



**BY-LAWS**

**OF THE ONTARIO**

**SOCIETY OF CLINICAL CHEMISTS**

Approved at the Annual General Meeting

**1988-11-29**

And incorporating the Amendments approved

**2005-11-10**

**2010-11-04**

**2016-11-03**

**2017-11-08**

# BY-LAWS

## ARTICLE 1 - GENERAL

- i. Clinical Chemistry shall be defined as the application of chemical concepts and techniques to the prevention, detection, diagnosis, treatment and understanding of disease.
- ii. The Ontario Society of Clinical Chemists herein referred to as "the Society" shall be the name of the Society.
- iii. The Society shall be constituted as a Provincial section of the Canadian Society of Clinical Chemists, according to the resolution passed by the members of the Canadian Society of Clinical Chemists in August 1968, and its operation shall be subject to Article 8 of the By-Laws of the Canadian Society of Clinical Chemists.
- iv. The geographical area of jurisdiction of the Society shall be the province of Ontario. It is understood that any other local section of the Canadian Society of Clinical Chemists established within the province of Ontario by the Council of the Canadian Society of Clinical Chemists, will also be a local section of the Ontario Society of Clinical Chemists.
- v. Members of the Society shall be subscribers to its Constitution and By-Laws, and shall be subject to the duties, obligations, rights, and privileges contained therein.
- vi. The objects of the Society are:
  - to carry on, without financial gain, a scientific and professional society for the advancement of the practice of clinical chemistry in the province of Ontario;
  - to enhance communication between the local section and the Canadian Society of Clinical Chemists;
  - to hold scientific meetings and conferences;
  - to disseminate information of professional interest;
  - to encourage the development and use of improved analytical procedures and instrumentation;
  - to establish affiliation and/or close and continuing liaison with other societies and groups.
- vii. The Society will refrain from holding meetings of a scientific or other nature, which will conflict with the aims and objectives of the Canadian Society of Clinical Chemists.

## **ARTICLE 2 - ORGANIZATION**

### **A. Government**

- i. The rules contained in "Roberts Rules of Order, Revised" shall govern the proceedings of the Society in all situations in which they are applicable, and in which they are not inconsistent with the By-laws of the Society, or the standing rules of the Society.
- ii. The governing body of the Society, known and referred to as Council, shall consist of eight (8) persons, namely:
  - a President who shall serve a term of two years and accede to the position of Past President;
  - a Past President who shall serve a term for two years coincident with the President;
  - a Vice President who shall serve a term of two years coincident with the President and accede to the position of President;
  - a Treasurer who shall serve a term of three years, renewable once;
  - a Secretary who shall serve a term of three years, renewable once;
  - Chair, Professional Affairs who shall serve a term of two years, renewable once;
  - Two (2) Councilors who shall each serve a term of two years, renewable once
- iii. Council shall appoint such Standing Committees as are required by the By-Laws. It may also appoint such Ad Hoc or Special Committees as are required to conduct the business or implement the objectives of the Society.
- iv. Council shall be responsible for conducting the day-to-day business of the Society and shall act as the following Standing Committees: Committee on By-Laws, Committee on Membership.

### **B. Financial**

- i. The funds and property of the Society shall be used and dealt with to pursue the objectives of the Society, and in accordance with the By-Laws.
- ii. No member of the Society shall, in his or her individual capacity, be liable for any debt or liability of the Society.
- iii. Council shall appoint such signing officers as they see appropriate. Approval (by signatures, Council meeting minutes, or e-mail) by minimum two Council members shall be required for disbursements over five hundred dollars.
- iv. The fiscal year for society shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

## **ARTICLE 3 - MEMBERSHIP**

### **A. Types of Members**

- i. Both Full and Associate Members in good standing of the Canadian Society of Clinical Chemists, who are working and/or residing in the Province of Ontario, shall be Full Members of the Ontario Society of Clinical Chemists.
- ii. In addition to Full Members, the Society may admit to Affiliate Membership anyone with an interest in clinical chemistry residing in the province of Ontario.
- iii. Individuals who were working in the Province of Ontario and have been granted either Honorary or Emeritus membership by the Canadian Society of Clinical Chemists, shall be granted Honorary or Emeritus Membership respectively in the Ontario Society of Clinical Chemists.

### **B. Admission to the Society**

- i. Full Membership will automatically be granted to anyone upon receipt by the Secretary of proper notification of Full or Associate Membership status from the Office of the Canadian Society of Clinical Chemists.
- ii. Applicants for Affiliate Membership must be sponsored by two members, at least one of whom shall be a Full Member of the Society, who have a professional knowledge of the applicant. Written applications, each with the applicant's and sponsors' signatures shall be received by the Secretary who shall propose them to Council for approval.
- iii. Notwithstanding Articles 3A ii & 3B ii above, no additional Affiliate Members shall be elected when the number of Affiliate Members equals or surpasses the number of Full Members.
- iv. Honorary or Emeritus Membership will automatically be granted to anyone upon receipt by the Secretary of proper notification of Honorary or Emeritus Membership status respectively from the Office of the Canadian Society of Clinical Chemists.

### **C. Rights and Privileges of Members**

- i. Full Members of the Society shall have the right:
  - to nominate;
  - to vote in elections and on matters pertaining to the Society;
  - to hold elected office;
  - to serve on Standing Committees of the Society;
  - to receive all mailings and access all electronic media of the Society;
  - to attend meetings.

- ii. Affiliate Members of the Society shall have all the rights and privileges accorded Full Members, except that they shall not vote, and not hold elected office except by invitation of Council.
- iii. Honorary and Emeritus Members of the Society shall have all the rights and privileges accorded to Full Members, except that they shall not hold elected office, nor Chair Standing Committees.

#### **D. Dues**

- i. Full Members of the Society shall remit to the Treasurer of the Canadian Society of Clinical Chemists such annual dues as may be approved by the Members of the Ontario Society of Clinical Chemists, subsequent to a recommendation by Council, at an Annual General Meeting.
- ii. Affiliate Members of the Society shall remit to the Treasurer of the Ontario Society of Clinical Chemists such annual dues as may be approved by the members of the Ontario Society of Clinical Chemists, subsequent to a recommendation by Council, at an Annual General Meeting.
- iii. a) An Affiliate Member shall be notified when his or her dues are six months in arrears that unless the dues are paid within thirty days, the member's name shall be deleted from the Register and the said person shall cease to be a member of the Society.  
b) Notwithstanding the provisions of Section D.iii.a), Council may, for cause deemed sufficient, defer such payment of dues, with the member continuing in arrears.  
c) Any person who has ceased to be a member for non-payment of dues may apply for readmission to the Society and, at the discretion of Council, pay a reinstatement fee and/or all or part of the arrears.
- iv. The membership year shall be January 1<sup>st</sup> to December 31<sup>st</sup> for all types of members.

#### **E. Termination of Membership**

- i. A member who is in good standing may resign from the Society by sending a letter of resignation to the Secretary.

#### **ARTICLE 4 - NOMINATIONS, ELECTIONS and VACANCIES IN OFFICE**

- i. Council shall, at its inaugural meetings each year, appoint two Full Members to serve on the Committee on Nominations under the Chairship of the Past President. The duty of this committee shall be to implement the procedure of obtaining nominations as outlined by 4 ii.
- ii. The Committee on Nominations shall draft a list of Full Members who are willing to stand for election. The list of nominations shall contain at least as many names as there are position to be filled. The list of nominations shall be presented to Council no later than August 1<sup>st</sup> in the year in which the election is to be held.
- iii. With the approval of Council, the Secretary shall send by mail or electronic media to the last known address of each Member in good standing a list of the vacancies and nominations to date, and shall declare a further nomination period of not less than thirty days during which time further nominations may be received from Members.
- iv. Following the closing date for nominations and at least thirty days prior to the Annual General Meeting, the Secretary shall send by mail or electronic media to the last known address of each Full, Honorary and Emeritus Member in good standing a ballot enumerating the vacancies and an alphabetical list of the candidates for each vacancy. At the same time the Secretary shall declare a final date for receipt of marked ballots that shall be not more than seven, and not less than three days prior to the Annual Meeting.
- v. Marked ballots, received at an address designated by the Secretary before the closing date for ballots, shall be counted, and the candidate receiving the greatest number of votes for each office shall be declared elected at the Annual General Meeting.
- vi. The new Council shall assume office immediately after the conclusion of the Annual General Meeting.
- vii. Council may by resolution, appoint a replacement for the remainder of the term of office of any member of Council whose position becomes vacant before the expiry of his or her term of office, or they may declare a vacancy. In the event of a vacancy in the position of Past President, Council may select a previous President to fill the vacancy, or they may leave the position vacant.
- viii. No Council Member may serve in elected positions for more than eleven consecutive years.

## **ARTICLE 5 - DUTIES OF OFFICERS**

### **A. President and Vice President**

- i. The President shall preside at all meetings of the Society and of Council, and shall be an ex-officio member of all committees, except for the Committee on Nominations.
- ii. The President shall authenticate, by signature when necessary, all the acts and proceedings of the Society.
- iii. The President shall make yearly reports to the Council of the Canadian Society of Clinical Chemists pertaining to the Society's activities and financial status.
- iv. The President shall liaise between the Provincial and National Societies for the purpose of maintaining effective communication and representation to both Societies on relevant matters.
- v. In the absence or inability of the President, the Vice-President shall perform the same functions as the President.

### **B. Treasurer**

- i. The Treasurer shall be charged with the general supervision of the funds of the Society. The Treasurer shall prepare a budget for review, and possible revision, by Council prior to the Annual General Meeting, and shall propose the budget for ratification at the Annual General Meeting. The Treasurer shall receive all monies due to the Society, record all monetary receipts and disbursements, and submit a statement of the finances of the Society prior to the AGM.

### **C. Secretary**

- i. The Secretary shall be responsible for correctly recording the minutes of all general and scientific meetings of the Society, and the minutes of the meetings of Council, and shall affix the Corporate Seal of the Society thereto. The Secretary shall send to the membership announcements of all scientific meetings, attend to correspondence and perform such other duties as ordinarily pertain to his or her office, including ensuring custody of the Corporate Seal and certifying any documents issued by the Society.
- ii. The Secretary shall cause to be kept a Membership Register, which shall contain the full name, current address, occupation, and place of work, of every person who is a Member.
- iii. The Secretary shall receive and process all applications for membership or change in membership status, and shall propose lists of new Affiliate Members to Council for approval.

## **ARTICLE 6 - COMMITTEES**

- i. Standing Committees shall be established by Council and their Chair chosen by Council for such terms as Council shall determine. Normally such Standing Committees shall include:
  - Committee on Nominations;
  - Committee on Professional Affairs and Public Relations
- ii. Members of Standing and Ad Hoc Committees shall be Full, Honorary, or Emeritus Members. Affiliate Members may also sit on Committees, with or without voting privileges at the invitation and discretion of Council.
- iii. The duties of each Standing or Ad Hoc Committee shall be those implied by the title of the committee, and such other specific duties, functions and intent as may be designated by the terms of reference prescribed from time to time by Council, or as may be herein stated or provided.
- iv. The Chairs of any committee other than the Committee on Nominations shall recruit individuals to serve on the committee, in accordance with Article 6 ii.
- v. The Chair of any committee shall render to Council, at the request of Council, a written report of the committees' activities. All such activities shall be subject to the approval of Council. A report containing a recommendation shall be the subject of a motion by a member of Council.
- vi. Budgetary approval of all costs, charges, and expenses covering the annual operations of any committee shall be obtained from Council. Non-budgetary expenses shall have prior approval from Treasurer.
- vii. In the absence of any Standing Committee, Council shall perform the responsibilities and functions normally delegated to the Standing Committee.

## **ARTICLE 7 - MEETINGS**

### **A. Annual General Meeting**

- i. The Society shall hold an Annual General Meeting of Full, Honorary, Emeritus and Affiliate Members at a time and place to be determined by Council, and due notice of which shall be sent by mail or electronic media to the last known address of each Member and posted on the OSCC web site not less than thirty days in advance of the date of such meeting.
- ii. Fifteen (15) of the voting members shall constitute a quorum at the Annual General Meeting.



- iii. The Annual General Meeting shall consider the reports of the President, Treasurer, and the reports of any Committees placed on the agenda by Council and any ordinary business concerning the Society.

## **B. Council Meetings**

- i. Council shall normally meet at least four times a year:
  - Shortly after taking office following the Annual General Meeting;
  - Approximately 3 and 6 months after the Annual General Meetings;
  - Just prior to the Annual General Meeting.
- ii. At a meeting of Council, four members of Council shall constitute a quorum. Council's business may, wherever expedient, necessary, and practical, be conducted by electronic media, mail, teleconference or telephone, such transactions and communications to be reviewed at the next regular meeting of Council.
- iii. The President may invite the Chairs of Standing Committees, or other non-voting observers or appointees to be present at any or all of the deliberations of Council.
- iv. The Council may meet at any time at the call of either the President, the Vice President or the Treasurer.

## **C. Scientific Meetings**

- i. A minimum of one Scientific Meeting shall be held by the Society each year, such meetings to be organized by Council and chaired by the President.
- ii. In addition to the scientific agenda at these meetings, there shall also be a Society business agenda chaired by the President, for the purpose of reporting Council business.

## **ARTICLE 8 - CHANGES IN BY-LAWS**

- i. Council shall have the general responsibility of studying and drafting proposed changes in the By-Laws.
- ii. A proposal to alter the By-Laws may be made by any Member of the Society. The proposal shall be made in writing to the President who shall bring the proposal to Council. Council, upon consideration of such a proposal and following a motion duly passed, may refer the matter to an Ad Hoc Committee on By-Laws for further study and formal drafting.

- iii. Each proposed change in the By-Laws shall be circulated to the Membership for solicitation of comments at least one month prior to the next Annual General Meeting. Each proposed change shall subsequently be presented by Council at the next Annual General Meeting for discussion, possible alteration, and voting. If the proposed change in the By-Laws receives a two-thirds (2/3) affirmative vote of those Members voting, the Secretary shall submit the new By-Laws to the Solicitor for the Society and the By-Laws become effective immediately.
- iv. Changes in cross-referencing and numbering engendered by other changes in the By-Laws shall not require to be considered an amendment requiring a vote, but shall be made automatically.

**Passed** at the 1988 Annual General Meeting of the Ontario Society of Clinical Chemists, held at Sunnybrook Medical Centre, Toronto, on November 29<sup>th</sup> 1988, with 43 members in attendance. Amendments (1) approved at the 2005 Annual General Meeting of the Ontario Society of Clinical Chemists at Niagara-on-the-Lake, November 10<sup>th</sup> 2005, with quorum (>25 members) present. Amendments (2) approved at the 2010 Annual General Meeting of the Ontario Society of Clinical Chemists in Toronto. Amendments (3) approved at the 2016 Annual General Meeting of the Ontario Society of Clinical Chemists in Niagara-on-the-Lake. Amendments (4) approved at the 2017 Annual General Meeting of the Ontario Society of Clinical Chemists in Toronto.



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