2** Members may participate in a members meeting by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by

such means is deemed to be present at the meeting.

- 9.3** Notice in writing of at least six weeks shall be provided to each member by mail, email, or newsletter, and such notice shall provide sufficient information that members know what business is to be transacted at the meeting and to allow them to for a reasoned judgement upon the business of the meeting. Notice of any special business at the member's meeting shall be provided to member's in this notice. Information on special business shall be provided and will be adequate to allow members to make reasoned decisions. This information shall include a summary of the nature of the business, a summary of the history and/or arguments which may be related to the special business, and the actions to be proposed at the member's meetings regarding the special business.
- 9.4** The first annual meeting of CAM shall be held within 18 months of incorporation. Subsequent annual meetings shall be held each calendar year and not more than 15 months after the last one. There shall be an annual meeting of the members each year. The annual meeting is a duly called meeting of the members. At the annual meeting of the members, in addition to any other business that may be transacted, reports of the provincial/territorial members, the financial statement and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year.
- 9.5** At each annual meeting the date and location of the next annual meeting shall be determined. Best efforts will be made to alternate the location of the annual meetings between the east and west.
- 9.6** Quorum shall be 25 voting members of CAM. Of these 25 voting members, at least two-thirds of the provinces and territories with member associations have one or more members at the meeting.

## **ARTICLE 10: THE DECISION MAKING PROCESS**

- 10.1** At any meeting of the executive committee, the Board or members, decisions shall only be made if a quorum is present at the time the decision is made. In the absence of a quorum, the meeting may continue, but for information purposes only.
- 10.2** In a spirit of cooperation, CAM shall make a serious effort to encourage a full discussion of all views and to make its decisions by consensus, with consensus defined as the opinion or position agreed upon by the members in attendance as a whole.
- 10.3** Where consensus does not appear likely, decisions may be made by utilizing the following voting process.
- (a)** Each member shall have one vote.
  - (b)** No proxy voting or absentee voting will be allowed.

- (c) A vote may be taken by oral vote, upon show of hands or by ballot.
  - (d) Other than amendments to CAM by-laws, a motion or resolution is passed upon an affirmative vote of 50% plus one, of the votes cast unless the Canada Corporations Act or these bylaws otherwise provide.
  - (e) For the executive committee, a motion or resolution shall pass on the affirmative vote of 2/3 of the Directors.
  - (f) The Board may, in advance of the day on which the vote is to be taken, authorize absentee voting which shall be valid only if a concerted effort is made to give notice of the pending vote to all absent members.
- 10.4** The Board may refer any issue to a ratification vote of the entire voting membership. Ratification votes may take place by a mail-in ballot, at a members meeting or Annual General Meeting or by electronic means, according to a process determined by the Board from time to time.
- (a) Subject to Article 9.2, ratification votes shall pass on the affirmative vote of 50% plus one of the members who vote.
  - (b) Subject to Article 9.2, the Board shall give all members at least three weeks notice of the date set for counting the ratification votes. Such notice shall include the actual wording of the question at issue and information as to the voting process. Notice sent by electronic means shall be deemed to be received 48 hours after being issued. Notice sent by mail shall be deemed to be received five days after being issued.

## **ARTICLE 11: BORROWING POWERS**

- 11.1** For the purposes of carrying out the objectives of CAM, the Board may raise or secure the payment of money in any such manner as they see fit.
- 11.2** From time to time, the Board may authorize any Board member or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions to give such additional securities for any monies borrowed or remaining due by CAM as the Board may authorize, and generally, to manage, transact and settle the borrowing of money by CAM.

## **ARTICLE 12: CONTRACTS AND THE CORPORATE SEAL**

- 12.1** The custody of the seal shall be the responsibility of the Board and except by resolution to the contrary, the seal of CAM shall be kept in custody of the Secretary.
- 12.2** Deeds, transfers, licenses, contracts, and engagements on behalf of CAM shall be signed by any Board member, person or persons duly authorized in advance by the Board, and the Secretary shall affix the seal to such instruments as required.

- 12.3** Contracts in the ordinary course of CAM's operation may be entered into on behalf of CAM by any person authorized by the Board. The Board may at any time by ordinary resolution direct the manner in which, and the person or persons by whom, a particular instrument, contract or obligation for CAM may or shall be executed.
- 12.4** The Board may by resolution specifically adopt any contracts previously entered into by the Canadian Confederation of Midwives. Without such specific adoption, CAM is deemed not to be responsible for any contracts of the Canadian Confederation of Midwives.

### **ARTICLE 13: AUDIT OF ACCOUNTS**

- 13.1** The Board shall at each annual meeting appoint an auditor or auditors to hold office until the next annual meeting.
- 13.2** The Board may fill any casual vacancy in the office of auditor, including filling of any position not filled at an annual meeting.
- 13.3** The remuneration of the auditors of CAM shall be fixed by resolution of the Board.
- 13.4** A report of the audit prepared by the auditor or auditors shall be provided to the members at the annual general meeting.

### **ARTICLE 14: AMENDMENT OF RULES, REGULATIONS AND BY-LAWS**

- 14.1** The Board may, on a two-thirds affirmative vote amend or repeal these by-laws. Any such amendment is not effective and cannot be acted upon until the amendment or repeal is approved by the Minister.
- 14.2** The Board may enact rules and regulations consistent with these by-laws. The Board may, on a two-thirds vote, amend the rules and regulations and may act on such amendment until the next annual meeting of the members. Such amendment must be subsequently affirmed by an affirmative vote of at least two-thirds of the voting members at the next annual meeting of the members. Amendments to the by-laws, rules and regulations may be made at any meeting of the members by an affirmative vote of at least two-thirds of the voting members.

### **ARTICLE 15: BOOKS AND RECORDS**

- 15.1** The Board shall ensure that all necessary books and records of CAM required by these by-laws or by any applicable statute or law are regularly and properly kept.
- 15.2** The books of account shall be kept at such place as the Board determines and shall at all times be open to inspection by the members of the Board.

- 15.3** The fiscal year of CAM shall terminate on a day each year to be fixed by the Board and the financial statement of CAM's affairs shall be published on an annual basis in the newsletter or in such other format as the Board may determine.
- 15.4** The Board shall, from time to time, determine the availability of the accounts and books of CAM to the inspection of members other than the Board, and no member not being on the Board shall have any right of inspection as to any account or book or document of CAM except as conferred by law or authorized by the Board.

#### **ARTICLE 16: DISSOLUTION**

- 16.1** A resolution to dissolve CAM must be ratified by the membership pursuant to the process set out in Article 10.4.
- 16.2** On dissolution of CAM any remaining assets are to be distributed to an organization or organizations promoting generally the same purposes as CAM, as determined by the members at the last Board meeting. If no such organization exists, then the remaining assets may be disbursed to charitable organizations determined by members at the last Board meeting of CAM, the term "charitable" referring to organizations registered to as charities and recognized as such by Revenue Canada for taxation purposes.

#### **ARTICLE 17: NATIONAL ABORIGINAL COUNCIL OF MIDWIVES**

- 17.1** The National Aboriginal Council of Midwives is established, consisting of those persons who are members of the interim Task Group of Aboriginal midwives or consisting of those persons who are nominated by the Task group or otherwise selected in accordance with a defined process to be determined.
- 17.2** The NACM will establish its own terms of reference and a work plan with the objective of developing an appropriate structure for its governance and mandate.
- 17.3** The NACM will regularly report to the CAM Board through its Board representative.
- 17.4.** Aboriginal midwife members of the NACM who are also members of, or required to be members of, the designated midwifery association in the province/territory in which they reside will have full membership in CAM through their provincial/territorial association. Aboriginal midwives who do not have the option of membership in a designated provincial/territorial midwifery association may obtain membership in CAM through the NACM.