

**AMENDED AND RE-STATED BY-LAW NO. 1
(GENERAL OPERATING BY-LAW) OF THE
MANITOBA COLLEGE OF SOCIAL WORKERS**

(October 10, 2019)

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By-law No. 1 (general operating by-law) of the MANITOBA COLLEGE OF SOCIAL WORKERS

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Manitoba College of Social Workers (the “college”), as follows:

Definitions

Any term used in this by-law and defined in the Act or a regulation under the Act has the meaning given to it in the Act or the regulation under the Act. The following definitions shall apply in this by-law:

“**Act**” means *The Social Work Profession Act*, S.M. 2009, c. 31, and any statute that may be substituted for that Act, as amended from time to time.

“**Capital Region**” means that area set out in Section 27 of the RHA Regulation, but excluding the Town of Churchill.

“**Interlake-Eastern Region**” means that area set out in Section 3 of the RHA Regulation.

“**member**” means an individual whose name is entered in the register of social workers.

“**member in good standing**” means a member who has paid all required fees and completed all required documentation, holds a certificate of registration in the college, and who is not currently serving a term of suspension as a result of an investigation, disciplinary matter or inquiry hearing.

“**Northern Region**” means that area set out in Section 9 of the RHA Regulation.

“**RHA Regulation**” means the *Amalgamation of Regional Health Authorities Regulation, 2012*, Man. Reg. 63/2012.

“**social work student**” means an individual whose name is entered in the register of students.

“**Southern Region**” means that area set out in Section 15 of the RHA Regulation.

“**Western Region**” means that area set out in Section 21 of the RHA Regulation.

PART 1

Organizational

Seal of the college

1-1 The seal of the college, an impression whereof is attached to this by-law, shall be affixed as may be necessary to any documents by an officer of the college who is authorized to do so by the board. The seal shall be available at the office of the college.

Powers of the college

1-2 The college has the capacity, and subject to the Act, the rights, powers and privileges of a natural person.

Vision

1-3 The vision of the college is to serve the public interest through the regulation of, and support to, the social work profession in Manitoba, as set out in subsection 4(4) of the Act. The college provides leadership in promoting the excellence of its members in providing services to the public.

Mission

1-4 The college is a member-based statutory organization that supports, promotes and regulates competent, ethical social work practice in order to protect the public interest. This is accomplished through the existence of standards for registration, practice, and the active participation of members and support for registered social workers in the Province of Manitoba.

Values

1-5 In achieving its vision and mission, the work of the college is based on values of respect for the equality, worth, and dignity of all people, social inclusion, and social justice. The college shall strive to foster practices that reflect diversity, including in indigenous communities and newcomer populations, in enhancing and improving the social work profession.

Employment and residency

1-6 The Act, regulations and by-laws shall apply to all social workers employed in the Province of Manitoba.

Chapters

1-7 The board may establish chapters of the college for the purpose of:

- (a) acting on behalf of the college in promoting the goals, policies and strategic priorities of the organization as the board may direct, as well as representing the interests of social workers to the board;
- (b) identifying and advising the board on any matter relating to the administration and regulation of social work in Manitoba, including standards of practice, codes of ethics and practice guidelines, in terms of
 - (i) specific issues, concerns or needs arising within communities of interest in the Province of Manitoba, which may include ethnic, spiritual, linguistic, familial or cultural factors, and areas of practice;
 - (ii) the aspirations and appropriate involvement of indigenous peoples in the practice of social work, through the establishment of an indigenous peoples chapter; and
- (c) examining and reporting to the board on any matter as may be

determined by each chapter's terms of reference.

Terms of reference

1-7.1 A chapter must establish written terms of reference, in consultation with and acceptable to the college, that set out the chapter's procedures in undertaking its activities.

Composition

1-7.2 A chapter shall be composed of members of the college, and may also include social work students and public representatives.

1-7.3 The chapter shall designate a representative as chairperson to act in a leadership role for the chapter, and the chairperson shall be responsible for ensuring that the views of the chapter are brought before the board.

1-7.4 A chapter may not act in any manner contrary to the goals, policies and strategic priorities of the college as determined by the board.

1-7.5 The board must give due consideration to the views of chapters that are brought before the board.

Funding

1-7.6 Funding allocations for chapter expenditures will be subject to the fiscal decision-making of the board. The income received by a chapter will be considered to be a part of the general college budget and subject to the fiscal decision-making authority of the board.

PART 2 Governance

Geographic Region

2-1 For the purpose of electing members, social work students or public representatives to the board pursuant to section 6(1) of the Act, the Province of Manitoba is hereby divided into five geographic regions, as set out in the RHA Regulation, and as commonly referred to as the "Regional Health Authorities Boundaries" and as depicted on the "Map of Manitoba's Regional Health Authorities":

- (a) Geographic Region No. 1: Capital Region;
- (b) Geographic Region No. 2: Southern Region;
- (c) Geographic Region No. 3: Western Region;
- (d) Geographic Region No. 4: Interlake-Eastern Region; and
- (e) Geographic Region No. 5: Northern Region.

Election of members and social work students to the board

2-2 The procedure for the election of members and social work students to the board is established as follows:

- (a) Members shall stand for election in the geographic region where they practice or reside. Social work students shall be elected at large.
- (b) Elections of members and social work students will be conducted under the authority of the nominating committee of the board.
- (c) The nominating committee shall cause a notice of an election to be posted electronically on the college website and issued by email to all

members and social work students ninety (90) calendar days prior to the date of the annual general meeting, and shall stipulate:

- (i) the date of the election
 - (ii) the vacant board positions eligible for election
 - (iii) the procedures for nomination
 - (iv) the closure date for receipt of nominations
 - (v) the procedures for voting
 - (vi) the date of closure for voting
- (c) Nominations are to be closed thirty (30) calendar days following the date on which notice was issued.
 - (d) All forms and supporting documentation are to be completed and filed with the college prior to the date of closure for nominations.
 - (e) Voting for election of members and social work students to the board will be conducted using an electronic voting system. Where individual voters are unable to access the electronic means for voting, a mail-in ballot may be requested and provided for voting.
 - (f) Candidates receiving the highest number of votes cast will be declared elected, having regard to the required number and composition of the board. Members and social work students are each entitled to one ballot, for the purposes of voting. Where there is a tie, the matter shall be referred to and decided by the nominating committee.
 - (g) Results of the election will be published electronically on the college website and announced at the annual general meeting of the college.
 - (h) Election procedures shall be in compliance with the by-laws and the terms specified in the college administrative policies, subject to the by-laws.

Criteria for candidacy for election of members to the board

2-2.1 Any practising member or non-practising member is eligible for nomination and election to the board if the practising member or non-practising member meets the following criteria:

- (a) has been a resident of Manitoba for at least six (6) months prior to date of the election;
- (b) is currently a member in good standing with the college;
- (c) must be a resident of, or be employed in, the geographic region represented in the nomination; and
- (d) has met any other criteria stipulated in the by-laws or the college administrative policies.

Eligibility of social work students for election to the board

2-2.2 Any social work student is eligible for nomination and election to the board.

Election of public representatives to the board

2-3 Public representatives elected to the board must be residents of Manitoba, and must not be, nor have ever been, registered under the Act.

- (a) The nominating committee shall give notice electronically on the college website of public representative vacancies ninety (90) calendar days in advance of the annual general meeting and shall accept nominations for candidacy until sixty (60) days prior to the date of the annual general meeting.
- (b) Public representatives shall be elected to the board at the same time as members are elected to the board.
- (c) The names of the public representatives elected to the board shall be published electronically on the college website and announced at the

annual general meeting of the college.

- (d) Election criteria and procedures shall be in compliance with the terms specified in 2-2, paragraphs (b) to (h) as made applicable to public representatives.

Appointment of public representatives where there are no, or too few, nominations

2-3.1 Where no, or too few, nominations are received pursuant to 2-3(a),

- (a) The nominating committee shall give notice of public representative vacancies to the board in advance of the annual general meeting and shall accept recommendations until thirty (30) days prior to the date of the annual general meeting.
- (b) Public representatives shall be appointed and approved by the board at the same time as elected members are declared.
- (c) Appointment criteria and procedures shall be in compliance with the by-laws and the terms specified in the college administrative policies.

Vacancies

2-4

- (a) In the event that a vacancy on the board occurs through resignation, death, or removal and termination by the board, the board may fill the vacancy by appointing a person to complete the unexpired term of the person which resulted in the vacancy. The appointment shall be such as to maintain the required number and composition of the board. Procedures for the recruitment of persons for appointment to vacant positions shall be conducted in accordance with the by-laws and the administrative policies of the college.
- (b) If there are too few nominations received pursuant to 2-2(c), or if a meeting of members fails to elect:
 - (i) the minimum number of directors; or
 - (ii) the number of directors from a particular geographic region,as required by the Act or the by-laws, the board shall appoint directors to fill the remaining vacancies, in accordance with the criteria set out in the Act and the by-laws, provided that, if the number of directors elected pursuant to 2-2 complies with the minimum number of directors which is required by the Act and the by-laws, then no appointment shall be made, pursuant to this paragraph 2-4(b). Any members so appointed to the board shall be appointed and approved by the board at the same time as elected members are declared.

2-4.1 A member, social work student representative, or public representative who is serving on the board may resign their position in writing to the president.

Terms of office

2-5 The following terms of office apply to all boards except the first board of the college:

- (a) Members shall be elected for a term of three (3) years and may be re-elected for one successive term of three (3) years.
- (b) Public representatives shall be elected for a term of three (3) years and may be re-elected or re-appointed for one successive term of three (3) years.

- (c) Social work students shall be elected for a term of one (1) year and may be re-elected for one successive term of one (1) year.

First board of the college

2-5.1 This section establishes the first board of the college, as follows:

- (a) Persons elected or appointed to the first board of the college shall be elected or appointed for one (1), two (2), and three (3) year terms to alternate the succession rates of persons serving on the board.
- (b) Prior to the election of the first board, a determination will be made by the nominating committee as to which of the board positions shall be designated for one (1), two (2), and three (3) year terms.
- (c) Following completion of the first board terms, all terms thereafter will be for the periods set out in 2-5.

General duties of the board

2-6 The board shall manage and conduct the business affairs of the college and may exercise the rights, powers and privileges of the college in the name of, and on behalf of, the college. In general, the duties of the board shall include, but are not limited to the following functions:

- (a) Develop and sustain the college's mission and purpose.
- (b) Monitor and evaluate the college's functions, programs and services.
- (c) Ensure effective organizational strategic planning to identify priorities, goals and methods.
- (d) Develop and conduct evaluation of organizational performance indicators.
- (e) Select and appoint persons to the executive committee.
- (f) Establish, monitor and review the functioning of the college's committees.
- (g) Provide support and direction to the registrar in conducting the work of the college.
- (h) Periodically conduct performance appraisals of the position of the registrar.
- (i) Ensure adequate material and fiscal resources for the operation of the college.
- (j) Conduct fundraising and other fiscal support initiatives.
- (k) Enhance the college through positive public promotion and education.
- (l) Conduct an annual general meeting to provide for fiscal accountability, approve amendments to, make or repeal by-laws, and to report the performance of programs and services to the membership and public.
- (m) Conduct a formal evaluation of its own performance, in accordance with standardized criteria for the evaluation of board functioning and performance, every two years.

Delegation of powers

2-6.1 The board may delegate its duties, powers or privileges to any committees, officers, employees or agents of the board or college other than those to make, amend, or repeal by-laws, and those respecting the duties of the registrar.

Removal of persons from the board

2-6.2 A person may be removed from his or her position on the board by a formal motion and a two-thirds (2/3) affirmative vote by persons on the board who are present at a duly constituted board meeting. Formal notice of the motion must be provided to persons on the board at least thirty (30) days

in advance of the vote. A motion to cause termination may be based on, but not limited to, any of the following:

- (a) Persons on the board who are absent for three consecutive meetings without adequate explanation acceptable to the board, may be considered to have abandoned their position;
- (b) A member on the board who, in the opinion of the board, has contravened the college code of ethics and/or standards of practice; or
- (c) A member on the board who, in the opinion of the board, has been unable to fulfill the obligations of his or her fiduciary and governance role in support of the board and of the college.
- (d) A member on the board who is no longer a member in good standing, or a social work student on the board who is no longer a social work student.

Officers of the board

2-7 The college must have a president, a vice-president, a secretary and a treasurer, and may have such other officers as the Board determines from time to time.

2-7.1 The president and vice-president shall be elected by the board from amongst the persons serving on the board.

2-7.2 The secretary and the treasurer shall be appointed by the board. The secretary and the treasurer may be, but are not required to be, appointed from amongst the persons serving on the board.

2-7.3 Each officer shall sit for a term of two (2) years, and may be renewed by the board for one successive term of two (2) years subject to the approval of the board.

Signing officers

2-7.4 The signing officers of the college shall be the registrar and any one of the president, the vice-president, the secretary or the treasurer.

Duties of officers

2-8 This section establishes the duties of the president, past- president, vice-president and secretary and treasurer.

President

2-8.1 The president shall be elected by the board at the first meeting following the election of the board. The duties of the president shall include, but are not limited to, the following:

- (a) presiding officer at all meetings of the board, executive committee, special meetings and all general meetings of the college;
- (b) ex-officio member of all committees of the college, except the nominating committee;
- (c) appointing the chairpersons of the board governance, regulatory, professional affairs and ad hoc committees whose selection is not otherwise specified in the by-laws, subject to the approval of the board; and
- (d) assuming other duties as stipulated in the college administrative policies.

Past-president

2-8.2 The past-president shall assume the role for the term of the newly elected president of the board. The duties of the past-president shall be, but are not limited to, the following:

- (a) chair of the nominating committee;
- (b) serving on the executive committee;
- (c) performing other duties as requested by the president or board; and
- (d) assuming other duties as stipulated in the college administrative policies.

Past-president of first board

2-8.3 The past-president of the first elected board shall be the president of the Transitional Board. In succeeding boards, the past-president shall be the president of the previous board.

Vice-president

2-8.4 The vice-president shall be elected by the board during its first meeting following the election of the board. The duties of the vice-president shall include, but are not limited to, the following:

- (a) in the event of the death, absence or disability of the president, fulfill the duties of the president;
- (b) act as chair of the strategic planning committee;
- (c) be a member of the executive committee;
- (d) act as a liaison between the board and the board governance committees as instructed by the board or president;
- (e) provide leadership in the event a committee chair position is vacant and may continue to lead the committee affairs until such time as the vacancy is filled and approved by the board;
- (f) perform such other duties as may be requested by the board or president; and
- (g) assume other duties as stipulated in the college administrative policies.

Treasurer

2-8.5a The treasurer shall be appointed by the board during its first meeting following the election of the board. The duties of the treasurer shall include, but are not limited to, the following:

- (a) member of the executive committee;
- (b) chair of the finance committee;
- (c) together with designated administrative staff of the college, be responsible for the receipt, deposit, disbursement, and withdrawal of all funds of the college and shall render periodic financial reports to the board as the board may direct;
- (d) preparing and submitting an annual financial statement, duly audited by the auditors for the college, to the annual general meeting of the college, which statement shall first be approved by the board;
- (e) securing the appointment of the auditor for the coming year;
- (f) keeping, or cause to be kept, a full and accurate record of the financial transactions of the college;
- (g) keeping all funds in such bank as the executive may determine from time to time;
- (h) preparing an annual budget and presenting it to the board prior to its presentation to the general membership; and

- (i) assuming other duties as stipulated in the college administrative policies, or as requested by the board.

Secretary

2-8.5b The secretary shall be appointed by the board during its first meeting following the election of the board. Duties of the secretary shall include, but are not limited to the following:

- (a) member of the executive committee
- (b) managing and/or recording the minutes of all general, board and executive committee meetings, as necessary
- (c) managing and/or serving notice to the Board of MCSW meetings
- (d) Assuming other duties as stipulated in the college administrative policies, or as requested by the board.

Affiliated organizational representatives

2-8.6 The affiliated organizational representatives shall be members in good standing and shall be appointed by the board from amongst its members. The affiliated organizational representatives shall act on behalf of the college with associated organizations as the board may determine to be necessary. The duties of the affiliated organizational representatives shall be, but are not limited to, the following:

- (a) providing a report to the board following each meeting or other significant activity of the affiliated organization;
- (b) representing the board to the affiliated organization and conveying the opinions or motions of the board to the organization;
- (c) the board may appoint one or more affiliated organizational representatives to be a member of the executive committee; and
- (d) assuming other duties as stipulated in the college administrative policies or as assigned by the board.

Recording secretary

2-8.7 The board shall appoint a board member or a college staff person to act as the recording secretary to the board and the executive committee. The duties of the recording secretary shall be stipulated in the college administrative policies.

PART 3 Committees

Establishment of committees

3-1 The board must establish a complaints committee, an inquiry committee and a continuing competence committee, and the board may establish and maintain whatsoever other committees it determines as necessary to oversee and conduct the affairs of the college. Such committees may include but are not limited to:

- (a) Board governance committees, which shall be chaired by a member of the board:
 - Executive committee
 - Strategic planning committee
 - Quality assurance committee
 - Nominating committee

- Finance committee
- (b) Regulatory committees, which shall be chaired by a board member unless designated to another registered social worker:
 - Registration committee
 - Complaints committee
 - Inquiry committee
 - Continuing competence committee
 - Practice audits committee
- (c) Professional affairs committees, which shall be chaired by any member in good standing:
 - Aboriginal advisory committee
 - Social justice committee
 - Student liaison committee
 - Professional ethics committee

3-1.1 The terms of reference for all committees may be developed by each committee within a framework stipulated in the college administrative policies and must be approved by the board prior to implementation.

3-1.2 Committees shall have direct accountability and reporting responsibility through the chair of the committee to the board.

3-1.3 Committees shall meet regularly prior to the board meetings and shall provide a report for each board meeting.

3-1.4 The board shall appoint members, and public representatives where required by the Act, to each of the committees, and, unless otherwise required by the Act or the by-laws, the appointees need not be on the board, at the time of such appointment.

3-1.5 Where not required by the Act, persons on each of the committees may include public representatives and must be approved by the board.

3-1.6 Persons on the committees shall serve for a period of three (3) years, and may be renewed for a successive term of three (3) years.

3-1.7 Committees shall strive to ensure appropriate representation from indigenous peoples, which may include bringing in persons when needed on an ad hoc basis, particularly when dealing with a matter that predominately affects the interests of indigenous peoples.

Registration committee

3-2 The board must establish a registration committee to provide advice or recommendations to the registrar, in respect of assessing:

- (a) the combination of education, training, and work or volunteer experience of an applicant for registration to the college as a social worker;
- (b) the length, quality, nature and sufficiency of the education, training, and work or volunteer experience of the applicant; and
- (c) any additional social work training, related courses, or structured mentoring that would be required for the applicant.

3-2.1 The registration committee shall consist of members in good standing, in addition to the registrar, as an ex-officio member.

Exclusion from board after appeal by complainant

3-3 Where a decision of the complaints committee has been appealed by the complainant under section 36 of the Act, no person who was involved in the review or investigation of the complaint while serving on the committee shall be involved in hearing the appeal if the person is also on the board.

PART 4 Meetings and voting

Meetings of the board

4-1 The procedures for meetings of the board are established as follows:

- (a) The president shall call at least four (4) meetings of the board annually.
- (b) Notice of a board meeting shall be provided by the president to all persons serving on the board at least seven (7) calendar days prior to the date of the meeting.
- (c) Persons on the board may participate by teleconference or other electronic means, and shall be considered as being present so as to constitute a quorum and requirements for voting.
- (d) A majority of the officers of the board, or a two-thirds (2/3) majority of all persons on the board, may call a special meeting of the board. Notice of a special meeting shall be provided to all persons on the board at least seven (7) calendar days in advance of the date of the meeting.
- (e) The president of the board may convene special executive or other committee meetings as determined to be necessary. Notice of a special executive or other committee meeting shall be provided by the president to all persons on the board, at least seven (7) calendar days in advance of the date of the meeting.
- (f) The president may convene an emergency special meeting of the board or any committee and may waive requirements for notice.
- (g) A person on the board may move for the suspension of a rule of procedure. Such a motion shall be subject to a vote and shall require support of two-thirds (2/3) of persons on the board present at such meeting to be approved.
- (h) Any matter introduced at a board meeting, which was not included in the notice provided prior to the meeting, shall be considered by the board for addition and shall require a majority affirmative vote to be approved.
- (i) The rules of procedure for board meetings shall be conducted in accordance with those described in the college administrative policies and the by-laws.
- (j) In accordance with fair procedure guidelines, any procedural matter not governed by a by-law or college administrative policies shall be governed by rules of order as approved by the college, and a copy of these rules of order shall be available at all board meetings.
- (k) The public may attend meetings of the college and the board, except where the college considers that a private meeting is necessary in order to consider matters of a confidential nature or matters of a personal nature concerning an individual.
- (l) A resolution in writing signed by a quorum of persons serving on the board without their meeting together shall be as valid as if it had been adopted at a meeting duly called and held, and consent to such resolution be evidenced by means of documents in the same form each signed by one or more persons on the board, or by means of

facsimile, word processor, e-mail message from the person's address which is registered on the college database, or any other method of transmitting written material.

Annual general meetings

4-2 There shall be at least one general meeting of the college, known as the annual general meeting, held each year.

- (a) The annual general meeting shall occur at a time and place determined annually by the board.
- (b) Each annual general meeting shall occur no later than sixteen (16) months following the previous meeting.
- (c) All matters to come before the annual general meeting shall be submitted in writing to the registrar not less than thirty (30) calendar days prior to the date of the annual general meeting.
- (d) Proper notice of the annual general meeting shall be sent to all members in good standing, social work students and public representatives at least forty-five (45) calendar days in advance of the date of the meeting.
- (e) All notices of the annual general meeting shall include an agenda of the matters to come before the meeting.
- (f) A matter not previously included in the notice and agenda for the annual general meeting may be introduced at the meeting. Such a matter must first be approved in the form of a motion to suspend the rules of procedure by an affirmative majority vote of two-thirds (2/3) by those present and eligible to vote.
- (g) Annual general meetings shall be conducted in accordance with the by-laws and the procedures described in college administrative policies.

Special general meetings

4-3 The president may convene a special general meeting at any time the board determines it is necessary to do so, according to the following:

- (a) Notice of a special general meeting shall be provided by the board to all members, social work students and public representatives, at least thirty (30) calendar days prior to the date of the meeting.
- (b) A special general meeting of the college must be convened when the board receives a written request, signed by at least five (5%) percent of all members who are entitled to vote, provided such a request clearly states the purpose of the meeting.
- (c) Where the board determines a need for further information, a decision for such a meeting may be delayed until the next board meeting and a representative may be asked to attend to provide clarification of the request for the special meeting.
- (d) If not initially indicated in the notice sent out under 4-3(a), the time and place of such a meeting shall be set by the board and shall require at least seven (7) calendar days of notice.
- (e) All notices of the special general meetings shall include an agenda of the matters to come before the meeting.

Notice of motions for meetings

4-4 Notices of motions must be provided as follows:

- (a) Motions to be presented to the board are to be identified on the written agenda issued to persons on the board at least seven (7) calendar days prior to the scheduled board meeting.

- (b) Motions to come before the annual general meeting of the college are to be identified on the written agenda issued to members, social work students, and public representatives, at least forty-five (45) calendar days prior to the scheduled date of the meeting.
- (c) Motions to come before a special general meeting of the college are to be identified on the written agenda issued to members, social work students, and public representatives, at least seven (7) calendar days prior to the scheduled date of the meeting.

Committee meetings

4-5 The chair for each committee may convene such number of meetings as may be determined to be necessary to conduct the business of the committee.

4-5.1 The chair for each committee shall issue a notice of the meeting to all members, social work students and public representatives on the committee, at least seven (7) calendar days prior to the date of any such meeting and shall include an agenda of the matters to come before the meeting.

Notices of meetings

4-6 Notices of meetings must be provided as follows:

- (a) All notices of an intention to call a meeting shall be filed with the registrar who shall cause the notices to be forwarded to all members, social work students and public representatives entitled to participate in the meeting, as set out within these by-laws.
- (b) All notices shall include an agenda of matters to come before the meeting and shall be forwarded electronically or by regular mail to all members, social work students and public representatives entitled to participate in the meeting.

4-5.1 An unintentional omission to deliver notice of a meeting or the non-receipt of a notice by any member, social work student or public representative who is entitled to participate does not invalidate a duly served notice or the proceeding of the meeting.

Quorum and participation

4-7 Quorums for meetings of the board (including special meetings of the board) and committees, and annual and special general meetings, are established as follows:

- (a) Fifty (50%) percent of all persons on the board, at least two of whom are officers, shall comprise a quorum for the transaction of business of the board.
- (b) The number of members, social work students and public representatives in attendance shall comprise a quorum for the transaction of business at a special or annual general meeting of the college, provided that at least two (2) officers of the college are present at such a meeting.
- (c) Three (3) persons who are members of a committee shall comprise a quorum for the transaction of business for that committee.
- (d) Three (3) persons who are members of the board shall comprise a quorum for the purpose of an appeal to the board.

4-7.1 A member, social work student, or public representative may participate in a meeting by being physically present at the meeting, or by

means of telephone or other telecommunication device if the meeting is conducted so that all persons participating in the meeting can communicate with each other. A person participating in a meeting by a telecommunication device is considered to be present at the meeting and shall be entitled to speak and vote at the meeting and shall be counted as part of the quorum.

Voting procedures

4-8 All persons who are entitled to attend and who are present at duly constituted meetings may vote on a matter brought before any general or special meeting of the college or any board or committee meeting if the person is eligible to vote on the matter, with the exception of the president of the board, and the exemption of a committee chairperson during a meeting of that committee.

4-8.1 The president shall cast a deciding vote in case of a tied vote at board and annual special or general meetings, and the chairperson shall cast a deciding vote in case of a tied vote at a committee meeting.

4-8.2 All matters affecting the affairs and procedures of the college shall be decided by a majority of the votes cast by eligible voters present at a duly constituted meeting of the board or a committee, or a general or special meeting, unless otherwise specified in the by-laws or in the Act.

4-8.3 Matters relating to by-laws, or proposed amendments to by-laws, shall require an affirmative majority vote of the members who are:

- (a) present and voting at a general meeting; or
- (b) voting in a mail vote or by another method of voting conducted in accordance with the by-laws.

4-8.4 Any eligible voter at a meeting of the board or a committee, or a general or special meeting, may request that a roll call be taken following a vote by introducing a procedural motion, subject to a two-thirds (2/3) affirmative vote by all present and eligible to vote.

4-8.5 Any eligible voter at a meeting of the board or a committee, or a general or special meeting, may request that a vote be conducted by secret ballot by introducing a procedural motion, subject to a two-thirds (2/3) affirmative vote by all present and eligible to vote.

4-8.6 Voting on motions shall be conducted only by those present at a meeting and who are eligible to vote.

4-8.7 Proxy votes will not be permitted in any voting procedure.

4-8.8 Abstentions are interpreted as a refusal to vote and will not be considered as votes, but will be counted in the overall total and recorded as a separate category of the eligible votes cast.

4-8.9 A vote that is conducted using printed ballots shall not accept ballots that do not clearly indicate the voter's intention and will be considered to be a spoiled ballot but will be counted in the overall total and recorded as a separate category of the eligible votes cast.

4-8.10 Voting (other than voting on motions) may be conducted by electronic means established by the college, or by use of a printed mail-in ballot, or combination of methods approved by the board.

4-8.11 Voting procedures will be conducted in accordance with the procedures stipulated in the administrative policies of the college unless otherwise specified in the Act or the by-laws.

PART 5

Registration and regulation

Rights, privileges and responsibilities of members and social work students

5-1 The rights, privileges and responsibilities of members and social work students are established as follows:

- (a) All members are required to:
 - (i) observe the code of ethics and standards of practice adopted by the college;
 - (ii) comply with the guidelines for ethical practice adopted by the college;
 - (iii) comply with the college's standards of practice;
 - (iv) abide by the administrative policies, by-laws and regulations of the college;
 - (v) complete the annual renewal of certification of practice by the designated date;
 - (vi) promptly pay all fees when due (vii) fulfil the requirements of the continuing competence program; and
 - (viii) use the legal name under which he or she is registered under the Act when the member represents that he or she is a member of the college and/or engages in the practice of social work.

- (b) Members holding a valid certificate of practice are entitled to:
 - (i) attend all general or special meetings of the college;
 - (ii) vote at general or special meetings of the college;
 - (iii) hold any office in the college to which they may be appointed or elected;
 - (iv) apply to participate as a member of a college committee or interest group;
 - (v) receive privileges and services as may be provided by the college; and
 - (vi) practice as a registered social worker and to use the initials R.S.W. (or RSW) after their names.

- (c) Social work students are:
 - (i) entitled to attend all general or special meetings of the college;
 - (ii) able to participate as a member of a college committee or interest group;
 - (iii) entitled to receive privileges and services as may be provided by the college;
 - (iv) able to vote at general or special meetings of the college, but not on matters relating to amendments, enactments or repeals of by-laws;
 - (v) not able to hold any elected office in the college, with the exception of a social work student who is a board member;
 - (vi) not permitted to practice as a registered social worker and use the initials R.S.W. (or RSW) after their names.

- (d) Non-practising members who hold a certificate of registration are:
 - (i) able to attend all general or special meetings of the college;
 - (ii) able to vote at general and special meetings of the college;
 - (iii) able to hold any elected office in the college;
 - (iv) able to apply to participate as a member of a college committee or interest group;
 - (v) entitled to receive privileges and services as may be provided by the college; and
 - (vi) not able to practice as a registered social worker and use the initials R.S.W. (or RSW) after their names.

- (e) Temporary members in good standing are:
 - (i) able to attend all general or special meetings of the college;
 - (ii) not able to vote at general or special meetings;
 - (iii) not able to hold any elected office in the college;
 - (iv) entitled to apply to participate as a member of a college committee or interest group;
 - (v) able to practice as a registered social worker in accordance with the regulations, by-laws and administrative policies of the college and use the initials R.S.W. (or RSW) after their names.

Fees

5-2 The fees levied by the college are established as follows:

- (a) The annual fees of the college shall be as approved by the board.
- (b) The annual fees shall be due and payable before the 1st day of March each registration year and shall be for the period from the 1st day of April to the 31st day of March of the following year, and for the purposes of the by-laws, "registration year" shall have the same meaning as "fiscal year".
- (c) The annual fee shall be assessed on a monthly pro-rated basis for members who become registered during the registration year.
- (d) The board may consider and approve a special assessment fee to be levied on each of the members and social work students for the purpose of furthering the objects of the college.
- (e) Such special assessments shall be deemed to be part of the annual fee during the year in which such an assessment is levied.
- (f) There shall be an application fee in an amount established by the board, which shall accompany the application for registration and shall be non-refundable.

5-2.1 The fees payable to the college for applications for registration, annual renewal of certificate of practice and certificate of registration, professional corporation permits, and reinstatement of registration, are set forth in Schedule A of this by-law.

Waiver or reduction of fee

5-2.2 The board or the registrar may, at the board or the registrar's discretion (as the case may be), waive or reduce any fee or assessment payable by a member or social work student representative.

Failure to respond to a complaint

5-2.3 The college may cause a registration and membership to be suspended or terminated for an investigated member who fails to appear before a complaint or inquiry committee; or who is unable to be located following the receipt by the college of a complaint.

Reinstatement and penalty fees

5-2.4 The board or the registrar shall have the authority to establish reinstatement of registration and penalty fees following a cancellation of registration due to late payment of fees and a failure to renew a certificate of practice, certificate of registration or a permit.

Certificate of registration

5-3 The registrar shall issue a certificate of registration to every member whose name has been entered into a register of the college.

5-3.1 Each certificate of registration shall be in such form as the board may decide and shall be signed by the president and the registrar of the college and shall be sealed with the seal of the college.

5-3.1 (a) The certificate of registration shall be issued in the member's full legal name, which must be the same as the name by which the member represents that he or she is registered under the Act.

5-3.2 The certificate of registration shall remain the property of the board and every member shall return the certificate to the board within ten (10) days after being notified in writing to do so by the registrar by reason of suspension or cancellation, or by reason of non-payment of any fees that may be levied in accordance with the by-laws.

Renewals

5-3.3

- (a) Non-practising members must renew the certificate of registration annually, on or before the 1st day of March of the registration year. Notice to non-practicing members will be issued prior to the end of the registration year advising of the due date for the renewal of the certificate of registration.
- (b) Social work students must renew their membership in the college before October 1st of each year.

Cancellation and reinstatement of certificate of registration

5-3.4 Cancellation and reinstatement of a certificate of registration are subject to the following provisions:

- (a) Suspension or cancellation following an investigation into a complaint against a practicing member, and reinstatement by the board as provided for under the Act.
- (b) Non-practicing members who fail to meet the requirements for renewing a certificate of registration by the due date will be subject to the administrative procedures established for cancellation of registration.
- (c) The registrar must, before cancelling a certificate of registration for failure to meet the renewal requirements, provide notice to the non-practicing member of the failure by registered mail, electronic mail or personal delivery, and addressed to the address of the person shown on the records of the college.
- (d) Members whose registration is subject to cancellation may apply for reinstatement before or on June 30th, by:
 - (i) providing any information that the college may require within the timeline set by the board;
 - (ii) paying the required fees as provided for in the by-laws; and
- (ii) completing all other requirements for renewal of certificate of

registration, and reinstatement of registration, as stipulated in the by-laws and other administrative policies of the college.

Certificate of practice

5-4 The registrar shall issue a certificate of practice to each practicing and temporary member whose name has been entered in the register of social workers and who has made payment of all required fees. A registered member may not practice without a valid certificate of practice.

5-4.1 The certificate of practice shall include the type of practice, the date of expiration and any conditions or limitations imposed.

5-4.1 (a) - The certificate of practice shall be issued in the member's full legal name, which must be the same as the name used by the member when he or she engages in the practice of social work.

5-4.2 The certificate of practice is valid only for the period specified and can be renewed in accordance with the regulations, the by-laws and the administrative policies for the college.

5-4.3 Renewal of a certificate of practice must occur annually and must be completed on or before the 1st day of March each year. Notice to members holding a certificate of practice will be issued prior to the end of the registration year advising of the due date for the renewal of the certificate of practice. A member renewing a certificate of practice is not required to renew the certificate of registration.

Cancellation and reinstatement of certificate of practice

5-4.4 The registrar may cancel a certificate of practice for failure to meet the renewal requirements. Prior to cancellation, the registrar must provide notice to the member of the failure by registered mail, electronic mail or personal delivery, and addressed to the member at the address shown on the records of the college. If a member's certificate of practice is cancelled, a copy of the notification of cancellation shall be sent to the member's employer.

5-4.5 The registrar shall cause a certificate of practice to be cancelled where the member's certificate of registration has been cancelled.

Scope of practice

5-5 The scope of practice for members and non-practising members may include the following:

- Case management
- Psychosocial assessments & interventions
- General counselling
- Psychotherapy
- Relationship counselling
- Child & adolescent therapy
- Family therapy
- Group therapy
- Cultural & spiritual counselling
- Community development & organization
- Child protective services
- Structural social work practice
- Social justice & client advocacy
- Clinical outcome evaluation
- Program planning & development
- Program management
- Program evaluation
- Policy research & development
- Clinical supervision
- Administrative supervision
- Consultation services
- Social work education
- Research
- Private practice

Professional corporations

5-6 Subject to Part 5 of the Act, the college has the authority and responsibility to regulate the affairs of professional corporations in the provision of social work services and a register will be maintained in accordance with the Act. Further, the college must issue permits for such corporations to provide their professional services.

Restricted to registered members

5-6.1 The only members who are permitted to establish professional corporations are members with a valid certificate of practice.

Procedures for acquiring a permit

5-6.2 The procedures for acquiring a permit to establish a professional corporation are as follows:

- (a) the corporation must file an application with the registrar using the form prescribed by the board and in accordance with the procedures specified in the college administrative policies.
- (b) For the purpose of clause 19(1)(a) of the Act, the corporation must provide the registrar with:
 - (i) a copy of the articles of incorporation, articles of amendment, articles of continuance, articles of amalgamation, or like articles of the corporation; and
 - (ii) a current certificate of status for the corporation issued under *The Corporations Act*.
- (c) The board may set a fee for the filing of an application for a permit and shall modify such fees as it sees fit from time to time.

Notice of changes

5-6.3 Whenever there is a change in the information that a professional corporation has provided in its application for a permit or renewal of a permit, the professional corporation must submit the new information to the registrar as soon as possible.

5-6.4 Permits issued by the registrar shall be valid only for the period of time specified on the permit and the corporation must apply for renewal of the permit prior to the expiration of the current permit.

Additional requirements for renewal of permit

5-6.5 In applying for renewal of its permit, a professional corporation shall, on or before expiry of its current permit, furnish to the registrar information about any criminal offence conviction of the corporation, its directors, officers, voting shareholders, or any person through whom the corporation carries on the practice of social work since the date the corporation last applied for registration or renewal of its permit with the registrar.

Refusal to issue a permit to a corporation

5-6.6 The registrar shall have the authority to refuse to issue a permit if there is not sufficient evidence that the corporation is compliant with the provisions of the Act. A corporation that is refused a permit or renewal may appeal the decision to the board by submitting a written appeal directly to the president of the board.

Commercial advertising

5-7 In accordance with the Act, the college has the authority to regulate and govern the use of commercial advertising by members and professional corporations.

5-7.1 Advertising used by members or professional corporations must be designed and promoted in a manner that upholds the dignity and fiduciary nature of the profession.

5-7.2 Advertising must not misrepresent the professional services offered. Only those professional services which have been approved by the certificate of practice may be advertised.

5-7.3 Advertising may not establish any perception that may be construed to contravene the protection of the public interest.

5-7.4 Advertising must be congruent with the code of ethics and standards of practice adopted by the college.

5-7.5 Any member of the public or the profession may have the right to file a complaint regarding advertising if it is believed that such advertising contravenes the best interests of the profession and the public interest; and such complaints will be received and processed by the complaints committee of the college in accordance with its standard administrative procedures.

Practice audits

5-8 The college may conduct practice audits of its members for purposes of ensuring compliance with the terms of the Act, the regulations, the by-laws, the code of ethics and other standards of the college for professional practice.

5-8.1 Practice audits may be conducted in accordance with a schedule established by the college for the review of the practice of all members.

5-8.2 A practice audit may also be conducted when a member is referred by:

- (a) the complaints committee in order to properly conduct an investigation of a complaint against a member;
- (b) the inquiry committee in order to properly conduct an investigation of a complaint against a member;
- (c) the registrar, as a result of evidence of a member's practice performance in the continuing competence program, other evidence provided indicating impairment of fitness to practice, or evidence provided by an employer of disciplinary actions taken against member.

5-8.3 On conclusion of a practice audit, the auditor must provide a complete written report to the registrar of the college.

PART 6

Administration

Registrar

6-1 The board shall appoint a registrar from among the members of the college to administer the regulatory affairs of the college and this position may be combined with the professional affairs duties of the executive director for the college.

6-1.1 The board shall have the authority to appoint a person in the capacity of acting registrar when the registrar is absent or otherwise unable to act, or when there is a vacancy in the office of the registrar.

Protection from liability

6-2 No person acting on behalf of the college and its affairs shall be liable for any action of anything done by the person in good faith in the performance or exercise of duties under the Act, regulations or by-laws; nor for the neglect or default in the performance or exercise in good faith of such a duty or power, except for any such actions as exercised through willful neglect, default or in willful contravention of the policies, by-laws and regulations of the board and the college.

Executive limitations

6-3 No person shall have any authority to act on behalf of the board or college with respect to agents or employees of the college except as provided in the by-laws, administrative policies of the college, or by motion of the board.

6-3.1 The registrar shall have no authority to act on behalf of the board or college with respect to the transaction of the affairs of the college except as provided in the by-laws, the regulations, and the position description for the position, administrative policies of the college, or by motion of the board.

Protection of confidentiality

6-4 Every person acting on behalf of the college and its affairs shall preserve confidentiality in the course of conducting their duties, and must not communicate such information to another person except in accordance with the code of ethics, standards of practice, administrative policy, and the by-laws and as required by law.

Exemptions from confidentiality

6-4.1 Confidential information may be disclosed in accordance with the terms stipulated in the Act.

Financial administration

6-5 This section establishes the financial administration of the college and board, as follows:

Fiscal year

6-5.1 The fiscal year of the college shall be from April 1 to March 31 of each year.

Financial accountability

6-5.2 The procedures for financial accountability are established as follows:

- (a) All financial transactions conducted by the college shall be recorded and supported by appropriate documentation.
- (b) The financial affairs for the college and management of these matters shall be accountable to the board.
- (c) The board shall maintain a finance committee, chaired by the treasurer, and including the registrar, to oversee the matters pertaining to financial management.

Financial reports

6-5.3 The procedures for financial reporting are established as follows:

- (a) A report and statement of the complete financial status of the college shall be prepared with oversight from the treasurer and provided to the board at any of its regular meetings for review and approval.
- (b) A formal motion must be made by the board to approve the financial report submitted.

Annual audits

6-5.4 The procedures for annual audits are established as follows:

- (a) The treasurer shall ensure that the financial affairs of the college are audited annually and that such audit will be completed by the external auditors authorized to do so.
- (b) The treasurer shall ensure that an audit report is received and approved by the board and made assessable to members, social work students, and social work corporations prior to the annual general meeting.

Appointment of auditors

6-5.5 The procedures for the appointment of auditors are established as follows:

- (a) An external auditor who is a member of Chartered Professional Accountants Manitoba shall be appointed by the board at the annual general meeting of the college.
- (b) The auditor's findings shall be reported as part of the annual general meeting.

Banking

6-5.6 The college may establish and maintain such accounts with a chartered bank, trust company or credit union as it determines are necessary from time to time.

Borrowing and investment

6-5.7 The procedures for borrowing and investment are established as follows:

- (a) The college may raise funds or borrow money in any manner it determines appropriate in order to conduct the affairs of the college.
- (b) The board may invest funds in any investments authorized in the name of the college and may change those investments as it may determine appropriate from time to time.

Business expenses reimbursement

6-5.8 Expenses incurred while conducting the affairs of the college may be reimbursed to any staff, member or social work student acting on behalf of the college provided prior approval for the expenditure has been provided by the registrar and valid receipts for all such expenses have been submitted to the designated administrative staff person.

Records administration

6-6 This section establishes the procedures for the administration of records.

Protection of personal information

6-6.1 The college will not disclose any member's or social work student's personal information to the public or other body excepting that which is required in compliance with the Act, including procedures defined in the complaints and inquiry process, and set out in the by-laws, the regulations and the college administrative policies.

Disclosure and availability of administrative records

6-6.2 The procedures for the disclosure of, and access to, administrative records, are as follows:

- (a) The administrative records of the college are to be considered as confidential and not available to members of the public except as published by the college.
- (b) All administrative, registration, certificates of practice, and procedural records of the college shall be kept in an orderly and current manner and stored in a secure location.
- (c) Access to the records shall be restricted and approved by the designated administrative staff person.
- (d) Where the designated administrative staff person is uncertain regarding access to information and records, the request may be referred to the registrar for resolution.
- (e) Where the registrar is uncertain regarding the release of information, the request may be referred to the executive committee or the board, for resolution.

Retention of records

6-6.3 All administrative, registration, certificates of practice, and procedural records of the college are to be retained for a period as specified in the administrative policies except where otherwise governed by separate statute.

Disposal of records

6-6.4 Records are to be disposed of in a secure manner preserving confidentiality and in accordance with the procedures defined in the administrative policies.

Human resources administration

6-7 This section establishes the procedures for the administration of human resources.

Employees and agents

6-7.1 The registrar shall have the authority to recruit and hire employees or other agents as it determines is necessary to carry out the work of the college. All such employees and agents shall be under the

administrative direction of the registrar and the terms of employment shall be clearly specified in an employment contract approved and signed by the registrar.

Position descriptions

6-7.2 The registrar shall maintain position descriptions for each of the employee positions in the organization and shall review and update these position descriptions every three years. Position descriptions for employees are to be signed by the employee and the registrar and used as the principal reference for conducting performance appraisals.

Performance appraisals

6-7.3 The executive committee for the college shall conduct, or cause to be conducted, regular performance appraisals of the registrar. The registrar shall conduct performance appraisals of all other employees and agents of the college. Performance reviews shall document the appraisal in a standardized format that is congruent with the position description and other practices as specified in the college administrative policies.

Salary schedule

6-7.4 The board shall maintain a salary schedule for all positions of employment within the college. The salary schedule shall be congruent with the policies and procedures stipulated in the administrative policies for the college.

Salary increments

6-7.5 The procedures for salary increments are established as follows:

- (a) Salary increments shall be specified in the salary schedule and shall remain in effect for a designated period of time specified in the administrative policies for the college.
- (b) Changes to the salary schedule shall occur at the expiration of the designated period specified in the salary schedule and as defined in the administrative policies for the college.
- (c) Employees, who have reached a maximum salary in accordance with the salary schedule, shall be eligible for an annual salary increment to be negotiated between designated representatives of the executive committee and the employees. Such considerations shall be referenced to those stipulated in the administrative policies for the college.

Benefits

6-7.6 The college shall maintain a benefits program for its employees the terms of which will be determined by the board and stipulated in the administrative policies for the college.

Appointment of legal counsel

6-8 The board or a committee of the college may retain legal counsel for the purpose of assisting the board or a committee in carrying out any power or duty under the Act, the by-laws and regulations or any other matters pertaining to the affairs of the college.

PART 7

Miscellaneous

Promotion of the welfare of the members and the profession

7-1 The college may develop, maintain and publish position statements of relevance to the profession of social work and the conditions, events and issues with which the profession is concerned.

Approval, amendments and repeal of by-laws

7-2 This section establishes the procedures for the approval, amendment and repeal of by-laws.

7-2.1 The board, a committee, or any member may propose an amendment, enactment or repeal to the by-laws of the college.

7-2.2 Any such proposed amendment, enactment or repeal must first be submitted in writing to the registrar of the college and must be received not less than sixty (60) calendar days prior to the annual general meeting.

7-2.3 The board shall promptly review proposed amendments, enactment or repeal and consider approval, rejection or variation of the amendment.

7-2.4 The board may, by an affirmative majority vote of those present and eligible to vote on the matter at a duly constituted meeting of the board, provisionally amend, repeal or enact any by-law consistent with the accomplishment of the objects and affairs of the college.

7-2.5 Within forty-five (45) days of giving provisional approval of such amendment, enactment or repeal, the board shall notify members, social work students, and social work corporations of the proposed amendment, enactment or repeal. The amendment, enactment or repeal shall be in force until the next annual general meeting at which time those in attendance and eligible to vote shall consider the amendment, enactment or repeal for approval.

7-2.6 Where notice is given on a proposed amendment, enactment or repeal of by-laws, a quorum of members who are eligible to vote on the matter must be present at a duly constituted meeting, with the vote conducted as provided for under the Act and the by-laws.

Schedule of fees

7-3 The schedule of fees, as approved by the board, shall be published on the college website and accessible to the public and social workers or by request to the college designated administrative staff person.

Code of ethics

7-4 The college will endorse and adopt by resolution a code of ethics as a standard for the professional conduct of social workers, and promote the code of ethics as a guide for all social workers. The code of ethics shall be used as a principle guiding document in the evaluation of the professional conduct of a social worker and shall be readily accessible through electronic publication on the college website or by request to the college.