

NEWSLETTER 5.1

The governance of a professional order

Translation of annotated extracts from:

LA MISE EN PLACE D'UN ORDRE PROFESSIONNEL, Document d'information

Office des professions du Québec, December 2010 (p. 20 to 26)

3.3 The Governance of the Order

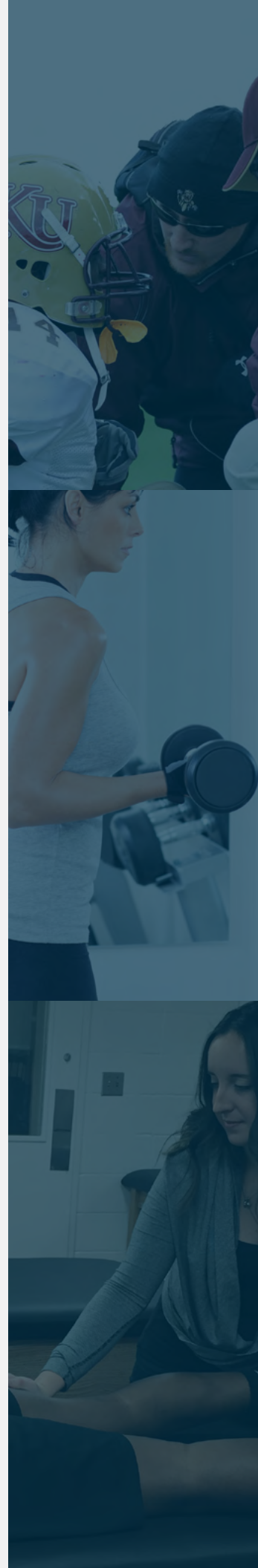
The governance structure of a professional order is made up of several bodies. It is appropriate to outline the main ones here and indicate how they can be formed and what responsibilities they will have.

3.3.1 The Board of Directors

The Board of Directors is the most important body of a professional order. This is the body responsible for the general administration of the affairs of the Order and for seeing to the application of the Code, the Act or the letters patent constituting the order. It will exercise all the rights, powers and prerogatives of the order, except those within the competence of the members of the order in general meeting.

It consists of a president and a number of directors to be determined. That number is at least 8 if the order has less than 5,000 members and 12 if the order has 5,000 members or more. And 2, 3 or 4 of these directors, of whom at least half are not members of a professional order, will be appointed by the Office, depending on whether the order has 8 or 9, 10 to 12 or 13 directors or more. The Office shall appoint them from a list it draws up after consultation with the CIQ and different socio-economic organizations, among others. Individuals thus appointed are full directors of the order.

In the case of an order for athletic therapists, the Board would be made up of 8 members, that is, 6 members from the Order and 2 appointed by the OPQ.



The Board of Directors has in particular the following responsibilities as regards the structure of the Order:

- Ensuring the regional representation of members or of sectors of activity among its elected members;

In the case of an order for athletic therapists, the concentration in the Greater Montréal Area does not allow for representation by administrative region. Larger-regional representation could be considered..

- Fixing the quorum for general meetings of the members and the manner of calling such meetings;
- Fixing the date of and procedure for the election of the president and the directors;
- Electing the president if it must not be done by a general vote of the members; appointing a secretary, a syndic, a member of the disciplinary council.

Moreover, it should be remembered that it is again the Board that, among other things, determines the annual fees and any supplementary or special fees. The Board is, thus, giving itself the means by which to accomplish its most important task, that of preparing and adopting all the regulations or by-laws that will govern the profession. Further on, we shall look at the great variety of subjects that it will have to deal with.

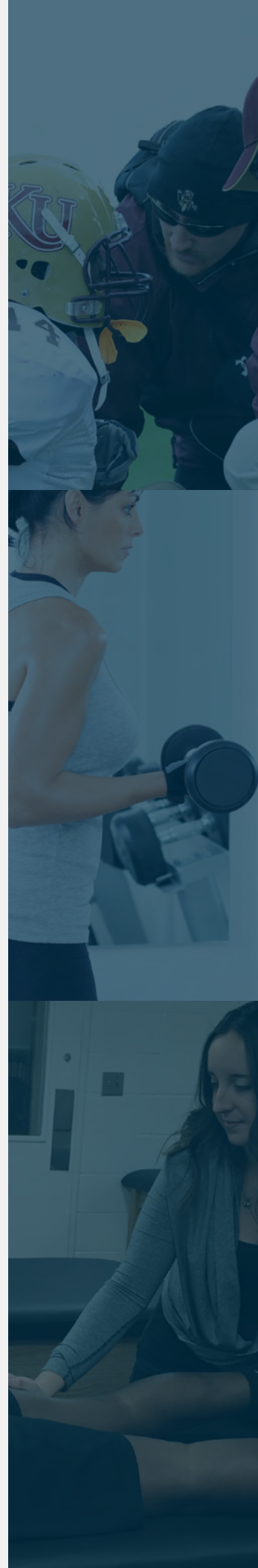
3.3.2 The Executive Committee (does not apply to an order for athletic therapists)

3.3.3 The President

The Order also includes a president, who, as specified under the Code, will exercise a right of general supervision over the affairs of the Order. To that end, the president may require information from any person who works for the Order, including with regard to the conduct, or the progress, of an inquiry.

The president must be a member of the profession, and be elected by secret ballot, either by a general vote of the members of the Order, or by a vote of the elected directors and from among their numbers, depending on the mode of election determined by the general meeting of members.

The assumption used to date is that the president is appointed by the elected administrators.



3.3.4 The General Meeting

At the general meeting of members, the officers are called upon to report on their guiding principles, their objectives and their action plans. The president, in particular, must submit a report of the activities of the Board of Directors and the financial statements of the Order. It is also up to the general meeting to appoint the individuals who will audit the books and accounts. In addition, the majority of the members who agree to the fees set by the Board of Directors may express their agreement at this meeting, which is required for the fees to be levied.

A bill (BILL 98) is currently studied and would provide, among other things, the power to the Board to set annual fees without the approbation of the assembly.

A general meeting is held either annually, within eight months of the end of a fiscal year, or as a special meeting. The Secretary of the Order calls the meeting. A special general meeting of the members may be held at the request of the president of the Order or the Board of Directors, or at the written request of the number of members required to constitute a quorum at such meeting.

Lastly, in order to clearly indicate that the mission of the Order is also of interest to the general public and not only to its members, it should be noted that accountability must not be treated as a totally closed system. In fact, directors from outside the profession must be called; they will not have the right to vote, but they will have the right to speak. In addition, the report of the president of the annual general meeting will then be forwarded to the Office and to the minister responsible for applying professional laws, and then even tabled before the National Assembly.

3.3.5 The Secretary

The Secretary of a professional order has two responsibilities that require more special attention. First of all, the secretary plays a critical role in electoral matters, and, secondly, he or she is required to prepare the roll of the order. Of special interest to the public, this roll is a record of sundry information on each member, including name, professional domicile, the date the person was entered on the roll, the permit or certificate issued by the order, and also a note indicating any sanctions against the member, such as being struck off the roll or having his or her practice restricted.

The Secretary is designated by the Board of Directors but, in light of his or her role in electoral matters in particular, two particular conditions apply: the president may not exercise both functions and a two thirds majority vote of the



members of the Board of Directors is required to dismiss the secretary.

In most orders that we have met with or analyzed, the functions of secretary and executive director are assumed by the same person.

3.3.6 The Syndic

The syndic plays a prominent role in a professional order not only for the members but also for the public, due to the Order's mission to protect the public. In fact, it is the syndic who is in charge of investigating, either on his or her own initiative or after receiving information from a client, for instance, to find out whether a member has committed an offence against the Code, the Act constituting the order, or one of the regulations or by-laws adopted by the order, in particular the Code of Ethics.

At the end of this inquiry, the syndic may decide that there is cause to lodge a complaint with the disciplinary council, which may find the complaint warranted and impose sanctions, as applicable, by striking the member off the roll. A decision to not lodge a complaint is, however, not completely final because the review committee may review this decision. Moreover, the syndic may inform the professional inspection committee if his or her inquiry has led him or her to think that a member's practice or competence should be the subject of an inspection.

The Board of Directors must appoint the syndic from the members of the Order and, if need be, assistant syndics and corresponding syndics. These persons shall form the office of the syndic.

However, additional provisions are also provided in order to ensure that this intervention, which is so crucial to the protection of the public, even though it is entrusted to a member of the Order, will be carried out with total objectivity. As a result, a syndic may not hold another function within the order, apart from the reconciliation of professional fee accounts, and, as in the case of the secretary, a two thirds majority vote of the members of the Board of Directors will be required to dismiss the syndic. Additionally, the Board of Directors will have the express duty to take measures aimed at preserving the independence of the office of the syndic at all times.

