



## CONSTITUTION AND BY-LAWS

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# CONSTITUTION AND BY-LAWS

## Definitions

In this by-law and all other by-laws of the Society unless the context otherwise requires:

1. "Clinical Chemistry" and "Clinical Biochemistry" have the same meaning.
2. "Officers" of the Society are the President, President-Elect, Secretary, and Treasurer.
3. "Executive" shall mean the committee made up of the four (4) elected Officers of the Society.
4. "Council" is the governing body of the Society and is made up of the Executive, the Divisional Heads, and up to three (3) Councillors.
5. "Councillor" means a member of Council pursuant to Article 2.1.1.1.
6. "Board" means the board of directors of the Canadian Academy of Clinical Biochemistry (the "Academy") and "director" means a member of such Board.
7. "Division" is a formation composed of several committees with similar goals and objectives. Such divisions may include the Education and Scientific Affairs Division, the Professional Affairs Division, the Publications Division, the Public Outreach Division, and other divisions as may be formed by the Council from time to time.
8. "Society" means the Canadian Society of Clinical Chemists.

## CONSTITUTION

The Name of the Society is the Canadian Society of Clinical Chemists. The Society was initially incorporated as a corporation according to the Companies Act of Canada.

1. Clinical Chemistry shall be defined as the application of chemical and biochemical concepts, and the corresponding analytical techniques, to the prevention, detection, diagnosis, treatment and understanding of disease. The Society was continued pursuant to Section 211 of the Canada Not-for-Profit Corporations Act by a Certificate of Continuance issued January 7 2013.
2. The objectives of the Society and its territory of operation shall be, namely:
  - a) to carry on, without pecuniary gain, a scientific and professional society for the advancement of the practice of clinical chemistry;
  - b) to hold scientific and educational meetings and conferences;
  - c) to disseminate information of professional interest;
  - d) to encourage the development and use of improved methods of practice, reference materials, apparatus and quality control; and
  - e) to establish affiliation and/or close liaison with other societies and groups whose programs may be related to clinical chemistry and are in the interest of the public.

Also, through the Canadian Academy of Clinical Biochemistry, (hereinafter referred to as the Academy),

- f) to maintain and enhance the standards of competence for the practice of Clinical Biochemistry
  - g) to develop and extend postgraduate and postdoctoral training programs;
  - h) to accredit those programs meeting its approved standards; and
  - i) to certify the competence of the graduates of the training programs.
3. The operations of the Society may be carried on throughout Canada or elsewhere.
  4. 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.
  5. The Head Office of the Society shall be in Canada.

# BY-LAWS

## ARTICLE 1. MEMBERSHIP

### 1.1 Categories of Membership

- 1.1.1 The Society shall consist of Full Member, Associate Member, Affiliate Member, Student Member, Emeritus Member and Honorary Member categories.
- 1.1.2 A person who holds an earned Master's Degree or Doctoral-level Degree (or equivalent) acceptable to the Society and is engaged in professional activity in Clinical Chemistry is eligible to become a Full Member.
- 1.1.3 A person who is associated with the practice of Clinical Chemistry but who does not qualify to become a Full Member is eligible to become an Associate Member.
- 1.1.4 A person who is a laboratory health care professional who holds an earned Master's Degree or Doctoral Degree (or equivalent) but who is not associated primarily with the practice of Clinical Biochemistry is eligible to become an Affiliate Member.
- 1.1.5 Notwithstanding Section 1.1.3 and Section 1.1.4, no additional Associate Members or Affiliate Members shall be admitted when the number of Associate Members and Affiliate Members equals one less than the number of Full Members.
- 1.1.6 A person is eligible to become an Emeritus Member who has been a Full Member for a minimum of ten (10) years, and who is retired from full-time employment.
- 1.1.7 A person is eligible to become a Student Membership who is:
- engaged in a postdoctoral training program in Clinical Biochemistry; or
  - engaged in a residency program in Medical Biochemistry or equivalent; or
  - engaged in not less than a half-time graduate program in an accredited university in an area of study acceptable to the Society.
- 1.1.8 A person who has made an outstanding contribution to the field of Clinical Laboratory Medicine is eligible to become an Honorary Member. Such a person shall be recommended to Council by a committee consisting of three Past Presidents of the CSCC.
- 1.1.9 Changes to these By-Laws shall not result in change of Membership status for any Society Member in good standing.
- 1.1.10 Membership in the Society is not transferable.

### 1.2 Admission to the Society

- 1.2.1 Applications for Membership shall be received by the Secretary and approved or rejected by Council according to the procedures laid down in the Standing Rules.

### 1.3 Rights and Privileges of Membership

- 1.3.1 Rights and privileges appropriate to the category of Membership begin following receipt of the fully completed application and upon approval as to Membership by Council.
- 1.3.2 Full Members of the Society shall have all of the rights and privileges of Membership, which include the right and privilege to nominate, to vote in elections and upon matters pertaining to Society affairs, to hold elected office, to chair Standing Committees and Task Forces of the Society, to receive Society mailings, and to attend Society Meetings where they shall be assessed the Member's rate.
- 1.3.3 Associate Members of the Society shall have all the rights and privileges accorded Full Members except that they shall not have the right to vote in general membership meetings or in respect of any decisions put before the Members to vote by ballot, hold elected office, nor chair Standing Committees or Task Forces.
- 1.3.4 Affiliate Members of the Society shall receive appropriate Society mailings, including CSCC News, but shall not receive Clinical Biochemistry unless they pay the current Society subscription rate. They shall not have a right to vote in general membership meetings or vote in any decisions put before the Members for a vote by ballot, hold elected office, nor chair Standing Committees or Task Forces.
- 1.3.5 Emeritus Members of the Society shall have all the rights and privileges accorded to Full Members.
- 1.3.6 Student Members of the Society shall receive appropriate Society mailings, and may participate in Society functions. They shall not have the right to nominate or to vote in general membership meetings or to vote in any decision put before the Members, hold office nor chair Standing Committees or Task Forces.

1.3.7 Honorary Members of the Society shall retain the rights and privileges that they held at the time the Honorary Membership was conferred. They shall pay no annual dues.

#### **1.4 Dues**

1.4.1 Members of the Society shall remit to the Treasurer such annual dues as may be approved by the Full Members from time to time at an Annual General Meeting following recommendation by Council.

1.4.2 Payment of annual dues begins with the fiscal year following Council's approval of such annual dues. Payment of membership dues for each successive year is an annual obligation of membership unless the written resignation of the Member is received by the Secretary prior to January 1 of the effective year of resignation.

#### **1.5 Termination of Membership**

1.5.1 Members in arrears are subject to the procedures laid down in the Standing Rules of the Society. Final notice of the cancellation of membership must be in writing by the Secretary. It is the right of the Member to request reinstatement.

1.5.2 Notwithstanding these procedures, Council may, for cause deemed sufficient, defer such payment of dues with the Member continuing in arrears. It is the prerogative of Council to grant such a Member temporary "inactive" status.

1.5.3 Any Member(s) who, at the local, provincial, national or international level, has misrepresented personal views as those of the Society, or abused or injured the Society's reputation or its objectives, may be subject to the disciplinary procedures approved by Council and may have the rights and privileges of membership withdrawn. Notwithstanding these procedures, notification of charges, of hearings, of decision and of appeal must all be in writing.

### **ARTICLE 2. GOVERNANCE**

#### **2.1 Council**

2.1.1 Officers: The officers of the Society form the Executive Committee and are namely

- i) a President, who shall normally serve a term of two years;
- ii) a President-Elect, who shall serve for two years in effect as vice-president, who shall be designated as President for the following two-year term. In the event that the President-Elect is unable to succeed to the Presidency a new President and/or President-Elect shall be elected by the voting Membership according to Article 11.3.3;
- iii) a Secretary who shall serve a term of three years;
- iv) a Treasurer who shall serve a term of three years and who shall normally be elected in a year alternate to the election of the Secretary.

2.1.1.1 Council: The governing body of the Society, known and referred to as "the Council", shall consist of nine(9) to eleven(11) persons made up of

- 1) four (4) members of the Executive Committee and
- 2) up to three (3) individuals who shall each serve a term of two years; two of whom shall normally be elected in one year and one in the next

all of whom shall collectively be referred to as Councillors.

2.1.2 Council: Powers, Duties and Functions:

2.1.2.1 Council shall be charged with the duty of conducting the business and management of the Society and its affairs, while conforming to the provisions of the Canada Not-for-Profit Corporation Act, the Constitution these By-Laws, and the Standing Rules.

2.1.2.2 Council shall have authority to establish, and alter or amend as required, Standing Rules and procedures governing its meetings and the operations of the Society, within the Constitution and By-Laws.

2.1.2.3 Council shall serve as the By-Laws Committee of the Society.

2.1.2.4 Council shall appoint such Standing Committees, Ad Hoc Committees, Task Forces and Representatives as are required to conduct the business or implement the objectives of the Society.

2.1.2.5 Council shall receive reports from all Provincial and Local Sections, Committees, Task Forces, Representatives to external associations, and any individual or agency with whom contractual arrangements are, or will soon be, in force, according to the procedures laid down in the Standing Rules of the Society.

2.1.2.6 Notwithstanding these procedures, Council shall deal directly with reports from the Committees on Awards, Nominations and Professional Affairs with the exception of matters requiring preservation of confidentiality.

2.1.2.7 Council shall approve the designation of official documents as proposed by the Secretary.

### 2.1.3 Executive: Powers, Duties and Functions

2.1.3.1 The Executive of the Society shall be accountable to Council in all its functions.

2.1.3.2 The Executive shall have the responsibility for conducting the day-to-day business of the Society.

2.1.3.3 The Executive shall deal with matters which do not fall within the terms of reference of Standing Committees.

2.1.3.4 The Executive shall co-ordinate, where necessary, those matters which need to be referred to Standing Committees.

2.1.3.5 The Executive shall transact emergency business and take action on matters which cannot wait until the next Council meeting.

2.1.3.6 The Executive shall normally deal with all Committee reports except those reserved for full Council, and shall deal with all matters requiring confidentiality.

## 2.2 Officers

### 2.2.1 President

2.2.1.1 The President shall preside at all meetings of the Society, the Council and the Executive and shall be an ex-officio member of all Committees except the Committee on Nominations, and shall in general represent the Society declaring its will, and in all things obeying its command.

2.2.1.2 The President shall authenticate, by signature when necessary, all the acts and proceedings of the Society.

2.2.1.3 In the absence or inability of the President, the President-Elect shall perform the same functions and have the same powers as the President.

### 2.2.2 President-Elect

2.2.2.1 The President-Elect may be assigned certain tasks as considered appropriate by the President or Council, in particular serving as the regular or occasional representative of the Society on behalf of the President in meetings with governments or external associations.

### 2.2.3 Secretary

2.2.3.1 The Secretary shall carry the responsibility for

- a) the correct recording of the Minutes of all general meetings of the Society, and
- b) the Minutes of the meetings of Council and Executive;
- c) timely announcements to the Membership of all general meetings;
- d) correspondence; and
- e) the performance of such other duties as ordinarily pertain to this office, including ensuring custody of the Corporate Seal and certifying any documents issued by the Society.

2.2.3.2 The Secretary shall maintain the list of official documents of the Society, propose additions to this list of documents for approval by Council, and ensure their appropriate translation and distribution.

2.2.3.3 The Secretary shall cause to be kept an Active Membership Register of every person who is a Member. The Active Membership Register shall contain the full name, current address, occupation and place of work. It shall be the responsibility of the Members to keep the Society informed with regard to their Professional Record.

Council may purge outdated or redundant data from the Membership Register according to Standing Rules.

2.2.3.4 The Secretary shall, according to procedures laid down in the Standing Rules, oversee the receipt and processing of all applications for Membership or changes in Membership status, and shall propose new Members and changes in status to Council for approval.

### 2.2.4 Treasurer

2.2.4.1 The Treasurer shall

- a) be charged with the general supervision of the funds of the Society, and
- b) receive all monies due to the Society,
- c) record all monetary receipts and disbursements, and
- d) submit a statement of the finances of the Society as often as required by the Executive, the Council or the Membership,
- e) be responsible for an annual audit.

2.2.4.2 All disbursements shall be made by the Treasurer, or another officer of the Society, at the Executive's discretion.

- 2.2.4.3 The Treasurer shall prepare an annual budget and present it to Council for its approval. The approved budget shall be distributed to all Members at least thirty (30) days prior to the next Annual General Meeting.
- 2.2.4.4 The Treasurer shall be responsible for communications with the Academy, and Provincial and Local Sections in matters pertaining to dues.
- 2.2.4.5 The Treasurer shall propose any changes in annual dues to Council and, if approved by Council, to the Annual General Meeting for approval by the Membership.
- 2.2.4.6 The Treasurer shall propose the name(s) of the auditors to be appointed by Council for the coming fiscal year.

### **2.3 Indemnification of Councillors and Officers**

- 2.3.1 The Society shall indemnify any Councillor, Officer or former Councillor or former Officer of the Society against any expenses actually and necessarily incurred or imposed (including but not limited to, judgments, costs and counsel fees) in connection with the defence of any action, suit or proceeding in which involvement occurred by reason of being or having been such Councillor or Officer of the Society, except in relation to matters as to which such Councillor or Officer shall be adjudged in any action suit, or proceeding to be liable for negligence or misconduct in the performance of a duty for the Society. Such indemnification shall not be deemed exclusive of other rights to which such Councillor or Officer may be entitled, under any other By-Laws, agreement, a vote of the Members, or as a matter of law, or otherwise.
- 2.3.2 The Society shall be required to purchase and maintain insurance, if available, on behalf of each of its Councillors, Officers, former Councillors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Councillors or Officers of the Society. The Society shall purchase insurance in respect of potential liabilities of the Councillors and Officers whether or not the Society would have the power to indemnify them against any such liability.

## **ARTICLE 3. COMMITTEES AND TASK FORCES**

### **3.1 Standing Committees**

- 3.1.1 Standing Committees shall be established by Council, either alone or with representation (by nomination) of the Provincial Sections or in conjunction with other bodies, as the By-Laws require or provide, and for such purposes and terms as Council may determine. The terms of reference under which each Committee functions shall be reviewed by Council at least every three years.
- 3.1.2 Such Standing Committees shall include at minimum:
- a) Committee on Annual Meetings
  - b) Committee on Awards
  - c) Committee on By-Laws, with Council forming a Committee of the whole
  - d) Committee on Nominations

### **3.2 Ad Hoc Committees and Task Force**

- 3.2.1 Council may appoint and discharge Ad Hoc Committees and Task Forces whose duties and responsibilities shall be those implied by the title of the committee or task force, and whose general purpose shall be to assist Council and the Society in its aims and objectives.

### **3.3 Membership**

- 3.3.1 All members are eligible to sit and vote on Committees and Task Forces subject to Full members making up at least 50% of the membership on a committee or task force.
- 3.3.2 The Chair and the majority of committee Members shall be Full Members and in any quorum of a Committee a majority shall be Full Members. Nominations for Members of a Committee may be put to Council through the President by the Chair of that Committee and by the executive committees of Provincial Sections, according to the Standing Rules.

### **3.4 Terms of Office**

- 3.4.1 Unless otherwise stated in these By-Laws, the Chair of a Committee shall be appointed by the President for a term of up to three years, renewable one or more times.
- 3.4.2 To ensure continuity, Members of a Committee shall be appointed in alternate years for a term of up to three (3) years, renewable one or more times.
- 3.5 The activities of each Committee and Task Force will be coordinated through a designated Division of the Society.

## **ARTICLE 4. REPORTS**

### **4.1 Executive and Council**

- 4.1.1 On behalf of Council, the President and/or Secretary shall have the authority to require reports from any elected or appointed officer, representative or body, or Provincial or Local Section executive committee.
- 4.1.2 The President, Secretary and Treasurer shall report to the Annual General Meeting on matters of Membership, finance, policy, priorities, and any relevant activities. The President may invite other appointees or representatives to present to the Annual General Meeting reports previously received and approved by Council.

### **4.2 Committees and Task Forces**

- 4.2.1 The Chair of each Committee or Task Force shall report on its activities to the designated Divisional Head who will provide a Divisional report to Council or the Executive
- 4.2.2 In the case of reports which may lead to publication of a Position Statement which will have the status of official Society policy, Council shall ensure the appropriate distribution of the draft document to other Society members, and to non-Members whom Council considers to be experts on, or have a particular interest in, the specific topic. Council shall approve the document for publication only after its consideration of such comments and viewpoints received either directly by Council or by the author(s) of the Statement.

### **4.3 Canadian Academy of Clinical Biochemistry**

- 4.3.1 The Chair of the Board of the Academy, or delegate, shall report to Council at least annually on the Academy's activities. The Board shall also provide sufficient information to allow preparation of an audited financial statement for the Society Treasurer.

### **4.4 Access to Reports**

- 4.4.1 A copy of Minutes of the Annual General Meeting, of Council Meetings and of the audited Treasurer's Report shall be made available to any Society Member in good standing upon request.
- 4.4.2 Notwithstanding Article 4.4.1, the Executive shall upon request of the individual(s) involved or at the discretion of the President, preserve confidentiality in ethical or employment matters.

## **ARTICLE 5. PROVINCIAL SECTIONS**

### **5.1 Formation**

- 5.1.1 A Provincial Section may be established subject to the approval of Council, upon application in writing by five Full Members residing within that Province, the said application to be accompanied by a copy of the proposed Constitution and By-Laws.
- 5.1.2 The Constitution shall make provision for a formal structure of the Provincial Section with an executive committee composed of, at minimum, a President, Vice-President or equivalent, and Secretary-Treasurer.
- 5.1.3 No article of the Constitution or By-Laws of a Provincial Section, nor any action, may be contrary to the Articles of Continuance, By-Laws, Standing Rules, policies or interests of the Society.
- 5.1.4 A Provincial Section may not conduct its activities outside of its assigned geographical area, except upon specific authorization of Council.
- 5.1.5 In the case of those provinces where there is no official Provincial Section, members residing therein may seek membership in a neighbouring Provincial Section according to the By-Laws of that Section.

### **5.2 Organization**

- 5.2.1 A Provincial Section shall have autonomy in all matters not defined, limited or reserved by the Society.
- 5.2.2 A Provincial Section may delegate an observer to meetings of Council, subject to its own financial arrangements.
- 5.2.3 Provincial Sections shall submit an annual report of their activities and financial status to the Secretary not less than thirty (30) days prior to the Annual General Meeting.
- 5.2.4 In matters of finance a Provincial Section shall operate independently of the Society, and may collect Membership dues according to the provisions of the Provincial Section's By-Laws.
- 5.2.5 A Provincial Section may make application to the Council for financial assistance on matters which may be considered of interest to the Society as a whole.

### **5.3 Membership**

- 5.3.1 Membership under this Article shall consist of those Society Members residing within the boundaries of the Provincial Section, subject to the payment of required dues, or classified under the provisions of Article 5.1.5.
- 5.3.2 In addition to Society Members, Provincial Sections may admit to their Membership anyone with an interest in Laboratory Medicine residing in the designated geographical area. Such Members may not exceed 50% of their Membership. Such Members shall not be considered as Members of the Canadian Society of Clinical Chemists nor may they hold office in the Provincial Section.

## **ARTICLE 6. LOCAL SECTIONS**

### **6.1 Formation**

- 6.1.1 A group of five or more Members residing within a geographical area may petition Council for permission to form a Local Section of the Society.
- 6.1.2 Council may grant permission to those petitioners to form a Local Section, and shall officially delineate a geographical area of jurisdiction and approve an official name for the Section.

### **6.2 Organization**

- 6.2.1 A Local Section may not operate outside of its assigned geographical area, except upon specific authorization of Council, and of the Provincial Section if such exists.
- 6.2.2 No action of a Local Section may be contrary to the, Articles of Continuance, By-Laws, Standing Rules, policies or interests of the Society.
- 6.2.3 A Local Section shall have autonomy in all matters not defined, limited or reserved by the Society, or relevant Provincial Section.

## **ARTICLE 7. THE CANADIAN ACADEMY OF CLINICAL BIOCHEMISTRY**

### **7.1 Objectives**

- 7.1.1 The Academy shall exist and shall have its own structure within the Society. The Society shall delegate to the Academy the functions of certifying Clinical Biochemists and accrediting training programs, and shall grant the Academy the autonomy it requires to perform its functions in an arms-length relationship with the Society. The Academy shall report annually to Council and shall be accountable to Council for the activities and finances of the Academy.
- 7.1.2 The prime objectives of the Academy shall be to maintain and enhance the standards of competence for the practice of Clinical Biochemistry in Canada, in order to assure the public, the medical profession, and cognate disciplines in laboratory medicine, that persons professing to be specialists in Clinical Biochemistry possess the requisite qualifications and competence.
- 7.1.3 The major responsibilities of the Academy shall be the Certification of candidates by formal examination after assessment of their educational background and experience, and the Accreditation of postdoctoral training programs in Clinical Biochemistry.
- 7.1.4 An additional objective of the Academy shall be to maintain and enhance the standards of competence for the practice of other non-biochemistry laboratory professionals related to healthcare by accrediting educational programs in cooperation with these associated health professionals.
- 7.1.5 The Academy shall also be responsible for the Certification of other health professional candidates by formal examination after joint assessment of their educational background and experience with representatives of their health profession and the Accreditation of post-doctoral training programs in each related health profession.

### **7.2 Certification**

- 7.2.1 Candidates for Certification by the Academy must become Full or Affiliate Members of the Society before their Certification is completed.
- 7.2.2 The Academy shall recognize and award a certificate to those Clinical Biochemists who have achieved Certification.
- 7.2.3 The Academy shall also recognize and award a certificate to Clinical Biochemists with a Specialist's Certificate of the Ordre des chimistes du Québec issued since 2000, in accordance with the guidelines set out in the credentials and certification procedure of the Academy.
- 7.2.4 Certification stands alone as a qualification, and does not compel one to seek Fellowship in the Academy with its attendant financial obligations.



### **7.3 Fellowship**

- 7.3.1 All Members of the Academy are awarded the title "Fellow".
- 7.3.2 Fellows of the Academy shall subscribe to its objectives, shall be subject to the duties and obligations of the Academy, shall enjoy the rights and privileges contained therein, and shall be authorized to append the letters FCACB after their academic degrees.
- 7.3.3 Founding Fellowship in the Academy was granted to Clinical Biochemists prior to 1987 by the first Board of the Academy in accordance with defined criteria contained in the By-Laws in effect at that time.
- 7.3.4 A person shall be eligible to apply for Fellowship who is a Full Member of the Society and who has met, in the opinion of the Board of the Academy, the requirements for Fellowship approved by the membership of the Academy. To remain a Fellow of the Academy, a person must pay annual membership dues and comply with the professional development program for the maintenance of competence.
- 7.3.5 The Academy shall recognize and award a Fellowship Certificate to those Clinical Biochemists approved for Fellowship by the Board of Directors of the Academy. Fellows in good standing shall be recognized annually.

### **7.4 Organization**

- 7.4.1 The Academy shall be governed by a Board of Directors, hereinafter referred to as the Board. The Board shall consist of a minimum of six (6) members who are Fellows in good standing of which one shall be the Chair.
- 7.4.2 The Board shall be responsible for formulating the principles, policies and practices governing the operation of the Academy and for instituting such due processes as may be required. The principles, policies and practices shall be documented in the Administrative Procedures Manual which shall be maintained in a current form by the Secretary, and shall be available to any Fellow upon request.
- 7.4.3 The Board may establish such Committees as it deems necessary to carry out the Academy's objectives and responsibilities.
- 7.4.4 The Administrative Procedures of the Academy and the terms of reference of the Committees of the Academy shall be subject to ratification by the Council of the Society.
- 7.4.5 Changes in Article 7 of the By-Laws shall require the approval of the Board and shall be subject to the rules and regulations governing By-Laws changes of the Society.

### **7.5 Finances**

- 7.5.1 The Board shall be responsible for administering the finances of the Academy within a budget developed by the Board and approved by Council. The Society shall provide funds annually for those functions which the Academy performs on behalf of the Society. The Academy shall raise from its own Fellows the balance of the revenue it requires.
- 7.5.2 Fellows of the Academy shall remit to the Treasurer of the Society, in addition to all Society fees, Academy dues determined by the Board of the Academy. Dues in arrears shall be dealt with according to Article 1.5.

## **ARTICLE 8. REPRESENTATIVES FROM THE SOCIETY TO OTHER ASSOCIATIONS**

### **8.1 General**

- 8.1.1 In accordance with the aims and objectives of the Society, Council shall appoint from its own numbers or from Full Members of the Society individuals who shall serve as Representatives or Liaison Officers to other agencies, associations and professional bodies which may have one or more interests coinciding with those of the Society.
- 8.1.2 The Representative shall be appointed according to the terms of reference approved by Council, including the length of the appointment. The Representative shall seek the guidance of Council as necessary and adhere to the recommendations of Council at all times in those matters dealing with standards of professional practice, public and workplace safety, governmental regulations, commitment of finances, release of the Society's mailing list, and any action which may affect the reputation of the Society.
- 8.1.3 No pecuniary gain shall result to the Representative because of this appointment. Any monies received by the Representative shall revert to the Society.
- 8.1.4 The Representative shall report on relevant activities to Council or the Executive upon request of the Secretary, but at least annually. The Representative shall also prepare a budget upon request of the Treasurer.
- 8.1.5 The Representative shall bring to Council any proposed amendments to the Constitution and By-Laws of the external association which are deemed substantive, and which may potentially affect the continuing relationship.

8.1.6 The continuation of the relationship between the Society and the association shall be reviewed by Council at the end of the term of the current representative, and at least every four years. The relationship shall be examined according to the criteria laid down in the Standing Rules.

## **8.2 Joint Functions**

8.2.1 Any Member of the Society may bring to Council a written proposal that the Society participate in a joint function with one or more external associations with mutual interests. Such proposals shall normally be for functions such as a conference, workshop or joint policy statement.

8.2.2 Upon receipt of the proposal and according to the Standing Rules of the Society, Council shall approve, alter, amend or reject all or any part of the proposal.

8.2.3 In the case of joint ventures of a continuing nature, Council may identify such functions as requiring review and renewal of agreement every three years rather than annually.

## **ARTICLE 9. FINANCES**

9.1 The funds and property of the Society shall be used and dealt with for legitimate objectives only, and in accordance with the By-Laws.

9.2 Council may, and is hereby authorized to:

- a) borrow money upon the credit of the Society
- b) limit or increase the amount to be borrowed
- c) issue debentures or other securities of the Society
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed fair and expedient, and
- e) mortgage, hypothecate, charge or pledge all or any of the real and private property, and right and undertakings of the Society to secure any such debentures or other securities or money borrowed or any other liability of the Society.

9.3 Council may, and is hereby authorized to, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

9.4 The Council may, by resolution, delegate to any two Full Members of the Society, any or all of the powers conferred on Council by Article 9.2 and 9.3 to the full extent or such lesser extent, as Council may recommend.

9.5 The powers conferred in Article 9.2 and 9.3 shall be deemed to be in supplement of, and not in substitution for, any powers to borrow money for the purposes of the Society possessed by Council or its Officers independently of the aforesaid provisions.

9.6 Each year the appointed auditors shall examine and audit the accounts of the Treasurer. The said auditors shall submit a financial statement of the Society's liabilities, assets, income, and expenditures to the Treasurer for presentation as may be required. This statement shall be presented to the Annual General Meeting as part of the Treasurer's Report, and shall be made available to any Society Member upon request.

9.7 The fiscal year of the Society shall be the same as the calendar year, in accordance with the regulations for non-profit societies in Canada.

9.8 On approval of Council, the Society may accept funding from corporate sponsors in support of specific legitimate objectives, on the basis that no obligation is owing to the sponsor from the Society or its individual Members.

9.9 No Member of the Society shall, in any individual capacity, be liable for any debt or liability of the Society.

9.10 In the event of lawful dissolution of the Society, following the payment of all outstanding debts and obligations, any remaining assets of the Society shall be donated or transferred to some other non-profit Association or Associations having similar professional objectives.

## **ARTICLE 10. MEETINGS**

### **10.1 Annual General Meeting**

10.1.1 The Society shall hold an Annual General Meeting at a time and place to be determined by Council. Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1)(Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.

- 10.1.2 The rules contained in "Robert's Rules of Order" shall govern the proceedings of the Society in all situations in which they are applicable, and in which they are consistent with the By-laws of the Society or the Standing Rules of the Society.
- 10.1.3 Twenty voting Members shall constitute a quorum at an Annual General Meeting.
- 10.1.4 The Annual General Meeting shall consider the reports of the President, Secretary, and Treasurer, the reports of any Committees placed on the agenda by the Executive, and any ordinary business concerning the Society. The meeting shall also consider such extraordinary business of which due notice has been received by the Secretary not less than thirty (30) days prior to the date of the said meeting.
- 10.1.5 If the Society chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Society has made available for that purpose.
- 10.1.6 If the Council or members of the Society call a meeting of members pursuant to the Act, those Members of Council or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **10.2 Council Meetings**

- 10.2.1 Council shall meet a minimum of three times per year:
- a) immediately upon taking office following the Annual General Meeting;
  - b) mid-term between Annual General Meetings;
  - c) immediately prior to the next Annual General Meeting.
  - d) notice of the time and place of the mid-term meeting referenced in 10.2.1(b) above shall be provided to the members of Council by the following means:
    - i) by mail, courier or personal delivery to each member of Council at least five (5) days before the day on which the meeting is to be held; or
    - ii) by telephonic, electronic or other communication facility to each member of Council at least five (5) days before the day on which the meeting is to be held.

In the instance of a situation which in the opinion of the President must be dealt with by the Council on an emergency basis, the President may call an emergency meeting of the Council on forty-eight (48) hours prior notice.

- 10.2.2 At a meeting of Council, six Members of Council of which at least two shall be Officers of the Society shall constitute a quorum. Council's business may, whenever expedient, necessary, and practical, be conducted by mail, telephonic, or electronic or other communication facility, such transactions and communications to be reviewed at the next regular meeting of Council.
- 10.2.3 Minutes of all Council meetings shall be maintained by the Secretary. Matters requiring confidentiality and reported to Council by the Executive shall be recorded in a manner respecting that confidentiality. Minutes of Council meetings shall be made available to Society Members upon request.
- 10.2.4 The President may invite non-voting observers or appointees to be present at any or all of the deliberations of Council, such observers or appointees having no speaking privileges except upon invitation of the President. Such observers may include Committee Chairs, the Newsletter Editor, and representatives of Provincial Sections, the Academy, and external associations. Reimbursement for expenses sustained by invited observers shall be as laid down in the Standing Rules of the Society.
- 10.2.5 A Member of Council unable to attend a regular meeting of Council may designate a Full Member of the Society to act as a non-voting observer on the Councillor's behalf.
- 10.2.6 Members of Council shall not receive any remuneration for their services as Councillors, but may be indemnified out of the Society's Treasury for all other costs, charges, and expenses sustained or incurred in, or about, direct relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by default, or wilful neglect.

### **10.3 Executive Meetings**

10.3.1 The Executive shall meet at the request of the President.

10.3.2 The Executive shall confer on a regular basis appropriate to the length and terms of contract with any individual, company, or association with which the Society has a contractual business arrangement.

### **10.4 Notices**

10.4.1 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Council, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Council or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the last notice that was sent by the Society.
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.4.2 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **ARTICLE 11. NOMINATIONS, ELECTIONS AND VACANCIES IN OFFICE**

### **11.1 Nominations**

11.1.1 Council shall, at its inaugural meeting, appoint a Committee on Nominations, consisting of a Chair and two Members, whose duty shall be to implement the procedure of obtaining nominations as outlined in Article 11.1.2.

11.1.2 Council shall also decide, at its inaugural meeting, the schedule for

- a) solicitation of nominations
- b) report of the Committee to Council
- c) publication of the proposed slate.

11.1.3 Nominations for Council shall be solicited from the Membership by the Nominations Committee, according to the schedule determined by the first Meeting of Council as provided for in Article 11.1.2.

11.1.4 Nominations received from the Society Membership shall be signed by three (3) Members qualified to nominate, one of whom shall act as the proposer, and shall be accompanied by the written consent of the nominee. The Committee on Nominations, with due regard to regional representation and experience, shall submit to the Secretary a list of nominees, which list shall contain at least as many names as there are Officers and Councillors to be elected. This list shall reach the Secretary in time for the Winter Council meeting for approval by Council. The approved nominations shall be published in the next regular issue of one of the Society's publications which is made available to all Members.

11.1.5 Members cannot be nominated simultaneously to Council and to the Board of the Academy.

### **11.2 Elections**

11.2.1 In the event of an election, the Secretary shall make a ballot available to each Full and Honorary Member in good standing, enumerating the vacancies to be filled by election and an alphabetical list of the candidates for each vacancy, such candidates to be identified according to the procedures laid down in Standing Rules. The ballots can be made available in electronic format. The ballots shall be made available not later than two (2) months prior to the date of the Annual General

Meeting. The Secretary shall not vote in the election except in the case of a tie.

11.2.2 All Officers and Counsellors shall be elected by the Full and Honorary Members in good standing.

11.2.3 Ballots received at an address designated by the Secretary, or in the case of electronic ballots received in an online database or to an email address designated by the Secretary, not less than thirty (30) days before the date of the Annual General Meeting shall be counted by a Full Member of the Society appointed officially to be Scrutineer by the President. The Scrutineer must be assisted by one or more assistants approved by the President. The candidate receiving the greatest number of valid votes for each office shall be declared elected. In the case of a tie the Secretary shall cast the deciding vote.

11.2.4 The Chair of the Nominations Committee, upon receipt of the report of the Scrutineer, shall inform all candidates of the outcome of the election.

11.2.5 All ballots shall be destroyed thirty (30) days after the election.

11.2.6 The new Council shall assume office immediately after the conclusion of the Annual General Meeting.

### **11.3 Vacancies In Office**

11.3.1 Should an Officer or Councillor be unable to carry out his assigned duties, Council may declare a vacancy.

11.3.2 Council shall, according to the procedures laid down in the Standing Rules, appoint a replacement for the remainder of the term of office of any Member of Council except the President-Elect, whose position becomes vacant before the expiry of the term of office.

11.3.3 In the event of a vacancy in the office of President-Elect, the Committee on Nominations shall within sixty (60) days after the time of vacancy submit to the Secretary a list of one or more qualified persons nominated by the Committee for election by ballot to fill the unexpired term of the President-Elect (if applicable) and to succeed to the office of President. In the event that an election is required, ballots shall be made available to all voting Members within thirty (30) days of the approval by Council of the proposed list. The ballots can be made available in electronic format. The ballots shall be received at an address designated by the Secretary, or in the case of electronic ballots received in an online database or to an email address designated by the Secretary, up to and including the thirtieth (30th) day following their distribution, and shall be counted by a Scrutineer and assistant officially appointed by the President.

11.3.4 No Member of Council shall serve more than two consecutive terms in the same office unless that Member was appointed to fill a vacancy of less than one (1) year.

11.3.5 No Council Member may serve in elected positions for more than seven (7) consecutive years. After a lapse of one (1) year, an individual may again be nominated for an elected position.

## **ARTICLE 12. CHANGES IN BY-LAWS AND STANDING RULES**

### **12.1 By-Laws**

12.1.1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

12.1.2 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 the Executive or to an Ad Hoc subcommittee for further study and formal drafting. A proposal to alter Article 7 shall not be passed by Council until it has first been approved by the Board of the Academy.

12.1.3 Proposed changes in the By-Laws passed by Council shall be circulated to the Membership for solicitation of comments at least 60 days prior to the vote on the proposed change. The final proposed changes will be put before the members eligible to vote for a decision either by ballot or at a meeting of the members. Voting by ballot shall follow the same procedures as those of the election.

12.1.4 The Secretary or Scrutineer shall tabulate the votes. If the proposed changes in the By-Laws receives a two-thirds (2/3) affirmative vote of the votes cast, such amendments shall be approved.

12.1.6 Changes in cross-reference and numbering engendered by other changes in the By-Laws shall be accepted without a vote as amendments, allowing them to be made automatically.

## **12.2 Standing Rules**

12.2.1 The administration and operation of the Society's professional and business affairs shall be according to the procedures laid down in the Standing Rules of the Society, subject to the provisions and restrictions of these By-Laws.

12.2.2 The Secretary shall document, maintain and distribute as required the Standing Rules.

12.2.3 Council shall have authority to establish, alter or amend as required, Standing Rules as stated in Article 2.1.2.2.

12.2.4 Announcement of new or altered Standing Rules shall be made to the Membership in the next regular Society mailing, and will take effect no sooner than thirty (30) days thereafter.

## **ARTICLE 14. OFFICIAL LANGUAGES**

14.1 Official copies of the By-Laws and proposed amendments thereto shall be available to Members in English and French. In the event that a difference in interpretation is found to exist between the two versions, the interpretation of the original English version shall take precedence.

14.2 Those documents so designated by Council and the Board of the Academy shall be available to all Members in both English and French. These will normally include Minutes of the Annual General Meetings, and ballots with accompanying material. The listing of bilingual documents shall be contained in the Standing Rules.

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