



PRINCE EDWARD ISLAND COLLEGE OF  
**NURSING AND MIDWIFERY**

**By-Laws of The Prince Edward Island  
College of Nursing & Midwifery**

**April 1, 2026.**

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## **BYLAW I - INTRODUCTION**

### **1.1 Head Office**

The head office of the Prince Edward Island College of Nursing and Midwifery (the College) shall be located in the City of Charlottetown, Prince Edward Island wherein the business of the College may be conducted.

### **1.2 Seal**

The seal of the College shall consist of two concentric circles with the following words inscribed: “Prince Edward Island College of Nursing and Midwifery “Incorporated 2026”. The seal of the College shall be kept in the custody of the Chief Executive Officer (CEO) of the College, and it shall be affixed to all documents for which it is required.

### **1.3 Fiscal Year**

The business year of the College shall commence on the first day of April and shall end on the thirty-first day of March of the following year.

### **1.4 Execution of Contracts**

**1.4.1** Deeds, transfers, assignments, contract, obligations, and other instruments in writing requiring execution by the College shall be signed by the CEO unless Council stipulates otherwise.

1.4.2 The Council may, from time to time, direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.4.3 The Council Chair may certify a copy of any instrument, resolution, bylaw or other document of the College to be a true copy thereof.

### **1.5 Titles**

1.5.1 The Chief Executive Officer & Registrar shall be the title of the staff member who reports to the Council and is responsible for the day-to-day operation of the College subject to the authority of Council.

1.5.2 The Chief Executive Officer & Registrar may recommend to Council other staff members to serve as Deputy Registrar (s) for Council appointment.

### **1.6 Rights of Members**

1.6.1 A registrant is considered a “member” of the College and shall be entitled to the following:

- a) hold office, if duly appointed, at the Council or committee level; and
- b) exercise other rights and privileges given by the Regulated Health Professions Act, its Regulations and Bylaws.

## **BYLAW II – COUNCIL**

### **2.1 Introduction**

- a) Each Council member, officer, staff member, representative or committee member must act honestly, in good faith and in the best interest of the College.

### **2.2 Duties of Council**

- a) The Council is responsible for the stewardship and governance of the Prince Edward Island College of Nursing and Midwifery (PEICNM), including setting the strategic vision and directions for the organization. The Council is obligated by the Regulated Health Professions Act to manage and conduct the business and affairs of the college. The Council's supervisory function involves Council oversight or monitoring of all significant aspects of the management of the College's business and affairs. Additional details of the Council are set out in the PEICNM's Governance Manual.
- b) Each registered nurse, nurse practitioner, registered psychiatric nurse, registered midwife, or licensed practical nurse Council member, in addition to Council activities, is encouraged to participate as a council officer, committee member, or committee chair.

### **2.3 Composition**

**2.3.1** For the first year of its establishment, the council of the College shall begin with existing council members of both legacy Colleges numbering **17** on a transitional basis. Respecting the RHPA, Council membership will be reduced over time to a council of 9 based upon the expiry of the terms of the membership of both legacy organizations.

**2.3.2** At such a time as the Council exists with a composition of 9 members:

with (6) registrants nominated from the registered nurse, nurse practitioner, registered psychiatric nurse, registered midwives, and licensed practical nurse registrants, with a minimum of one representative from each profession and (3) public representatives selected through *Engage PEI* run by Executive Council .

**2.3.3** Council will ensure broad-based representation from all the registrant professions it regulates under the RHPA.

### **2.4 Term in Office**

**2.4.1** With the exceptions noted in 2.3.1 the term in office for all members of Council shall be three years.

**2.4.2** The term in office for the Council Chair and the Council Chair-Elect shall be two years.

**2.4.3** In the event that the Council Chair-Elect is unable to assume the office of Council Chair, an existing Council member who has served a minimum of two years may be appointed as Council

Chair. The positions of Chair and Chair-Elect must include a public representative member and a registrant member at any point in time.

## **2.5 Code of Conduct, Confidentiality and Conflict of Interest**

Each Council member is required to read, sign and abide by the:

- I. Code(s) of Conduct Policy adopted by Council;
- II. Confidentiality **Policy** adopted by Council;  
and
- III. Conflict of Interest Policy adopted by  
Council.

## **BYLAW III – COUNCIL MEETINGS**

### **3.1 Regular Council Meetings**

3.1.1 Council shall hold at least four (4) regular meetings per year, by such means, time and place as determined by the Council Chair or, in the Chair's absence, by majority vote of Council.

3.1.2 Regular meetings will be held in March, June, September, and December, unless Council decides otherwise with at least two-thirds majority of members of Council. Council Chair-Elect shall be elected at the June Council meeting of the year after the new Council Chair takes office. During transition at the next Joint Council meeting prior to April 1, a Council Chair and Chair-Elect will be appointed from the existing Council members to take office commencing on April 1, 2026.

### **3.2 Notice of Regular Council Meetings**

Notice of the time and place of a Council meeting shall be given to each Councilor at least seven (7) business days in advance of a Council meeting, and shall include:

- a) Minutes of the previous regular meeting;
- b) A proposed agenda for the meeting; and;
- c) Reference material required for the meeting

### **3.3 Special Meetings of Council**

3.3.1 The Council may convene a special meeting through a request to the Council Chair supported by a majority of the members.

3.3.2 Notice of the time and place of a special meeting of Council shall be given to each Councilor at least five (5) business days in advance of the meeting. The notice shall specify the business to be brought forward.

3.3.3 Unless otherwise directed by the Chair, special meetings will follow the bylaws set forth under regular Council meetings.

3.3.4 No business shall be dealt with except that for which the meeting was called.

### 3.4 ***Emergency Meetings of Council***

3.4.1 Emergency meetings of Council may be held at the call of the Council Chair or by **a request supported by two members of Council sent to all Council members** in the case of a situation or decision that requires immediate attention to maintain the functions of the College or for which delay might cause irreparable damage.

3.4.2 Notice of the time and place of an emergency meeting of Council shall be given to each Councilor at least two (2) days in advance of the meeting, if time permits.

3.4.3 Unless otherwise directed by the Chair, emergency meetings will follow the bylaws set forth under regular Council meetings.

3.4.4 No business shall be dealt with except that for which the meeting was called.

### 3.5 ***Matter of Meeting***

At the discretion of the Chair, Council attendance at regular Council meetings may be in-person, or by electronic means such as conference call, video conference or the like. Additional meetings, if required, may be held in person, by conference call, video conferencing or other methods that permit members of the Council to participate in the meeting.

### 3.6 ***Quorum and Attendance***

3.6.1 A majority of the members of the Council shall constitute a quorum. At least two of the members must be public representatives and the Chair or Chair-Elect must be present.

3.6.2 The CEO shall ensure an attendance record of all Councilors is kept and that the record is reviewed by Council once each year at the March meeting or if a Councilor has been absent for 3 consecutive meetings.

### 3.7 ***Council Motions***

3.7.1 Motions shall be decided by a majority of members of Council in attendance. Each member of Council, excluding the Council Chair and the CEO, shall be entitled to one vote.

3.7.2 In the event of a tie vote, the Council Chair or Chair-Elect if the Chair is absent, shall vote to break the tie.

3.7.3 A member of Council who chooses to abstain from any vote must give a reason which will be recorded in the minutes. An abstention shall not be counted as a vote.

### 3.8 **Order of Business**

3.8.1 At any regular meeting the order of business shall be:

- a) approval of the minutes of the previous regular meeting and considerations of business arising therefrom;
- b) adoption of the agenda and consideration of the items of business in the agenda;
- c) other items of business, which at the discretion of the Council Chair warrant discussion.

### 3.9 **Minutes**

3.9.1 Minutes of a meeting of Council, shall:

- a) be taken and include a record of all motions, recommendations and decisions;
- b) be circulated to all councilors;
- c) be approved at a subsequent meeting of Council, and
- d) once approved, be signed by the Chair of that meeting.

3.9.2 Meetings may be recorded electronically for reference purposes. The electronic recording of any such meetings shall be retained for a minimum of 2 years. All members of Council must be made aware prior to the use of a recording device.

### 3.10 **Observers**

Observers may be permitted to attend meetings of Council, at the discretion of Council.

## **BYLAW IV – APPLICATIONS AND APPOINTMENTS**

### 4.1 **Frequency of Council Member Appointments**

4.1.1 The CEO will contact Engage PEI with notification of vacancies for appointments of Public Representatives.

### 4.2 **Eligibility**

4.2.1 Only **registrant** members in good standing with the **College** shall be eligible to apply to be appointed to the Council.

4.2.2 Registrants of the College are not eligible for appointment to Council as public representatives by the Lieutenant Governor in Council.

### **4.3 Applications**

- 4.3.1 Application of a candidate for consideration as a Council member requires the written consent of the applicant.
- 4.3.2 To be valid, an application must be completed on the form provided by the College and must be received by the CEO no later than the date fixed for receiving applications.
- 4.3.3 At least 60 days before the date fixed by the Council for receiving applications, the CEO shall publish or send a notice to every registrant of the College eligible to apply:
  - a) advising of the application date;
  - b) seeking applications;
  - c) advising of the last date for receiving applications;
  - d) including the application form.
- 4.3.4 An applicant for appointment to the Council may, at any time prior to their appointment, give notice in writing to the CEO of the applicant's wish to withdraw their name. The withdrawal becomes effective upon receipt of the notice.
- 4.3.5 Council shall select names from the list of candidates that applied for appointment.
- 4.3.6 Where the number of candidates that apply equals the number of Council members required, that candidate or those candidates shall be appointed, subject to a review and decision of the Governance and Nomination Committee. The Council Chair shall notify the candidate(s) confirming their appointment, once made.

### **4.4 Insufficient Number of Applicants**

- 4.4.1 If the call for applications does not produce enough eligible applicants to fill the vacancies on Council, registrants shall be so advised under 4.4.3 and invited to submit an application.
- 4.4.2 If 4.4.1 fails to produce a sufficient number of applicants, the Governance and Nomination Committee shall appoint from amongst eligible registrants a number of consenting registrants equal to the number of Council vacancies.

### **4.5 Taking Office**

- 4.5.1 Appointed Council members shall take office at a time determined by the Governance and Nomination Committee in light of existing and pending Council vacancies for the establishment of the first Council of the new College beyond the founding Council.

4.5.2 Council members **appointed to fill a mid-term** vacancy shall take office forthwith.

#### **4.6 Cease to be a Council Member**

A member of Council will cease to be a member in event of the following:

- a) A Council member resigns by written notice to the Council Chair;
- b) A Council member dies; and
- c) A Council member who applies to become an employee of the College.

#### **4.7 Suspension from Council**

- a) Any Council member who has a pending discipline complaint under the RHPA, or criminal charge shall be suspended from Council until the outcome of the complaint of charge is known.

#### **4.8 Revocation of Council Members**

Council will revoke the appointment of a Council member where a Council member:

- a) Fails to attend three consecutive meetings without, in the opinion of the Council, good reason;
- b) Whose conduct has been found to be Professional Misconduct or Incompetence in accordance with Section 58(1) of the *Regulated Health Professions Act*;
- c) Is convicted of an indictable offence or is sentenced to imprisonment;
- d) Commits an act, other than one referred to in clauses (b) and (c), that in the unanimous opinion of the other members of the Council, undermines the ability of the member to act credibly as a Council member;
- e) Contravenes these bylaws or established policies; or
- f) Is, in the opinion of the Council, unlikely to be able to fulfill or the member's duties due to physical or mental incapacity in accordance with the RHPA.

#### **4.9 Mid-term Vacancy on the Council**

- a) Where a mid-term vacancy occurs on the Council, notice shall be sent to members of the College to seek application to fill that vacancy, and the member shall hold office during the unexpired term of the vacancy.
- b) Where a mid-term vacancy occurs in the office of the Council Chair, the Council Chair-Elect shall succeed the Council Chair and a new Council Chair-Elect shall be elected by the Council from among the Council members.

- c) Where the mid-term vacancy is a public representative Council member appointed by the Lieutenant Governor in Council, the Lieutenant Governor in Council shall be notified so a replacement can be appointed to hold office for the balance of the unexpired term of the vacancy.

## **BYLAW V – OFFICERS**

### **5.1 Council Chair**

- 5.1.1 The Council Chair-Elect shall automatically become Council Chair at the end of the Chair-Elect's two-year term.
- 5.1.2 The Council Chair, if present, shall preside at and chair all meetings of the Council. The Chair shall be responsible for the performance of such duties as are set out in these bylaws and as may from time to time be assigned by the Council.
- 5.1.3 The Council Chair shall meet regularly with the CEO and Registrar at mutually agreed times and locations.

### **5.2 Council Chair-Elect**

- 5.2.1 The Council Chair-Elect of Council shall be elected by the Council from the registered nurse or registered midwife members having had a minimum of one year on Council.
- 5.2.2 In the absence of the Council Chair, the Council Chair-Elect if present, shall preside at and chair all meetings of the Council and of the Executive Committee. The Chair-Elect shall be responsible for the performance of such duties as are set out in these bylaws and as may from time to time be assigned by the Council.

### **5.3 Chief Executive Officer and Registrar**

- 5.3.1 The CEO and Registrar shall perform all duties prescribed for them by the Act, regulations, bylaws and policies.
- 5.3.2 The CEO or her designate shall represent the College on the board of the CCRNR, CMRC, RPNRC, and CNRC and may accept election to the executive of the boards from time to time.
- 5.3.3 The CEO shall represent the College as a member of the National Nursing Assessment Service (NNAS) and may accept election to the board of NNAS from time to time.
- 5.3.4 The CEO shall represent the College as an Exam User Member of the National Council of State Boards of Nursing (NCSBN) and may seek election to any boards and committees of NCSBN.

- 5.3.5 From time to time, the CEO shall participate with other organizations related to the College's mandate and attend other events and meetings.

## **BYLAW VI– EXECUTIVE APPOINTMENTS**

### **6.1 Chief Executive Officer**

- (a) The Chief Executive Officer shall be a registered nurse, nurse practitioner, registered psychiatric nurse, registered midwife or licensed practical nurse appointed by and accountable to Council. The CEO's responsibilities and remuneration shall be reviewed by the Council following an employee performance review every 2 years.
- (b) The CEO is responsible for planning and implementing the programs of the College in accordance with policies and objectives approved by Council, overseeing the financial affairs and internal staffing, managing the office of the College and any additional functions and duties as assigned by Council.
- (c) The CEO is responsible for the staff of the College, including hiring, performance appraisals, approval of vacation time, work assignments, review of remuneration and feedback to Council. The staff of the College shall report to the CEO.
- (d) The CEO is responsible to review all staff communication going to the Council, the Council Chair or an individual Council member.

### **6.2 Registrar & Deputy Registrar(s)**

- (a) The Chief Executive Officer may be appointed as Registrar for the purposes of Section 10(2) of the Regulated Health Professions Act, provided that one person is able to fulfil the responsibilities of both positions in the opinion of Council.
- (b) The Registrar shall be a registered nurse, nurse practitioner, registered psychiatric nurse, registered midwife or licensed practical nurse appointed by and accountable to Council. The Registrar's responsibilities and remuneration shall be reviewed by the Council following an employee performance review every year.
- (c) In addition to the duties required by the Act, Regulation and Bylaws, the Registrar and/or Deputy Registrar(s) shall perform other functions and duties as assigned by the Council.
- (d) The CEO may recommend staff to serve as Deputy Registrar(s) for Council appointment.

### **6.3 Financial Auditor**

- (a) The Financial Auditor shall be appointed by the Council.

## **BYLAW VII – COMMITTEES AND REPRESENTATIVES**

### **7.1 Committees of the Council**

- (a) The Council may establish committees for the execution of the College’s responsibilities, provided that the committees may only recommend actions to Council and ultimately Council shall make decisions. The Council has two (2) categories of committees:
  - 1. Standing Committees that are permanent Council committees with mandates set out in bylaws and College policies.
  - 2. Ad Hoc Committees established on a periodic basis to address specific issues.
- b) The Council shall establish the terms of reference and composition of its Standing Committees and shall include:
  - 1. An Audit, Finance and Risk Committee perform functions to assist the Council in fulfilling its stewardship and oversight responsibilities with respect to financial reporting and disclosure, management’s system of internal controls, and external and internal audit processes. The Audit, Finance and Risk Committee will also consider any other matters that are relevant to fulfilling this role or other matters that the Council may delegate to it.
  - 2. A Governance and Nominating Committee perform functions to assist the Council in fulfilling its stewardship and oversight responsibilities with respect to the governance of the organization as it supports PEICNM to fulfill its mission and achieve its vision. The Governance and Nominating Committee will also consider other matters that are relevant to fulfilling this role or other matters that the Council may delegate to it.
  - 3. A Human Resources Committee performs functions to assist the Council in fulfilling its stewardship and oversight responsibilities with respect to the organization’s human resources, in particular the CEO’s role, to support PEICNM’s ability to fulfill its mission and achieve its vision. The Human Resources Committee will also consider other matters that are relevant to fulfilling this role or other matters that the Council may delegate to it.
- c) The Council may appoint ad hoc committees on an as required basis to address issues requiring focused Council attention and define composition, powers and duties of said committees.
- d) The Council may dissolve any Council committee by resolution at any time.

## **7.2 Membership Eligibility**

- a) To be eligible to serve on a Council committee a member must be:
  - 1. a member in good standing with the College
  - 2. a Councilor; or
  - 3. appointed by Council.

## **7.2 Quorum and Voting**

- a) Quorum for a committee shall be a majority of the committee members present at any meeting.
- b) Unless otherwise stated in these bylaws, or in the terms of reference for a committee, decisions of any committee shall be by majority vote of those members of the committee present at a duly constituted meeting.

## **7.4 Revocation of Committee Membership**

- a) Council may revoke the appointment of a committee member where the person:
  - 1. fails to attend 3 consecutive meetings without, in the opinion of the Council, good reason;
  - 2. is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
  - 3. commits an act, other than one referred to in clause (b), that in the unanimous opinion of the other members of the Council, undermines the ability of the member to act credibly as a committee member;
  - 4. contravenes these bylaws or established policies;
  - 5. is, in the opinion of the Council, unlikely to be able to fulfill the member's duties due to physical or mental incapacity in accordance with the RHPA; or
  - 6. where the committee member submits a letter of resignation.

## **BYLAW VIII – CONFIDENTIALITY**

- a) Council determines those elements and proceedings of meetings that are to be held in camera and treated as confidential.

## **BYLAW IX – COLLEGE CORRESPONDENCE WITH REGISTRANTS**

- a) When the Registrar of the College makes a formal written request for information to a registrant, that registrant shall have 14 days from the date of the correspondence

to reply in writing, unless stated otherwise in the request. Failure to do so may result in a complaint by the College against the registrant.

## **BYLAW X – REPORTING CHANGES**

- a) Within 30 days of a change, each registrant shall report to the College:
  - 1. any change of name;
  - 2. any change of their address, telephone number, facsimile number or electronic mail address;
  - 3. in the case of nurse practitioners, any change in workplace or location.

## **BYLAW XI– FEES**

- a) The goal for the single College will be to have all registrants under a common registrant year with a common set of fees. However, this harmonization process will take two years to complete.
- b) In the transition period, registrants from both legacy Colleges will pay the amount they currently pay less the changes that are made to the payment of CNPS for CRNMPEI.
- c) A new fee schedule is being developed that will achieve the goals set out in a) and b).

## **BYLAW XII – CARE OF FUNDS**

### **12.1 Budget**

- a) The CEO and staff will prepare an estimate of the budget for the upcoming year with the assistance of the Audit, Finance and Risk Committee.
- b) The annual budget will include an estimation of, but not limited to, the following as determined by Council:
  - 1. Salaries and benefits;
  - 2. Rent;
  - 3. Utilities;
  - 4. Office supplies and associated costs;
  - 5. Banking fees;
  - 6. Insurance fees;
  - 7. Professional fees;
  - 8. Maintenance fees;
  - 9. Advertising;
  - 10. Affiliation fees;
  - 11. Amortization;
  - 12. Council Chair’s fees;

13. Professional conduct review costs;
  14. Travel costs for Council members, staff, representatives or committee members;
  15. Revenue from registration fees; and
  16. Other revenue.
- c) The budget for the upcoming year will be presented for discussion by the CEO at a meeting prior to the start of the new fiscal year of April 1.
  - d) With the adoption of the annual budget by Council, expenses outlined in the annual budget are considered approved.
  - e) Council can approve expenditures not outlined in the budget with a two-thirds majority vote of Council members present.

### **12.2 Auditor Report**

- a) Council shall require the Financial Auditor, after receiving the financial records of the College, to prepare an Auditor's Statement of Income and Expenses of the College in accordance with generally accepted accounting principles and auditing standards. The statement shall be provided to the Council by the CEO at all regular meetings of Council.
- b) Council shall require the Financial Auditor, after receiving the financial records of the College, to prepare an Auditor's Annual Report and Statement of Financial Position of the College in accordance with generally accepted accounting principles and auditing standards. The CEO shall distribute the Annual Auditor's Report to Council, at least two weeks before the June Council meeting or immediately upon its availability.

### **12.3 Banking**

- (a) The Council, and the staff of the College, shall ensure that all money received on behalf of the College is deposited in the name of the College in a bank or other deposit-gathering institution that is a member of the Canadian Deposit Insurance Corporation, or in a credit union established in such a way as to guarantee the deposits.
- (b) The College shall utilize a credit card from a Canadian bank for the purpose of purchases, which are not able to be invoiced to the College such as, supplies, equipment, furniture, gifts, meals, mailing/courier fees, monthly services, annual fees, conference fees, course registrations, advertising, flight expenses for staff and Council members or other members travelling on College business, hotel expenses for staff travelling on College business.
- (c) The College credit card can be used for expenses as per Article 13.3.2 which are pre-approved by Council and be made under the supervision of the CEO.

## **12.4 Signing Authority**

- a) The signing officers of the College with respect to contracts, leases, bills of exchange, investments, memoranda of understanding and other agreements binding the College shall be: the Council Chair, or one other Councilor as appointed by the Council, and the CEO.

## **12.5 Investments**

- a) The Council shall make all reasonable efforts to ensure that when funds of the College are invested, they are protected through means set out in policies and procedures approved by Council.

## **12.6 Insurance**

- a) Council shall make all reasonable efforts to ensure that the College maintains security arrangements and insurance coverage against loss of funds that the College may sustain resulting from employee dishonesty, destruction, disappearance, forgery, or other wrongful conduct.
- b) Council shall ensure that the College maintains insurance coverage for office contents, liability insurance for staff and officers and errors and omissions insurance.

# **BYLAW XIII – BYLAWS**

## **13.1 Bylaw Validity and Revisions**

- a) A bylaw is validly made if:
  - 1. it is read and formally approved by a majority of the Council member present on two occasions at meetings of the Council held on different days;
  - 2. after being read a second time it is formally adopted by resolution of the Council; and
  - 3. signed by the Chair of the Council and the Chief Executive Officer and sealed with the corporate seal of the College.
- b) New bylaws or changes in the bylaws may be enacted from time to time by Council.
- c) Notice to all **Council** members of new bylaws or changes to bylaws will be provided on the College website.
- d) Copies of the bylaws shall be open for inspection by any person as determined by Council.

