



Association of  
Ontario **Midwives**  
*Delivering what matters.*

# AOM Constitution

December 2017

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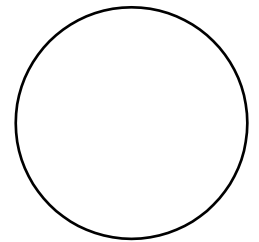
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ARTICLE 1:

**NAME AND DESCRIPTION**

- 1.1 The name of the corporation is the Association of Ontario Midwives /Association des sages-femmes de l'Ontario ("AOM/ASFO") hereinafter referred to as the "AOM". The AOM is the professional organization which represents Midwives and the profession of midwifery in Ontario.
- 1.2 The head office of the AOM shall be in the Greater Toronto area in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.
- 1.3 The seal which is impressed herein shall be the corporate seal of the AOM.



ARTICLE 2:

**PURPOSE**

- 2.1 The purpose of the AOM is to promote, protect and enhance the profession of midwifery and to support Midwives by, among other things:
  - a. promoting and protecting midwifery as a self-regulating profession which is an integral part of the health care system in Ontario;
  - b. enhancing and promoting a high standard of midwifery care;
  - c. promoting midwifery services which are responsive to the needs of midwifery clients and their families;
  - d. reviewing the scope of practice, standards and ethics for the profession of midwifery in accordance with advancing knowledge;
  - e. maintaining a continuing dialogue with the College of Midwives of Ontario;
  - f. supporting formal direct-entry midwifery education and protecting the multiple routes of entry into the midwifery profession;
  - g. protecting a midwifery system based on, among other things: continuity of care, informed choice, choice of birth place, evidence-based practice; and the Midwife as primary caregiver for normal childbirth;
  - h. maintaining a high standard of competence at the entry to practice level;
  - i. encouraging quality improvement, continuing education and peer review;
  - j. promoting midwifery research which includes among other things, evidence as the basis for practice, and the social and political implications of the Midwife in the health care system;
  - k. actively participating in the national and international midwifery community;
  - l. educating the public and other health professions about the role of the Midwife;
  - m. promoting the continued unity that exists within the midwifery profession;

- n. encouraging positive relations with other health care professionals;
- o. printing, publishing and distributing materials and literature related to midwifery;
- p. representing the interests of Midwives and the profession of midwifery to the public, the Ministry of Health and other agencies;
- q. representing the interests of Midwives and the profession of midwifery regarding funding for midwifery services;
- r. ensuring that Midwives have the benefit of professional liability insurance;
- s. providing and administering a benefits program for Midwives; and
- t. seeking consumer input on various issues that may affect consumers.

### ARTICLE 3:

## DEFINITIONS AND INTERPRETATION

3.1 The following definitions apply to this Constitution:

**Aboriginal Midwife** means an aboriginal person who identifies themselves as a midwife pursuant to section 8.3 of the Midwifery Act of Ontario;

**Board** means the Board of Directors as described in Article 5;

**Formerly Registered Midwife** means a Midwife who was previously registered with the College of Midwives of Ontario to practice in Ontario but is not currently registered;

**Good Standing** for a Midwife means that required fees are paid in a timely manner pursuant to the requirements of this Constitution, the AOM's professional liability insurance plan and the AOM Benefits Program. Good Standing for an Aboriginal Midwife means that required fees are paid in a timely manner. For greater certainty a Voting Member who is on temporary or cessation of practice leave or inactive status from the College of Midwives of Ontario is considered to be in Good Standing; and

**Voting Member** means an individual in Good Standing who is a Midwife, or an Aboriginal Midwife;

**Midwife** means a person registered with the College of Midwives of Ontario to practice midwifery in Ontario.

3.2 In this Constitution, and in all other policies of the AOM hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations.

ARTICLE 4:

**MEMBERSHIP**

- 4.1 There shall be two classes of membership in the AOM:
  - a. **voting member** – means a Midwife in Good Standing or an Aboriginal Midwife;
  - b. **non-voting member** - a member whose fees are paid in full and who is a former Midwife, a student Midwife or a candidate who has been accepted into the International Midwifery Pre-Registration Programme (IMPP).
- 4.2 All applications for membership shall be subject to review by the AOM. All Members shall pay AOM membership fees and Midwife Members shall maintain their Good Standing in the AOM Benefits Program. AOM membership fees and AOM eligibility requirements shall be as specified by the Board from time to time.
- 4.3 Applications for voting membership in the AOM shall be in writing and must be accompanied by membership fees and proof that the applicant is a Midwife, or an Aboriginal Midwife.
- 4.4 Applications for non-voting memberships shall be in writing and must be accompanied by membership fees and proof that the applicant is:
  - a. a former Midwife;
  - b. a student of the Ontario Midwifery Education Programme; or
  - c. a candidate of the International Midwifery Pre-Registration Programme (IMPP).
- 4.5 A voting membership may be revoked if that member:
  - a. requests revocation in writing;
  - b. ceases to be registered with the College of Midwives of Ontario;
  - c. fails to maintain their Good Standing; or
  - d. fails to pay membership fees within 30 days after receiving notice of suspension under 4.6(a).
- 4.6 A Member who fails to maintain their membership fees may be given a default notice which will include a 30 day warning of possible suspension should fees remain outstanding. If, after receipt of such notice, the fees remain outstanding, such member may be given notice of suspension.
  - a. Suspended memberships may be restored, within 30 days after receipt of the suspension notice, on payment of the outstanding fees. Failure to reinstate within the 30 day suspension period may result in revocation of the membership under 4.5.
  - b. The AOM may, at its discretion charge late fees or reinstatement fees.
- 4.7 A Member who fails to maintain their Good Standing may be given a default notice which will include a 30 day warning of possible suspension should Good Standing not be maintained. If, after receipt of such notice, the Good Standing is not maintained,

such member may be given notice of suspension.

- a. Suspended memberships may be restored, within 30 days after receipt of the suspension notice, or reinstatement of Good Standing. Failure to reinstate within the 30 day suspension period may result in revocation of the membership under 4.5.
- b. The AOM may, at its discretion charge late fees or reinstatement fees.

## ARTICLE 5:

### **THE BOARD**

5.1 The affairs of the AOM shall be managed by a Board of Directors (“Board”) which shall act to advance the goals of the AOM. The Board may, on behalf of the AOM, exercise all the powers that the corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Board is restricted by law or by the members from exercising those powers. The Board may exercise these powers itself or ensure that these powers are exercised by its delegates or agents. These powers include, but are not limited to, the power:

- a. to enter into contracts or agreements;
- b. to accept donations, investigate and approve loans and to make banking and financial arrangements for the activities of the AOM;
- c. to execute documents;
- d. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the AOM;
- e. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
- f. to borrow on the credit of the corporation for the purposes of operating expenses, or on the security of the corporation’s real or personal property;
- g. to purchase insurance to protect the property, rights and interests of the corporation and to indemnify the corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the corporation;
- h. to allocate AOM resources;
- i. to establish, suspend and dissolve standing and ad hoc committees and to draft, review and approve their mandates;
- j. to determine membership fees;
- k. to set dates and sites for meetings;
- l. to establish and maintain libraries and make rules relating to their use;
- m. to appoint any agents and retain any employees that it considers necessary;

- n. to appoint, where it is considered to be in the interest of the AOM, one or more representatives to attend any meetings or conferences and defray from the funds of the AOM the expenses of the representatives;
  - o. to take action and incur expenses considered necessary for the promotion, protection, interest or welfare of the AOM;
  - p. to honour and uphold this Constitution and to amend it as necessary;
  - q. to maintain a permanent record of all Board decisions and transactions;
  - r. to establish, oversee and review election processes for the Board, regions, standing and ad hoc committees; and
  - s. to delegate its authority on terms.
- 5.2 Except as herein otherwise provided, the affairs of the AOM shall be managed by the Executive Director of the corporation under the direction of the Board in accordance with AOM policy. The Board shall allocate a budget out of its general funds in order that the Executive Director may carry out their duties.
- 5.3 The Board, all of whom must be Voting Members, shall be composed of the following executive members;
- a. President,
  - b. President-Elect; who must have served a term of office on the Board within the last five years;
  - c. Vice-President, who must have served a term of office on the Board within the last five years;
  - d. Treasurer;
  - e. Secretary'
- and 8 additional directors (members-at-large).
- 5.4 The responsibilities of the officers of the Executive include but are not limited to the following duties:

**President** - has general supervision of the affairs of the AOM; to be the liaison to the Executive Director on the Board's behalf on day to day matters; to oversee the implementation of Board decisions and the progress of projects and standing and *ad hoc* committees; to consult with the Trustees of the AOM Benefits Trust; 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.

**Vice-President** - shall work together with the President to effect the purposes of the AOM; 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 if the President leaves the position permanently the Vice President will assume the position of President for the remainder of the term.

**Secretary** - duty to ensure that the records and books of the AOM 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.

**Treasurer** - duty to ensure that the financial records and books of the AOM are properly kept and maintained; ensure appropriate assistance for the auditor in the preparation of the financial statements and perform any other duties which the Board may, from time to time, assign.

**President-Elect** – shall work together with the President to effect the purposes of the AOM; shall undertake those activities assigned by the Board that will provide the knowledge and skills required in her term as President.

- 5.5 The chairperson of each standing committee shall be a voting member of the AOM and shall be appointed by the Board according to a process determined by the Board. The chairperson shall represent their committee and shall report on the committee's activities to the Board
  - a. A standing committee chairperson is responsible to attend committee meetings and to fulfil their duties as outlined from time to time in the policies of the committee and the Board. A standing committee chairperson is responsible for implementing Board decisions with regard to that committee's mandate
- 5.6 The President-Elect shall be a voting member of the AOM elected by the membership. The President-Elect will attend Board meetings and is a member of the Executive. The term of office for the President-Elect is one year.
- 5.7 Board members may hold one permanent office at a time. Board members who hold a permanent office may, at the discretion of the Board, be appointed to hold one or more temporary offices in addition to that permanent office.

ARTICLE 6:

**COMMITTEES**

- 6.1 The Board may establish, suspend or dissolve standing and *ad hoc* committees to reflect the needs and carry out the purposes of the AOM in an effective and efficient manner.
- 6.2 Mandates shall be established for each standing and *ad hoc* committee which shall be consistent with this Constitution and which shall include but are not limited to:
  - a. composition of the committee;
  - b. purpose, responsibilities and delegated powers of the committee;
  - c. selection and term of office of committee members;
  - d. rules for meetings including: minimum number of meetings, notice requirements, decision-making processes and quorum;
  - e. reporting and accountability requirements.
- 6.3 For greater certainty, all standing and *ad hoc* committees are advisory in nature. They are established by the Board to carry out their mandates and to carry out the directions given to them from time to time by the Board.
- 6.4 Committee members are responsible to attend their committee meetings and to fulfil 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.

ARTICLE 7:

**AOM BENEFITS TRUST<sup>1</sup>**

- 7.1 In 1994, the AOM Benefits Program was established pursuant to the *Funding Agreement*, this *AOM Constitution*, and the *Principles of the Benefits Program* that the AOM Board approved on behalf of the voting members. The Benefits Committee was established by this *AOM Constitution* to administer the AOM Benefits Program. In 2007, the Board, and the Benefits Committee consulted and determined to establish an AOM Benefits Trust and to transfer the management and administration of the AOM Benefits Program from the care and control of the Benefits Committee to the Trustees of the AOM Benefits Trust.
- 7.2 The terms and conditions by which the AOM Benefits Program shall be managed and administered by the Trustees of the AOM Benefits Trust are contained in the *AOM Benefits Trust Agreement* and come into effect on effective date of that agreement.

For greater certainty, as of effective date of the *AOM Benefits Trust Agreement*, the AOM Benefits Trust is a separate legal entity from the AOM.

- 7.3 The Board has the power to appoint and remove Trustees pursuant to the terms set out in the *AOM Benefits Trust Agreement*.
- 7.4 The Board is responsible to communicate with the Trustees and respond to requests for information and meetings in an open and timely manner. The Board will review the Trust's annual report and audited financial statements, which shall be made available to the Board within ninety (90) days of the Trust's year-end. The Board may request aggregate information about the Benefits Program that is in the possession of the Trustees, which information shall not unreasonably be withheld.
- 7.5 The Board has the exclusive responsibility to negotiate the *Funding Agreement* with the Ministry of Health and Long Term Care, including any portions of the *Funding Agreement* that deal with beneficiary contributions to the AOM Benefits Program. Notwithstanding the fact that the Trustees do not have the power to negotiate with the Ministry of Health and Long Term Care with respect to the contribution amount set aside for the AOM Benefits Program as "other" in the *Funding Agreement*, the Board shall consult with the Trustees prior to entering into *Funding Agreement* negotiations.
- 7.6 Subject to the limitations set out below, in the event that a dispute between the Trustees and the Board arises out of the AOM Benefits Trust Agreement, a good faith attempt to resolve the dispute through the process set out in the AOM Benefits Trust Dispute Resolution Agreement shall be made by the Board and the Trustees and shall be a condition precedent to any right of action at law for the dispute in question.
  - a. In the event that a dispute between the Board and the Trustees arises with respect to termination or funding of the AOM Benefits Trust, a good faith attempt to resolve the dispute through the mediation process set out in the *AOM Benefits Trust Dispute Resolution Agreement* shall be made by the Board and the Trustees and shall be a condition precedent to any right of action at law with respect to termination of the AOM Benefits Trust.
    - i. During *Funding Agreement* negotiations, neither the Board nor the Trustees shall initiate mediation of a dispute that has arisen between them with respect to funding the AOM Benefits Trust.
  - b. For greater certainty, neither the Trustees nor the Board shall ask an arbitrator appointed pursuant to the arbitration process set out in the *AOM Benefit Trust Dispute Resolution Agreement* to arbitrate any dispute that arises with respect to funding the Trust or termination of the Trust including whether or not to terminate the Trust.

- 7.7 The *AOM Benefit Trust Agreement* and the *AOM Benefit Trust Dispute Resolution Process Agreement* may be amended in writing with the consent of the Trustees and the Board.
- 7.8 The Board may terminate the AOM Benefits Trust only after a two-thirds majority vote of the Board that is subsequently confirmed by a majority of not less than two-thirds of the members who vote either at a members' meeting or by means of a ratification vote held pursuant to 9.3. The Board shall give all members notice by mail at least thirty (30) days prior to the Annual General Members Meeting at which the termination vote will take place.

ARTICLE 8:

**MEETINGS**

- 8.1 Meetings of the members, the Board and the Executive may be validly convened by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and members participating in such a meeting by such means are deemed to be present at the meeting.
- 8.2 No error or omission in giving notice of any meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any 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.
- 8.3 The Board shall meet at least four times per year and meetings may be held at any time and place as determined by the Board.
- a. Additional meetings may be called as necessary by any member of the Board who shall make a concerted effort to notify all of the other Board members.
  - b. The Board shall make best efforts to give at least three weeks notice to all Board members of dates and locations of all the regularly scheduled Board meetings.
  - c. A quorum of the Board shall include at least one member of the Executive and shall be at least 50% plus one of the Board's membership and not less than five members.
- 8.4 Members meetings in addition to the Annual General Meeting shall be held:
- a. If called by resolution of the Board; or
  - b. on presentation to the Board of a petition for such a meeting that is signed by at least 20% of the voting members; or
  - c. if called by a majority of members of the Executive, who shall make a concerted

effort to notify all of the other Executive members.

- d. Members meetings shall be held on a specific date to be fixed by the Board, not later than 60 days following the date a meeting or a petition presented pursuant to 8.4. Members meetings shall be held at a place within the Province of Ontario or, at the sole discretion of the Board, by means of remote communication.
- e. The Secretary shall make best efforts to give at least thirty days notice of members meetings. The Secretary shall also make best efforts to provide written notice of the agenda, as known at that date, to members in advance of the meeting.
- f. The business of a members meeting may include but is not limited to:
  - i. approval of financial statements;
  - ii. approval of any honorarium to be paid to any member of the Board;
  - iii. discussion of any proposed amendments to this Constitution;
  - iv. any item of business that the Board considers appropriate to refer to the membership at large;
  - v. approval of resolutions from voting members to direct the Board to consider specific issues relevant to the purposes or functioning of the AOM.

**8.5** The Annual General Meeting of the AOM shall be held on a specific date to be fixed by the Board and at a place within the Province of Ontario or, in the sole discretion of the Board, by means of remote communication.

- a. Written notice of such a meeting shall be sent to members by the Secretary not less than 30 days prior to the date scheduled for the meeting. Included in that notice will be the proposed agenda as known at that date.
- b. The business of the Annual General Meeting shall include but is not limited to:
  - i. approval of an annual financial statement;
  - ii. approval of any honorarium to be paid to any member of the Board;
  - iii. discussion of any proposed amendments to this Constitution;
  - iv. any item of business that the Board considers appropriate to refer to the membership at large;
  - v. appointing the auditor;
  - vi. approval of minutes; and
  - vii. approval of resolutions from voting members to direct the Board to consider specific issues relevant to the purposes or functioning of the AOM.

ARTICLE 9:

**DECISION MAKING**

- 9.1 When making decisions the Board shall, in the spirit of co-operation, make serious efforts to encourage a full discussion of all views and shall strive for consensus.
- 9.2 At Board meetings, where consensus cannot be reached, the voting process outlined below shall apply:
- a. each voting member of the Board will have one vote;
  - b. no proxy voting will be allowed;
  - c. there must be a quorum pursuant to Article 8.3(c);
  - d. the Board may authorize absentee voting on a particular motion or resolution, which shall be valid only if a concerted effort is made to give notice of the pending vote to all absent members. If the Board authorizes such absentee voting, it shall only receive absentee votes in writing, which may be received via fax, email or other means;
  - e. subject to Article 7.8 and 15, an affirmative vote of 50% plus one is necessary for a motion to pass;
  - f. a vote may be taken by oral vote, upon show of hands or by ballot; and
  - g. a quorum of the Board may pass a resolution in writing and such resolution is as valid as if it had been passed at a meeting of the Board. Such resolution must be signed by each member of the quorum and in order to pass, must have the approval of the requisite number of Board members whose approval would be required to pass that resolution at a meeting of the Board. Signatures may be obtained by fax or email.
- 9.3 The Board may refer any issue to a ratification vote of the entire voting membership.
- a. 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.
  - b. Subject to Articles 7.8 and 15, the Board shall determine whether the ratification vote will require an affirmative vote of 50% plus one of the members who vote, or will require an affirmative vote of a super-majority of no less than 66% of the members who vote, the exact percentage to be determined by the Board. The Board will communicate this determination when the Board provides notice of the date of the ratification vote.
  - c. Subject to Articles 7.8 and 15, the Board shall give all members at least three weeks written 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 one day

after being issued. Notice sent by mail shall be deemed to be received five days after being issued.

- 9.4 The voting procedure at a members meeting and at the Annual General Meeting shall be as follows:
- a. Proxy voting is permitted pursuant to a process to be determined by the Board from time to time;
  - b. Subject to Articles 7.8 and 15.1, resolutions may be passed by 50% plus one of the voting members who vote at the Annual General Meeting;
  - c. a vote may be recorded either upon show of hands or by paper or electronic ballot; and
  - d. a quorum is 20% of the voting members.

#### ARTICLE 10:

### **Board Selection and Leaving Office**

- 10.1 The Board shall be elected as follows:
- a. elections for positions on the Executive shall be held every two years;
  - b. elections for elected member at large board positions shall be held every two years; and
  - c. elections for position of the Member at Large shall be held every two years.
- 10.2 The Board will appoint 3 Board members from the voting members, pursuant to Board policies.
- 10.3 The voting members of the AOM are responsible for the election of the Board.
- 10.4 The President shall serve a term of office of two years. The President-Elect shall serve a one year term, following which they will assume the role of President. The term of office for all other Board members is two years. The Board shall make best efforts to stagger the terms for officers on the Board. Each year, elections shall be held for approximately 50% of the electable board positions.
- 10.5 No Board member, other than the President, shall serve more than four consecutive terms on the Board. The President Elect can serve an additional term. The President can serve an additional two terms as President. A partial term longer than 12 months shall be deemed to be a full term.
- 10.6 Each year, the Board will alternate appointing two members at large positions in one year and one member at large position in the next.
- 10.7 A Board membership shall be deemed vacant if:
- a. if a member delivers a written resignation to the Board;
  - b. if they are 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 they be removed from office;
  - d. on the Boards own motion or on receipt of a petition signed by at least 20% of the voting members.
- 10.8
- a. In the event that an Executive Officer, other than the President, leaves office, the Board may appoint an interim officer from the Board to assume those duties until an election is held or the person returns to office.
  - b. In the event that a non-Executive Board member leaves the Board, the Board may appoint an interim Board member to assume those duties until an election is held or the person returns to office.
  - c. In the event that the President leaves office on a permanent basis the President-Elect will assume the office. If there is no President-Elect, then the Vice-President will assume the office for the remainder of the term.
- 10.9
- a. On its own motion or on receipt of a petition signed by at least 20% of the voting members, the Board may propose to suspend from office with written reasons and notice a Board member. Reasons may include but are not limited to:
    - Failure to meet fiduciary duties;
    - Missing three (3) consecutive Board meetings without good reason
    - Breach of confidentiality
    - Fraud
    - Breach of the AOM conflict of interest policy
    - Failure to meet fiduciary duties, including duty of loyalty and duty of care
  - b. Within 45 days of the proposed suspension, the Board shall call a members meeting for the purpose of discussing the proposed suspension.
  - c. At such meeting there shall be a vote on the proposed suspension. If 50% plus one of the members who vote support the suspension, then the Board shall call an election for that office pursuant to the election policies of the Board.
- 10.10
- In the event a standing or ad hoc committee chairperson leaves office, the committee on the Board's approval, or the Board, may appoint a new chairperson, or may appoint an interim chairperson until the person returns to office.
- 10.11
- Where the Board reactivates or establishes a new standing committee, a committee chairperson may be appointed by the Board.
- 10.12
- On its own motion the Board may suspend from office a committee chairperson. Within 45 days of the suspension the Board shall determine a process for the selection of the new chairperson, or reinstate the suspended chairperson.



ARTICLE 11:

**BORROWING POWERS**

- 11.1 Subject to the limitations set out in this Constitution the Board may:
- a. borrow money on the credit of the AOM;
  - b. issue, sell or pledge securities of the AOM; or
  - c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the AOM, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the AOM.
- 11.2 From time to time, the Board may authorize any director, officer or employee of the AOM or any other person to make arrangements with reference to the money so borrowed or to be borrowed, and as to the terms and conditions of the loan thereof, and as a security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the AOM.

ARTICLE 12:

**INDEMNITY**

- 12.1 Every member of the AOM or other person who has undertaken or is about to undertake any liability on behalf of the AOM or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless out of the funds of the AOM, from and against;
- a. all costs, charges and expenses which such officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
  - b. all other costs, charges and expenses which they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 13:

**AUDITOR**

13.1 The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts of the AOM for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the members may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 14:

**SIGNING POWER**

14.1 All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by two officers or persons in the manner from time to time prescribed by the Board.

14.2 Documents requiring execution by the AOM may be signed by any two officers, and all documents so signed are binding upon the AOM without any further authorization or formality. The Board may, from time to time, appoint any officer or officers, or any person or persons on behalf of the AOM, either to sign documents generally or to sign specific documents. The corporate seal of the AOM shall, when required, be affixed to documents executed in accordance with the foregoing.

ARTICLE 15:

**AMENDING THIS CONSTITUTION**

15.1 This Constitution may only be amended by a two thirds majority vote of the Board which is subsequently ratified by a majority which is not less than two thirds of the members who vote either at a members meeting or by means of a ratification vote held pursuant to the process in 9.3. The Board shall give all members written notice at least thirty days prior to the date set for counting the ratification votes.

ARTICLE 16:

**BOOKS AND RECORDS**

16.1 The Board shall see that all necessary books and records are regularly and properly kept as required by this Constitution or by any applicable statute.

ARTICLE 17:

**FINANCIAL YEAR END**

17.1 The financial year end of the AOM shall be the 31st day of December in each year, or on such other date as the Board may from time to time, by resolution, determine.

ARTICLE 18:

**DISSOLUTION**

18.1 The AOM may be dissolved by a voluntary application to surrender the letters patent to the Lieutenant Governor pursuant to the *Corporations Act*. Such a surrender must have been authorized by 50% plus one of the votes cast in a ratification vote called for that purpose.

18.2 In the event of dissolution of the AOM any remaining assets are to be distributed to an organization or organizations promoting generally the same purpose as the AOM as may be decided by the members at the last Annual General Meeting. If no such organization exists, then the remaining assets are to be disbursed to charitable organizations decided upon by the members at the last Annual General Meeting of the Association. The term “charitable” refers to organizations registered as charities and recognized as such by Revenue Canada for taxation purposes.

## ENDNOTES

## Amended as of May 2013

<sup>1</sup>Article 7 “The Benefits Committee” previously read as follows:

- 7.1 Pursuant to section 3.10 of the Funding Agreement of the *Ontario Midwifery Program* there is herein established the AOM Benefits Program (the “Benefits Program”), which is based on the principles which the Board approved on the 24th day of January, 1994, on behalf of AOM members.
- 7.2 The AOM Benefits Committee (“Benefits Committee”) is herein established and shall be responsible for the administration of the Benefits Program.
- a. For greater certainty the Benefits Committee is not a standing or *ad hoc* committee of the AOM.
  - b. The Benefits Committee shall establish its own rules and procedures which shall be in accordance with the principles of natural justice and shall include but are not limited to:
    - i. procedural fairness;
    - ii. adequate notice;
    - iii. fair and unbiased hearings; and
    - iv. decisions with reasons.
- 7.3 The Board shall, in consultation with the Benefits Committee, establish terms of reference for the Benefits Committee which shall be ratified by the members of the Benefits Program and shall be consistent with this Constitution and shall include but are not limited to the following: *(Amended January 1999. Previously read as follows: “... consistent with this Constitution and the principles of the Benefits Program and shall include but are not limited to ...”)*
- a. purpose, authority and responsibilities of the committee;
  - b. membership in the Benefits Program;
  - c. composition of the committee including selection and terms of office of committee representatives; and reporting and accountability requirements.
- 7.4 **\*\*deleted\*\***
- (Article 7.4 was deleted in January 1999. Previously read as follows: The Board may, on behalf of the AOM and in consultation with the Benefits Committee, amend the principles of the Benefits Program.*
- a. *An amendment to the principles which represents a major change to the Benefits Program shall be ratified by a majority of the members of the Benefits Program who vote in a process which shall be administered by the Benefits Committee.*
  - b. *A proposed change is considered major if so designated by either the Board or the Benefits Committee.)*
- 7.5 The Board may in consultation with the Benefits Committee, amend the terms of reference of the Benefits Committee.
- a. An amendment to the terms of reference which represents a major change to the Benefits Program shall be ratified by a majority of voting members of the Benefits Program who vote in a process which shall be administered by the Benefits Committee.
  - b. A proposed change is considered major if so designated by either the Board or the Benefits Committee.
- 7.6 The Benefits Committee shall establish policies for the Benefits Program which are consistent with its terms of reference and this Constitution. *(Amended January 1999. Previously read as follows: “...consistent with its terms of reference, the principles of the Benefits Program and this Constitution.”)*
- a. The Benefits Committee may amend the Benefits Program policies from time to time.
  - b. An amendment to the policies which represents a major change to the Benefits Program shall be ratified by a majority of voting members of the Benefits Program who vote in a process which shall be administered by the Benefits Committee.
  - c. A proposed change is considered major if so designated by the Benefits Committee.

- d. Upon a petition of 20% of the members of the Benefits Program, the Benefits Committee shall put to the Board a decision as to whether or not a proposed policy or policy amendment represents a major change in the Benefits Program. If the Board determines that the proposed policy or policy amendment represents a major change, it shall be submitted to the membership pursuant to 7.6.b.
- 7.7 An individual member of the Benefits Program may, on a matter of procedure only, appeal a decision of the Benefits Committee which affects them directly by making an application in writing to the Board.
- a. On receipt of such application, the Board in a timely manner, shall determine whether the appeal is a matter of procedure and shall inform the applicant of its decision in writing.
- b. In the event the Board determines that the appeal is properly a matter of procedure, it shall establish a process for hearing the appeal which shall be in accordance with the principles of natural justice.
- 7.8 In the event of any inconsistency between the terms of reference of the Benefits Committee and this Constitution, this Constitution shall prevail to the extent of the inconsistency.
- 7.9 In the event the Board determines that the Benefits Committee is not acting in accordance with this Constitution, its terms of reference or Benefits Program policies, the Board may take whatever steps it deems necessary to ensure the responsible management and administration of the Benefits Program. *(Amended January 1999. Previously read as follows: "...in accordance with this Constitution, the principles of the Benefits Program, its terms of reference or Benefits Program policies, ...")*

## Amended as of May 2017

Members approved changes to make the AOM Constitution gender language inclusive. The following was changed:

"herself or himself" to "themselves"

"her" to "their"

"she" to "they"

"her" to "them"

3.2 **\*\*deleted\*\*** *(Article 3.2 was deleted in May 2017. Previously read as follows: The generic feminine used in this document does not presume to exclude persons of the masculine gender.)*

Members approved changes that will clarify the Vice-Presidents role

Amended 5.5 b. "or if the President is unable for any reason to perform those duties and if the President leaves the position permanently the Vice President will assume the position of President for the remainder of the term;"

Members approved changes that will maintain the Executive but delete reference to an Executive Committee.

5.8 Delete "Committee" from is a member of the "Executive Committee"

8.4 and 8.4 a. **\*\* deleted\*\*** *(Article 8.4 and 8.4 a were deleted in May 2017. Previously read as follows: 8.4 Meetings of the Executive may be held at any time and place to be determined by the Executive, provided that 48 hours written notice of such meeting shall be given to each Executive officer. 8.4.a. Additional meetings may be called as necessary by any member of the Executive who shall make a concerted effort to notify all of the other Executive members.*

10.1 a. Delete "Committee" from "Executive Committee"

10.6 Delete "Committee" in the first and last sentence of 10.6

10.6. b Amend: "... The ~~Executive Committee~~ Board shall call an election for that office pursuant to the election policies of the Board."

Members approved changes that will specify a process to replace board directors if they leave their office early.

10.5 a. Amended "in the event that ~~an officer of the Executive Committee~~ an Executive Officer, other than the President..."

10.5. b. Amended "In the event that a non-Executive board member leaves the ~~role~~ Board..."

10.5 c. Added a new 10.5c "In the event that the President leaves office on a permanent basis the President – Elect will assume the office. If there is no President-Elect, then the Vice-President will assume the office for the remainder of the term."

10.6 Amended “.. the Board may propose to suspend from office with written reasons and notice ~~an elected a Board member of the Executive Committee or Member At Large....”~~”

Add to list of reasons: “Failure to meet fiduciary duties, including duty of loyalty and duty of care.”

10.7 a) and 10.7 b) **\*\*deleted\*\*** (Article 10.7 a. and b. were deleted in May 2017. Previously read as follows: 10.7 a.

*In the event a regional representative leaves office, the region may appoint on the Board’s approval an interim representative until the representative returns to office or an election is held.*

b. *In the event a member at large leaves office, the Board may appoint a member until the Member At Large returns to office or an election is held.)*

10.8 a) and 10.8 b) **\*\* deleted\*\*** (Article 10.8 a. and b. were deleted in May 2017. Previously read as follows:

10.8 a. *On receipt of a petition signed by at least 20% of the voting members of that region, a region may suspend from office with written reasons and notice, its regional representative. Within 45 days of a suspension the Board shall call a regional members meeting for the purpose of confirming or vacating the suspension and if necessary electing, pursuant to the election policies of the Board, a new representative or reinstating the suspended representative;*

b. *On its own motion, the Board may propose to suspend from office with written reasons and notice a Regional Representative. Reasons may include but are not limited to:*

*Failure to meet fiduciary duties;*

*Missing three (3) consecutive Board meetings without good reason*

*Breach of confidentiality*

*Fraud*

*Breach of the AOM conflict of interest policy)*

Members approved changes that will clarify when member meetings and Board meeting can be called.

Amended 8.3 b. “.. three weeks notice to all Board members”

Amended 8.5 “Member meetings in addition to the Annual General Meeting shall be held ~~from time to time and may be called for by a)~~ if called by resolution of the Board.....

8.5 c if called by a majority of members of the Executive, who shall make a concerted effort to notify all of the other Executive members”

8.4.a. **\*\*deleted\*\*** (Article 8.4a. was deleted in May 2017. Previously reads as follows: *Additional meetings may be called as necessary by any member of the Executive who shall make a concerted effort to notify all of the other Executive members.*)

Members approved changes that clarify the use of “super-majority” vote.

Amended 9.3.b. to: “Subject to Articles 7.5 and 15, the Board shall determine whether the ratification vote will require an affirmative vote of 50% plus one of the member who vote, or will require an affirmative vote of a super-majority of no less than 66% of the members who vote, the exact percentage to be determined by the Board. The Board will communicate this determination when the Board provides notice of the date of the ratification vote.”

Members approved changes that clarify the use of technology in meeting and voting.

Amended 8.5 b. “members meetings shall be held ~~at a place within the Province of Ontario and on a specific date to be fixed by the Board, not later than 60 days following the date a meeting is called for or a petition presented –~~ pursuant to 8.5. Members meetings shall be held at a placed within the Province of Ontario or, at the sole discretion of the Board, by means of remote communication.”

Amended 8.6 “The Annual General Meeting of the AOM shall be held at a place within the Province of Ontario and on a specific date to be fixed by the Board and at a place within the Province of Ontario or, in the sole discretion of the Board, by means of remote communication.

Amended 9.4 c) “a vote may be recorded either upon show of hands or by paper or electronic ballot”

## Amended as of December 7, 2017

Members approved changes that eliminate regional representative positions on the Board, and will create 3 appointed and 3 elected member at large positions.

**Delete 5.3 and replace with:**

The Board, all of whom must be Voting Members, shall be composed of the following executive members:

- a) President,
- b) President-Elect; who must have served a term of office on the Board within the last five years;
- c) Vice-President, who must have served a term of office on the Board within the last five years;
- d) Treasurer;
- e) Secretary;

and 8 additional directors (members-at-large).5.4 and 5.6 and 5.6 a) **\*\*deleted\*\*** (Article 5.4 and 5.6 and 5.6 a) were deleted in December 2017. Previously read as follows: 5.4 The Executive shall be composed as follows: a. President who shall be a voting member; b. Vice-President who shall be a voting member; c. President-Elect who shall be a voting member; d. Secretary who shall be a voting member; and e. Treasurer who need not be a member.

5.6 For the purpose of ensuring appropriate representation for Midwives throughout the province of Ontario, the Board has established a minimum of six regions - Northern Region, Eastern Region, South Central Region, South West Region, South East Region and Western Region. The Board may at its discretion add, delete or alter the regions. Each Region shall be responsible for its own regional affairs and shall elect, according to a process determined by the Board, its own regional representative who shall be a voting member of the AOM and shall sit on the Board.

5.6 a) A regional representative is responsible to attend regional and Board meetings and to fulfil their duties as outlined from time to time in the policies of the Board. A regional representative is responsible for implementing Board decisions and shall represent regional concerns to the Board.

Move 5.6 b) to 10.1 b)

Members approved changes that will clarify the elections and leaving office for the new member at large positions.

Article 10 amend Title from Elections and Leaving Office to Board Selection and Leaving Office

Amend title Elections of Board to Selection of Board

10.1 b) **\*\* deleted\*\*** (Article 10.1 b) were deleted in December 2017. Previously read as follows: 10.1 b) regions shall hold elections for regional representative every two years;)

**Add:** "elections for elected member at large board positions shall be held every two years"

**Add:** "10.2 The Board will appoint 3 board members from the voting members, pursuant to Board policies

**Add:** "10.3 The voting members of the AOM are responsible for the election of the Board"

Amended 10.2: "Each year, elections shall be held for approximately 50% of the electable board positions, executive offices, 50% of the Member at Large positions, and 50% of the regional representatives."

**Add:** "Each year, the Board will alternate appointing two members at large positions in one year and one member at large position in the next."

Amended 10.3: "No ~~other~~ Board member, other than the President, shall serve more than ~~two~~ four consecutive terms on the Board. The President Elect can serve an additional term. The President can serve an additional two terms as President. ~~No other Board member shall serve more than two consecutive terms in one office."~~